

**GUIDANCE NOTE
ON
ANNUAL RETURN
(Revised Edition)**



**THE INSTITUTE OF
Company Secretaries of India**
IN PURSUIT OF PROFESSIONAL EXCELLENCE
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PREFACE TO REVISED EDITION

Section 92 read with rule Rule 11(1) of the Companies (Management and Administration) Rules, 2014 requires every company to prepare and file the Annual Return in Form No. MGT-7 containing the particulars as specified under section 92 as they stood on the close of the financial year and file with the Registrar within sixty days from the date on which Annual General Meeting is held or from the date on which AGM should have been held. The Annual Return is a comprehensive document which captures information of a company relating to its share capital, indebtedness, directors, shareholders, promoters, changes in directorships, corporate governance disclosures etc.

The Annual Return is required to be signed by a director and the company secretary, or where there is no company secretary, by a company secretary in practice. In case of One Person Company and small company, the Annual Return is to be signed by the company secretary, or where there is no company secretary, by the director of the company.

The Ministry of Corporate Affairs vide its notification dated November 16, 2015 has substituted Form MGT-7 through the Companies (Management and Administration) Third Amendment Rules, 2015 addressing the practical issues which were faced by the professionals.

Based on the revised MGT-7, the Institute has brought out this revised edition of Guidance Note on Annual Return, to guide the company secretaries in filling, filing MGT-7 and its certification.

I place on record my sincere thanks to the officers of Infosys Limited who are attached to e-governance cell of Ministry of Corporate Affairs, viz., Mr. Bhasker Subramanian, Industry Principal, CS Ankit Kumar Jain, Senior Associate Consultant, Infosys Limited for their practical inputs. I also place on record my thanks to CS Amit Gupta, RCM, NIRC, CS Divesh Goyal, CS Munish K Sharma, CS Vijay Sharma, Practising Company Secretaries for their valuable inputs in this revised edition of the Guidance Note on Annual Return.

I further place on record my sincere thanks to CS Ahalada Rao V, CS Ashish Doshi, and CS Makarand Lele, Central Council Members, ICSI for their valuable suggestions and inputs.

I commend the dedicated efforts put in by team ICSI led by CS Alka Kapoor, Joint Secretary and comprising CS Banu Dandona, Deputy Director, CS Deepa Khatri and CS Kalpesh Mehta, Assistant Directors in the Directorate of Corporate Law and Governance in preparing this publication under the overall guidance of CS Sutanu Sinha, Chief Executive, ICSI and leadership of CS Vineet K. Chaudhary, Chairman, Corporate Laws and Governance Committee & Central Council Member, ICSI and CS Ashish Garg, Chairman, Practising Company Secretaries Committee & Central Council Member, ICSI.

In any publication of this kind, there is always a scope for further refinement. I would be personally grateful to the users and readers for their valuable feedback and suggestions in this regard.

14th December, 2015

CS Atul H. Mehta

New Delhi

President

PREFACE TO FIRST EDITION

The Companies Act, 2013, a historic legislation which intends to improve corporate governance and empower shareholders. It moves from the regime of control to that of liberalisation/self-regulation. The Act has incorporated a framework which is based on self-regulation but with enhanced disclosures and accountability on the part of companies and their managements.

The corporate sector will be required to exhibit responsible self-regulation and corporate governance on their part, which necessitates the services of independent, competent and responsible governance professionals. Regulators too are increasingly relying on professionals in achieving better governance and Independent professionals are seen as an extended arm of the government.

Section 92 of the Companies Act, 2013 requires every company to prepare an Annual Return, a comprehensive document which contains information of a company relating to its share capital, indebtedness, directors, shareholders, changes in directorships, corporate governance disclosures etc.

The Annual Return is required to be signed by a director and the company secretary, or where there is no company secretary, by a company secretary in practice. In case of One Person Company and small company, the Annual Return is to be signed by the company secretary, or where there is no company secretary, by the director of the company.

The Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 further provides that the Annual Return, filed by a listed company or by a company having paid-up share capital of Rs.10 crore or more or turnover of Rs. 50 crore or more shall be certified by a company secretary in practice in the prescribed form, stating that the Annual Return discloses the facts correctly and adequately and that the company has complied with all the provisions of this Act.

The Institute has brought out this publication to guide the company

secretaries in preparing the Annual Return and the company secretaries in practice in its certification.

I place on record my sincere thanks to CS Atul Mehta, Council Member, ICSI, CS Mahesh A. Athavale, Past President, ICSI and Practising Company Secretary and Mr. V K Agarwal, former Principal Director, ICSI for their valuable inputs in finalizing the handbook.

I commend the dedicated efforts put in by team ICSI led by CS Alka Kapoor, Joint Secretary and comprising CS Banu Dandona, Deputy Director, CS Deepa Khatri, Assistant Director and CS Disha Kant, Assistant Education Officer in the Directorate of Professional Development –II in preparing this publication under the overall guidance of CS Sutanu Sinha, Chief Executive, ICSI and the guidance and leadership of CS Sanjay Grover, Central Council Member and Chairman, Corporate Laws and Governance Committee, ICSI.

In any publication of this kind, there is always a scope for further refinement. I would be personally grateful to the users and readers for their feedback and suggestions in this regard.

CS R. Sridharan

President

Table of Contents

	<i>Page</i>
Introduction	1
Glossary of terms	2
What is an Annual Return	9
Contents of Annual Return	10
Signing of the Annual Return	18
Certification of Annual Return	20
Scope and Extent of work for PCS	23
Scrutiny of Annual Return	26
Professional Fees	28
Place of keeping Annual Return	29
Inspection of Annual Return	30
Preservation of Annual Return	30
Registers, etc. to be evidence	30
Annual Return as evidence	31
Statutory Fees	31
Professional Responsibility and Penalty for False Statement	32
Consequences of not filing Annual Return	35
Compounding of offences	37
Extract of Annual Return MGT-9	38
Signing of the extract of Annual Return	40
Points for Verification for Filling of Form MGT-7	41

	<i>Page</i>
Annexure-1 – Checklist for signing of eForm MGT-7	79
Annexure-2 – Draft format of Management Representation Letter	88
Annexure-3 – Checklist for certification of Annual Return	91
Annexure-4 – Suggested Formats for MGT- 8	111
Extract of relevant Sections and Rules	119
Form MGT 7	126
Business Activity Codes for MGT-7	144
Form MGT 8	150
Form MGT 9	152

Introduction

Every company is required to prepare the Annual Return in Form No. MGT-7 containing the particulars as specified under section 92 as they stood on the close of the financial year and file with the Registrar within sixty days from the date on which Annual General Meeting (hereinafter AGM) is held or from the date on which AGM should have been held.

This Guidance Note intends to explain various features relating to Annual Return under the Companies Act, 2013. It is intended to guide the professionals in filling, filing and certifying the MGT-7 for uploading at MCA portal.

Annual Return is a significant document for the stakeholders of a company as it provides in a nutshell, very comprehensive information about various aspects of a company.

Further, the Annual Return of a listed company or a company having paid up share capital of 10 crore rupees or more or turnover of 50 crore rupees or more shall be certified by a company secretary in practice and the certificate of company secretary shall be in Form No. MGT-8.

As per sub-section (3) of section 92, the companies are also required to prepare extract of Annual Return in Form No. MGT- 9, which shall form part of Board's Report.

As per section 384(2), the provisions of section 92 shall also apply to a foreign company, subject to such exceptions, modifications and adaptations as may be made therein by rules. Rule 7 of the Companies (Registration of Foreign Companies) Rules, 2014 provides that every foreign company shall prepare and file, within a period of sixty days from the last day of its financial year, to the Registrar Annual Return in Form FC-4 along with fee, containing the particulars as they stood on the close of the financial year.

Its importance is obvious from the fact that every company has to make arrangements to make Annual Return available for inspection by any member, debenture holder, other security holder or beneficial owner without payment of fees and to others on payment of prescribed fee during business hours [section 94 read with rule 14 of the Companies (Management and Administration) Rules, 2014]. The Annual Return is prima facie evidence of matters stated therein (section 95).

