

**COMPLIANCE UNDER THE COMPANIES ACT, 2013 – SECTION 8 COMPANIES**

**ANNUAL COMPLIANCE FY 2024-25**

Sl. No	Form	Particulars	Due date	Fine / Penalty /Additional fee / Consequence
1	MSME-1	Furnishing half yearly return with the registrar in respect of outstanding payments to Micro or Small Enterprises.	<ul style="list-style-type: none"> <li>For half year ended 31<sup>st</sup> March, 2024: 30<sup>th</sup> April, 2024</li> <li>For half year ended 30<sup>th</sup> September, 2024: 31<sup>st</sup> October, 2024</li> </ul>	Company and Officer In Default (OID)- Penalty – Rs. 20,000/- and in case of continuing failure, further penalty of Rs. 1,000/- per day during which the failure continues upto Rs. 3,00,000
2	Form DPT -3	Filing return of deposit or particulars of transaction not considered as deposit or both	30 <sup>th</sup> June, 2024	Company and OID (Fine) – Upto Rs. 5,000/- and where the contravention is a continuing one, with a further fine of Rs. 500/- per day.
3	Form DIR-3 KYC  (or)  DIR-3 KYC-WEB	Application in case of change in residential address, Mobile Number or email Id and DIN holders as on 31 <sup>st</sup> March, 2024 completing DIR-3 KYC verification for the first time.  An individual who has already submitted e-form DIR-3 KYC in relation to any previous financial year and there are no changes in any details reported.	On or before 30 <sup>th</sup> September, 2024	<ul style="list-style-type: none"> <li>Rs. 5,000/- filing fee beyond 30<sup>th</sup> September, 2024</li> <li>DIN will be marked “<i>Deactivated due to non-filing of DIR-3 KYC</i>”.</li> </ul>
4	Form AOC-4	Filing of financial statement and other documents with ROC	Within 30 days from the date of AGM. (AGM to be held within 6 months from the closure of the Financial Year)	<ul style="list-style-type: none"> <li>Additional filing fee from the 31<sup>st</sup> day – Rs. 100/- per day.</li> <li>Company (Penalty) – Rs. 10,000/- and in case of continuing failure, further penalty of Rs. 100/- per day during which the failure continues upto Rs. 2,00,000 <u>and</u></li> <li>MD/CFO/ Director (Penalty) – Rs. 10,000/- and in case of continuing failure, further penalty of Rs. 100/- per day during which the failure continues upto Rs. 50,000</li> </ul>

5	Form MGT-7	Annual Return	Within 60 days from the date of AGM.	<ul style="list-style-type: none"> <li>Additional filing fee from the 61<sup>st</sup> day – Rs. 100/- per day.</li> <li>Company and OID (Penalty): Rs. 10,000/- and in case of continuing failure – Rs. 100/- per day during which such failure continues upto Rs. 2,00,000 for Company and Rs. 50,000 for OID.</li> </ul>
6	Form PAS-6	Reconciliation of Share Capital Audit Report (Half yearly) *	<p>Within 60 days from the conclusion of each half year.</p> <p>30<sup>th</sup> May 2024 (Oct 2023 -Mar 2024) and 29<sup>th</sup> November 2024 (April 2024-Sep 2024)</p>	Company and OID- Penalty of Rs.10,000/- and further penalty of Rs.1000/- per day in case of continuing contravention subject to maximum of Rs. 2,00,000/- on Company and Rs. 50,000/- for OID
<b>EVENT BASED COMPLIANCE</b>				
1	Form ADT-1	Appointment or Re-appointment of Auditor	Within 15 days from the date of appointment.	<ul style="list-style-type: none"> <li>Company (Fine) – Not less than Rs. 25,000/- but which may extend upto Rs. 5,00,000/-</li> <li>OID (Fine) – Not less than Rs. 10,000/- but which may extend up to Rs. 1,00,000/-</li> </ul>
2	Form CSR-1	Registration for undertaking CSR activity as per Section 135 of the Act	<p>Prior to undertaking of CSR activity.</p> <p><b>Eligibility:-</b></p> <p>a) Established by a Company either singly or jointly with another Company and having 80G and 12A registration.</p> <p>b) Not established by any Company but has an established track record of at least 3 years and has obtained registration under 12A and 80G.</p>	Company and OID- Penalty of Rs.10,000/- and further penalty of Rs.1000/- per day in case of continuing contravention subject to maximum of Rs. 2,00,000/- on Company and Rs. 50,000/- for OID.
3	Form MGT-6	Declaration in respect of Beneficial interest in shares under section 89 received by the company	Within 30 days from the date of receipt of declarations.	Company and OID (Penalty) - Rs. 1,000 for each day during which such failure continues subject to maximum of Rs. 5,00,000/- in case of Company and Rs. 2,00,000/- in case of OID.

