



CL & G

September 01, 2015

Sub: Companies (Management and Administration) Amendment Rules, 2015

Dear Professional Colleagues,

The Ministry of Corporate Affairs vide its notification dated August 28, 2015 has amended some of the provisions of the Companies (Management and Administration) Rules, 2014.

The provisions of the Companies (Management and Administration) Amendment Rules, 2014 are as follows:

- (i) **In rule 23, in sub-rule (1)** for the words "not more than five lakh rupees", the words 'not less than five lakh rupees' shall be substituted. Now, the revised rule 23(1) would be as under:

23(1) A special notice required to be given to the company shall be signed, either individually or collectively by such number of members holding not less than 1 percent of total voting power or holding shares on which an aggregate sum of [not less than five lakh rupees] has been paid up on the date of the notice.

- (ii) **Form No. MGT-7** has been substituted with revised e-form MGT -7, which inter-alia contains the following details:

1. Registration and other details
2. Principal business activities of the company
3. Particulars of holding, subsidiary, joint ventures and associate companies
4. Share capital, debentures and other securities of the company including the details of shares/debentures transfers
5. Turnover and net worth of the company (as defined in the Companies Act, 2013)
6. Share Holding Pattern for promoters, public and foreign institutional investors' (FIIs) holding shares of the company
7. Number of promoters, members, debenture holders
8. Details of directors and key managerial personnel
9. Meetings of members/class of members/board/committees of the board of directors
10. Remuneration of directors and key managerial personnel
11. Matters related to certification of compliances and disclosures

12. Details of Penalty and punishment
13. Whether complete list of shareholders, debenture holders has been enclosed as an attachment
14. Name of the Company Secretary in practice certifying the Compliance of sub-section (2) of section 92 in MGT -8**
15. Certification and Declaration by director
- 16. Certification by Company Secretary/ Company Secretary in Practice***
17. Attachments:
 - List of share holders, debenture holders
 - Approval letter for extension of AGM;
 - Copy of MGT -8**;
 - Optional Attachment(s), if any.

*In terms of section 92(1), annual return of every company shall be signed by a director and the company secretary, or where there is no company secretary, by company secretary in practice;

In relation to One person company and small company, the annual return shall be signed by the company secretary, or where there is no company secretary, by director of the company.

**Annual return filed by a listed company or by a company having paid up share capital of Rs. 10 crores or more or turnover of Rs. 50 crores or more shall be certified by Company secretary in practice in Form no. MGT -8

Regards,

CS Sutanu Sinha

Chief Executive and Officiating Secretary