

**FREQUENTLY ASKED QUESTIONS ON
THE COMPANIES ACT, 2013**
(Revised July, 2019 Edition)



Corporate Laws & Corporate Governance Committee
The Institute of Chartered Accountants of India
(Set up by an Act of Parliament)
New Delhi

**Frequently Asked Questions on
The Companies Act, 2013**
(Revised Edition)



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Foreword to the Second Edition

To keep the members abreast of the frequent developments and also to develop their understanding about the intricacies of various new provisions of the Companies Act, 2013, the Corporate Laws & Corporate Governance Committee (CL&CGC) of the Institute of Chartered Accountants of India, in 2016, had issued the publication “Frequently Asked Questions on the Companies Act, 2013”.

Since the issuance of this publication, a number of developments have taken place like passage of Companies (Amendment) Act, 2017, amendments in Rules, Notifications and Clarifications etc. All these developments necessitated the revision of the Publication with the latest updates and knowledge.

It is heartening to note that the Corporate Laws & Corporate Governance Committee of the Institute of Chartered Accountants of India (ICAI) has taken the initiative to revise the publication “Frequently Asked Questions on the Companies Act, 2013” for the benefit of the members. The publication has been written in an easy to understand language and contains questions and answers on various issues in the Companies Act, 2013.

I earnestly appreciate the efforts of the Corporate Laws & Corporate Governance Committee, particularly of CA. (Dr.) Debashis Mitra, Chairman, and CA. Chandrashekhar V. Chitale, Vice-Chairman, for responsibly undertaking this revision and fulfilling this important task in time.

I am confident that this publication will be of great significance and will also provide assistance to our members on the critical issues arising out of the amendments.

CA Prafulla P. Chhajed
President ICAI

Preface to the Second Edition

The Corporate Laws & Corporate Governance Committee of the Institute of Chartered Accountants of India had issued the publication “Frequently Asked Questions on the Companies Act, 2013”, in the year 2016. During the last few years, a number of amendments have taken place, including notification of the Companies (Amendment) Act, 2017, wherein major amendments took place.

Consequent to the aforesaid amendments, the Committee undertook the exercise of revision of the publication, “Frequently Asked Questions on the Companies Act, 2013”.

The publication is in a question and answer format which comprehensively covers issues to assist our members and other stakeholders on various aspects of Companies Act, 2013.

Our sincere thanks to President ICAI CA. Prafulla P. Chhajed, and the Vice President ICAI CA. Atul Kumar Gupta for supporting us in revising the publication.

We also wish to place on record our sincere thanks to all the Committee members, Special Invitees for their suggestions, support and guidance in finalizing this publication. Our special thanks to Council Members CA. Pramod Jain & CA. Shrinivas Y. Joshi for their sincere efforts.

We commend the efforts made by the Secretary to the Committee CA Sarika Singhal and her team comprised of Ms Seema Jangid, CA. Deepa Agarwal and Ms Chhaya Walia for revising the publication and providing their technical and administrative support.

We are confident that this revised publication would be of use to the members and other interested readers.

CA. (Dr.) Debashis Mitra
Chairman,
Corporate Laws &
Corporate Governance
Committee

CA. Chandrashekhar V. Chitale
Vice Chairman,
Corporate Laws &
Corporate Governance
Committee

Dated: 19.06.2019

Foreword to the First Edition

The Companies Act, 2013 was enacted to consolidate and amend the law relating to companies and making Indian law at par with the best International Standards. It was one of the most significant legal reforms in India in the recent past.

The law is aimed at easing the process of doing business in India and improving corporate governance by making companies more accountable.

Since the Companies Act is being implemented and during the last three years of its enactment, issues are being resolved with the issuance of Circulars, Notifications, Amendment in Rules/ Act, Companies Removal of Difficulty Orders etc by the Ministry of Corporate Affairs.

Still there are challenges for the stakeholders to keep themselves abreast of the frequent developments and understanding the intricacies of various new provisions of the law. Although, the major amendments have been proposed in the Companies Act, 2013 through the Companies (Amendment) Bill, 2016 which is now before the Parliament.

I am happy to inform you that ICAI has been part of the consultation process for drafting the Companies (Amendment) Bill, 2016.

I congratulate the Corporate Laws & Corporate Governance Committee of the Institute of Chartered Accountants of India (ICAI) to take this initiative in bringing out a comprehensive book on Frequently Asked Questions of Companies Act, 2013 and to provide guidance to the members of the profession for clear interpretation and understanding of the new law.

I appreciate the Corporate Laws & Corporate Governance Committee (CL & CGC) in bringing this publication which is so useful for our members. I extend my sincere appreciation to CA. Dhinal Shah and CA. K. Sripriya, the Chairman and Vice Chairperson of the Corporate Laws & Corporate Governance Committee respectively, my Council Colleagues, other members of the Committee, Co-opted members and Special Invitees of the Committee to bring out this important publication.

I am confident that this publication would be of great help to the members and other stakeholders.

New Delhi
2nd February, 2017

CA. Deveraja Reddy M
President, ICAI

Preface to the First Edition

The Companies Act, 2013 was enacted to improve Corporate Governance and better transparency in the corporate sector which is imperative to infuse confidence amongst investors in Indian market and abroad and to further strengthen regulations for the companies, keeping in view the changing economic environment as well as the growth of our economy. The Ministry of Corporate Affairs has been taking proactive initiatives by making the existing law simple and comprehensive fostering a positive environment for investment and growth.

There are 470 sections in the Companies Act, 2013 but various provisions of the Act were notified in the last two and a half year in a phased manner.

The Companies (Amendment) Bill, 2016 is also before the Parliament where large amendments to the Act have been proposed that were necessary for proper and effective implementation of the Companies Act, 2013. Institute has contributed substantially for the proposals in the Bill. Also, wherever there are amendments proposed in the Bill, the same have been incorporated in the respective sections.

In view of the extent and scope of changes in the new Act, the stakeholders took some time to come to terms with the new provisions, and faced some difficulties in the implementation of the Act.

To facilitate the understanding and interpretation of the provisions of Companies Act, 2013, the Corporate Laws & Corporate Governance Committee decided to bring out a publication on the Frequently Asked Questions in the Companies Act 2013.

The publication has been designed in a question and answer format to assist our members and fellow professionals in mitigating various queries relating to the Companies Act, 2013.

In this connection I take this opportunity in thanking the President of ICAI, CA. M. Devaraja Reddy and Vice President CA. Nilesh S. Vikamsey for their moral support and encouragement in bringing out the publication. I place on record my appreciation to CA. K. Sripriya, Vice Chairperson of the Corporate Laws & Corporate Governance Committee and the other committee members

for their help and guidance in framing and bringing out this publication comprising of the Frequently Asked Questions on the provisions of Companies Act, 2013.

I would like to thank Ms. Purna Devi, Mr. Bikash Prasad, Ms. Sangeetha HN, Ms. Shubhra Gupta who were involved in putting together the FAQ

I sincerely believe that the members of the profession, industries and other stakeholders will find the publication immensely useful.

New Delhi

CA. Dhinal Ashvinbhai Shah

2nd February, 2017

Chairman
Corporate Laws & Corporate Governance Committee,
ICAI

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Glossary

AGM	Annual General Meeting
AOA	Articles of Association
CA, 1956	Companies Act, 1956
CA, 2013	Companies Act, 2013
CIN	Corporate Identification Number
CSR	Corporate Social Responsibility
DIN	Director Identification Number
EGM	Extra-ordinary General Meeting
ESOP	Employees Stock Option Plan
FEMA	Foreign Exchange Management Act, 1999
ROC	Registrar of Companies
MCA	Ministry of Corporate Affairs
MOA	Memorandum of Association
OPC	One Person Company
KMP	Key Managerial Personnel
RD	Regional Director
NCLT	National Company Law Tribunal

Chapter 1

Incorporation and Allied Matters

Q1: What is SPICE?

A1: SPICE refers to “Simplified Proforma for Incorporating Company Electronically”. It is a simplified integrated process for incorporating a company in Form No. INC-32 along with e-Memorandum of Association in Form No. INC-33 and e-Articles of Association in Form No. INC-34. It has been introduced by the MCA and is effective from 1 October 2016.

Q2: In case the subscriber to the memorandum is a foreign national residing outside India, his signatures and address etc. shall be witnessed by a Notary Public/Embassy/Consulate offices of Embassies as per the Rule 13 of the Companies (Incorporation) Rules, 2014. In such cases, how can the DSC of such a witness be affixed?

A2: In such cases, SPICE (INC-32) shall be filed along with the manually signed and duly attested MOA and AOA.

Q3: Whether every company is required to follow the SPICE process for incorporation of a company?

A3: As per Companies (Incorporation) Fifth Amendment Rules, 2016, all companies except Part I companies and a company having more than 7 subscribers/promoters are required to follow the SPICE process for incorporation with effect from 1 January 2017.

Q4: Can a company apply for name availability certificate by filing Form INC-1 prior to filing of SPICE form?

A4: A company can apply for name availability by filing for RUN prior to filing of SPICE Form.

An approved name is valid for a period of (i) 20 days from the date of approval (in case name is being reserved for a new company) or (ii) 60 days from the date of approval (in case of change of name of an existing company).

Q5: Can a company be incorporated without a registered office?

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A5: As per the Companies Act 2013, a Company shall have its registered office within 30 days of its incorporation.

Q6: In case of an overseas subscriber and director, are the documents required to be notarised and apostilled for incorporation of a company?

A6: The attestation requirements depend on the country in which registered office/residence of the overseas subscriber/director is situated. The documents are required to be attested as follows:

1. Residing in a country which is part of the Common Wealth, by a notary public of that country;
2. Residing in a country which is party to the Hague Apostille Convention, 1961, attested by a notary public and duly apostilled in accordance with the said Hague Convention; and
3. Residing in a country which is not party to said Hague Convention, authenticated by a Diplomatic or Consular Officer empowered in this behalf under Section 3 of the Diplomatic and Consular Officers (Oaths and Fees) Act, 1948 (40 of 1948) i.e. attested by Public Notary and authenticated by Indian Embassy in the country of residence.

Q7: What is the due date to intimate the ROC for change in the situation of registered office of the company?

A7: As per Companies Act, 2013 every change in the situation of registered office of the company is required to be given to the ROC within 30 days of the change.

Q8: What is OPC?

A8: OPC means a company which has only one person as a member.

Q9: Can a non-resident become a member of an OPC?

A9: In terms of Rule 3 of the Companies (Incorporation) Rules, 2014, only a natural person who is an Indian citizen and resident in India is eligible to incorporate an OPC. Therefore, a non-resident cannot become a member or nominee of an OPC.

For the purposes of this rule, the term "resident in India" means a person who has stayed in India for a period of not less than one

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hundred and eighty two days during the immediately preceding one calendar year.

Q10: How many OPCs can be incorporated by a person or in how many OPCs, he shall be eligible to be a nominee?

A10: A natural person shall not be member of more than an OPC at any point of time and the said person shall not be a nominee of more than an OPC.

Q11: Can a company registered under Section 8 merge with another company with dissimilar objects?

A11: As per Section 8 (10) of CA, 2013, a company registered under the said Section can only merge with another Section 8 company which has similar objects.

Q12: Is a Section 8 company required to seek permission of Central Government ("RD") for alteration of its articles of association prior to getting the same approved by the members by means of special resolution in general meeting?

A12: Yes, as per Section 8 (4)(i) of CA, 2013, Section 8 Company is required to obtain prior approval of Central Government ("RD") for alteration of its articles. However, members may pass the resolution for alteration of articles prior to the approval, but it shall be effective only post approval from the Central Government ("RD").

Q13: How will the surplus be treated in case of winding up of Section 8 Company?

A13: As per Section 8 (9) of CA, 2013, any asset remaining after satisfaction of the debts will be transferred to another company registered under Section 8 having similar objects, subject to such conditions as the NCLT may impose, or the same may be sold and proceeds thereof shall be credited to Insolvency and Bankruptcy Fund formed under Section 224 of the Insolvency and Bankruptcy Code, 2016.

Q14: What is Small Company?

A14: A Small Company, other than public company, means a company where the:

- a) Paid-up share capital of the company does not exceed INR 50 Lakhs or such higher amount as may be prescribed which shall not be more than ten crore rupees; and

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- b) Turnover of which as per profit and loss account for the immediately preceding financial year does not exceed two crores rupees or such higher amount as may be prescribed which shall not be more than hundred crore rupees.

Note: No higher amount has been prescribed as yet.

Further, holding company, subsidiary company, company registered under Section 8 or a company or body corporate governed by any special act will not be considered as a small company.

Q15: Is it mandatory for the name of the company to be indicative of the nature of its business?

A15: No, it is not mandatory for the name to be indicative of the nature of its business.

Q16: Can a company have multiple and varied objects under its MOA?

A16: As per the Act, the Company may engage in any lawful act or activity for the time being in force. In case, company proposes to pursue any specific objective, MOA shall state the said object for which company is incorporated.

Thus, as per the Act, the question on multiple object or varied object would not arise.

Q17: Is a company required to alter its AOA as per the new format under the CA, 2013?

A17: As per provisions of Section 5(6) of the CA, 2013, AOA of the company shall be in respective forms specified in Table F, G, H, I and J in Schedule I. As per provisions of Section 5 (9) of CA, 2013, provisions pertaining to AOA shall not apply to the AOA of company registered under any previous company law unless amended under the CA, 2013.

It is not necessary, but advisable that subsequent to any amendment to the AOA, the AOA is aligned as per the format specified under the CA, 2013.

Q18: Is a company required to pass a special resolution for altering its MOA?

A18: Yes, a company is required to pass a special resolution for altering its MOA except for the alteration of capital clause of memorandum which could be altered by passing ordinary resolution.

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Q19: Is an approval from Central Government (“RD”) required for alteration of MOA relating to change in place of registered office from one state to another?

A19: As per Section 13(4) of the CA, 2013, the alteration of MOA relating to change in place of registered office from one state to another shall not have any effect unless it is approved by the Central Government. As the powers of Central Government on this aspect are delegated to RD, the company will have to make an application and obtain the approval from the RD.

Q20: In case of shifting of registered office from one state to another there is a requirement of filing the order with each of the ROC’s. Is it possible to file two forms with a single CIN?

A20: No, it is not possible to file order approving the change of registered office with two different ROC’s with the same CIN.

As per Section 13 (7) of CA, 2013 read with Rule 31 of the Companies (Incorporation) Rules, 2014, the order of the RD approving the change of registered office from one state to another has to be filed in Form INC-28 with the ROC of each of the state within 30 days from the receipt of the certified copy of the order. Given the practical challenge, that the company cannot file Form INC-28 twice with the same CIN, the form is required to be filed with the ROC under whose jurisdiction the registered office was originally situated. The company will then have to file the Form INC-28 again with the new ROC where the registered office of Company is shifted.

Q21: What is the limit on the number of members for formation of association or partnership of persons?

A21: Section 464 of the CA, 2013 provides that no association or partnership can be formed with the number of members exceeding hundred (100) subject to the Rules prescribed under this Act. Rule 10 of Companies (Miscellaneous) Rules provides that no association or partnership can be formed with the number of members exceeding fifty (50).

Therefore, the limit of number members for formation of association or partnership of persons is fifty (50).

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Q22. Will the notifications, circulars, rules, orders issued for certain type of companies under Companies Act 1956 still be applicable for those companies under the Companies Act 2013?

A22: Section 465 (2) of the Companies Act 2013 provides that the notification, circulation rules, orders issued under Companies Act 1956, insofar as it is not inconsistent with the provisions of Companies Act, be deemed to have been done or taken under the corresponding provisions of Companies Act 2013. It further provides that it shall continue to be in force, if it was in force at the commencement of CA, 2013 and shall have effect as if made, directed, passed, given, taken, executed, issued or done under or in pursuance of this Act.