4	Form MGT-14	Filing of Special Resolutions and agreements to the Registrar	Within 30 days from the date of the Meeting.	<ul style="list-style-type: none"> <li>• Company (Penalty) – Rs. 10,000 and in case of continuing failure, further penalty of Rs. 100/- per day upto Rs. 2,00,000 <u>and</u></li> <li>• OID (including liquidator of the company, if any) (Penalty) – Rs. 10,000/- and in case of continuing failure, Rs. 100/- upto Rs. 50,000/-</li> </ul>
5	Form BEN-2	Return to be filed with Registrar in respect of declaration under Section 90	Within 30 days of from the date of any change.	<ul style="list-style-type: none"> <li>• Company (Penalty) - Rs. 1,00,000 and for continuing default penalty of Rs.500/- per day upto Rs. 5,00,000 <u>and</u></li> <li>• OID (Penalty) - Rs. 25,000 and for continuing default penalty of Rs.200 per day upto Rs.1,00,000.</li> </ul>
6	Form INC-22	Notice of situation or change of situation of registered office	Within 30 days of from the date of change.	Company and OID (Penalty) – Rs. 1,000/- per day during which the default continues upto Rs. 1,00,000.
7	Form SH-7	Alteration of Share capital of the Company	Within 30 days of such alteration or increase or redemption, as the case may be.	Company and OID (Penalty) – Rs. 500/- per day during which such default continues upto Rs.5,00,000 for Company and Rs.1,00,000 for OID.
8	Form PAS-3	Return of allotment	Within 15 days of the date of allotment (in case of Private placement).	Company, its promoters and directors (Penalty) – Rs. 1,000/- for each day during which such default continues upto Rs. 25,00,000/-
			Within 30 days of the date of allotment (in other case).	Company and OID (Penalty) – Rs.1,000 for each day during which such default continues or Rs. 1,00,000 whichever is less.
9	Form DIR-12	Particulars of appointment of directors and the Key Managerial Personnel and the changes among them	Within 30 days from the date of appointment/ resignation and of any change taking place in their designations	Company and OID (Penalty) - Rs. 50,000 and for continuing default penalty of Rs.500/- per day upto Rs. 3,00,000/- for Company and Rs.1,00,000 for OID.
10	Form CHG-1	Application for registration of creation and modification of charge (other than those related to debentures)	Within 30 days of its creation.	<ul style="list-style-type: none"> <li>• Company (Penalty) – Rs. 5,00,000/- and</li> <li>• OID (Penalty) – Rs. 50,000/-</li> </ul>

11	Form CHG-4	Particulars for satisfaction of charge	Within 30 days from the date of satisfaction.	<ul style="list-style-type: none"> <li>• Company (Penalty) – Rs. 5,00,000/- and</li> <li>• OID (Penalty) – Rs. 50,000/-</li> </ul>
12	Form AOC-5	Maintenance of books of accounts at a place other than the Registered office	Within 7 days of approval of the Board	Managing Director/Whole Time Director-finance/CFO/any other person in charge – Fine- Rs. 50,000/- to Rs. 5,00,000/-
13	Form GNL-3	Particulars of KMP(s) or Director(s) charged with responsibility of complying with the provisions of the Act i.e. Officer in Default (OID) <b>OR</b> Withdrawal of consent by said Officer.	Within 30 days of passing Board resolution	Company and OID (Penalty): Rs. 10,000/- and in case of continuing failure – Rs. 1000/- per day during which such failure continues upto Rs. 2,00,000 for Company and Rs. 50,000 for OID or any other person.
14	Form MR-1	Return of appointment of managerial personnel	Within 60 days of the appointment	Company and OID (Penalty) - Rs. 10,000/- and in case of continuing contravention, with a further penalty of Rs. 1,000/- for each day after the first during which the contravention continues, subject to a maximum of Rs.2,00,00/- in case of a company and Rs. 50,000/- in case of OID
15	Vigil Mechanism	Every listed company and the companies (a) which accept deposits from the public; (b) which have borrowed money from banks and public financial institutions in excess of Rs. 50 crores. are required to establish a Vigil Mechanism Policy.	No specific due date has been prescribed under the Companies Act, 2013. However, details of establishment of such mechanism shall be disclosed by the company on its website (if any) and in the Board's Report.	<ul style="list-style-type: none"> <li>• Company (Penalty) - Rs. 5,00,000/- and</li> <li>• OID (Penalty) - Rs. 1,00,000/-</li> </ul>

\* In accordance with MCA Notification G.S.R 802(E).dated 27 October 2023, the due date for dematerialisation of securities is within 18 months of closure of its FY.