Further, in terms first proviso to sub-section (1) of section 403, the

annual return may be filed within a period of 270 days from the date by which it should have been submitted on payment of additional fees as prescribed. If the annual return is not filed within the time stated here, it would be considered as default.

Every officer of company who is in default in complying with the provisions of the act may be prosecuted along with the company.

Penalty: *If a company fails to file its Annual Return under section 92, before the expiry of the period specified under section 403 with additional fee, the company shall be punishable with fine which shall not be less than fifty thousand rupees but which may extend to five lakh rupees and every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to six months or with fine which shall not be less than fifty thousand rupees but which may extend to five lakh rupees, or with both. (Section 92)*

Penalty for Company Secretary in Practice [Section 92(6)]

If a company secretary in practice certifies the annual return otherwise than in conformity with the requirements of this section or the rules made thereunder, he shall be punishable with fine which shall not be less than fifty thousand rupees but which may extend to five lakh rupees.

Glossary of Terms:

In this guidance note, the terms listed have the following meanings:

Keyword/ Phrase	Section	Definition/explanation reference
Associate Company	2(6)	<p>“Associate Company”, in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.</p> <p><i>Explanation.</i> – For the purposes of this clause, “significant influence” means control of at least twenty per cent. of total share capital, or of business decisions under an agreement.</p>

		<p>'Total share capital', for the purpose of section 2(6), means the aggregate of the –</p> <p>(a) paid-up equity share capital ; and(b) convertible preference share capital [Rule 2(1)(r) of the Companies (Specification of definitions details) Rules, 2014.]</p>
Authorised Capital or Nominal Capital	2(8)	“authorised capital” or “nominal capital” means such capital as is authorised by the memorandum of a company to be the maximum amount of share capital of the company;
Charge	2(16)	“charge” means an interest or lien create on the property or assets of a company or any of its undertakings or both as security and includes a mortgage;
Company Secretary	2(24)	“company secretary” or “secretary” means a company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 who is appointed by a company to perform the functions of a company secretary under this Act;”Company Secretary” means a person who is a member of the Institute;[section 2(1)(c) of the Company Secretaries Act, 1980].
Company Secretary in Practice	2(25)	“company secretary in practice” means a company secretary who is deemed to be in practice under sub-section (2) section 2 of the Company Secretaries Act, 1980;
Control		2(27) “control” shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner;
Debenture	2(30)	“debenture” includes debenture stock, bonds or any other instrument of a company evidencing a debt, whether constituting a charge on the assets of the company or not;

Deposit	2(31)	“deposit” includes any receipt of money by way of deposit or loan or in any other form by a company, but does not include such categories of amount as may be prescribed in consultation with the Reserve Bank of India;
Holding Company	2(46)	“holding company”, in relation to one or more other companies, means a company of which such companies are subsidiary companies;
Issued Capital	2(50)	“issued capital” means such capital as the company issues from time to time for subscription
Key Managerial Personnel	2(51)	“Key Managerial Personnel”, in relation to a company, means – <ul style="list-style-type: none"> (i) the Chief Executive Officer or the managing director or the manager; (ii) the company secretary; (iii) the whole-time director; (iv) the Chief Financial Officer; and (v) such other officer as may be prescribed
Listed Company	2(52)	“Listed Company” means a company which has any of its securities listed on any recognized stock exchange.
Member	2(55)	“member”, in relation to a company, means – <ul style="list-style-type: none"> (i) the subscriber to the memorandum of the company who shall be deemed to have agreed to become member of the company, and on its registration, shall be entered as member in its register of members; (ii) every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company; (iii) every person holding shares of the company and whose name is entered as a beneficial owner in the records of a depository;

Net Worth	2(57)	<p>“net worth” means the aggregate value of the paid-share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserved created out of revaluation of assets, write-back of depreciation and amalgamation;</p>
Paid-up share capital	2(64)	<p>“paid-up share capital” or “share capital paid-up” means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called;</p>
Private Company	2(68)	<p>“private company” means a company having a minimum paid-up share capital as may be prescribed, and which by its articles, –</p> <ul style="list-style-type: none"> (i) restricts the right to transfer its shares; (ii) except in case of One Person Company, limits the number of its members to two hundred : <p>Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this Sub-clause, be treated as a single member :</p> <p>Provided further that –</p> <ul style="list-style-type: none"> (A) persons who are in the employment of the company; and (B) persons who, having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employment ceased, shall not be included in the number of members; and

		(iii) prohibits any invitation to the public to subscribe for any securities of the company;
Promoter	2(69)	<p>“promoter” means a person –</p> <p>(a) who has been named as such in a prospectus or is identified by the company in the Annual Return referred to in section 92; or</p> <p>(b) who has control over the affairs of the company, directly or indirectly whether as a shareholder, director or otherwise; or</p> <p>(c) in accordance with whose advice, directions or instructions the Board of Directors of the company is accustomed to act:</p> <p>Provided that nothing in sub-clause (c) shall apply to a person who is acting merely in a professional capacity;</p>
Public Company	2(71)	<p>“public company” means a company which -</p> <p>(a) is not a private company;</p> <p>(b) has a minimum paid-up share capital, as may be prescribed:</p> <p>Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles;</p>
Related Party	2(76)	<p>“related party”, with reference to a company, means –</p> <p>(i) a director or his relative;</p> <p>(ii) a key managerial personnel or his relative;</p> <p>(iii) a firm, in which a director, manager or his relative is a partner;</p> <p>(iv) a private company in which a director or manager or his relative is a member or director;</p> <p>(v) a public company in which a director or manager is a director and holds along with his relatives,</p>

		<p>more than two percent of its paid-up share capital;</p> <p>(vi) anybody corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;</p> <p>(vii) any person on whose advice, directions or instructions a director or manager is accustomed to act, Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;</p> <p>(viii) any company which is –</p> <p>(A) a holding, subsidiary or an associate company of such company; or</p> <p>(B) a subsidiary of a holding company to which it is also a subsidiary;</p> <p>(ix) such other person as may be prescribed;</p> <p>(x) a director (other than a independent director) or Key managerial personnel of the holding company or his relative with reference to a company, shall be deemed to be a related party.</p>
Remu- neration	2 (78)	“remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;
Securities	2(81)	“securities” means the securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956; of the holding company or his relative with reference to a company, shall be deemed to be a related party. [Rule 3 of the Companies (Specification of Definition Details) Amendment Rules, 2014]
Subscribed Capital	2(86)	“subscribed capital” means such part of the capital which is for the time being subscribed by the members of a company;
Subsidiary Company	2(87)	“subsidiary company” or “subsidiary”, in relation to any other company (that is to say the holding

		<p>company), means a company in which the holding company –</p> <ul style="list-style-type: none"> (i) controls the composition of the Board of Directors; or (ii) exercises or controls more than one- half of the total share capital either at its own or together with one or more of its subsidiary companies :Provided that such class or classes of holding companies as may be prescribed shall not have layers of subsidiaries beyond such numbers as may be prescribed. <p><i>Explanation.</i> – For the purposes of this clause, –</p> <ul style="list-style-type: none"> (a) a company shall be deemed to be a subsidiary company of the holding company even if the control referred to in sub-clause (i) or sub-clause (ii) is of another subsidiary company of the holding company; (b) the composition of a company’s Board of Directors shall be deemed to be controlled by another company if that other company by exercise of some power exercisable by it at its discretion can appoint or remove all or a majority of the directors; (c) the expression “company” includes any body corporate; (d) “layer” in relation to a holding company means its subsidiary or subsidiaries; <p>“Total share capital” for the purpose of section 2(87), means the aggregate of the –</p> <ul style="list-style-type: none"> (a) paid-up equity share capital; and (b) Convertible preference share capital. <p>[Rule 2(1)(r) of the Companies (Specification of Definitions Details) Rule, 2014]</p>
Turnover	2(91)	<p>Turnover means the aggregate value of the realization 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.</p>

What is an Annual Return? [Section 92(1)]

An Annual Return is a snapshot of certain company information as they stood on the close of the financial year. It is perhaps the most important document required to be filed by every company with the Registrar of Companies. Apart from the financial statements, this is the only document to be compulsorily filed with the Registrar of Companies every year irrespective of any events/happenings in the company. While the financial statements give information on the financial performance of a company, it is the Annual Return which gives extensive disclosure and greater insight into the non-financial matters of the company viz. operations, funding, ownership and control, governance structure, remuneration etc.. In short, it is a crisp report of the significant non-financial information about a company for the benefit of stakeholders.