Considering the aforesaid, notifications, circulars, rules, orders issued for certain type of companies under Companies Act 1956 will also be applicable for those companies under the Companies Act 2013.

Q23. Is a Small Company required to prepare Cash Flow Statement?

A23: As per Section 2 (40), exemptions have been granted to small company, One Person Company and dormant company from preparing Cash Flow Statement. Therefore, it is not mandatory for a small company to prepare Cash Flow Statement.

Q24: Is it mandatory for a company to have a common seal?

A24: No, as per the Companies (Amendment) Act 2015, the companies are not mandatorily required to have common seal. Further, the existing companies may amend their Articles of Association to this effect.

Chapter 2

Capital and Allied Matters

Q25: Is a private company required to follow the rules pertaining to issue of shares with differential voting rights?

A25: As per notification (FNo1/1/2014-CL.V) dated 5 June 2015 issued by MCA, Section 43 pertaining to kinds of share capital is not applicable to private company and hence, private company can issue shares with differential voting rights without following the conditions prescribed for issue of shares with differential voting rights.

Q26: Is it mandatory to issue share certificate under the common seal of the company?

A26: No, it is not mandatory to issue share certificates under the common seal of the company. As per the Companies (Amendment) Act, 2015 read with Companies (Share Capital and Debentures) Second Amendment Rules, 2015, every share certificate shall be issued under the common seal, if the company has a common seal. Therefore, it is not mandatory to issue share certificate under the common seal of the Company.

Q27: What are the modes available for issue of further shares?

A27: As per Section 23 of the CA, 2013, following modes are available for issue of further shares:

Public Companies:

- (a) Issue of shares to the existing equity share holder through right basis;
- (b) Issue of shares to employees under a scheme of employees' stock option; and
- (c) Issue of shares to any person through preferential allotment/ private placement

Private Companies

- (a) Right issue/ bonus issue

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- (b) Issue of shares to employees under a scheme of employees' stock option; and
- (c) Issue of shares to any person through preferential allotment/private placement.

Q28: Can subsidiary company hold shares in its holding company?

A28: As per Section 19 of the CA, 2013, subsidiary company cannot hold shares in its holding company and any such holding shall be void.

A subsidiary company may hold shares in its holding company only in the following circumstances:

- (a) where the subsidiary company holds such shares as the legal representative of a deceased member of the holding company;
- (b) where the subsidiary company holds such shares as a trustee;
- (c) where the subsidiary company is a shareholder even before it became a subsidiary company of the holding company

Q29: Can a company issue shares at a discount?

A29: As per Section 53 of CA, 2013, no company shall issue shares at a discount other than issue of sweat equity shares. Any shares issued by a company at a discounted price shall be void.

However a company may issue shares at a discount to its creditors when its debt is converted into shares in pursuance of any statutory resolution plan or debt restructuring scheme in accordance with any guidelines or directions or regulations specified by the Reserve Bank of India under the Reserve Bank of India Act, 1934 or the Banking (Regulation) Act, 1949.

Q30: Is a company required to obtain shareholders' approval for preferential issue of shares?

A30: Yes, as per Section 62(1)(c) read with Rule 13 (1) of the Company (Share Capital and Debenture) Rules, 2014, a company is required to obtain shareholders' approval by way of special resolution in the general meeting of the company.

Q31: What is the maximum number of persons to whom private placement offer can be made?

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A31: As per Section 42 of CA, 2013, a company can issue securities to such persons not exceeding fifty or such higher number as may be prescribed. As per Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the limit of number of persons to whom the securities are to be issued cannot exceed two hundred person in aggregate in a financial year.

Q32: Who are exempted from being included in the limit of 200 persons to whom private placement offer is issued?

A32: Any offer made to the qualified institutional buyers or the employees of the company under the employee stock option scheme are exempted from being considered in determining the maximum limit.

Q33: Is a share valuation report required in case of Right Issue of Shares?

A33: Share valuation is not required in case of rights issue of shares. However, in case of issue of shares to non-resident, valuation is required to be carried out as per the provisions of FEMA.

Q34: Can Board of Directors of a company take a decision to issue Preference Shares?

A34: No, as per Rule 9(1)(a) of Companies (Share Capital and Debentures) Rules, 2014, preference shares can only be issued post approval of shareholders through a special resolution in general meeting. Hence, Board of Directors can only recommend to the shareholders along with a detailed explanatory statement for approval.

Q35: Can a private company issue debentures to public?

A35: No, a private company cannot issue debentures to public. The definition of a 'private company' as laid down in Section 2 (68) of the CA, 2013 prohibits a company from inviting public to subscribe to any securities issued by it. Given the prohibition to subscription by the public, a private company can issue debentures only through private placement.

Q36: Is a company required to intimate the ROC post redemption of preference shares?

A36: Yes, as per Section 64 of the CA, 2013, a company is required to

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intimate the particulars of redemption to the ROC in Form SH-7 within 30 days of redemption of preference shares.

Q37: What is the form for filing return of allotment with the ROC post allotment of securities?

A37: The Company is required to file a return of allotment within 15 days from allotment of shares in Form PAS-3 to the ROC along with the list of allottees.

Q38: Is it mandatory to get the securities listed in case of a public offer?

A38: As per Section 40 of the CA, 2013, it is mandatory for companies to make an application to one or more recognised stock exchange or exchanges and obtain permission for the securities to be dealt with in such stock exchange or exchange before making a public offer.

Q39: Section 40(1) of the CA, 2013 requires a company to make an application to the stock exchanges for listing of securities and obtaining permission prior to making an offer. The requirement under Section 73(1) of the CA, 1956 was only to make an application. Hence, is it now required to obtain prior permission from the stock exchanges or is making an application a sufficient compliance?

A39: As per Section 40(1) of the CA, 2013, it is specifically provided that the every company which desires to make public offer should make application to one or more stock exchanges and take prior permission for dealing in securities. Hence, company intending to make a public offer is required to make an application and obtain approval of shareholders prior to making an offer.

Q40: What is the offer period for rights issue?

A40: As per Section 62 (1) (a) of the CA, 2013, the rights issue offer shall be kept open for a minimum period of 15 days and maximum period of 30 days. However, in case of a private company, offer period may be reduced by obtaining consent of 90% of the members of private company. This exemption is available to private company vide notification (FNo.1/1/2014/CL.V) dated 5 June 2015.

Q41: Can a company pass the resolution for issue of securities by way of circulation?

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A41: As per Section 179(3) of the CA, 2013, resolution with regard to issue of securities should be discussed and passed at a duly convened Board meeting and hence, resolution cannot be passed through circulation.

Q42: Can a company convert the existing shares into shares with differential voting rights and vice versa?

A42: No, as per Rule 4(3) of Companies (Share Capital and Debenture) Rules 2014, company cannot convert its existing shares into shares with differential voting rights and vice versa.

Q43: What is meant by sweat equity shares and to whom can a company issue sweat equity shares?

A43: Sweat equity shares means shares issued at a discount or for consideration other than cash to the Directors and employees for providing know-how or making available rights in the nature of intellectual property rights or value addition.

Sweat equity shares can be issued to employees of the company as classified below:

- permanent employee of the Company who has been working in India or outside India, for at least one year;
- a Director of the Company, whether a whole time Director or not;
- an employee or a director as specified above of a subsidiary or of a holding of the company

Q44: What is the lock-in period for sweat equity shares?

A44: As per Rule 8 (5) of Companies (Share Capital and Debentures) Rules, 2014, sweat equity shares issued to the employees or Directors of the Company shall be locked-in for a period of 3 years from the date of issue.

Q45: What is the cap on issue of sweat equity shares?

A45: The cap on issue of sweat equity shares is as follows:

- (i) In a year, issue shall not exceed 15% of the existing issued equity share capital or issue value of INR 5 crores whichever is higher;

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- (ii) At any time, issue shall not exceed 25% of the total paid up equity capital of the Company but a start-up company can issue sweat equity shares not exceeding 50% of its paid up capital up to five years from the date of its incorporation [The Companies (Share Capital and Debentures) Third Amendment Rules, 2016].

Q46: Are all kinds of companies required to obtain approval of shareholders by means of a special resolution for issuing shares under ESOP?

A46: All companies other than private companies are required to obtain approval by means of a special resolution in general meeting for issuing shares under ESOP. As per notification (FNo.1/1/2014-CL.V) dated 5 June 2015, in case of private companies, an ordinary resolution by the shareholders would suffice the requirement for issue of shares under ESOP.

Q47: Can an employee who is also a promoter of a company eligible to obtain sweat equity shares and employee stock of option?

A47: As per Rule 12 of Companies (Share Capital and Debentures) Rules, 2014, employee who is also a promoter or person belonging to the promoter group is specifically excluded from obtaining shares issued under ESOP. In case of a start-up company as defined in notification number GSR 180(E) dated 17th February, 2016 issued by the Department of industrial Policy and Promotion, Ministry of Commerce and Industry Government of India, Government of India, Government of India, this condition shall not apply up to five years from the date of its incorporation or registration. [The Companies (share Capital and Debentures) Third Amendment Rules, 2016].

However, in case of sweat equity shares, the said exclusion is not specified in the provisions. Thus, an employee who is also a promoter of a company is eligible to get sweat equity shares and not the employee stock option.

Q48: Will all the employees of the company be eligible to participate in the ESOP?

A48: No, only those employees as determined by the management of the company shall be eligible to participate in the ESOP.

Q49: Has Section 66 pertaining to reduction of capital been enforced?

A49: Section 66 of the CA, 2013 for reduction of capital has been enforced

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wherein every company is required to follow the provisions prescribed thereunder for reduction of share capital.

Q50: What is meant by the term “Buy Back of Shares” and funds utilized for buy back?

A50: “Buy back” is a concept by which a company purchases its own shares or other specified securities by following the procedures laid down in Section 68 of the CA, 2013. The company can utilize free reserves, securities premium account or proceeds of the issue of fresh issue shares or other specified securities to purchase its own shares.

Q51: What is the limit prescribed for buy back of shares?

A51: As per the Provisions of Section 68(2) of the CA, 2013, in case a special resolution has been passed by the members of the Company at the general meeting, the company can buy back shares not exceeding 25% of the aggregate of paid-up capital and free reserves of the Company and in case of buy back of equity shares in any financial year, it should not exceed 25% of its total paid-up equity capital in that financial year..

Provided that the Company can buy back 10% of the total paid-up equity capital and free reserves of the Company after obtaining approval of Board. In such a case, approval of the shareholders' by means of a special resolution will not be required.

Q52: Can a company buy back its shares if it is not authorized by its articles?

A52: No, a company cannot buy back its shares if it is not authorized by its articles.

Q53: What is the time limit for completion of buy back?

A53: As per Section 68(4) of the CA, 2013, every buy back shall be completed within a period of one year from the date of passing of the special resolution or resolution passed by the Board as the case may be.

Chapter 3

Directors

Q54: What is DIN?

A54: DIN is a unique identification number issued to an intending director by the DIN cell of Ministry of Corporate Affairs ("MCA"). An individual should hold a DIN before being appointed as a director in any Company.

Q55: Is it mandatory for a director to hold digital signature?

A55: A director who is already holding a DIN can obtain the digital signature, though it is not mandatory. If a person is not holding DIN and intends to be appointed as a Director in a Company, he should obtain a digital signature for making an application for obtaining DIN to the DIN cell.

Q56: Who can be appointed as director?

A56: As per the provisions of Section 152 of the CA, 2013, an individual holding a valid DIN and not disqualified from being appointed as Director under Section 164 of the CA, 2013, is eligible to be appointed as Director. He shall give his consent to act as a director in writing along with the disclosure of his interest and a declaration that he is not disqualified to become a director under CA, 2013.

Q57: What are the broad steps involved in appointment of a director?

A57: The broad steps involved in appointment of a director are:

- Obtaining Digital Signature;
- Obtaining DIN by filing Form DIR-3;
- Declaration that he is not disqualified from being appointed as the Director in form DIR-8;
- Written consent of director for his appointment in form DIR-12;
- Interest of the Director if any, in any other entity in form MBP-1
- Approval of Board of directors by Board Resolution;
- Approval of Shareholders by shareholders Ordinary Resolution;

Directors

- Intimation of appointment of director to Registrar of Companies in Form DIR-12

Q58: Can a director be appointed by the Board of a company?

A58: Although, as per the provisions of Section 152 of the CA, 2013, the directors of the Company are required to be appointed by the shareholders of the Company in general meeting, the Board of the Company, if authorised by the Article of Association of the Company can appoint director under following circumstances:

- Appointment of additional director;
- Appointment of nominee director;
- Appointment of alternate director;
- Appointment of director for filling casual vacancy

Q59: What shall be the effective date of resignation of a director?

A59: As per the provisions of Section 168(2) of the CA, 2013, the resignation of a director shall take effect from the date on which the notice is received by the company or the date specified in the notice, whichever is later.

Q60: How long will the director be liable for the offences occurred during his tenure?

A60: The director shall be liable for the acts / transactions occurred during his tenure even after resignation and disassociation with the company.

Q61: Who is a KMP and whether their appointment requires additional compliance?

A61: KMP has been defined under section 2(51) of the CA, 2013, to mean:

- Chief Executive Officer or Managing Director or Manager;
- Company Secretary;
- Whole Time Director;
- Chief Financial Officer

The following companies are required to appoint KMP and their appointment shall be intimated to the ROC in Form DIR 12 and the return of their appointment shall be filed in Form MR 1:

- Listed company;

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- Public company having paid up share capital of INR 10 Crores or more

Provided that as per Rule 8A of the Companies (Appointment and Remuneration Managerial Personnel), Rules, 2014, a company other than those mentioned above needs to appoint a Whole time Company Secretary if its paid-up share capital is rupees five crore or above.

Also, after the Companies (Appointment and Remuneration of Managerial personnel) Amendment rules, 2016, MR-1 is not required to be filed for Chief Executive Officer, Company Secretary and Chief Financial officer w.e.f 30.06.2016.

Q62: Can a director be removed from the Company?

A62: Yes, shareholders of the Company may by passing an ordinary resolution in general meeting remove a director, but after giving a reasonable opportunity of being heard pursuant to Section 169 of the CA, 2013. A special notice would be required for passing such resolution. Once shareholders remove a director from the Board, the Board of Directors cannot reappoint him.

Chapter 4

Board Related Matters

Q63: Are all companies required to hold Board Meetings every quarter?

A63: As per Section 173 of CA 2013, and Secretarial Standard 1, all companies – whether private limited companies or public companies are required to hold atleast four meetings of its Board of Directors in each quarter every year where the gap between two consecutive board meetings is not more than one hundred and twenty days.

As per the notification No. GSR 466 E dated 05 June 2015, in case of a Section 8 company, the Board of Directors of the Company shall hold at least one meeting within six calendar months.

In case of an OPC, if there is only one director on the Board of Director, the quarterly board meetings are not required to be held.

However, if the OPC has more than one director, or in case of Small Company and Dormant Company, it will suffice the requirement, if they hold at least one meeting in each half of the calendar year and the gap between two meetings should not be less than ninety days. Further, any business which is required to be transacted at the meeting of the Board of Directors of a company, it shall be sufficient if, in case of such OPC, the resolution by such director is entered in the minutes book.

Q64: Can a Company restrict a director from participating in a meeting through video conference if he has not given an intimation of participating in the video conference meetings at the beginning of the year?

A64: No, a company cannot restrict a director from participating in a meeting through video conference if he has not given an intimation at the beginning of the year. An intimation given to the company or chairman on receipt of the notice calling the board meeting would suffice the requirement for attending the meeting through video conference.