FREQUENCY OF MEETINGS AND RELATED DOCUMENTS				
1	Board Meetings	Board Meetings to be conducted by companies periodically	<ul style="list-style-type: none"> <li>• Minimum 1 Meeting in every 6 calendar months.</li> <li>• Quorum - 8 members or 25% of its total strength <b>whichever is less</b></li> </ul>	Company and OID (Penalty) – Upto Rs. 10,000/- and in case of continuing failure – Rs. 1000/- per day during which such failure continues upto Rs.2,00,000 for the Company and Rs.50,000 for OID.
2	Annual General Meeting	Annual General Meeting to be conducted every year	<ul style="list-style-type: none"> <li>• First AGM of the Company – within 9 months from the end of the Financial year i.e. 31<sup>st</sup> December.</li> <li>• Subsequent AGMs – within 6 months from the end of the Financial Year i.e. 30<sup>th</sup> September and gap between 2 AGMs should not be more than 15 months.</li> </ul>	Company and OID (Fine) - upto Rs. 1,00,000/- and in the case of a continuing default, with a further fine which may extend to Rs. 5,000/- for every day during which such default continues.
3	Preparation of Minutes of the Meeting	Minutes of the proceedings of General Meeting, Meeting of Board of Directors, and Other Meeting	<p>Minutes may be recorded within thirty days of the conclusion of every meeting concerned in case of companies where the articles of association provide for confirmation of minutes by circulation.</p> <p>Where the AOA specifies that Secretarial Standards are applicable then proper mechanism of circulating documents as specified under the SS needs to be ensured.</p>	<ul style="list-style-type: none"> <li>• Company (Penalty) of Rs. 25,000/-</li> <li>• OID (Penalty) of Rs.5000/-</li> </ul>

<b><sup>1</sup>RBI (FEMA, 1999) COMPLIANCE</b>					
<b>Sl. No</b>	<b>Form</b>	<b>Frequency of filing</b>	<b>Particulars</b>	<b>Due date</b>	<b>Fine / Penalty /Consequence</b>
1	FLA	Annually	Annual return on foreign liabilities and assets	15 <sup>th</sup> July of each year.	<ul style="list-style-type: none"> <li>Late submission fee (LSF) as may be decided by the RBI in consultation with the Central Government.</li> <li>Non-compliant with Foreign Exchange Management Act, 1999.</li> </ul>
2	FC-GPR	Event based	Allotment of capital instrument (equity shares, debentures, preference shares and share warrants) to person resident outside India	Within 30 days from the date of allotment of capital instruments.	LSF as may be decided by the RBI in consultation with the Central Government.
3	FC-TRS	Event based	Transfer of capital instruments between: <ul style="list-style-type: none"> <li>Person resident outside India (POI) holding capital instruments in an Indian company on a repatriable basis and POI holding capital instruments on a non-repatriable basis; and</li> <li>POI holding capital instruments in an Indian company on a repatriable basis and a person resident in India.</li> </ul>	Within 60 days of transfer of capital instruments or receipt / remittance of funds whichever is earlier.	LSF as may be decided by the RBI in consultation with the Central Government.
4	DI Reporting	Event based	Investment made by an Indian entity which has received foreign investment or an Investment Vehicle in the equity instruments or the capital, as the case may be, of another Indian entity.	Notify to the Secretariat for Industrial Assistance, DPIIT within 30 days of investment and reporting to RBI within 30 days of allotment of equity instruments.	LSF as may be decided by the RBI in consultation with the Central Government.
5	ODI Part I	Event based	Application for allotment of Unique Identification Number (UIN) and reporting of Remittances/ Transactions	At the time of remittance	LSF as may be decided by the RBI in consultation with the Central Government.

<sup>1</sup> FDI is subject to compliance under FCRA. Depending on the nature of transaction, it would be determined whether FDI/ODI is permitted.

6	Form ODI-Part II	Annually	Annual Performance Report	On or before 31 <sup>st</sup> December each year	LSF as may be decided by the RBI in consultation with the Central Government.
7	Form ODI- Part III	Event based	Reporting of Disinvestment by way of Sale or Transfer of Shares / Closure / Voluntary Liquidation /Winding Up/ Merger /Amalgamation of JV / WOS	Within 30 days of disinvestment	LSF as may be decided by the RBI in consultation with the Central Government.

**Note: This list is dynamic and may change if there are changes in the regulations.**

**Dated: 01.04.2024**

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