Filing of Annual Return yearly with the Registrar of Companies is the responsibility of the management of the company. It helps stakeholders to ensure that the company is administered in a proper way in the interest of its members and creditors.

As per sub-section (1) of section 92, an Annual Return must contain the following information regarding the company and its management as on the close of the financial year:

- (a) its registered office, principal business activities, particulars of its holding, subsidiary and associate companies;
- (b) its shares, debentures and other securities and shareholding pattern;
- (c) its indebtedness;
- (d) its members and debenture-holders along with changes therein since the close of the previous financial year;
- (e) its promoters, directors, key managerial personnel along with changes therein since the close of the previous financial year;
- (f) meetings of members or a class thereof, board and its various committees along with attendance details;
- (g) remuneration of directors and key managerial personnel;
- (h) penalty or punishment imposed on the company, its directors or

officers and details of compounding of offences and appeals made against such penalty or punishment

- (i) matters relating to certification of all the compliances, disclosures as may be prescribed;
- (j) details, as may be prescribed, in respect of shares held by or on behalf of the Foreign Institutional Investors indicating their names, addresses, countries of incorporation, registration and percentage of shareholding held by them; and
- (k) such other matters as may be prescribed.

CONTENTS OF ANNUAL RETURN

Every Annual Return filed in pursuance of the section 92 to the Companies Act, 2013 should contain the following information (in terms of E-form MGT-7):

S. No.	Part	Details
I	REGISTRATION AND OTHER DETAILS	<p><i>* refers to mandatory field in the form</i></p> <ul style="list-style-type: none"> i <i>*Corporate Identification Number (CIN) of the company</i> ii <i>Global Location Number (GLN) of the company</i> <i>*Permanent Account Number (PAN) of the company</i> iii <ul style="list-style-type: none"> a) <i>Name of the company</i> b) <i>Registered office address</i> c) <i>*Email Id</i> d) <i>*Telephone No. with STD Code</i> e) <i>Website</i> iii <i>Date of Incorporation</i> iv <ul style="list-style-type: none"> a) <i>Type of the company</i> b) <i>Category of the company</i> c) <i>Sub-category of the company</i>

	(INCLUDING JOINT VENTURE)	- % of shares held
IV	SHARE CAPITAL, DEBENTURE AND OTHER SECURITIES OF THE COMPANY	<p>i.* Detail of the authorised, issued, subscribed, and paid-up share capital and Number and nominal value of all categories of share capital of the company</p> <ul style="list-style-type: none"> (a) Equity share capital (b) Preference share capital (c) Unclassified share capital (d) Breakup of the paid-up share capital – <ul style="list-style-type: none"> Equity share capital <ul style="list-style-type: none"> - At the beginning of the year and - Increase during the year - Decrease during the year - At the end of the year Preference share capital <ul style="list-style-type: none"> - At the beginning of the year and - Increase during the year - decrease during the year - At the end of the year <p>ii. Details of the stock split/consolidation during the year (for each class of shares)</p> <p>iii. Details of shares/debentures transfers since closure date of the last financial year (or in the case of the first return at any time since the incorporation of the company)* together with the particulars of the date of registration of transfer, type of Transfer, number of share/debentures/unit transferred , amount per share/debenture/unit, ledger folio of transferor, transferors name, ledger folio of transferee, transferee's name.</p>

		<p>iv. *Indebtedness including debentures (Outstanding as at the end of the financial year).</p> <ul style="list-style-type: none"> - Non Convertible debentures - Partly convertible debentures - Fully convertible debentures - Secured loans (including interest outstanding/ accrued but not due for payment (excluding deposit) - Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits - Deposit <p>Details of Debentures: for every class</p> <ul style="list-style-type: none"> - Outstanding as at the beginning of the year - Increase during the year - Decrease during the year - Outstanding as at the end of the year <p>v. Securities (other than the shares and debentures)</p> <p>Type of Securities</p> <p>Number of Securities</p> <p>Nominal Value of each Unit</p> <p>Total Nominal Value</p> <p>Paid up value of each Unit</p> <p>Total Paid up Value</p>
V	TURNOVER AND NET WORTH OF THE COMPANY (AS DEFINED IN THE COMPANIES ACT, 2013	<ol style="list-style-type: none"> 1. Turnover of the company _____ 2. Net worth of the company _____

VI	*SHARE HOLDING PATTERN	<p>*Details of the shareholding (number of shares & percentage of the share capital)</p> <p>(a) Promoters (Equity and Preference) ,</p> <p>(b) Public/other than Promoters (Equity and Preference) and</p> <p>(c) Details of Foreign Institutional Investors holding shares of the company.</p>
VII	*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS	<p>*Details of Promoters, Members(Other than promoters), Debenture holders</p> <ul style="list-style-type: none"> - At the beginning of the year - At the end of the year
VIII	DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	<p>*A) Details of Composition of the Board of Directors of Promoter, Non Promoter, Nominee Director representing Bank and FIs, Government, Investing Institutions, Small Share holders etc. and there status (Executive or Non executive)</p> <ul style="list-style-type: none"> - at the beginning of the year - at the end of the year <p>percentage of shares held by directors as at the end of the year</p> <p>B) (I) *Details of Directors and Key Managerial Personnel as on the closure of financial year.</p> <p>(ii) Particulars of change in directors and Key managerial personnel during the year.</p>
IX	MEETING OF MEMBERS/ CLASS OF MEMBERS/ BOARD/ COMMITTEE OF THE BOARD OF	<p>(A) Members/class/requisitioned/CLB/NCLT/Court Convened Meetings:</p> <p>No of meetings held</p> <ul style="list-style-type: none"> - Type of meeting - Date of meeting; - Total Number of members entitled to attend meeting; - Number of members who attended the meeting

	DIRECTORS	<ul style="list-style-type: none"> - Percentage of total shareholding of attended members. (B) Board Meetings: <ul style="list-style-type: none"> No. of meetings held - Date of Meeting - Total number of directors as on the date of meeting; - Number of directors attended; - Percentage of total directors; (C) Committee meetings <ul style="list-style-type: none"> Number of meetings held - Type of meeting ; - Date of Meeting - Total number of members as on the date of meeting ; - Number of members attended; - As percentage of total members ; (D)*Attendance of each Director at Board meetings & Committee meetings <ul style="list-style-type: none"> - Name of Director; - Number of meetings which director was entitled to attend; - Number of meetings attended; - % of attendance; - Whether attended AGM held onY/N/NA
X	REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	<p>Number of Managing Director, Whole- time Directors and/or Manager whose remuneration details to be entered</p> <ul style="list-style-type: none"> - Name; - Designation;

		<ul style="list-style-type: none">– Gross Salary;– Commission;– Stock Option/Sweat Equity;– Others– Total Amount <p>Number of CEO, CFO, and Company Secretary whose remuneration details to be entered</p> <ul style="list-style-type: none">– Name;– Designation;– Gross Salary;– Commission;– Stock Option/Sweat Equity;– Others– Total Amount <p>Number of other Directors whose remuneration details to be entered</p> <ul style="list-style-type: none">– Name;– Designation– Gross Salary;– Commission;– Stock Option/Sweat Equity;– Others– Total Amount
XI	MATTERS RELATED TO CERTIFICATION OF COMPLIANCE AND DISCLOSURES	<p>whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year</p> <p>Yes No</p> <p>If No, give reasons/Observation</p>

XII	PENALTY AND PUNISHMENT DETAILS THEREOF	DETAILS OF PENALTIES/PUNISHMENT IMPOSED ON COMPANY/DIRECTORS/OFFICERS <ul style="list-style-type: none"> - Name of Company/Director/Officers - Name of the Court/Concerned Authority - Date of Order - Name of the Act and section under which penalised /punished - Details of penalty/punishment - Details of appeal (if any) including present status DETAILS OF COMPOUNDING OF OFFENCES <ul style="list-style-type: none"> - Name of Company/Director/Officers - Name of the Court/Concerned Authority - Date of Order - Name of the Act and section under which offence committed - Particulars of offence - Amount of Compounding
XIII	WHETHER COMPLETE LIST OF SHARE-HOLDERS, DEBENTURE HOLDERS HAS BEEN ENCLOSED AS AN ATTACHMENT	Yes No If No, Please refer instruction kit
XIV	COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, INCASE OF LISTED	In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT- 8.