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Q65: What are the matters which cannot be considered at a meeting held through video conference or other audio visual means?

A65: As per Rule 4 of the Companies (meetings of the Board and its Powers) Rules, 2014, following matters shall not be considered through video conference or other audio visual means:

- (i) Approval of annual financial statements;
- (ii) Approval of board's report;
- (iii) Approval of prospectus;
- (iv) Audit Committee Meetings for Consideration of financial statement including consolidated financial statement, if any, to be approved by the Board of directors pursuant to Section 134(1) of the CA, 2013; and
- (v) Approval of the matter relating to amalgamation, merger, demerger, acquisition and takeover.

However, participation of Directors on certain items at Board Meetings through video conference or other audio visual is allowed if there is quorum through physical presence of Directors.

Q66: Is the notice calling for the board meeting required to state that the meeting is being convened at a short notice?

A66: Yes, as per Secretarial Standards-1 effective from 1 July 2015, a company is required to state the fact that the board meeting is convened at a short notice in the notice calling the meeting. However, the CA, 2013 is silent in this regard.

Q67: Can a director interested in the contract participate in the board meeting or be counted for quorum as per Section 174 of CA 2013?

A67: As per provisions of Section 188 of the CA 2013, if any director is directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement then such director shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting.

However, in case of a private limited company, as per notification No. GSR 464E dated 5 June 2015, an interested director can participate and vote in a board meeting after disclosing his interest in the

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particular transaction. The interested director, will be included for the purpose of determining the quorum of the meeting.

Q68: Can meetings of the Audit Committee be held through video conference?

A68: Yes, the meetings of Audit Committee can be held through video conference except the meeting where financial statements including consolidated financial statements are considered for approval under Section 134(1) of CA, 2013.

Q69: Is a company required to obtain approval of the Audit Committee for all the transaction entered into with related parties?

A69: Yes, as per Section 177 of CA, 2013 read with Rule 6 and 6A of the Companies (Meetings of Board and its Power) Rules, 2014, a company is required to obtain approval of the Audit Committee for all the transactions entered into with related parties. Also, the Audit Committee has an option to grant omnibus approval which shall be valid for a period of one financial year.

The Companies (Amendment) Bill, 2016 which is yet to be notified, proposes to insert following amendments:

- Ratification by Audit Committee of transactions involving amount not exceeding INR 1 Crores within 3 months of transaction;
- Consequences of non-ratification of the transactions;
- Exemption from approval of Audit committee to transaction between a holding company and its wholly owned subsidiary

Q70: Which powers of the board are required to be exercised at a duly convened board meeting?

A70: As per Section 179 of CA, 2013 read with Rule 8 the Companies (Meeting of Board and its Powers) Rules 2014, following powers of the Board can be exercised by means of a resolution passed at a duly convened Board meeting:

- (a) To make calls on shareholders in respect of money unpaid;
- (b) To authorise buy-back of securities;
- (c) To issue securities, including debentures, whether in or outside India;

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- (d) To borrow monies;
- (e) To invest the funds of the company;
- (f) To grant loans or give guarantee or provide security in respect of loans;
- (g) To approve financial statements and the Board's report;
- (h) To diversify the business of the company;
- (i) To approve amalgamation, merger or reconstruction;
- (j) To take over a company or acquire a controlling or substantial stake in another company;
- (k) To make political contributions;
- (l) To appoint internal auditors and secretarial auditor;
- (m) To appoint or remove KMP;

As per the notification dated 5 June 2015, in case of a Section 8 Company, matters referred to in point no. (d), (e) and (f) may be decided by the Board by circulation instead of at a meeting.

Q71: Can a private company grant loan to its directors?

A71: Sec 185 of the CA 2013 restricts loans to Directors including private limited companies. However, as per the notification dated 6th June 2015, a private company may grant loan to its directors subject to fulfillment of all of the following conditions:

- No body corporate has invested in the share capital of the company;
- Borrowings from banks/financial institutions/any other body corporate is less than twice the paid up share capital of the company and fifty crores whichever is lower; and
- There is no subsisting default in repayment of existing borrowings at the time of the transaction.

Q72. Can loan be given by a holding company to its wholly owned subsidiary company or a guarantee given or security provided by a holding company to any loan made to its wholly owned subsidiary?

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A72: Yes, as per Rule 10(1) of Companies (Meetings of Board and its Powers) Rules, 2014, loan given by a holding company to its wholly owned subsidiary Company or a guarantee given or security provided by a holding company in respect of any loan made to its wholly owned subsidiary company is exempt from the purview of Section 185 of CA, 2013 provided the same is utilised for the principal business activities of the subsidiary.

Q73: Is a private company exempt from Section 186 of CA, 2013?

A73: A private company is not exempt from the applicability of Section 186 of CA, 2013.

Q74: Is loan to an employee covered within the ambit of Section 186 of the CA, 2013?

A74: The amended provision clearly excludes employees of the company from the term 'person' to whom a company cannot directly or indirectly give loan exceeding the prescribed threshold. The same was clarified by the Ministry vide its General Circular[3] dated 10th March, 2015. However, the said Circular provided two conditions for such exclusion i.e. the loan being given should be in terms of service policy of the company along with the same being in terms of remuneration policy of the company – these conditions are no more applicable, as the provision directly excludes employees from the term 'person'.

Q75: Will salary advances made by the Company for only one or two months (without interest) come within the preview of "Loan"?

A75: There is a difference between advance and loan. Loan is lending of money with absolute promise to repay whereas advance is to be adjusted against supply of goods and services. Advance given to employees against current month's salary will not be in the nature of loan and the same will not fall within the purview of Section 186.

Q76: Is unanimous consent of the board required for entering into a transaction under Section 186?

A76: Yes, as per Section 186(5) consent of the all directors present at the meeting is required for entering into a transaction.

Q77: When is the approval from the public financial institutions not required for entering into transactions under Section 186?

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A77: As per the proviso to Section 186(5) of the CA, 2013, approval of public financial institutions is not required under the below circumstances:

- The amount involved in the transaction does not exceed 60% of the paid up share capital, free reserves and securities premium account and 100% of its free reserves and securities premium account, whichever is higher; and
- There is no default in repayment of loans and interest to public financial institutions.

Q78: What is the due date for making entries in the new format of Register of Loans, Guarantees, Security and Acquisition? Also, is a company required to update the transactions covered under Section 372A of the CA 1956?

A78: Since, 1 April 2014 it is mandatory for a company to maintain the Register of Loans, Guarantee, Security and Acquisition made by the company in Form MBP-2. Also, as per the clarification issued by MCA vide circular no 15/2014, registers maintained by companies pursuant to 372A (5) of the CA, 1956 may continue as per the requirement under these provisions and the new format prescribed (MBP-2) shall be used for transactions entered on and from 1 April 2014.

Q79: Which are the transactions covered under Section 188 of the CA, 2013?

A79: The following transactions are covered under Section 188 of the CA, 2013:

- Sale, purchase or supply of goods or materials;
- Sale or disposal of or buying of property of any kind;
- Leasing of property of any kind;
- Availing of or rendering any services;
- Appointment of an agent for purchase or sale of goods, materials, services or property;
- Related party's appointment to any office or place of profit in the company or its subsidiary or associate company; and
- Underwriting of subscription of any securities or derivatives;

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Q80: Can Company provide interest free loans?

A80: No, the Company shall not provide any loan without interest. As per Section 186(7), no loan shall be given at a rate lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan.

Q81: Which are the transactions that would not require approval of the shareholders under Section 188?

A81: As per Section 188(1) of the CA, 2013, following transactions do not require approval of the shareholders under Section 188 of the CA, 2013:

- Transactions in ordinary course of business; and on arm's length basis;
- Transactions between holding company and wholly owned subsidiary company whose accounts are consolidated and laid before shareholders at Annual General Meeting

Q82: Can a member of a private company interested in a particular transaction participate and vote at a general meeting?

A82: Yes, an interested member of a private company can participate and vote at general meeting on matters requiring approval for related party transaction.

Q83: Can a Director who is also a member of a private company participate and vote at a meeting for the transaction related to payment of remuneration to such directors?

A83: Yes, an interested director who is also a member of a private company can participate and vote at meeting to approve the transactions related to payment of remuneration to such Director since it is not a related party transaction.

Q84: In what circumstances is the prior approval of Board required for entering into specified contracts or arrangements with related parties under Section 188?

A84: As per Section 188 of the CA 2013, Board's approval is required for the contracts or arrangements with related parties specified in Section 188(1) (a) to (g) which are either not in ordinary course of business or not at arm's length basis. Further, in the case the transactions exceed the prescribed threshold; prior approval by

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special resolution of the company shall be required for entering into such contract or arrangement with related party.

Q85: Which are the transactions exempted from being entered in Register of Contracts and Arrangements in which the directors are interested?

A85: The following transactions are exempted from being entered in the Register of Contracts and Arrangements in which the directors are interested:

- Sale/purchase/supply of any goods/services, if the value does not exceed five lakh rupees in the aggregate in any year
- Transaction by a banking company for the collection of bills in the ordinary course of its business

Q86: Which are the different types of companies required to adopt vigil mechanism?

A86: Pursuant to Section 177(9) of the CA, 2013 read with Rule 7 of the Companies (meetings of Board and its Power) Rules, 2014 Vigil Mechanism is required to be adopted by the following companies:

- Every listed company;
- Companies which accept deposits from the public;
- Companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees.

Chapter 5

Management and Administration

Q87: When should a company convene its first AGM?

A87: As per Section 96 of the CA, 2013, the first AGM of a company should be held within a period 9 months from the end of close of financial year. Example – If a company's financial year commences ends on 31 March, the first AGM of the company shall be held latest by 31 December of that year.

Q88: Can AGM be held at a place situated outside the limit of city, town or village in which the Registered Office is situated?

A88: As per the provisions of Section 96(2) of the CA, 2013, AGM cannot be held at a place situated outside the limit of city, town or village in which the Registered Office is situated. Provided in case of Government companies, AGM can be held at a place which the Central Government may approve i.e. a Government Company can convene its AGM at a place other than limit of City, town, village in which the registered office is situated if the Central Government may approve.

Also, AGM of an unlisted company may be held at any place in India if consent is given in writing or by electronic mode by all the members in advance.

Q89: Can AGM be convened at shorter notice?

A89: Yes, as per Section 101(1) of the CA, 2013, AGM can be convened after giving a shorter notice subject to consent in writing or in electronic mode is received from 95% of the members entitled to vote thereat.

Q90: What shall be the Quorum of an AGM?

A90: As per Section 103 of the CA, 2013, quorum for the AGM of a Private Limited Company is 2 members personally present, but in case of Public Limited Company, quorum for AGM is based on the number of members in the Company, as stated below:

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Quorum required	Total number of member in the Company
(members to be personally present)	
5	Less than 1000
15	1000 to 5000
30	More than 5000

Q91: Can EGM be held at a place situated outside India?

A91: No, EGM of the company cannot be held outside India.
However EGM of a wholly owned subsidiary of a company incorporated outside India, shall be held at any place within India.

Q92: Who can be appointed as proxy?

A92: As per Section 105 of the CA, 2013, proxy need not be a member of the company and any person can be appointed as a proxy.

Q93: What are the restrictions on a proxy during the shareholders meeting?

A93: At a shareholders meeting, a proxy can vote only through poll and not by show of hands. Also a proxy is not entitled to speak at the meeting.

Q94: Can a member of Section 8 Company appoint any other person as its proxy?

A94: No, as per Rule 19 of Companies (Management and Administration) Rules, 2014, a member of Section 8 Company can appoint only another member of the same company as its proxy.

Q95: For how many members can a person be appointed as a proxy?

A95: As per the provisions of Section 105 of the CA, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of maximum 50 members and holding voting rights on shares not more than 10% of total share capital of the company carrying voting rights.

In case of a person holding proxy for a member, holding voting rights on shares for more than 10% of total share capital of the Company carrying voting Rights, he/she cannot hold a proxy for another member in the same company.

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Q96: Can one member appoint more than one proxy?

A96: Yes, a person can appoint more than one proxy.

Q97: When can a proxy be appointed? Can a person be appointed as a permanent proxy for a member?

A97: As per the provisions of Section 105 of the CA, 2013 proxy can be appointed by a member any time after the notice is issued, but the same should reach the company 48 hours before the scheduled meeting. A person cannot be appointed as a permanent proxy for a member.

Q98: Can a director appointed as a Chairman at the meeting of the Board for the purpose of convening such meeting be considered as a person holding the position of Chairman of the Company?

A98: A director appointed as a Chairman at the meeting of the Board for the purpose of convening such meeting cannot be considered as a person holding the position of Chairman of the Company. In case a company is willing to designate a director as Chairman of the Company, a separate resolution with this affect is required and the necessary intimations shall be given to the Registrar of Companies.

Q99: What is the period prescribed for preserving the annual returns prepared under the CA, 2013?

A99: Pursuant to Rule 15(3) of the Companies (Management and Administration) Rules, 2014, the Copies of annual returns prepared under Section 92 and copies of all certificates and documents required to be annexed thereto shall be preserved for a period of eight years from the date of filing with the Registrar.

Q100: What are the requirements of signing of Annual Return?

A100: Pursuant to the provisions of Section 92 of the CA, 2013 read with Rule 11 of the Companies (Management and Administration) Rules, 2014, annual return shall be signed in the following manner:

In case of a Small Company and OPC, the annual return shall be signed by Company Secretary or where there is no Company Secretary, by a Director.

In case of other companies, the annual return shall be signed by a Director and the Company Secretary, or where there is no Company Secretary, by a Practicing Company Secretary.

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The Central Government may prescribe abridged form of annual return for "One Person Company, small company and such other class or classes of companies.

Q101: What are the certification requirements of Annual Return?

A101: Pursuant to the provisions of Section 92 of the CA, 2013 read with Rule 11(2) of the Companies (Management and Administration) Rules, 2014 the Annual Return of the following companies shall be certified by a Company Secretary in whole time practice:

- Every listed company;
- Every company having paid up share capital of INR 10 crore or more;
- Every company having turnover of INR 50 crore or more

Q102: Is the extract of the Annual Return required to be attached to Board's Report in terms of Section 134 (3)(a) of the CA, 2013?

A102: Every company shall place a copy of the annual return on the website of the company, if any, and the web-link of such annual return shall be disclosed in the Board's report. An extract of the annual return in Form MGT-9 relating to the financial year to which the Board's Report relates shall be attached therewith in terms of clause (a) of sub-Section (3) of Section 134 if website is not maintained by the Company.

Q103: In case the Annual General Meeting is not held, what is the time limit for filing the Annual Return?

A103: As per Section 92(4) of the CA, 2013, in case the Annual General Meeting of a company is not held, the Annual Return has to be filed within 60 days from the last date on which Annual General Meeting should have been held together with the statement specifying the reasons for not holding the Annual General Meeting.

Q104: Which registers should include the index of names?

A104: As per Section 88(2), of the CA, 2013, the following registers should include an index of names:

- Register of members indicating separately for each class of equity and preference shares held by each member residing in or outside India;

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- Register of debenture holders; and
- Register of any other security holders.

Provided that an index is not mandatory if the number of members is less than 50

Q105: What is the duration for preservation of Statutory Registers?

A105: the Statutory Registers are to be preserved in the following manner:

- Register of members: To be preserved permanently;
- Register of debenture holders & register of any other security holders: To be preserved for 8 years from the date of redemption of debenture or securities as the case may be
- Foreign register of members: Permanently, unless it is discontinued and all the entries are transferred to any other foreign register or to the principal register
- Foreign Register of debenture holders: To be preserved for 8 years from the date of redemption of debenture or securities as the case may be

Chapter 6

Accounts

Q106: What shall be the first financial year of the newly incorporated company or body corporate?