COMPANIES	Name
	Whether associate or fellow Associate Fellow
	Certificate of Practice number
	Certification
	Declaration
Affixing digital signatures	
Attachments	<ul style="list-style-type: none"> - List of Shareholders/Debenture holders - Approval letter for extension of AGM - Copy of MGT- 8 - Optional Attachment(s) (if any)

SIGNING OF THE ANNUAL RETURN - SECTION 92(1)

Annual Return is required to be signed by a Director and the Company Secretary, or where there is no company secretary, by a company secretary in practice.

As per the proviso to section 92(1), the Annual Return of One Person Company and Small Company shall be signed by the Company Secretary or where there is no company secretary, by the director of the company.

While signing the Form MGT-7 (Annual Return) Company Secretary/ Company Secretary in practice and Director certifies that:

1. The return state the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
2. Unless otherwise expressly stated to the contrary elsewhere in this return, the company has complied with applicable provisions of the Act during the financial year.

(Further, in Point No. XI of Form MGT-7 also provides, “Whether the company has made Compliances and Disclosures in respect of applicable provisions of the Companies Act, 2013 during the year”)

In Case of the Private Company/Company Secretary/Company Secretary in practice and Director also certifies that:

3. The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the Incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
4. Where the annual return discloses the fact that the number of members, (except in case of a one person company) of the company exceed two hundred , the excess consists of wholly of persons who under second proviso to clause (ii) of sub - section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Further, Company Secretary/Company Secretary in Practice and Authorised Director declares that -

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

When a company secretary or company secretary in practice signs the annual return, he certifies that the facts stated and the material furnished as attachment to the form are duly and fully (correctly and adequately) stated and given.

Further, he has to state that the company has made compliances as well as disclosures in respect of applicable provisions of the Companies Act during the year, also he should give reasons or observations in respect of non-compliances.

Annual Return Signing

– Small company and one person company

To be signed by – Company Secretary or where no Company Secretary by Director.

– **Others**

To be signed by –Director and Company secretary or where there is no Company Secretary, by a Company Secretary in practice.

CERTIFICATION OF ANNUAL RETURN (MGT-8)

Under sub-section (2) of section 92 of the Act read with rule 11(2) of the Companies (Management and Administration) Rules, 2014, the Annual Return of a listed company or of a company having a paid up share capital of Rs. 10 Crore or more or turnover of Rs. 50 Crore or more shall be certified by a company secretary in whole time practice in the Form No. MGT-8.

Annual Return certification by Company Secretary in practice:

- Every listed company
- Every company having paid-up capital of Rs. 10 crore or more
- Every company having turnover of 50 crore rupees or more

CONTENTS OF MGT- 8

The PCS shall certify in Form No. MGT 8, stating that:

- A. the Annual Return discloses the facts as at the close of the financial year correctly and adequately; and
- B. the company has complied with the provisions of the Act & Rules made there under during the financial year in respect of:
 1. Its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed therefore
 3. filing of forms and returns as stated in the Annual Return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/ beyond the prescribed time;
 4. calling/convening/holding meetings of Board of directors or its committees if any, and the meetings of the members of the company on due dates as stated in the annual return in

respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

5. closure of Register of Members/Security holders, as the case may be.
6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. contracts/arrangements with related parties as specified in section 188 of the Act;
8. issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities and issue of security certificates in all instances;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer in compliance with the provisions of the Act;
10. declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the IEPF in accordance with section 125 of the Act;
11. signing of audited financial statement and report of directors is as per section 134 of the Act;
12. constitution/appointment/re-appointments/retirement/filling up casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/reappointment/filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. acceptance/renewal/repayment of deposits;

16. borrowings from its director, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. alteration of the provisions of the memorandum and/or articles of association of the company.

Please refer Annexure 3 for Checklist for certification of Annual Return (MGT-8).

Please refer Annexure 4 for Suggested Formats for MGT- 8.

Two Different Professionals for Signing and Certification:

It is advisable that to have independent verification by Company Secretaries in Practice, there should be two different signing mechanism one for the purpose of signing under section 92(1) and the other for certification under section 92(2) of the Companies Act, 2013.

However, the MGT-7 and MGT-8 may be signed and certified by the one practising professional.

Caution: If a company is having a Company Secretary then signing of the annual return as per section 92(1) shall be done by the Company Secretary in employment only, not by the Company Secretary in Practice. (As the section provided “or where there is no Company Secretary, by a Company Secretary in Practice”

Peer Review:

The relevant documents shall be maintained by the Company Secretary in Practice for the purpose of the peer review.

Time and Mode of appointment of PCS:

With a view to carry out the voluminous work involved before certifying the Annual Return and also keeping in mind the fact that an extract of annual return based on the annual return is also required to be prepared

before the annual general meeting which forms part of Board's report, it will be in the fitness of things if a PCS is appointed by the Board, at least three months before the Board Meeting convened for considering the annual accounts. The contents to be verified are quite exhaustive and the facts and figures in the Annual Return should match with the financial statements and other statutory registers and records.

Acceptance of position of Company Secretary in Practice:

Attention is drawn to the Clause 8 of the part I to the first Schedule to the Company Secretaries Act, 1980, which provides that a company secretary in practice shall be deemed to be guilty of Professional misconduct, if he accepts a position as a company secretary in practice previously held by another company secretary in practice without first communicating with him in writing.

Scope and Extent of work for PCS:

For the purpose of certification, PCS should carry out a scrutiny of the data available and check the correctness of the same. Since almost all the events happened between closure of two financial years i.e, between 01 April – 31 March or as approved by Tribunal are captured in the Annual Return, the PCS should be prudent in understanding the events and its impact and consequences, while certifying the same.

PCS should carry out a detailed scrutiny and cross verification of documents. For ensuring the correctness of information contained in the Annual Return, the primary source documents should be looked into. While doing the detailed scrutiny, he may rely on certified copies of the resolutions, forms, agreements as also certificates from the management.

Date of Certification of MGT- 8:

The date of certification shall be the date which shall be on or prior to the date of signing of the Annual Return (MGT-7).

Method of Verification:

PCS should ask the company to give him access to various documents and books including the Annual Reports of the previous financial years, Register of Members/debenture holders and all other statutory Registers, the Minutes Books, copies of forms and returns filed with the Registrar of Companies etc. and other documents which he considers essential for the purpose of verification.

Documents to be Obtained/Verified before Certification of Annual Return by Company Secretary in Practice

1. Memorandum and Articles of Association.
2. Forms & receipts filed with the Registrar of Companies.
3. Statutory Registers
 - Record of Private Placement **PAS-5** (Section 42)
 - Register of Members **MGT-I** (Section 88)
 - Register of Debentureholder **MGT-2**
 - Register of Directors & their Shareholding (Section 170)
 - Register of Key Managerial Personnel (Section 170)
 - Register of Related Party Contracts **MBP-4** (Section 188)
 - Register of Loan and Investment **SH-12** (Section 186)
 - Register of deposit- Section 73 and 76 read with rule 14
 - Register of Charge **CHG-10** (Section 85)
 - Register of Securities
 - Register of Employee Stock Option Under SH-6 (Section 62)
 - Register of Buyback under SH-10 (Section 68)
 - Register of Sweat Equity shares under SH-3 (Section 62)
4. Minutes of the Meetings
 - Board Meeting

- General Meeting
 - Committee Meeting
 - Creditors Meeting
 - Debenture holders Meeting
 - Court convened Meetings for the purpose of restructuring and amalgamation
 - Postal ballot minutes
5. Notices and agenda papers for convening meetings of the Board and Committees thereof
 6. Attendance Registers of all Meetings
 7. Copy of Latest Financial Statements along with the Board's Report and Auditors Reports.
 8. Copy of Notice of Annual General Meeting/Extraordinary General Meetings/Postal Ballots/Court convened meetings/Creditors meetings and debenture holders meeting
 9. Shareholder List in Compact Disc (CD) in PDF Format, details of Share Transfers taken place between close of the previous financial year and close of the financial year to which Annual Return relates, Controls of the Data as on the Date of Annual General Meeting of the company or the Beneficial Positions as on close of financial year downloaded from the records of the Depository participants by Registrar Transfer Agent (RTA) of the company on record/book closure date prior to AGM.
 10. Certificate from RTA stating the number of shareholders as on the close of the financial year.
 11. Indebtedness Certificate signed by Company Secretary/CFO/ Statutory Auditors of the company.
 12. Change of name of the company, change in the face value of the shares of the company, new ISIN No of the company in respect of the allotment or as a result of any change in capital structure due to any corporate action taken by the company during the Financial year.
 13. Board Resolution for any type of corporate actions taken by the company.

14. Corporate Action Forms filed by the company with Depositories.
15. Shareholding pattern and its break up
16. Any orders received by the company, Director or officer from the High court or from any other regulatory body under any act.
17. Other Statutory Registers and Records
18. List of Promoters
19. Listing and Trading Approval(s) from Stock Exchanges, Credit Confirmation from Depositories namely NSDL and CDSL respectively/confirmation from both depositories in respect of allotment of equity shares of the company during the period between the previous AGM date and current AGM date. Intimation to Stock Exchanges, Confirmation from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for change of the name of the company, change in the face value of equity shares, change in ISIN of the company and the Scrip Code/Symbol of the company, etc.

Detailed Scrutiny of Annual Return

The PCS is required to be considerably responsible, since he/she is bound by the certification in the Annual Return.

A very pertinent question which arises for consideration is the extent of detailed verification that has to be resorted to before certifying the Annual Return. Whether it is in case of a Balance Sheet certified by the Statutory Auditor, the Cost Statements certified by a Cost Auditor, the statement of consumption of materials certified for the Customs and Central Excise Authorities, or the statement of exports for the purpose of export incentives, a major source of dilemma for the professional concerned is the determination of the extent of detailed scrutiny required before satisfying himself that the statement certified by him is correct.

It is advisable to the member to obtain necessary information and documents from the company for the purpose of signing of MGT-7 and certification in MGT-8.

Further Company Secretary of the company, if any shall provide or necessary information, give all assistance and facilities to the company secretary in practice for certification of the annual return of the company under section 92(2) of the Companies Act, 2013.

It is a well established principle in any auditing practice that an auditor is not expected to carry out a 100% checking of every piece of paper generated by the company, in arriving at the final facts and figures represented in the end document. In financial audit, for instance, the auditor is not expected to make a thorough scrutiny of each and every invoice raised/voucher created by the company before accepting the sales figure given in the Balance Sheet. Similarly, while certifying the list of past and present shareholders given in the Annual Return, a PCS cannot be expected to check every folio of the Registrar of Members, whose number could run into lakhs. Similarly, the number of share transfers Registered in a year could run into thousands. If one is expected to check every transaction in these matters, it could be well almost impossible to meet the statutory time limits for filing the documents.

Therefore, certain techniques of sample checking and test checking should be resorted to before forming a reasonable opinion that the document being certified projects a true and fair view of the state of affairs. There are no specific modalities or stringent test practices applicable for Certification of Annual Return. However, the following guiding principles can be adopted while deciding about the extent of checking that is required.

- (i) The need for every detailed checking is greatly reduced if PCS confirms that there are adequate measures of internal control and checks and balances built into the systems and procedures of the organization. For instance, the procedure for registration of share transfers could be so designed that the mistakes and errors committed at one stage are automatically detected and corrected by another, before the whole process is complete. The system could also provide for automatic cross-verification- particularly in cases where the process is computerized.
- (ii) The principle of materiality is another important concept. The sample chosen for detailed checking should be representative of the whole, or the 'population', in statistical parlance.

To take the example of share transfers again, instances of transfer of large blocks of shares could be chosen for detailed scrutiny. Or, the 'busy' period for transfer of shares in the year could be identified and selected for sample checking.

- (iii) 'High risk' areas could be identified and subjected to more extensive scrutiny than others.

For instance, in the case of shares on which there are restrictions on transfer-statutory or otherwise, a more extensive examination is warranted.

In conclusion, it may be pointed out that a PCS will do well to remember that the ultimate responsibility of the document certified will rest with him. While the extent of checking is a matter of personal judgment, he should safeguard himself against any possible charge of negligence in respect of inaccurate or incomplete statements, certified by him.

Certification with reservation/qualification/observations/adverse remarks

A PCS may certify the Annual Return subject to certain reservations/qualifications/observations/adverse remarks by way of an annexure to his certificate. However, this course of action can only be resorted to in case where material facts are not stated correctly and completely in the Annual Return or where the company has not complied with the provisions of the Companies Act.

Professional fees

The fees that may be charged by PCS for certifying the Annual Return may be based on certain criteria based on the number of hours spent on the assignment linking with the volume of the work involved based on the size of the company viz, the paid-up share capital, turnover number of shareholders, debenture holders, depositors and other security holders, frequency and quantum of transfer of shares and debentures, nature and standard of secretarial practices prevalent in the company, etc.

Filing of Annual Return with the Registrar [Section 92(4)]

The return has to be filed with the Registrar of Companies within 60 days from the date of Annual General Meeting. If the Annual General Meeting is not held in any year, the return has to be filed within 60 days from the date on which Annual General Meeting should have been held together with the statement specifying the reasons for not holding the Annual General Meeting, on payment of such fee or additional fee as

prescribed (Rule 12 of the Companies (Registration Offices and Fees) Rules, 2014).

Whether non-filing of Annual Return is a compoundable

Offence in respect of default in filing Annual Return is compoundable with the permission of the Special court (section 441 read with section 436), in accordance with the procedure laid down in the Code of Criminal Procedure, 1973 for compounding of offences.

Filing of Annual Return in Absence of Annual General Meeting

Where no Annual General Meeting is held in a particular year, the Annual Return has to be filed within 60 days from the last day on which the meeting should have been held together with the statement specifying the reasons for not holding the annual general meeting, with such fees or additional fees as may be prescribed, within the time as specified, under section 403. [Section 92(4)] Consequently, the company cannot excuse itself from the obligation on the plea of the Annual General Meeting not having been held.

Section 403 provides that the return may be filed within a time period of 270 days from the date by which it should have been filed on payment of fee and additional fee.

Thus management cannot escape from the responsibility of filing the return, if, the Annual General Meeting is not held. Similarly the responsibility cannot be abandoned even if the company is inoperative. This section casts an important obligation on the part of management to file the returns and can be relinquished only when the company is wound-up or its name struck-off from the Register maintained by the Registrar of Companies

Place of keeping Annual Return [Section 94(1)]

The copies of Annual Return are required to be kept at the Registered Office of the company or with the approval of members by way of a Special Resolution, these can be kept at any place in India, where more than 1/10th of the total members reside, provided the copy of such resolution is given to the Registrar in advance.

Copy of the proposed Special Resolution is to be filed with the registrar at least one day before the date of general meeting of the company in

Form No. MGT-14. [Rule 15(6) of the Companies (Management and Administrations) Rules, 2014]

Inspection of Annual Return [Section 94 (2)]

Any member, debenture holder, other security holder or beneficial owner can inspect Annual Return without any payment of fees at such reasonable time, which should not be less than two hours during the business hours on any working day. Any other person can inspect Annual Return on payment of such fee as may be specified in the articles of association of the company but not exceeding fifty rupees for each inspection.