A106: As per Section 2(41) of the CA, 2013, “financial year” in relation to any company or body corporate, means the period ending on the 31st day of March every year, and where it has been incorporated on or after the 1st day of January of a year, the period ending on the 31st day of March of the following year, in respect whereof financial statement of the Company or body corporate is made up.

Q107: In case any existing auditor incurs disqualifications as per the CA 2013, what is the procedure to be followed for appointment of new auditor? Is the company also required to follow the procedures relating to removal of auditor as prescribed in the CA, 2013?

A107: As per Section 141(4), an auditor once disqualified shall vacate office and which in turn results in casual vacancy. The casual vacancy can be filled by the board of directors within 30 days of such disqualification and the process relating to removal of Auditors is not required to be followed.

It may be noted that the auditor so appointed holds office only till the conclusion of the next AGM.

Q108: How does the requirement of rotation of auditor apply to a company having a calendar year-end or June Year-end?

A108: Appointment/re-appointment of auditor take places at the AGM and is valid until the conclusion of the next AGM irrespective of the year end. The period of five years will be counted from AGM to AGM.

Q109: Who shall sign the Financial Statements of a Company?

A101: The Financial Statements of a company is required to be signed as per the provisions of Section 134 of the CA, 2013 by:

- Chairperson if he is authorized or two directors out of which one shall be MD, if any and

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- CEO, the CFO and the Company Secretary, wherever they are appointed, to sign the financial statements of the company.

Q110: Can a company maintain books of account in any place other than Registered Office?

A110: As per the provisions of Section 128 of the CA, 2013 read with Rule 2A of the Companies (Accounts) Rules, 2014, a company may maintain books of account and other relevant papers may be kept at such other place in India as the Board of Directors may decide and where such a decision is taken, the company shall, within seven days thereof, file with the ROC a notice in Form AOC-5 giving the full address of that other place.

Q111: If the Notice of the Annual General Meeting is circulated at a short notice, can the financial statements also be sent along with the notice?

A111: Yes, a company holding a general meeting after giving a short notice as provided under Section 101 of the CA, 2013 may send copy of the financial statements at a period lesser than 21 days if 95% of the members entitled to vote at the meeting agrees for the same.

Q112: What is the duration for preserving the Books of Account?

A112: As per Section 128(5) of the CA 2013, the books of account shall be preserved by the company for 8 financial years preceding the financial year.

Q113: Is it required to attach Board's Report to the consolidated financial statements?

A113: Yes, as per Section 134 (3) of the CA, 2013, the Board's Report shall be attached to the consolidated financial statements.

Q114: Are the standalone financial statements of the associates/joint ventures required to be placed on the website too?

A114: As per fourth proviso to Section 136(1) of the CA 2013, every company having a subsidiary or subsidiaries shall place separate audited accounts in respect of each of its subsidiary on its website, if any. Therefore, there is no requirement of placing standalone financial statements of associates/joint ventures on the website of the company.

Also, If a Listed Company which has a foreign subsidiary and:

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- If the foreign subsidiary is statutorily required to prepare consolidated financial statement under the law of any country, the requirement shall be met if such consolidated accounts are placed on the website;
- If the foreign subsidiary is not required to audit its financial statements, the Listed Company may place the unaudited financial statement on its website and if the language is not English, a translated copy of the same shall be placed on the website.

Q115: Can a branch office of the company maintain its books of account in the location of branch office?

A115: Yes, as per Section 128(2), the Company may maintain books of account relating to the transactions effected at the branch office at branch provided summarised returns are periodically sent to the registered office.

Q 116: Whether the subsidiary of a company under liquidation is required to consolidate its accounts as per Section 129 of the Companies Act, 2013?

A116: Since the holding company under liquidation is not required to have the accounts prepared as per Section 129, its subsidiary company's accounts shall not be consolidated with the aforesaid holding company. However, the reasons for not consolidating must be explained in the notes as required by Schedule III.

Q117: Is it required to comply with Accounting Standards while preparing the financial statements?

A117: Yes, as per Section 129(1), the financial statements should be prepared in accordance with the accounting standards. Further, as per Section 129 (5), in case of deviation from accounting standards, the financial statements must disclose the fact of such deviation and reasons for the same along with its financial effects.

Q118: What are the modes available for the company to maintain the books of account?

A118: The Company may maintain books of account either physically or electronically. In case the books of account is maintained electronically, the back-up of the books of account and other books

and papers of the company shall be kept in servers physically located in India on a periodic basis.

Q119: Can a company keep the books and registers at a place other than registered office of the company?

A119: Yes, as per Proviso to Section 128 (1), the books may be kept at such other place in India as the Board of Directors may decide after passing resolution in the duly held Board Meeting of the company. However, the company shall, within seven days thereof, file with the Registrar a notice in writing giving the full address of that other place:

Chapter 7

Audit and Auditors

Q120: Which companies are required to appoint Internal Auditor?

A120: As per Section 138 of the CA, 2013 and Rule 13 of Companies (Accounts) Rules, 2014, the following companies are required to appoint an internal auditor:

- listed company;
- every unlisted public company having at any point of time during the preceding financial year -
 - paid up share capital of INR 50 crores or more; or
 - turnover of INR 200 crores or more; or
 - outstanding loans or borrowings from banks or public financial institutions for more than INR 100 crores; or
 - outstanding deposits of INR 25 crore rupees or more
- every private company having at any point of time during the preceding financial year -
 - turnover of INR 200 crores or more; or
 - outstanding loans or borrowings from banks or PFI for more than INR 100 crores

Q121: Who can be appointed as Internal Auditor of the Company?

A121: “Chartered Accountant” or “Cost Accountant”, or such other professional as may be decided by the Board of Directors of the company can be appointed as internal auditor of the Company. The internal auditor may or may not be an employee of the company.

Q122: Can internal Auditor be appointed by way of a circular resolution?

A122: No, as per Section 179 read with applicable rules, Internal Auditor shall be appointed at the duly convened board meeting of the Company.

Audit and Auditors**Q123: Can the Statutory Auditor and Cost Auditor be the same person or firm?**

A123: As per the proviso to the Section 148(3), the person appointed under Section 139 of the CA, 2013 as an auditor of the company shall not be appointed for conducting the audit of cost records.

Q124: When should the first auditors be appointed?

A124: As per the Section 139 of the CA, 2013, the first auditors should be appointed by the Board within 30 days of the registration of the company and in case of failure of the Board to appoint such auditors, the auditors shall be appointed by the members in general meeting. Further, such auditor shall hold office till the date of the conclusion of the first annual general meeting.

Q125: What is the term of appointment of an individual and a firm as a statutory auditor?

A125: As per Section 139(2) of the CA, 2013 read with Rule 5 of Companies (Audit and Auditors) Rules, 2014, the following companies shall not appoint an individual as statutory auditor for more than one term of 5 years and a firm as statutory auditor for more than two terms of 5 year each:

- Listed company;
- All unlisted public companies having paid up share capital of INR 10 Crores or more;
- All private limited companies having paid up share capital of INR 50 Crores or more;
- All companies having paid up share capital below the threshold limit mentioned in the aforesaid two points, but having public borrowings from financial institutions, banks or public deposits of INR 50 Crores or more

Q126: Is there any transition period provided for complying with the provisions of Section 139 (2) relating to rotation of auditors?

A126: As per Companies (Removal of Difficulties) Third Order, 2016 dated 30th June, 2016 issued by the Ministry of Corporate Affairs, the classes of companies stated under Q124 are required to comply with the provisions of Section 139(2) relating to rotation of auditors not later than the Annual General Meeting to be held in the year 2017.

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Q127: Which are the classes of companies required to comply with the provisions relating to rotation of auditors?

A127: As per Section 139(2) of the CA, 2013 read with Rule 5 and Rule 6 of Companies (Audit and Auditors) Rules, 2014, the following companies are required to rotate their auditors on expiry of the term:

- Listed company;
- All unlisted public companies having paid up share capital of INR 10 Crores or more;
- All private limited companies having paid up share capital of INR 20 Crores or more;
- All companies having paid up share capital below the threshold limit mentioned in the aforesaid two points, but having public borrowings from financial institutions, banks or public deposits of INR 50 Crores or more

Q128: In case of Companies which have already appointed auditors in CA, 1956, how should the period of 5 years and 10 years for rotation of auditors be computed?

A128: As per Rule 6(3) of the Companies (Audit and Auditors) Rules, 2014, the period for which the individual or the firm has held office as auditor prior to the commencement of the CA, 2013 shall be taken into consideration for the purpose of rotation of auditors.

For example, in case of listed and prescribed companies, if an individual has completed four years as an auditor on April 01, 2014, he can continue for 3 years in the same company.

Further, if the auditor is required to appointed again, he may do so after the cooling period of five years from the completion of term of five years.

Q129: Can a company remove its auditor?

A129: As per Section 140 (1) of the CA, 2013 and Rule 7 of Companies (Audit and Auditors) Rules, 2014, a company may remove its auditor before the expiry of the term by obtaining prior approval of the Central Government and passing a special resolution in general meeting.

Q130: Is there limit on the number of audits an auditor may undertake?

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A130: As per Section 141(3) (g), of the CA, 2013 an auditor cannot undertake audit of more than twenty companies.

In case of private Companies, while calculating the limit of 20, one person companies, dormant companies, small companies and private companies having paid up share capital less than one hundred crore rupees shall be excluded.

Q131: Who shall fix the remuneration of Auditors?

A131: As per Section 142(1), of the CA, 2013 the remuneration of the auditor of a company shall be fixed in its general meeting or in such manner as may be determined by the Board of Directors, which shall include any out of pocket expenses incurred for the purpose and in connection with the audit. Provided further that, the Board may fix the remuneration of the first auditor appointed by it.

Q132: Is it the duty of the auditor to confirm on internal financial controls?

A132: As per Section 143 (3) (i) of the CA, 2013 the auditor is required to state the adequacy of internal financial control systems and its operating effectiveness.

Also, the auditors are required to report on Internal Financial Control with reference to financial statements.

Section 143(3)(i) of the Companies act, 2013 shall not be applicable to private companies which is start-up Company or OPC or which has turnover less than rupees fifty crores as per latest audited financial statement or has aggregate borrowings from banks or financial institutions or body corporate at any point of time during the financial year less than rupees twenty five crores.

Q133: Who shall appoint an auditor of a Government company?

A133: As per Section 143(5), of the CA, 2013 the auditor of a Government Company shall be appointed by the Comptroller and Auditor General of India ("CAG"). Further, w.e.f. 4 September 2014, auditor of any other company owned or controlled directly or indirectly by Central Government or State Government and partly by Central Government and partly by one or more State Governments shall also be appointed by CAG.

Q134: Which services are not to be rendered by auditor of a company?

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A134: As per Section 144, of the CA, 2013 an auditor shall not provide any of the following services:

- (a) Accounting and Book keeping services
- (b) Internal Audit
- (c) Design and implementation of any financial information system
- (d) Actuarial services
- (e) Investment advisory services
- (f) Investment Banking services
- (g) Rendering of outsourced financial services
- (h) Management services

Q135: What are the provisions for Reporting Fraud under CA, 2013?

A135: The provisions on reporting fraud have been laid down under Section 143 (12) of the CA, 2013 and provides that if the auditor of a company, in the course of the performance of his duties as auditor, has reason to believe that an offence involving fraud is being or has been committed against the company by officers or employees of the company, he shall report the matter to the Central Government.

However, as per the Companies (Amendment) Act, 2015 as notified by MCA vide notification dated 14 December 2015, the auditor shall report only those matters to the Central Government which involves or is expected to involve individually an amount of INR One Crore or above.

Q136: What is the procedure for reporting of frauds of less than rupees one crore?

A136: As per Rule 13(3) of Companies (Audit and Auditors) Rules, 2014, in case of fraud involving less than one crore rupees, auditor shall report the matter to the Audit Committee under Section 177 or to the Board immediately within 2 days of his knowledge of the fraud and also the same is required to be disclosed in the Board's Report.

Q137: What is the procedure for reporting of fraud under CA, 2013, 2013?

A137: As per Section 143 (12) of the CA, 2013 read with Rule 13 of Companies (Audit and Auditors) Rules, 2014, the procedure for

Audit and Auditors

reporting of fraud if the amount of the fraud is equal or more than 1 crore, is as follows:

- (i) auditor shall forward his report to the Board or the Audit Committee, as the case may be, immediately after he comes to knowledge of the fraud, seeking their reply or observations within 45 days;
- (ii) on receipt of such reply or observations, the auditor shall forward his report and the reply or observations of the Board or the Audit Committee along with his comments (on such reply or observations of the Board or the Audit Committee) to the Central Government within 15 days of receipt of such reply or observations;
- (iii) in case the auditor fails to get any reply or observations from the Board or the Audit Committee within the stipulated period of 45 days, he shall forward his report to the Central Government along with a note containing the details of his report that was earlier forwarded to the Board or the Audit Committee for which he failed to receive any reply or observations within the stipulated time;
- (iv) The report shall be in the form of a statement as specified in Form ADT-4 on the letter-head of the auditor containing postal address, e-mail address, contact number, Membership Number and be signed & sealed by the auditor and same shall be sent through Registered Post with AD/speed post followed by an e-mail in confirmation to the Secretary, MCA of the same.

Q138: Is an auditor required to attend General Meeting?

A138: Yes, as per Section 146, an auditor either by himself or through his representative, who is qualified to be an Auditor attend the general meeting, unless exempted by the Company. Also, please note that the authorised representative shall also be qualified to be an auditor.

Chapter 8

Secretarial Audit

Q139: Who can conduct Secretarial Audit and provide the Report?

A139: Only a member of the Institute of Company Secretaries of India holding certificate of practice (company secretary in practice) can conduct Secretarial Audit and furnish the Secretarial Audit Report to the company. [Section 204(1) of CA, 2013].

The Secretarial Audit Report should be signed by the Secretarial Auditor who has been engaged by the company to conduct the Secretarial Audit and in case of a firm of Company Secretaries, by the partner under whose supervision the Secretarial Audit was conducted.

Q140: Which companies are required to undergo Secretarial Audit?

A140: As per Section 204(1) of CA, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following companies are required to obtain Secretarial Audit Report:

- Every listed company;
- Every public company having a paid-up share capital of fifty crore rupees or more; or
- Every public company having a turnover of two hundred fifty crore rupees or more.

“Turnover” means the aggregate value of the realisation of amount made from the sale, supply or distribution of goods or on account of services rendered, or both, by the company during a financial year. [Section 2(91)]

Q141: Whether the Secretarial Audit is voluntary or mandatory as per the provisions of CA, 2013?

A141: Pursuant to the provisions of Section 204 of the CA 2013, every listed company and company belonging to class of companies as prescribed is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice. Companies

Secretarial Audit

which are not covered under Section 204 may obtain Secretarial Audit Report voluntarily.

Q142: What is the format of Secretarial Audit Report?

A142: Secretarial Audit Report is required to be provided in the format prescribed in Form MR-3. (Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014).

Q143: Is Secretarial Auditor entitled to receive notice of Annual General Meeting in which his report is to be laid before the members?

A143: As per Secretarial Standard 2, the notice in writing of every general meeting shall be given to every member of the company. Such notice shall also be given to the Directors and Auditors of the company, to the Secretarial Auditor, to Debenture Trustees, if any.

Q144: Is Secretarial Audit applicable to a private company which is a subsidiary of a public company?

A144: Yes, as per proviso to Section 2(71) of the CA, 2013, the company which is a subsidiary of a company, not being a private company, shall be deemed to be a public company for the purposes of this Act, even where such subsidiary company continues to be a private company in its articles.