If any such member, debenture holder, security holder or beneficial owner or any other person requires a copy of Annual Return, it should be made available on payment of such fee as may be specified in the articles of association of the company but not exceeding ten rupees for each page. Such copy of return shall be supplied within seven days of deposit of such fee.

Penalty: If company refuses any inspection or the making of any extract or copy of Annual Return, the company and every officer of the company who is in default shall be liable, for each such default, to a penalty of Rs. 1,000 for every day subject to maximum of Rs. 1,00,000 during which the refusal or default continues.

The determination of penalty will be decided by the Adjudicating Officer under section 454 of the Act.

The Central Government may also, by order, direct an immediate inspection of the document, or direct that the extract required shall forthwith be allowed to be taken by the person requiring it.

Preservation of Annual Return

Copies of all 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. [Rule 15(3) of the Companies (Management and Administration) Rules, 2014]

Registers, etc. to be evidence [Section 95]

The registers, their indices and copies of Annual Returns maintained under

sections 88 and 94 shall be prima facie evidence of any matter directed or authorised to be inserted therein by or under this Act.

Annual Return as evidence

The details contained in the return are admissible as prima-facie evidence in Courts and other Judicial Authorities.

If a company submits a copy of the Return, certified to be true by the Registrar of Companies and they are admitted on record, the Court need not have to prove the truth of contents of the Return. [*Om Prakash Berlia vs. Unit Trust of India* (No. 1) (1983) 54 Comp Cas 136 (Bom); (1982) 3 Comp LJ 89.]

If a person's name is shown as member in the Return filed by the company, then it is conclusive evidence about the person's membership in the company. [*Shri Balaji Textile Mills Pvt. Ltd. v. Ashok Kavle* (1989) 3 Comp LJ (322) (Kar): (1990) 3 CLA 110: (1989) 66 Comp Cas 654 (Kar.)]

Statutory Fees

Statutory fee for filing is based on the authorized capital of the company, date of the event and date of filing. Additional fee is applicable in case the company files the Annual Return after sixty days from the date of annual general meeting or where no annual general meeting is held in any year, after sixty days from the last date on which the annual general meeting should have been held as per the provisions of the Companies Act, 2013.

Table of fees to be paid to the Registrar

For submitting, filing, registering or recording any document by this Act required or authorised to be submitted, filed, registered or recorded

(1) In respect of a company having a share capital :

(a) in respect of a company having a nominal share capital of up to Rs. 1,00,000.	200
(b) in respect of a company having a nominal share capital of Rs. 1,00,000 or more but less than Rs.5,00,000.	300
(c) in respect of a company having a nominal share capital of Rs. 5,00,000 or more but less than Rs. 25,00,000	400

(d) in respect of a company having a nominal share capital of Rs.25,00,000 or more but less than Rs. 1 crore or more.	500
(e) in respect of a company having a nominal share capital of Rs. 1 crore or more.	600

(II) In respect of a company not having a share capital 200

Table of additional fees applicable for delays in filing of Form MGT-7

Sl. No.	Period of delays	Form including charge documents
01	up to 30 days	2 times of normal filing fees
02	More than 30 days and up to 60 days	4 times of normal filing fees
03	More than 60 days and up to 90 days	6 times of normal filing fees
04	More than 90 days	10 times of normal filing fees and up to 180 days
05	More than 180 days and up to 270 days	12 times of normal filing fees
06	In case of delay beyond 270 days	second proviso to sub-section (1) of section 403 of the Act may be referred

RESPONSIBILITY OF PROFESSIONALS

While the Companies Act, 2013 provides a new and significant area of practice for Company Secretaries, it casts immense responsibility on the company secretaries. Company Secretaries must take care while certifying the Annual Return. Any failure or lapse on the part of PCS may attract penalty both under the Companies Act, 2013 as well as under the Company Secretaries Act, 1980 for professional or other misconduct.

Guidelines for Issuing Secretarial Audit Report, Signing and Certification of Annual Return

In terms of the powers vested by Clause (1) of Part II of the Second Schedule to the Company Secretaries Act, 1980 (56 of 1980), as

amended by the Company Secretaries (Amendment) Act, 2006, the Council of the Institute of Company Secretaries of India, in supersession of the Guidelines issued for Issuing Compliance Certificate and Signing of Annual Return on 27th November, 2007, hereby issues the following guidelines:-

Annual Return

A member of the institute holding a valid certificate of practice shall be entitled –

- i. **to certify** Annual Return pursuant to section 92(2) of the Companies Act, 2013 (Act No. 18 of 2013), for not more than 80 companies for each of the financial year under consideration.
- ii. **to sign** Annual Return pursuant to Section 92(1) of the Companies Act, 2013 (Act No. 18 of 2013), for any number of companies, for each of the financial year under consideration.

These Guidelines shall come into effect for signing and certification of Annual Return for financial year 2014-2015 onwards.

Penalty on Company Secretaries for false statement and wrong certification:

Company Secretaries must take care while certifying the Annual Return. Any failure or lapse on the part of PCS may attract penalty under-

- **Companies Act 2013;**
- **Company Secretaries Act, 1980.**

(i) Companies Act, 2013:

1. As per sub-section (6) of section 92 of the Act, If a company secretary in practice certifies the Annual Return otherwise than in conformity with the requirements of this section or the rules made thereunder, he shall be punishable with fine which shall not be less than fifty thousand rupees but which may extend to five lakh rupees.
2. Further, company secretary in practice may also attract the provisions of section 447, sections 448 and 449 of Companies Act, 2013.

Section 447 deals with punishment for fraud which provides that any person who is found to be guilty of fraud, shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud. In case, the fraud in question involves public interest, the term of imprisonment shall not be less than three years.

Section 448 provides that if in any return, report, certificate, financial statement, prospectus, statement or other document required by, or for, the purposes of any of the provisions of this Act or the rules made thereunder, any person makes a statement, –

- (a) which is false in any material particulars, knowing it to be false; or
- (b) which omits any material fact, knowing it to be material,

he shall be liable under section 447 of the Act.

In view of this, a professional will be penalised under section 448 in case he makes the statement, which is false in any material particulars, knowing it to be false, or which omits any material fact knowing it to be material.

Authority to initiate action against Professionals

MCA vide its circular no. 10/2014 dated 07.05.2014 has clarified that Regional director/ROC would initiate action under section 448 and 449 of the Act in the cases of submitting false or misleading or incorrect information.

ii) Company Secretaries Act, 1980

PCS may be liable for various actions by Disciplinary Committee of the ICSI as mentioned under section 21B (3) of Company Secretaries Act, 1980, in case, the Committee is of the opinion that a member is guilty of a professional or other misconduct as mentioned in clause 5,6,7,8, and 9 of Part I of second schedule to the Act.

Cases u/s 448 and 449 also would be referred to the concerned Institute for conducting disciplinary proceedings against the errant member as well as MCA will debar the concerned professional from filing any document on the MCA portal in future.

iii) Company Secretary Regulations

The Company Secretary in Practice shall be liable for professional or other misconduct mentioned in First and Second Schedule or both the Schedules to the Company Secretaries Act, 1980 and where held guilty, be liable for the following Actions:

- (i) Where found guilty of professional or other misconduct mentioned in the First Schedule;
 - (a) reprimand;
 - (b) removal of name from the Register of members upto a period of three months;
 - (c) fine which may extend to one lakh rupees.
- (ii) Where found guilty of professional or other misconduct mentioned in the Second Schedule;
 - (a) reprimand;
 - (b) removal of name from the Register of members permanently or such period as may be thought fit by the disciplinary Committee;
 - (c) fine which may extend to five lakh rupees

CONSEQUENCES OF NOT FILING ANNUAL RETURN**For the Director**

(1) If the company has not filed its Annual Return before the expiry of period of 270 days from the date by which it should have been filed with fee and additional fees, every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to six months or with fine which shall not be less than fifty thousand rupees but which may extend to five lakh rupees, or with both (Section 92)

(2) If the company has not filed its Annual Return for continuous period of three financial years, then every person who is or has been director of that company shall not be eligible for re-appointment as Director of that company or appointed in any other company for a period of five years from the date on which the said company fails to do so. (Section 164(2))

(3) If in Annual Return, any Director or any Person makes a statement (a) which is false in any material particulars, knowing it to be false; or (b) which omits any material fact, knowing it to be material, he shall be punishable with imprisonment for a term which shall not be less than 6 months but which may extend to 10 years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud. (Section 448)

Under section 245, the class of shareholders or depositors may file an application with the Tribunal alleging that the management or conduct of the affairs of any company are being conducted in a manner prejudicial to the interest of the company, its members or depositors. Such class action may include suit against the company, its directors, officers, experts or any other person for wrongful or fraudulent act. The order passed by the Tribunal shall be binding on the company, its directors and officers.

For the company

(1) If the company has not filed its Annual Return before the expiry of period of 270 days from the date by which it should have been filed with fee and additional fees, the company shall be punishable with fine which shall not be less than fifty thousand rupees but which may extend to five lakhs rupees (Section 92)

(2) If the company has defaulted in filing Annual Returns for the immediately preceding five financial years, the company may be wound up by the Tribunal. (Section 271)

(3) If the company has not filed its Annual Return for last two financial years, it will be termed as “inactive company” [Section 455(1) explanation]

(4) If the company has not filed its Annual Return for two financial years consecutively, the Registrar shall issue notice to the company and enter its name in the Register of Dormant Companies. [Section 455(4)]

Compounding of offences (Section 441)

Compliance of Section under Companies Act, 2013	Section 92-Filing of Annual Returns
Particular section under which offence is punishable	Section 92(5)
Who is punishable (Compounding application to be made by)	Company and Every officer in default
Period (or)/(and)Amount of fine	(1) Company- fine of not less than Rs. 50,000, which may extend to Rs. 5,00,000 (2) Every officer in default- 6 months imprisonment OR fine of not less than Rs. 50,000 which may extend to Rs. 5,00,000, OR with both.

Provisions and procedure for compounding of offences, which are punishable under Companies Act, 2013 are stipulated under Section 441.

Only those offences which are punishable with either penalty or with penalty or imprisonment are compoundable under Section 441. Therefore, offence which is specifically punishable only with imprisonment or with imprisonment and fine is non-compoundable. The default under section 92 is compoundable offence.

Any offences punishable with fine only may be compounded by the Tribunal or where the maximum amount of fine which may be imposed for such offence does not exceed five lakh rupees, by the Regional Director or any officer authorized by the Central Government.

Any offence which is punishable with imprisonment or fine or with both, shall be compoundable with the permission of the Special Court, in accordance with the procedure laid down in the Code of Criminal Procedure, 1973 for compounding of a offences.

As an offence of non-filing of Annual Return, every officer of the company who is default is punishable with imprisonment or with fine or with both, the offence shall be compoundable with the permission of the Special Court, in accordance with the procedure laid down in the Code of Criminal Procedure, 1973 for compounding of offences.

As section 441 has not yet been notified, section 621A of the Companies Act, 1956 will continue to be in force and under that section, the offence is compoundable by the Company Law Board or where the maximum amount of fine which may be imposed or such offence does not exceed fifty thousand rupees, by the Regional Director

Extract of Annual Return (MGT-9)

The Board of Directors Report is the part of Annual Report in which the details of company has been mentioned. Under the new Act, every company is required to attach with its Board's report, the extract of Annual Return as specified in Form No. MGT-9 [Rule 12 of the Companies (Management and Administration) Rules, 2014]

Form MGT-9 is divided into VII parts, which contain following information:

Parts	Title	Source of documents/ information	Detailed information
i	Registration Details	Certificate of Incorporation	<ul style="list-style-type: none"> – Name of the company – CIN – (Please mention the relevant documents and information to be verified for the purpose of signing or verification.) – Date of Incorporation – Category of the company; – Address and Contact details – Registered Office – Name, Address & Contact details of RTA, if any
ii	Principal business activities of the company:	Annual Report	All business activities contributing 10% or more of the total turnover of the company; As per NIC Code 2008

iii	Particulars of Holding, Subsidiary and Associate Companies-;	Annual report	Name and address of each company with Corporate Identity Number or Global Location Number; Nature of relation i.e. holding, subsidiary or Associate company; Percentage holdingApplicable section
iv	Shareholding pattern (Equity share capital breakup as percentage of total equity) Category wise shareholding	Record of RTA As per clause 40	Promoters <ul style="list-style-type: none"> - Indian/Foreign - Public Shareholding; - Custodian for GDR's and ADR's; - Shareholding of promoters; - Change in promoters' shareholding; - Shareholding pattern of top ten shareholders (other than Directors, Promoters and - Holders of GDRs and ADRs); - Shareholding of Directors and Key managerial personnel.
v	Indebtedness		Records of the company <ul style="list-style-type: none"> - Secured loans excluding deposits; - Unsecured loans; - Deposits; - Total Indebtedness at the beginning of the financial year; Change in during the financialyear; and - at the end of the financial year
vi	Remuneration of Directors and Key Managerial Personnel;	Records of the company	(i) Remuneration to Managing Director, Whole- time Director or Manager: particulars of remuneration: <ul style="list-style-type: none"> - Name of MD/WTD/Manager; - Gross Salary; - Stock Option; - Sweat Equity;

			<ul style="list-style-type: none"> – Commission; – Others; <p>(ii) Remuneration to other directors:</p> <p>Independent Director:</p> <ul style="list-style-type: none"> – Fee for attending board committee meetings; – Commission; – Others, Other Non- Executive Directors: – Fee for attending board committee meetings; – Commission; – Others, <p>(iii) Remuneration to Key Managerial Personnel other than MD/Manager/WTD;</p> <ul style="list-style-type: none"> – Gross Salary; – Stock Option; – Sweat Equity; – Commission: – Others;
vii	Details of Penalties/Punishment/Compounding of Offences;		<ul style="list-style-type: none"> – Details of Penalties/Punishments/Compounding fee imposed with sections of the Companies Act, 2013 brief description and Authority which imposed and appeal, if any, made.

Signing of the extract of Annual Return MGT-9

The extract of the Annual Return, which shall be part of the Board's Report shall be signed by the Chairperson of the company, if he is

authorised by the Board and where he is not so authorised, shall be signed by at least two directors, one of whom shall be a managing director, or by the director where there is one director (Section 134(6))

Penalty: If the company contravenes the provision of section 134, the company shall be punishable with fine which shall not be less than fifty thousand rupees but which may extend to twenty five lakhs rupees and every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than fifty thousand rupees but which may extend to five lakh rupees, or with both.[Section 134(8)]

FILLING OF FORM MGT 7 (Annual Return)

The eForm MGT- 7 is divided into fourteen parts, a brief description of every part is as under with guidance for filling of the form:

I. REGISTRATION AND OTHER DETAILS

- (i) *Corporate Identification Pre-fill
 Number (CIN) of the company
- Global Location Number (GLN)
 of the company
- *Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) *email-ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)

<i>Type of the company</i>	<i>Category of the company</i>	<i>Sub-category of the company</i>
- (v) Whether company is having share capital Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1		
2		

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) *Financial year From (DD/MM/YYYY) To (DD/MM/YYYY)

(viii) *Whether Annual General Meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

(d) If yes, provide the Service Request Number(SRN) of the application form filed for extension

(e) Extended due date of AGM after grant of extension

(f) Specify the reasons for not holding the same

Points for Verification:

1. Check Permanent Account Number (PAN) of the company as allotted by the Income Tax Department
2. In case, there is any Change in the Prefilled email Id and Telephone Number, the same should be updated. However changes would be taken up in MCA records based on the relevant eForm filing. Please note that the telephone number with STD code should be that of the company and not of the practising professional.
3. Website address of the company should be correct.
4. If type, category and sub-category of the company is different as on the financial year end date compared to pre-filled data then the same can be changed in the form. However this will not update the master date of the company.
5. The stock exchange name and code should be as per the instruction kit
6. Details of the Registrar and Transfer agent (RTA) should be correct, in case CIN is not available of RTA, the Details of RTA should be entered manually.
7. In case of One Person Company, fields w.r.to AGM would not be applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY*Number of business activities

Sl. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity company	% of turnover of the
1					
2					

Points for Verification:

1. Please refer annexure -c to the Instruction Kit of the eform MGT-7 for codes and description of main activity group and codes and description of Business activity of the company.
2. Please refer the Memorandum of Association of the company to ascertain the main business activity of the company
3. If the company has not commenced the business as on the closure of financial year % of turnover can be put as ZERO
4. Details of the those activities need to be provided which are contributing to 10% or more of the turnover.
5. In case the activities are not more than 10, then atleast details of business activities contributing to 50% in turnover of the company should be detailed.