Given the above, the Secretarial Audit would be applicable to a private company which is a subsidiary of a public company if the prescribed criteria of the paid up share capital or turnover.

Q145: What are events & actions required to be reported by the Secretarial Auditor in the audit report?

A145: Secretarial Auditor is required to report and provide details of specific events and actions occurred during the reporting period having major bearing on the affairs of the Company in pursuant to above referred laws/ rules and regulations. Few events are also given as example in the format of audit report.

Q146: Can a Practicing Company Secretary certify the Annual Return with qualification?

A146: A Practicing Company Secretary can certify the Annual Return subject to certain reservations/qualifications by way of an annexure to his certificate.

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Q147: How is the Secretarial Auditor appointed?

A147: As per Rule 8 of the Companies (Meetings of Board and its powers) Rules, 2014, Secretarial Auditor is required to be appointed by means of resolution passed at a duly convened Board meeting.

Q148: Whether communication to earlier incumbent is required?

A148: Yes, whenever a practicing company secretary is appointed as Secretarial Auditor in place of the existing Secretarial Auditor, he/she should communicate the appointment to the earlier incumbent in writing, in view of the provisions of clause (8) of Part I of the First Schedule to the Company Secretaries Act, 1980.

Chapter 9

Deposits

Q149: Can a Private Company accept deposit from its members without complying with the provisions applicable to deposits?

A149: Yes, as per the exemption Notification No. GSR 464(E) of the MCA dated 5th June 2015, a Private Company can accept deposits from its members not exceeding 100% of aggregate of its paid up share capital, free reserve and securities premium account without complying with the provisions of Section 73(2) (a), (b), (c), (d) and (e) of the CA, 2013 and such company shall file details of monies so accepted in the manner as may be specified.

Q150: What is an “eligible company” for the purpose of deposit?

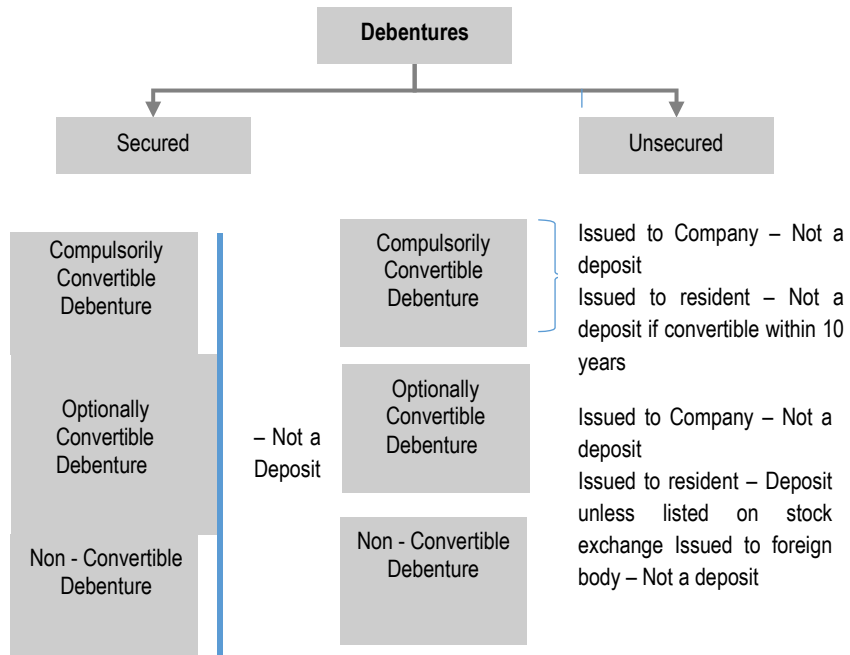
A150: Eligible company refers to every public company having net worth of not less than INR 100 crore rupees or a turnover of not less than INR 500 crore rupees and which has obtained prior consent of shareholders in general meeting by means of a special resolution and made respective filings with the ROC before making any invitation to public.

In case, deposit is with respect to the specified limits under Section 180(1)(c) of the CA, 2013, an ordinary resolution may suffice the requirement.

Q151. Does Deposit provisions cover debenture?

A151: Deposits

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Chapter 10

Dividend

Q152: Will advance towards annual maintenance service for more than 365 days be treated as a deposit?

A152: Yes, as per the Companies (Acceptance of Deposits) Rules, 2014, advance towards annual maintenance service for more than 365 days will be treated as a deposit

Q153: Is share application money pending allotment for more than 60 days treated as a deposit?

A153: Yes, as per the Companies (Acceptance of Deposits) Rules, 2014, share application money pending allotment for more than 60 days is treated as a deposit.

Q154: In case deposit is taken from a person who is both a director and a member of the Company, will such receipt of money be treated as deposit or not?

A154: Any amount received from a person who, at the time of the receipt of the amount, was a director of the company furnishes to the company at the time of giving the money, a declaration in writing to the effect that the amount is not being given out of funds acquired by him borrowing or accepting loans or deposits from others, is not considered as deposit.

In case of private company, if the amount is borrowed from its member not exceeding 100% of the paid-up share capital, free reserves and securities premium, then it will not be treated as deposits.

Q155: Is it mandatory for a company to declare dividend?

A155: No, it is not mandatory for a company to declare dividend.

Q156: In case a company declares dividend, what shall be the last date of payment of dividend?

A156: The dividend warrants shall be dispatched by the company-

- (i) in case of Interim Dividend- within 30 days of declaration of dividend in the Board Meeting; and

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- (ii) in case of final dividend-within 30 days of its approval in the AGM.

In case of ECS transfers for distribution of dividend, the transfer shall be made within 30 days of declaration of dividend.

Q157: Can a company which has inadequate profits or has incurred loss in the immediately preceding financial year declare final dividend out of the accumulated profits of the previous financial years? Also, is there any restriction on the rate of dividend?

A157: As per the second proviso to Section 123(1) of the CA, 2013, a Company which has inadequate profit or has incurred loss in the immediately preceding financial year may declare dividend out of the accumulated profits of the company. However, as per Rule 3 of Companies (Declaration and Payment of Dividend) Rules, 2014, the rate of dividend shall not exceed the average of the rates at which dividend was declared by the company in the immediately preceding three financial years.

If a company has not declared dividend in any of the preceding three financial years, the restriction on the rate of dividend would not be applicable.

Q158: Can Board of Directors declare final dividend for the financial year?

A158: The Board can only recommend the final dividend to the shareholders of the Company for declaration at the AGM.

Q159: Can dividend be declared to certain class of shareholders only?

A159: Dividend can be paid to any class of shareholders, but separate resolution for declaration of dividend to each class of shares is required to be passed at the meeting of the Board or shareholders, as the case may be.

Q160: Can dividend be paid to certain shareholders of the same class?

A160: Dividend once declared has to be paid to all the shareholders in a particular class.

Q161: Can a shareholder whose shares have been transferred to IEPF claim back his shares?

Dividend

A161: As per proviso to Section 124(6) of the CA, 2013 claimant of shares shall be entitled to claim the transferred shares from IEPF and the procedure for that would be specified in the IEPF Rules.

Q162: When is unpaid/unclaimed dividend transferred to Unpaid Dividend Account?

A162: As per Section 124(1) of the CA, 2013, dividend declared by the company which remains unpaid/ unclaimed for a period of 30 days from the date of declaration shall be transferred to Unpaid Dividend Account within 7 days from the date of expiry of the said period of 30 days.

Chapter 11

Corporate Social Responsibility

Q163: Whether provisions governing CSR are applicable to private Companies?

A163: Yes, every company irrespective of Private or Public Limited or a foreign company having its branch office or project office in India having:

- net worth of INR 500 crores or more
- turnover of INR 1000 crores or more
- net profit of INR 5 crores or more

shall formulate a CSR Committee, who shall determine the CSR policy of the company and every such company is required to spend of 2% of average net profits of the company made during the immediately preceding financial years towards CSR.

Q164: In which activities can a company contribute towards CSR?

A164: The amount allocated for CSR can be spent for activities specified under Schedule VII of the CA, 2013.

Q165: Are there any implications of not spending the 2% of average net profits as CSR expenditure?

A165: In case of any shortfall of not spending the 2% of average net profits, the Board is required to be disclosed the same in the Board report along with reasons

Chapter 12

Compromise and Arrangements

Q166: What are the applicable provisions for carrying out Compromise and arrangements?

A166: Compromise and Arrangement between company and its creditors or company and its members shall be done in accordance with the provisions of the CA, 2013.

(MCA vide notification dated 7 December 2016 notified the Section 230 to 240 of the CA, 2013 which deal with Compromise and Arrangements)

Q167: Who are eligible to raise objections to the scheme of compromise and arrangement?

A167: As per the proviso to Section 230(4) of the CA, 2013, objection can be raised only by persons holding 10% or more of shareholding or having debt amounting 5% of the total outstanding debt as per the latest audited financial statement.

Q168: How do we calculate the shareholding and outstanding debt while ascertaining the eligibility to object to the scheme?

A168: As per Explanation to Rule 9 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016:

- Shareholding' means the shareholding of the members of the class who are entitled to vote on the proposal and
- Outstanding debt' shall mean all debt owed by the company to the respective class or classes of creditors that remains outstanding as per the latest audited financial statement, or if such statement is more than six months old, as per provisional financial statement not preceding the date of application by more than six months.

Q169: What is Corporate Debt Restructuring?

A169: As per explanation to the rule 4 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, corporate debt restructuring means a scheme that restructures or varies the debt obligations of a company towards its creditors.

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Q170: Under what circumstances the meeting of the creditors may be dispensed by the NCLT?

A170: As per Section 230(9) of the CA, 2013, if 90% of the creditors in value agree and confirm to the scheme by way of affidavit, NCLT may dispense the holding of meeting of creditors or class of creditors.

Q171: Do we have to comply with Section 230 and Section 232 while carrying out the merger and amalgamation of two or more small companies or between holding and wholly owned subsidiary companies?

A171: No, Section 233 of the CA, 2013 prescribes to regulate the merger and amalgamation between two or more small companies or between holding and wholly owned subsidiary companies. The powers with regard to the same have been delegated to the Regional Director.

Q172: For how many years the books and papers of amalgamated companies shall be preserved?

A172: The CA, 2013 does not prescribe any period for preservation of books and papers. However, books and papers of amalgamated companies shall not be destroyed without the approval of the Central Government.

Q173: What happens in case of merger of listed transferor company into unlisted transferee company?

A173: As per Section 232(3)(h) of CA, 2013, where the transferor company is a listed company and the transferee company is an unlisted company, then:

- (i) the transferee company shall remain an unlisted company until it becomes a listed company.
- (ii) If shareholders of the transferor company decide to opt out of the transferee company, provision shall be made for payment of the value of shares held by them and other benefits in accordance with a pre-determined price formula or after valuation is made and the arrangements may be made by the NCLT.

Q174: Can Company buy back its shares under a scheme of Arrangement without following the conditions prescribed under Section 68 of the CA, 2013?

Compromise and Arrangements

A174: No, as per Section 230(10) of the CA, 2013, NCLT shall not approve any scheme of compromise or arrangement in respect of buy-back of securities which is not in compliance with the provisions of Section 68 of the CA, 2013.

Annexure "A"

Section 2 (13)-	Books of Account (Notified on 1 st April, 2014)
Section 2 (14)-	Branch Office (Notified on 12 th September, 2013)
Section 2 (15)-	Called up Capital (Notified on 12 th September, 2013)
Section 2 (16)-	Charge (Notified on 12 th September, 2013)
Section 2 (17)-	Chartered Accountant (Notified on 12 th September, 2013)
Section 2 (18)-	Chief Executive Officer (Notified on 12 th September, 2013)
Section 2 (19)-	Chief Financial Officer (Notified on 12 th September, 2013)
Section 2 (20)-	Company (Notified on 12 th September, 2013)
Section 2 (21)-	Company limited by Guarantee (Notified on 12 th September, 2013)
Section 2 (22)-	Company limited by shares (Notified on 12 th September, 2013)
Section 2 (23)-	Company Liquidator (Notified on 15 th December, 2016)
Section 2 (24)-	Company Secretary —Secretary (Notified on 12 th September, 2013)
Section 2 (25)-	Company Secretary in Practice (Notified on 12 th September, 2013)
Section 2 (26)-	Contributory (Notified on 12 th September, 2013)
Section 2 (27)-	Control (Notified on 12 th September, 2013)
Section 2 (28)-	Cost Accountant (Notified on 12 th September, 2013)
Section 2 (29)-	Court (Notified on 12 th September, 2013)
Section 2 (30)-	Debenture (Notified on 12 th September, 2013)

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Section 2 (31)-	Deposit (Notified on 1 st April, 2014)
Section 2 (32)-	Depository (Notified on 12 th September, 2013)
Section 2 (33)-	Derivative (Notified on 12 th September, 2013)
Section 2 (34)-	Director (Notified on 12 th September, 2013)
Section 2 (35)-	Dividend (Notified on 12 th September, 2013)
Section 2 (36)-	Document (Notified on 12 th September, 2013)
Section 2 (37)-	Employees' Stock Option (Notified on 12 th September, 2013)
Section 2 (38)-	Expert (Notified on 12 th September, 2013)
Section 2 (39)-	Financial Institution (Notified on 12 th September, 2013)
Section 2 (40)-	Financial Statement (Notified on 12 th September, 2013)
Section 2 (41)-	Financial Year (Except 1 st proviso) (Notified on 1 st April, 2014)
Section 2 (42)-	Foreign Company (Notified on 1 st April, 2014)
Section 2 (43)-	Free Reserves (Notified on 12 th September, 2013)
Section 2 (44)-	Global Depository Receipt (Notified on 12 th September, 2013)
Section 2 (45)-	Government company (Notified on 12 th September, 2013)
Section 2 (46)-	Holding Company (Notified on 12 th September, 2013)
Section 2 (47)-	Independent Director (Notified on 1 st April, 2014)
Section 2 (48)-	Indian Depository Receipt (Notified on 1 st April, 2014)
Section 2 (49)-	Interested Director

Annexure "A"

	(Notified on 12 th September, 2013)
Section 2 (50)-	Issued Capital (Notified on 12 th September, 2013)
Section 2 (51)-	Key Managerial Personnel (Notified on 12 th September, 2013)
Section 2 (52)-	Listed Company (Notified on 12 th September, 2013)
Section 2 (53)-	Manager (Notified on 12 th September, 2013)
Section 2 (54)-	Managing Director (Notified on 12 th September, 2013)
Section 2 (55)-	Member (Notified on 12 th September, 2013)
Section 2 (56)-	Memorandum (Notified on 12 th September, 2013)
Section 2 (57)-	Net Worth (modified)- (Notified on 12 th September, 2013)
Section 2 (58)-	Notification (Notified on 12 th September, 2013)
Section 2 (59)-	Officer (Notified on 12 th September, 2013)
Section 2 (60)-	Officer who is in default (Notified on 12 th September, 2013)
Section 2 (61)-	Official Liquidator (Notified on 12 th September, 2013)
Section 2 (62)-	One Person Company (Notified on 1 st April, 2014)
Section 2 (63)-	Ordinary or Special Resolution (Notified on 12 th September, 2013)
Section 2 (64)-	Paid-up Share Capital (Notified on 12 th September, 2013)
Section 2 (65)-	Postal Ballot (Notified on 12 th September, 2013)
Section 2 (66)-	Prescribed (Notified on 12 th September, 2013)
Section 2 (67)-	Previous Company Law (Except Sub clause (ix))

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	(Notified on 12 th September, 2013)
Section 2 (68)-	Private Company (Notified on 12 th September, 2013)
Section 2 (69)-	Promoter (Notified on 12 th September, 2013)
Section 2 (70)-	Prospectus (Notified on 12 th September, 2013)
Section 2 (71)-	Public Company (Notified on 12 th September, 2013)
Section 2 (72)-	Public Financial Institution (Notified on 12 th September, 2013)
Section 2 (73)-	Recognised Stock Exchange (Notified on 12 th September, 2013)
Section 2 (74)-	Register of Companies (Notified on 12 th September, 2013)
Section 2 (75)-	Registrar (Notified on 12 th September, 2013)
Section 2 (76)-	Related Party (Notified on 12 th September, 2013)
Section 2 (77)-	Relative (Notified on 12 th September, 2013)
Section 2 (78)-	Remuneration (Notified on 12 th September, 2013)
Section 2 (79)-	Schedule (Notified on 12 th September, 2013)
Section 2 (80)-	Scheduled Bank (Notified on 12 th September, 2013)
Section 2 (81)-	Securities (Notified on 12 th September, 2013)
	Section 2 (82)- Securities and Exchange Board (Notified on 12 th September, 2013)
Section 2 (83)-	Serious Fraud Investigation Office (Notified on 1 st April, 2014)
Section 2 (84)-	Share (Notified on 12 th September, 2013)
Section 2 (85)-	Small company

Annexure "A"

	Section 2 (86)-	(Notified on 1 st April, 2014) Subscribed Capital (Notified on 12 th September, 2013)
	Section 2 (87)-	Subsidiary Company (Notified on 12 th September, 2013) (Explanation (d) Notified on 1 st April, 2014) (Proviso Notified on 20 th September, 2017)
	Section 2 (88)-	Sweat Equity Shares (Notified on 12 th September, 2013)
	Section 2 (89)-	Total Voting Power (Notified on 12 th September, 2013)
	Section 2 (90)-	Tribunal (Notified on 12 th September, 2013)
	Section 2 (91)-	Turnover (Notified on 12 th September, 2013)
	Section 2 (92)-	Unlimited Company (Notified on 12 th September, 2013)
	Section 2 (93)-	Voting right (Notified on 12 th September, 2013)
	Section 2 (94)-	Whole Time Director (Notified on 12 th September, 2013)
	Section 2 (95)-	Words and expressions used and not defined in this Act but defined in the Securities Contracts (Regulation) Act, 1956 or the Securities and Exchange Board of India Act, 1992 or the Depositories Act, 1996 shall have the meanings respectively assigned to them in those Acts. (Notified on 12 th September, 2013)
Chapter II – Incorporation of Company and Matters Incidental Thereeto	Section 3-	Formation of company (Notified on 1st April, 2014)
	Section 4-	Memorandum (Notified on 1st April, 2014)
	Section 5-	Articles

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(3-22)	Section 6-	(Notified on 1st April, 2014) Act to override memorandum, articles, etc.
	Section 7-	(Notified on 1st April, 2014) Incorporation of company (sub-section (7) notified on 1st June, 2016)
	Section 8-	Formation of companies with charitable objects, etc. Sub-section (9) notified on 15th December, 2016
	Section 9-	Effect of registration (Notified on 1st April, 2014)
	Section 10-	Effect of memorandum and articles (Notified on 1st April, 2014)
	Section 11-	Commencement of business, etc
	Section 12-	Registered office of company (Notified on 1st April, 2014)
	Section 13-	Alteration of memorandum (Notified on 1st April, 2014)
	Section 14-	Alteration of articles (second proviso to sub-section (1) and sub-section (2) notified on 1st June, 2016)
	Section 15-	Alteration of memorandum or articles to be noted in every copy (Notified on 1st April, 2014)
	Section 16-	Rectification of name of company (Notified on 1st April, 2014)
	Section 17-	Copies of memorandum, articles, etc., to be given to members (Notified on 1st April, 2014)
	Section 18-	Conversion of companies already registered (Notified on 1st April, 2014)
Section 19-	Subsidiary company not to hold shares in its holding company (Notified on 12th September, 2013)	
Section 20-	Service of documents (Notified on	

Annexure "A"

	Section 21- Section 22-	1st April, 2014) Authentication of documents, proceedings and contracts (Notified on 12th September, 2013) Execution of Acts of exchange, etc. (Notified on 12th September, 2013)
Chapter III – Prospectus and Allotment of Securities (23-42)	Section 23- Section 24- Section 25- Section 26- Section 27- Section 28- Section 29- Section 30- Section 31- Section 32- Section 33-	Public offer and private placement (Notified on 1st April,2014) [Except clause (b) of sub-section (1) and subsection (2)] (Notified on 12th September, 2013) [23(1)(6) & (2)] Power of Securities and Exchange Board to regulate issue and transfer of securities, etc. (Notified on 12th September, 2013) Document containing offer of securities for sale to be deemed prospectus [Except clause 3] (Notified on 12th September, 2013) Matters to be stated in prospectus (Notified on 1st April,2014) Variation in terms of contract or objects in prospectus (Notified on 1st April,2014) Offer of sale of shares by certain members of company (Notified on 1st April,2014) Public offer of securities to be in dematerialised form. (Notified on 12th September, 2013) Advertisement of prospectus. (Notified on 12th September, 2013) Shelf prospectus (Notified on 12th September, 2013) Red herring prospectus. (Notified on 12th September, 2013) Issue of application forms for

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		securities [Except sub section 3] (Notified on 12th September, 2013) [sub section 3] (Notified on 1st April, 2014)
	Section 34-	Criminal liability for mis-statements in prospectus. (Notified on 12th September, 2013)
	Section 35-	Civil liability for mis-statements in prospectus (Notified on 12th September, 2013) [Clause (e) of sub-section 1](Notified on 1st April, 2014)
	Section 36-	Punishment for fraudulently inducing persons to invest money (Notified on 12th September, 2013)
	Section 37-	Action by affected persons (Notified on 12th September, 2013)
	Section 38-	Punishment for personation for acquisition, etc., of securities (Notified on 12th September, 2013)
	Section 39-	Allotment of securities by company (Notified on 12th September, 2013) [Clause 4] (Notified on 1st April, 2014)
	Section 40-	Securities to be dealt with in stock exchanges (Notified on 12th September, 2013) [clause 6 (Notified on 1st April, 2014)]
	Section 41-	Global depository receipt (Notified on 1st April, 2014) PART II.—Private placement
	Section 42-	Offer or invitation for subscription of securities on private placement (Notified on 1st April, 2014)
Chapter IV – Share Capital and Debentures	Section 43-	Kinds of share capital (Notified on 1st April, 2014)

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(43-72)	Section 44-	Nature of shares or debentures (Notified on 12th September, 2013)
	Section 45-	Numbering of shares (Notified on 12th September, 2013)
	Section 46-	Certificate of shares (Notified on 1st April, 2014)
	Section 47-	Voting rights (Notified on 1st April, 2014)
	Section 48-	Variation of shareholders' rights. (Notified on 15th December, 2016)
	Section 49-	Calls on shares of same class to be made on uniform basis. (Notified on 12th September, 2013)
	Section 50-	Company to accept unpaid share capital, although not called up. (Notified on 12th September, 2013)
	Section 51-	Payment of dividend in proportion to amount paid-up. (Notified on 12th September, 2013)
	Section 52-	Application of premiums received on issue of shares. (Notified on 1st April, 2014)
	Section 53-	Prohibition on issue of shares at discount. (Notified on 1st April, 2014)
	Section 54-	Issue of sweat equity shares. (Notified on 1st April, 2014)
	Section 55-	Issue and redemption of preference shares (Sub-section (3) notified on 1st June, 2016)
	Section 56-	Transfer and transmission of securities (Notified on 1st April, 2014)
	Section 57-	Punishment for personation of shareholder (Notified on 12th September, 2013)
Section 58-	Refusal of registration and appeal against refusal	

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Section 59-	(Notified on 12th September, 2013) Rectification of register of members
Section 60-	(Notified on 12th September, 2013) Publication of authorised, subscribed and paid-up capital
Section 61-	(Notified on 12th September, 2013) Power of limited company to alter its share capital (Proviso to clause (b) of sub-section (1) notified on 1st June, 2016)
Section 62-	Further issue of share capital (Sub-sections (4) to (6) notified on 1 st June, 2016)
Section 63-	Issue of bonus shares (Notified on 1st April, 2014)
Section 64-	Notice to be given to Registrar for alteration of share capital (Notified on 1st April, 2014)
Section 65-	Unlimited company to provide for reserve share capital on re-registration. (Notified on 12th September, 2013)
Section 66-	Reduction of Share Capital (Notified on 15th December, 2016)
Section 67-	Restrictions on purchase by company or giving of loans by it for purchase of its shares. (Notified on 1st April, 2014)
Section 68-	Power of company to purchase its own securities (Notified on 1st April, 2014)
Section 69-	Transfer of certain sums to capital redemption reserve account (Notified on 12th September, 2013)
Section 70-	Prohibition for buy-back in certain

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	<p>circumstances (Notified on 12th September, 2013) [Sub section 2 Notified on 1st April, 2014]</p> <p>Section 71- Debentures (Notified on 1st April, 2014) (Sub-sections (9) to (11) notified on 1st June, 2016)</p> <p>Section 72- Power to nominate (Notified on 1st April, 2014)</p>
CHAPTER V Acceptance of Deposits by Companies (73-76)	<p>Section 73- Prohibition on acceptance of deposits from public. (Notified on 1st April, 2014)</p> <p>Section 74- Repayment of deposits, etc., accepted before commencement of this Act. (Notified on 1st April, 2014)</p> <p>Section 75- Damages for fraud (Notified on 1st June, 2016)</p> <p>Section 76- Acceptance of deposits from public by certain companies (Notified on 1st April, 2014)</p> <p>Section 76A- Punishment for contravention of section 73 or 76 (Notified on 29th May, 2015)</p>
Chapter VI – Registration of Charges (77-87)	<p>Section 77- Duty to register charges, etc. (Notified on 1st April, 2014)</p> <p>Section 78- Application for registration of charge. (Notified on 1st April, 2014)</p> <p>Section 79- Section 77 to apply in certain matters. (Notified on 1st April, 2014) Section 80- Date of notice of charge. (Notified on 1st April, 2014)</p> <p>Section 81- Register of charges to be kept by Registrar.</p>

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	Section 82-	(Notified on 1 st April, 2014) Company to report satisfaction of charge.
	Section 83-	(Notified on 1 st April, 2014) Power of Registrar to make entries of satisfaction and release in absence of intimation from company.
	Section 84-	(Notified on 1 st April, 2014) Intimation of appointment of receiver or manager.
	Section 85-	(Notified on 1 st April, 2014) Company's register of charges.
	Section 86-	(Notified on 1 st April, 2014) Punishment for contravention.
	Section 87-	(Notified on 12 th September, 2013) Rectification by Central Government in register of charges.
	Section 87-	(Notified on 1 st April, 2014)
Chapter VII – Management and Administration (88-122)	Section 88-	Register of members, etc. (Notified on 1 st April, 2014)
	Section 89-	Declaration in respect of beneficial interest in any share. (Notified on 1 st April, 2014)
	Section 90-	Investigation of beneficial ownership of shares in certain cases. (Notified on 1 st April, 2014)
	Section 91-	Power to close register of members or debenture holders or other security holders. (Notified on 12 th September, 2013)
	Section 92-	Annual return. (Notified on 1 st April, 2014)
	Section 93-	Return to be filed with Registrar in case promoters' stake changes. (Notified on 1 st April, 2014)
	Section 94-	Place of keeping and inspection of

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	registers, returns, etc. (Notified on 1 st April, 2014)
Section 95-	Registers, etc., to be evidence. (Notified on 1 st April, 2014)
Section 96-	Annual general meeting. (Notified on 1 st April, 2014)
Section 97-	Power of Tribunal to call annual general meeting. (Notified on 1 st June, 2016)
Section 98-	Power of Tribunal to call meetings of members, etc. (Notified on 1 st June, 2016)
Section 99-	Punishment for default in complying with provisions of sections 96 to 98. (Notified on 1 st June, 2016)
Section 100-	Calling of extraordinary general meeting. (Notified on 12 th September, 2013) [Clause 100(6) Notified on 1 st April, 2014]
Section 101-	Notice of meeting (Notified on 1 st April, 2014)
Section 102-	Statement to be annexed to notice (Notified on 12 th September, 2013)
Section 103-	Quorum for meetings (Notified on 12 th September, 2013)
Section 104-	Chairman of meetings (Notified on 12 th September, 2013)
Section 105-	Proxies (Notified on 12 th September, 2013) [105(1), Third and fourth proviso and 105(7) Notified on 1 st April, 2014]
Section 106-	Restriction on voting rights. (Notified on 12 th September, 2013)
Section 107-	Voting by show of hands.

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	(Notified on 12th September, 2013)
Section 108-	Voting through electronic means. (Notified on 1st April, 2014)
Section 109-	Demand for poll. (Notified on 1st April, 2014)
Section 110-	Postal ballot. (Notified on 1st April, 2014)
Section 111-	Circulation of members' resolution. (Notified on 12th September, 2013)
Section 112-	Representation of President and Governors in meetings. (Notified on 12th September, 2013)
Section 113-	Representation of corporations at meeting of companies and of creditors. (Notified on 12th September, 2013) [Except 113(1)(6) Notified on 1 st April, 2014]
Section 114-	Ordinary and special resolutions. (Notified on 12th September, 2013)
Section 115-	Resolutions requiring special notice. (Notified on 1 st April, 2014)
Section 116-	Resolutions passed at adjourned meeting (Notified on 12th September, 2013)
Section 117-	Resolutions and agreements to be filed (Notified on 1 st April, 2014)
Section 118-	Minutes of proceedings of general meeting, meeting of Board of Directors and other meeting and resolutions passed by postal ballot. (Notified on 1 st April, 2014)
Section 119-	Inspection of minute-books of general meeting (Notified on 1 st April, 2014) (Sub-section (4) notified on 1 st June, 2016)

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	Section 120-	Maintenance and inspection of documents in electronic form. (Notified on 1 st April, 2014)
	Section 121-	Report on annual general meeting. (Notified on 1 st April, 2014)
	Section 122-	Applicability of this Chapter to One Person Company (Notified on 1 st April, 2014)
Chapter VIII – Declaration and Payment of Dividend (123-127)	Section 123-	Declaration of dividend. (Notified on 1 st April, 2014)
	Section 124-	Unpaid Dividend Account (Notified on 5 th September, 2016)
	Section 125-	Commencement of sub- section 1, 2, 3, 4 and 6 (with respect to the manner of administration of the Investor Education and Protection Fund] and 8, 9, 10 and 11 of Investor Education and Protection Fund from 5 th September, 2016. Commencement of sub- section 5, 6 and 7 of Investor Education and Protection Fund from 13 th January, 2016. (Sub-section (5), sub-section (6) [except with respect to the manner of administration of the Investor Education and Protection Fund]
	Section 126-	Right to dividend, rights shares and bonus shares to be held in abeyance pending registration of transfer of shares. (Notified on 1 st April, 2014)
	Section 127-	Punishment for failure to distribute dividends (Notified on 12 th September, 2013)
Chapter IX – Accounts of Companies	Section 128-	Books of account, etc., to be kept by company. (Notified on 1 st April, 2014)

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(128-138)	<p>Section 129- Financial statement. (Notified on 1st April, 2014)</p> <p>Section 130- Re-opening of accounts on court's or Tribunal's orders. (Notified on 1st June, 2016)</p> <p>Section 131- Voluntary revision of financial statements or Board's report. (Notified on 1st June, 2016)</p> <p>Section 132- Constitution of National Financial Reporting Authority. (Notified on 21st March, 2018, 1st October, 2018 and 21st October, 2018)</p> <p>Section 133- Central Government to prescribe accounting standards. (Notified on 12th September, 2013)</p> <p>Section 134- Financial Statement, Board Report, etc. (Notified on 1st April, 2014)</p> <p>Section 135- Corporate Social Responsibility. (Notified on 1st April, 2014)</p> <p>Section 136- Right of member to copies of audited financial statement (Notified on 1st April, 2014)</p> <p>Section 137- Copy of financial statement to be filed with Registrar (Notified on 1st April, 2014)</p> <p>Section 138- Internal Audit (Notified on 1st April, 2014)</p>
Chapter X – Audit and Auditors (139-148)	<p>Section 139- Appointment of auditors. (Notified on 1st April, 2014)</p> <p>Section 140- Removal, resignation of auditor and giving of special notice (Notified on 1st April, 2014) (Second proviso to sub-section (4)) and (Sub-section (5) notified on 1st June, 2016)</p> <p>Section 141- Eligibility, qualifications and</p>

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	<p>disqualifications of auditors. (Notified on 1st April, 2014)</p> <p>Section 142- Remuneration of auditors. (Notified on 1st April, 2014)</p> <p>Section 143- Powers and duties of auditors and auditing standards. (Notified on 1st April, 2014)</p> <p>Section 144- Auditor not to render certain services. (Notified on 1st April, 2014)</p> <p>Section 145- Auditors to sign audit reports, etc. (Notified on 1st April, 2014)</p> <p>Section 146- Auditors to attend general meeting. (Notified on 1st April, 2014)</p> <p>Section 147- Punishment for contravention. (Notified on 1st April, 2014)</p> <p>Section 148- Central Government to specify audit of items of cost in respect of certain companies. (Notified on 1st April, 2014)</p>
Chapter XI – Appointment and Qualifications of Directors (149-172)	<p>Section 149- Company to have Board of Directors. (Notified on 1st April, 2014)</p> <p>Section 150- Manner of selection of independent directors and maintenance of data bank of independent directors. (Notified on 1st April, 2014)</p> <p>Section 151- Appointment of director elected by small shareholders. (Notified on 1st April, 2014)</p> <p>Section 152- Appointment of directors. (Notified on 1st April, 2014)</p> <p>Section 153- Application for allotment of Director Identification Number. (Notified on 1st April, 2014)</p> <p>Section 154- Allotment of Director Identification Number.</p>

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	(Notified on 1 st April, 2014)
Section 155-	Prohibition to obtain more than one Director Identification Number. (Notified on 1 st April, 2014)
Section 156-	Director to intimate Director Identification Number. (Notified on 1 st April, 2014)
Section 157-	Company to inform Director Identification Number to Registrar. (Notified on 1 st April, 2014)
Section 158-	Obligation to indicate Director Identification Number. (Notified on 1 st April, 2014)
Section 159-	Punishment for contravention. (Notified on 1 st April, 2014)
Section 160-	Right of persons other than retiring directors to stand for directorship. (Notified on 1 st April, 2014)
Section 161-	Appointment of additional director, alternate director and nominee director. (Notified on 12 th September, 2013) [Except 161(2) (Notified on 1 st April, 2014)]
Section 162-	Appointment of directors to be voted individually. (Notified on 12 th September, 2013)
Section 163-	Option to adopt principle of proportional representation for appointment of directors. (Notified on 12 th September, 2013)
Section 164-	Disqualifications for appointment of director. (Notified on 1 st April, 2014)
Section 165-	Number of directorships. (Notified on 1 st April, 2014)
Section 166-	Duties of directors. (Notified on 1 st April, 2014)

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	<p>Section 167- Vacation of office of director. (Notified on 1st April, 2014)</p> <p>Section 168- Resignation of director (Notified on 1st April, 2014)</p> <p>Section 169- Removal of directors (Notified on 1st April, 2014) (Sub-section (4) notified on 1st June, 2016)</p> <p>Section 170- Register of directors and key managerial personnel and their shareholding. (Notified on 1st April, 2014)</p> <p>Section 171- Members' right to inspect. (Notified on 1st April, 2014)</p> <p>Section 172- Punishment (Notified on 1st April, 2014)</p>
Chapter XII – Meetings of Board and its Powers (173-195)	<p>Section 173- Meetings of Board. (Notified on 1st April, 2014)</p> <p>Section 174- Quorum for meetings of Board. (Notified on 1st April, 2014)</p> <p>Section 175- Passing of resolution by circulation. (Notified on 1st April, 2014)</p> <p>Section 176- Defects in appointment of directors not to invalidate actions taken. (Notified on 12th September, 2013)</p> <p>Section 177- Audit committee. (Notified on 1st April, 2014)</p> <p>Section 178- Nomination and remuneration committee and stakeholders relationship committee. (Notified on 1st April, 2014)</p> <p>Section 179- Powers of Board. (Notified on 1st April, 2014)</p> <p>Section 180- Restrictions on powers of Board. (Notified on 12th September, 2013)</p> <p>Section 181- Company to contribute to bona fide</p>

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		and charitable funds, etc. (Notified on 12th September, 2013)
	Section 182-	Prohibitions and restrictions regarding political contributions. (Notified on 12th September, 2013)
	Section 183-	Power of Board and other persons to make contributions to national defence fund, etc. (Notified on 12th September, 2013)
	Section 184-	Disclosure of interest by director. (Notified on 1st April, 2014)
	Section 185-	Loan to directors, etc. (Notified on 12th September, 2013)
	Section 186-	Loan and investment by company. (Notified on 1st April, 2014)
	Section 187-	Investments of company to be held in its own name. (Notified on 1st April, 2014)
	Section 188-	Related party transactions. (Notified on 1st April, 2014)
	Section 189-	Register of contracts or arrangements in which directors are interested. (Notified on 1st April, 2014)
	Section 190-	Contract of employment with managing or whole-time directors. (Notified on 1st April, 2014)
	Section 191-	Payment to director for loss of office, etc., in connection with transfer of undertaking, property or shares. (Notified on 1st April, 2014)
	Section 192-	Restriction on non-cash transactions involving directors. (Notified on 12th September, 2013)
	Section 193-	Contract by One Person Company. (Notified on 1st April, 2014)

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	Section 194-	Prohibition on forward dealings in securities of company by key managerial personnel. (Notified on 12th September, 2013)
	Section 195-	Prohibition on insider trading of securities. (Notified on 12th September, 2013)
Chapter XIII – Appointment and Remuneration of Managerial Personnel (196 -205)	Section 196-	Appointment of managing director, whole-time director or manager. (Notified on 1st April, 2014)
	Section 197-	Overall maximum managerial remuneration and managerial remuneration in case of absence or inadequacy of profits. (Notified on 1st April, 2014)
	Section 198-	Calculation of profits. (Notified on 1st April, 2014)
	Section 199-	Recovery of remuneration in certain cases. (Notified on 1st April, 2014)
	Section 200-	Central Government or company to fix limit with regard to remuneration. (Notified on 1st April, 2014)
	Section 201-	Forms of, and procedure in relation to, certain applications. (Notified on 1st April, 2014)
	Section 202-	Compensation for loss of office of managing or whole-time director or manager. (Notified on 12th September, 2013)
	Section 203-	Appointment of key managerial personnel. (Notified on 1st April, 2014)
	Section 204-	Secretarial audit for bigger companies. (Notified on 1st April, 2014)
	Section 205	Functions of company secretary. (Notified on 1st April, 2014)

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<p>CHAPTER XIV Inspection, Inquiry and Investigation (206-229)</p>	<p>Section 206- Power to call for information, inspect books and conduct inquiries. (Notified on 1st April, 2014)</p> <p>Section 207- Conduct of inspection and inquiry. (Notified on 1st April, 2014)</p> <p>Section 208- Report on inspection made. (Notified on 1st April, 2014)</p> <p>Section 209- Search and seizure. (Notified on 1st April, 2014)</p> <p>Section 210- Investigation into affairs of company. (Notified on 1st April, 2014)</p> <p>Section 211- Establishment of Serious Fraud Investigation Office. (Notified on 1st April, 2014)</p> <p>Section 212- Investigation into affairs of company by Serious Fraud Investigation Office. (except references of sub-section (10) of section 66, sub-section (5) of section 140, section 213, sub-section (1) of section 251 and sub-section (3) of section 339 made in sub-section (6) and also sub-sections (8) to (10)) (Notified on 1st April, 2014)</p> <p>Section 213- Investigation into company's affairs in other cases. (Notified on 1st June, 2016)</p> <p>Section 214- Security for payment of costs and expenses of investigation. (Notified on 1st April, 2014)</p> <p>Section 215- Firm, body corporate or association not to be appointed as inspector. (Notified on 1st April, 2014)</p>
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Section 216-	Investigation of ownership of company (Notified on 1st April, 2014) (Sub-section (2) notified on 1st June, 2016)
Section 217-	Procedure, powers, etc., of inspectors. (Notified on 1st April, 2014)
Section 218-	Protection of employees during investigation. (Notified on 1st June, 2016)
Section 219-	Power of inspector to conduct investigation into affairs of related companies, etc. (Notified on 1st April, 2014)
Section 220-	Seizure of documents by inspector. (Notified on 1st April, 2014)
Section 221-	Freezing of assets of company on inquiry and investigation. (Notified on 1st June, 2016)
Section 222-	Imposition of restrictions upon securities. (Notified on 1st June, 2016)
Section 223-	Inspector's report. (Notified on 1st April, 2014)
Section 224-	Actions to be taken in pursuance of inspector's report (Notified on 1st April, 2014) (Sub-section (2) and (5) notified on 1st June, 2016)
Section 225-	Expenses of investigation. (Notified on 1st April, 2014)
Section 226-	Voluntary winding up of company, etc., not to stop investigation proceedings. (Notified on 15th December, 2016)
Section 227-	Legal advisers and bankers not to disclose certain information.

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	<p>Section 228- (Notified on 9th September, 2016) Investigation, etc., of foreign companies.</p> <p>Section 229- (Notified on 1st April, 2014) Penalty for furnishing false statement, mutilation, destruction of documents. (Notified on 1st April, 2014)</p>
<p>CHAPTER XV Compromises, Arrangements and Amalgamations (230-240)</p>	<p>Section 230- Power to compromise or make arrangements with creditors and members. (Except Sub-Section (11) and (12)) (Notified on 15th December, 2016)</p> <p>Section 231- Power of Tribunal to enforce compromise or arrangement. (Notified on 15th December, 2016)</p> <p>Section 232- Merger and amalgamation of companies. (Notified on 15th December, 2016)</p> <p>Section 233- Merger or amalgamation of certain companies. (Notified on 15th December, 2016)</p> <p>Section 235- Power to acquire shares of shareholders dissenting from scheme or contract approved by majority. (Notified on 15th December, 2016)</p> <p>Section 236- Purchase of minority shareholding. (Notified on 15th December, 2016)</p> <p>Section 237- Power of Central Government to provide for amalgamation of companies in public interest. (Notified on 15th December, 2016)</p> <p>Section 238- Registration of offer of schemes involving transfer of shares. (Notified on 15th December, 2016)</p> <p>Section 239- Preservation of books and papers of amalgamated companies.</p>

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	Section 240-	(Notified on 15th December, 2016) Liability of officers in respect of offences committed prior to merger, amalgamation, etc. (Notified on 15th December, 2016)
CHAPTER XVI Prevention of Oppression and Mismanagement (241-246)	Section 241-	Application to Tribunal for relief in cases of oppression, etc. (Notified on 1st June, 2016)
	Section 242-	Powers of Tribunal. (Notified on 1st June, 2016 except clause (b) of sub-section (1), clause (c) & (g) of sub-section (2) Clause (b) of sub-section (1) of section 242, clauses (c) and (g) of sub-section (2) of section 242 (Notified on 9th September, 2016)
	Section 243-	Consequence of termination or modification of certain agreements. (Notified on 1st June, 2016)
	Section 244-	Right to apply under section 241. (Notified on 1st June, 2016)
	Section 245-	Class action. (Notified on 1st June, 2016)
	Section 246-	Application of certain provisions to proceedings under section 241 or section 245. (Notified on 9th September, 2016)
	Section 247-	Valuation by Registered Valuers. (Notified on 18th October, 2018)
CHAPTER XX Winding up (270-365) PART I.- Winding up by the Tribunal (271-303)	Section 270-	Modes of winding up. (Notified on 15 th December, 2016)
	Section 271-	Circumstances in which company may be wound up by Tribunal. (Notified on 15th December, 2016)
	Section 272-	Petition for winding up.

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<p>PART II.- Voluntary winding up (304-323) PART III.-Provisions applicable to every mode of winding up (324-358) PART IV. - Official liquidators (359-365)</p>	Section 273-	<p>(Notified on 15th December, 2016) Powers of Tribunal. (Notified on 15th December, 2016)</p>
	Section 274-	<p>Directions for filing statement of affairs. (Notified on 15th December, 2016)</p>
	Section 275-	<p>Company Liquidators and their appointments. (Notified on 15th December, 2016)</p>
	Section 276-	<p>Removal and replacement of liquidator. (Notified on 15th December, 2016)</p>
	Section 277-	<p>Intimation to Company Liquidator, provisional liquidator and Registrar. (Notified on 15th December, 2016)</p>
	Section 278-	<p>Effect of winding up order. (Notified on 15th December, 2016)</p>
	Section 279-	<p>Stay of suits, etc., on winding up order. (Notified on 15th December, 2016)</p>
	Section 280-	<p>Jurisdiction of Tribunal. (Notified on 15th December, 2016)</p>
	Section 281-	<p>Submission of report by Company Liquidator. (Notified on 15th December, 2016)</p>
	Section 282-	<p>Directions of Tribunal on report of Company Liquidator. (Notified on 15th December, 2016)</p>
	Section 283-	<p>Custody of company's properties. (Notified on 15th December, 2016)</p>
	Section 284-	<p>Promoters, directors, etc., to co-operate with Company Liquidator. (Notified on 15th December, 2016)</p>
	Section 285-	<p>Settlement of list of contributories and application of assets.</p>

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	(Notified on 15th December, 2016)
Section 286-	Obligations of directors and managers.
	(Notified on 15th December, 2016)
Section 287-	Advisory Committee.
	(Notified on 15th December, 2016)
Section 288-	Submission of periodical reports to Tribunal.
	(Notified on 15th December, 2016)
Section 290-	Powers and duties of Company Liquidator.
	(Notified on 15th December, 2016)
Section 291-	Provision for professional assistance to Company Liquidator.
	(Notified on 15th December, 2016)
Section 292-	Exercise and control of Company Liquidator's powers.
	(Notified on 15th December, 2016)
Section 293-	Books to be kept by Company Liquidator.
	(Notified on 15th December, 2016)
Section 294-	Audit of Company Liquidator's accounts.
	(Notified on 15th December, 2016)
Section 295-	Payment of debts by contributory and extent of set-off.
	(Notified on 15th December, 2016)
Section 296-	Power of Tribunal to make calls.
	(Notified on 15th December, 2016)
Section 297-	Adjustment of rights of contributories.
	(Notified on 15th December, 2016)
Section 298-	Power to order costs.
	(Notified on 15th December, 2016)
Section 299-	Power to summon persons suspected of having property of

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	company, etc. (Notified on 15th December, 2016)
Section 300-	Power to order examination of promoters, directors, etc. (Notified on 15th December, 2016)
Section 301-	Arrest of person trying to leave India or abscond. (Notified on 15th December, 2016)
Section 302-	Dissolution of company by Tribunal. (Notified on 15th December, 2016)
Section 303-	Appeals from orders made before commencement of Act. (Notified on 15th December, 2016)
Section 303 to	Section 323 Omitted due to the Insolvency and Bankruptcy Code, 2016
Section 324-	Debts of all descriptions to be admitted to proof. (Notified on 15th December, 2016)
Section 325	Omitted due to the Insolvency and Bankruptcy Code, 2016
Section 326-	Overriding preferential payments. (Notified on 15th December, 2016)
Section 327-	Preferential payments. (Notified on 15th December, 2016)
Section 328-	Fraudulent preference. (Notified on 15th December, 2016)
Section 329-	Transfers not in good faith to be void. (Notified on 15th December, 2016)
Section 330-	Certain transfers to be void. (Notified on 15th December, 2016)
Section 331-	Liabilities and rights of certain persons fraudulently preferred. (Notified on 15th December, 2016)

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Section 332-	Effect of floating charge. (Notified on 15th December, 2016)
Section 333-	Disclaimer of onerous property. (Notified on 15th December, 2016)
Section 334-	Transfers, etc., after commencement of winding up to be void. (Notified on 15th December, 2016)
Section 335-	Certain attachments, executions, etc., in winding up by Tribunal to be void. (Notified on 15th December, 2016)
Section 336-	Offences by officers of companies in liquidation. (Notified on 15th December, 2016)
Section 337-	Penalty for frauds by officers. (Notified on 15th December, 2016)
Section 338-	Liability where proper accounts not kept. (Notified on 15th December, 2016)
Section 339-	Liability for fraudulent conduct of business. (Notified on 15th December, 2016)
Section 340-	Power of Tribunal to assess damages against delinquent directors, etc. (Notified on 15th December, 2016)
Section 341-	Liability under sections 339 and 340 to extend to partners or directors in firms or companies. (Notified on 15th December, 2016)
Section 342-	Prosecution of delinquent officers and members of company. (Notified on 15th December, 2016)
Section 343-	Company Liquidator to exercise certain powers subject to sanction. (Notified on 15th December, 2016)

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Section 344-	Statement that company is in liquidation. (Notified on 15th December, 2016)
Section 345-	Books and papers of company to be evidence. (Notified on 15th December, 2016)
Section 346-	Inspection of books and papers by creditors and contributories. (Notified on 15th December, 2016)
Section 347-	Disposal of books and papers of company. (Notified on 15th December, 2016)
Section 348-	Information as to pending liquidations. (Notified on 15th December, 2016)
Section 349-	Official Liquidator to make payments into public account of India. (Notified on 15th December, 2016)
Section 350-	Company Liquidator to deposit monies into scheduled bank. (Notified on 15th December, 2016)
Section 351-	Liquidator not to deposit monies into private banking account. (Notified on 15th December, 2016)
Section 352-	Company Liquidation Dividend and Undistributed Assets Account. (Notified on 15th December, 2016)
Section 353-	Liquidator to make returns, etc. (Notified on 15th December, 2016)
Section 354-	Meetings to ascertain wishes of creditors or contributories. (Notified on 15th December, 2016)
Section 355-	Court, Tribunal or person, etc., before whom affidavit may be sworn.

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	Section 356-	(Notified on 15th December, 2016) Powers of Tribunal to declare dissolution of company void.
	Section 357-	(Notified on 15th December, 2016) Commencement of winding up by Tribunal.
	Section 358-	(Notified on 15th December, 2016) Exclusion of certain time in computing period of limitation.
	Section 359-	(Notified on 15th December, 2016) Appointment of Official Liquidator.
	Section 360-	(Notified on 15th December, 2016) Powers and functions of Official Liquidator.
	Section 361-	(Notified on 15th December, 2016) Summary procedure for liquidation.
	Section 362-	(Notified on 15th December, 2016) Sale of assets and recovery of debts due to company.
	Section 363-	(Notified on 15th December, 2016) Settlement of claims of creditors by Official Liquidator.
	Section 364-	(Notified on 15th December, 2016) Appeal by creditor.
	Section 365-	(Notified on 15th December, 2016) Order of dissolution of company.
CHAPTER XXI PART I.— Companies authorised to register under this Act (366-374)	Section 366-	Companies capable of being registered. (Notified on 1st April, 2014)
	Section 367-	Certificate of registration of existing companies. (Notified on 1st April, 2014)
	Section 368-	Vesting of property on registration. (Notified on 1st April, 2014)

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<p>PART II.—Winding up of unregistered companies (375-378)</p>	<p>Section 369- Saving of existing liabilities. (Notified on 1st April, 2014)</p> <p>Section 370- Continuation of pending legal proceedings (Notified on 1st April, 2014) Proviso notified on 15th December, 2016</p> <p>Section 371- Effect of registration under this Part. (Notified on 1st April, 2014)</p> <p>Section 372- Power of Court to stay or restrain proceedings. (Notified on 15th December, 2016)</p> <p>Section 373- Suits stayed on winding up order. (Notified on 15th December, 2016)</p> <p>Section 374- Obligation of Companies registering under this Part. (Notified on 1st April, 2014)</p> <p>Section 375- Winding up of unregistered companies. (Notified on 15th December, 2016)</p> <p>Section 376- Power to wind up foreign companies although dissolved. (Notified on 15th December, 2016)</p> <p>Section 377- Provisions of Chapter cumulative. (Notified on 15th December, 2016)</p> <p>Section 378- Saving and construction of enactments conferring power to wind up partnership firm, association or company, etc., in certain cases. (Notified on 15th December, 2016)</p>
<p>Chapter XXII- Companies Incorporated Outside</p>	<p>Section 379- Application of Act to foreign companies. (Notified on 12th September, 2013)</p>

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India (379-393)	Section 380-	Documents, etc., to be delivered to Registrar by foreign companies. (Notified on 1st April, 2014)
	Section 381-	Accounts of foreign company. (Notified on 1st April, 2014)
	Section 382-	Display of name, etc., of foreign company. (Notified on 12th September, 2013)
	Section 383-	Service on foreign company. (Notified on 12th September, 2013)
	Section 384-	Debentures, annual return, registration of charges, books of account and their inspection. (Notified on 1st April, 2014)
	Section 385-	Fee for registration of documents. (Notified on 1st April, 2014)
	Section 386-	Interpretation. (Notified on 12th September, 2013) [Except clause (a) notified on 1st April, 2014]
	Section 387-	Dating of prospectus and particulars to be contained therein. (Notified on 1st April, 2014)
	Section 388-	Provisions as to expert's consent and allotment. (Notified on 1st April, 2014)
	Section 389-	Registration of prospectus. (Notified on 1st April, 2014)
	Section 390-	Offer of Indian Depository Receipts. (Notified on 1st April, 2014)
	Section 391-	sub-section 1-Application of sections 34 to 36 and Chapter XX. (Notified on 1st April, 2014) [Sub-section 1 notified on 15 th December, 2016]
Section 392-	Punishment for contravention. (Notified on 1st April, 2014)	

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	Section 393-	Company's failure to comply with provisions of this Chapter not to affect validity of contracts, etc. (Notified on 1st April, 2014)
Chapter XXIII- Government Companies (394-395)	Section 394-	Annual reports on Government companies. (Notified on 12 th September, 2013)
	Section 395-	Annual reports where one or more State Governments are members of companies. (Notified on 1 st April, 2014)
CHAPTER XXIV Registration offices and fees (396-404)	Section 396-	Registration offices. (Notified on 1 st April, 2014)
	Section 397-	Admissibility of certain documents as evidence. (Notified on 1 st April, 2014)
	Section 398-	Provisions relating to filing of applications, documents, inspection, etc., in electronic form. (Notified on 1 st April, 2014)
	Section 399-	Inspection, production and evidence of documents kept by Registrar. (Notified on 1 st April, 2014) (reference of word Tribunal in sub-section (2) notified on 1 st June, 2016)
	Section 400-	Electronic form to be exclusive, alternative or in addition to physical form. (Notified on 1 st April, 2014)
	Section 401-	Provision of value added services through electronic form. (Notified on 1 st April, 2014)
	Section 402-	Application of provisions of Information Technology Act, 2000. (Notified on 1 st April, 2014)

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	Section 403- Section 404-	Fee for filing, etc. (Notified on 1 st April, 2014) Fees, etc., to be credited into public account. (Notified on 1 st April, 2014)
Chapter XXV- Companies to Furnish Information or Statistics (405)	Section 405-	Power of Central Government to direct companies to furnish information or statistics. (Notified on 12 th September, 2013)
CHAPTER XXVI Nidhis (406)	Section 406-	Power to modify Act in its application to Nidhis. (Notified on 1st April, 2014)
Chapter XXVII- National Company Law Tribunal and Appellate Tribunal (407 - 434)	Section 407- Section 408- Section 409- Section 410- Section 411- Section 412- Section 413- Section 414-	Definitions. (Notified on 12th September, 2013) Constitution of National Company Law Tribunal. (Notified on 12th September, 2013) Qualification of President and Members of Tribunal. (Notified on 12th September, 2013) Constitution of Appellate Tribunal (Notified on 12th September, 2013) Qualification of Chairperson and Members of Appellate Tribunal. (Notified on 12th September, 2013) Selection of Members of Tribunal and Appellate Tribunal. (Notified on 12th September, 2013) Term of office of President, Chairperson and other Members. (Notified on 12th September, 2013) Salary, allowances and other terms and conditions of service of Members. (Notified on 12th September, 2013)

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Section 415-	Acting President and Chairperson of Tribunal or Appellate Tribunal. (Notified on 1st June, 2016)
Section 416-	Resignation of Members. (Notified on 1st June, 2016)
Section 417-	Removal of Members. (Notified on 1st June, 2016)
Section 418-	Staff of Tribunal and Appellate Tribunal. (Notified on 1st June, 2016)
Section 419-	Benches of Tribunal. (Notified on 1st June, 2016)
Section 420-	Orders of Tribunal. (Notified on 1st June, 2016)
Section 421-	Appeal from Orders of Tribunal. (Notified on 1st June, 2016)
Section 422-	Expeditious disposal by Tribunal and Appellate Tribunal. (Notified on 1st June, 2016)
Section 423-	Appeal to Supreme Court. (Notified on 1st June, 2016)
Section 424-	Procedure before Tribunal and Appellate Tribunal. (Notified on 1st June, 2016)
Section 425-	Power to punish for contempt. (Notified on 1st June, 2016)
Section 426-	Delegation of powers. (Notified on 1st June, 2016)
Section 427-	President, Members, officers, etc., to be public servants. (Notified on 1st June, 2016)
Section 428-	Protection of action taken in good faith. (Notified on 1st June, 2016)
Section 429-	Power to seek assistance of Chief Metropolitan Magistrate, etc.

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	<p>(Notified on 1st June, 2016)</p> <p>Section 430- Civil court not to have jurisdiction. (Notified on 1st June, 2016)</p> <p>Section 431- Vacancy in Tribunal or Appellate Tribunal not to invalidate acts or proceedings. (Notified on 1st June, 2016)</p> <p>Section 432- Right to legal representation. (Notified on 1st June, 2016)</p> <p>Section 433- Limitation. (Notified on 1st June, 2016)</p> <p>Section 434- Sub-Section 1 (a) and (b) of Transfer of certain pending proceedings. (Notified on 1st June, 2016)</p> <p>Sub-Section 1 (c) of Transfer of certain pending proceedings. (Notified on 15th December, 2016)</p>
Chapter XXVIII- Special Courts (435-446)	<p>Section 435- Establishment of Special Courts. (Notified on 18th May, 2016)</p> <p>Section 436- Offences triable by Special Courts. (Notified on 18th May, 2016)</p> <p>Section 437- Appeal and revision. (Notified on 18th May, 2016)</p> <p>Section 438- Application of Code to proceedings before Special Court. (Notified on 18th May, 2016)</p> <p>Section 439- Offences to be non-cognizable. (Notified on 12th September, 2013)</p> <p>Section 440- Transitional provisions. (Notified on 18th May, 2016)</p> <p>Section 441- Compounding of certain offences. (Notified on 1st June, 2016)</p> <p>Section 442- Mediation and conciliation penal. (Notified on 1st April, 2014)</p> <p>Section 443- Power of Central Government to</p>

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	<p>Section 444- appoint company prosecutors. (Notified on 12th September, 2013)</p> <p>Section 445- Appeal against acquittal. (Notified on 12th September, 2013)</p> <p>Section 446- Compensation for accusation without reasonable cause. (Notified on 12th September, 2013)</p> <p>Section 447- Application of fines. (Notified on 12th September, 2013)</p>
<p>Chapter XXIX Miscellaneous (447-470)</p>	<p>Section 447- Punishment for fraud. (Notified on 12th September, 2013)</p> <p>Section 448- Punishment for false statements. (Notified on 12th September, 2013)</p> <p>Section 449- Punishment for false evidence. (Notified on 12th September, 2013)</p> <p>Section 450- Punishment where no specific penalty or punishment is provided. (Notified on 12th September, 2013)</p> <p>Section 451- Punishment in case of repeated default. (Notified on 12th September, 2013)</p> <p>Section 452- Punishment for wrongful withholding of property. (Notified on 12th September, 2013)</p> <p>Section 453- Punishment for improper use of "Limited" or "Private Limited". (Notified on 12th September, 2013)</p> <p>Section 454- Adjudication of penalties. (Notified on 1st April, 2014)</p> <p>Section 455- Dormant company (Notified on 1st April, 2014)</p> <p>Section 456- Protection of action taken in good faith. (Notified on 12th September, 2013)</p> <p>Section 457- Non-disclosure of information in certain cases. (Notified on 12th September, 2013)</p>

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Section 458-	Delegation by Central Government of its powers and functions. (Notified on 12 th September, 2013)
Section 459-	Powers of Central Government or Tribunal to accord approval, etc., subject to conditions and to prescribe fees on applications. (Notified on 12 th September, 2013)
Section 460-	Condonation of delay in certain cases. (Notified on 12 th September, 2013)
Section 461-	Annual report by Central Government. (Notified on 12 th September, 2013)
Section 462-	Power to exempt a class or classes of companies from provisions of this Act. (Notified on 12 th September, 2013)
Section 463-	Power of Court to grant relief in certain cases (Notified on 12 th September, 2013)
Section 464-	Prohibition of association or partnership of persons exceeding certain number. (Notified on 1 st April, 2014)
Section 465-	Repeal of certain enactments and savings. (Notified on 1 st June, 2016)
Section 466-	Dissolution of Company Law Board and consequential provisions. (Notified on 1 st June, 2016)
Section 467-	Power of Central Government to amend Schedules. (Notified on 12 th September, 2013)
Section 468-	Power of Central Government to make rules relating to winding up. (Notified on 12 th September, 2013)

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	<p>Section 469- Power of Central Government to make rules. (Notified on 12th September, 2013)</p> <p>Section 470- Power to remove difficulties. (Notified on 12th September, 2013)</p>
Schedules	<p>SCHEDULE I- Section 4 and 5 (Notified on 1st April, 2014)</p> <p>SCHEDULE II- Useful Lives to Compute Depreciation (Notified on 1st April, 2014)</p> <p>SCHEDULE III- General Instructions For Preparation of Balance Sheet And Statement of Profit And Loss of A Company (Notified on 1st April, 2014)</p> <p>SCHEDULE IV- Code For Independent Directors (Notified on 1st April, 2014)</p> <p>SCHEDULE V - Conditions to be Fulfilled for the Appointment of a Managing or Whole Time Director or a Manager Without the Approval of the Central Government (Notified on 1st April, 2014)</p> <p>SCHEDULE VI- Section 55 And 186 Related to Infrastructure Projects (Notified on 1st April, 2014)</p> <p>SCHEDULE VII- Corporate Social Responsibility (Notified on 1st April, 2014)</p>