Accordingly, company shall identify the business activities contributing to at least 50% turnover if the total such activities are not more than 10

6. In case activities are more than ten then particulars of the activities having highest turnover should be provided first

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to Pre-fill All be given

Sl. No.	Name of the company	CIN/FCRN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held
1				
2				

Points for Verification:

1. Register of Members, Register of Directors and Key Managerial Personnel, Disclosure of Interest (MBP-I), Register of Investment

shall be verified to ascertain the Holding Company, Subsidiary company and Associate Company to the company.

2. Check with management that whether company has entered in to any joint venture agreement or any other agreement which defines the control of management in the company.
3. Reference shall be made to the Definition of the Associate company, Subsidiary company and Holding company as provided in the Companies Act, 2013

A. Holding company

- Check the Register of members of the company to identify the holding company and % of shares held by that company (holding company).
- Check the Financial Statement and Register of Investment for relevant period of that company to determine and cross verification of % and number of shares held by that company.
- Check the Shareholders of the holding company. Holding company may also have its holding company (Ultimate Holding company).

B. Subsidiary company

- Check the Financial Statement and Register of Investment of the company for relevant period to determine % and number of shares held by the company in other companies.
- Check the Register of members of other company (if available), for cross verification of Holding and Subsidiary relation of the company.
- Check the Investment of subsidiary company. Subsidiary company may also have subsidiary/ies.

C. Associate company

- Check the Financial Statement and Register of Investment of the company for relevant period to determine % and number of shares held by the company in other companies for verification of the relationship of the Associate companies to the company.

Associate company includes a Joint Venture Company

CIN/FCRN is not required but remaining details should be entered manually.

D. Joint Venture:

Joint Venture is not defined in the Act. Hence, reference may be had to various dictionaries, court rulings and decisions:

Black's Law Dictionary (7th Edition, page 843) defines 'joint venture' thus :

"Joint Venture : A business undertaking by two or more persons engaged in a single defined project. The necessary elements are : (1) an express or implied agreement; (2) a common purpose that the group intends to carry out; (3) shared profits and losses; and (4) each member's equal voice in controlling the project."

It is a symbiotic business alliance between two or more companies whereby the complimentary resources of the partners are mutually shared and put to use

Supreme Court decisions in respect of meaning of JV:

New Horizons Limited v. Union of India (UOI) and Ors (1995) 1 SCC 478 Joint venture' in the case of *Fakir Chand Gulati v. Uppal Agencies Pvt. Ltd.* (2008) 10 SCC 345.

It connotes a legal entity in the nature of a partnership engaged in the joint undertaking of a particular transaction for mutual profit or an association of persons or companies jointly undertaking some commercial enterprise wherein all contribute assets and share risks. It requires a community of interest in the performance of the subject matter, a right to direct and govern the policy in connection therewith, and duty, which may be altered by agreement, to share both in profit and losses.

As per Accounting Standard 27:

It is advisable to consider joint venture company for the purpose of this section of MGT-7. A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity, which is subject to joint control.

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of equity shares				
Total amount of equity shares (in rupees)				

Number of classes

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Number of equity shares				
Nominal value per share (in rupees)				
Total amount of equity shares (in rupees)				

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares				
Total amount of preference shares (in rupees)				

Number of classes

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	

(d) Break-up of paid-up share capital

Class of Shares	Number of shares	Total Nominal Amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year				
Increase during the year				
i. Public Issues				
ii. Rights issue				
iii. Bonus issue				
iv. Private Placement/ Preferential allotment				
v. ESOPs				
vi. Sweat equity shares allotted				
vii. Conversion of Preference share				

viii. Conversion of Debentures				
ix. GDRs/ADRs				
x. Others, specify				
Decrease during the year				
i. Buy-back of shares				
ii. Shares forfeited				
iii. Reduction of share capital				
iv. Others, specify				
At the end of the year				
Preference shares				
At the beginning of the year				
Increase during the year				
i. Issues of shares				
ii. Re-issue of forfeited shares				
iii. Others, specify				
Decrease during the year				
i. Redemption of shares				
ii. Shares forfeited				
iii. Reduction of share capital				
iv. Others, specify				
At the end of the year				

Points for Verification:

- Verify the company master data as available on the MCA Portal for authorised and paid-up share capital
- Verify the details of every class of share capital- issued capital, subscribed capital, paid-up capital
- Check whether the company has altered its capital structure and is duly authorised by articles to increase or decrease its authorised share capital and have complied with the matters incidental thereto.
- Check whether e-Form MGT -14 (Filing of Resolution) and SH-7 (Notice to Registrar of any alteration of share capital) for alteration was filed with proper attachments with Registrar within the specified time limit
- Detail Breakup of the paid up capital of the every class of share should be filled correctly.
- If any changes in the Share capital of the company is made during the year, verify the same from the returns filed with the registrar of Companies.
- Verify that, whether the company has made fresh allotment of Share during the year through Public Issues, Rights issue, Bonus issue, Private Placement/Preferential allotment, ESOPs, Sweat equity shares allotted, Conversion of Preference share, Conversion of Debentures, GDRs/ADRs.
- Verify that, whether the company has decreased its share capital during the year through Buy-back of Share, shares forfeited, or Reduction in its share capital.

COMPLIANCE CHECKLIST**I. For Increase in Issued/Subscribed Capital :**

- The Authorised share capital of the company in MOA/AOA
- The altered copy of MOA/AOA, if any changes made during the year.
- Whether AOA authorises increase in issued/subscribed share capital

- Whether the Board Meeting was held for with proper length of notice.
- Whether the Ordinary/Special Resolution was passed at the Members Meeting giving the proper length of notice after obtaining the consent of members, if meeting has been called at shorter notice for alteration of MOA/AOA and/or for approving the increase in issued/subscribed share capital of the company.
- Whether resolution approving increase in issued/subscribed capital is filed with Registrar
- Whether e-Form PAS 3 (Allotment of shares) was filed with proper attachments with Registrar
- Whether share certificates issued and stamp duty is duly paid or not.
- Whether entries made in the Register of members.
- Whether entries have been passed in the Books of accounts

2. For Decrease in Issued/Subscribed Capital :

- the authorised share capital of the company in MOA/AOA
- the altered copy of MOA/AOA, if any changes made during the year.
- whether MOA/AOA authorise decrease in issued/subscribed share capital
- whether the Board Meeting was held for with proper length of notice.
- whether the Special Resolution was passed at the Members Meeting giving the proper length of notice after obtaining the consent of members, if meeting has been called at shorter notice for alteration of MOA/AOA and/or for approving the decrease in issued/subscribed share capital of the company.
- the application made to the Tribunal for reduction in share capital
- whether the order of the Tribunal is filed within 30 days with Registrar of Companies

- whether resolution approving decrease in issued/subscribed capital is filed with Registrar of Companies.
- Whether share certificates cancelled
- Whether entries made in the Register of members.
- Whether entries have been passed in the Books of accounts
- Whether the company has maintain separate bank account.

3. For Increase in Paid up Capital:

- the Authorised share capital of the company in MOA/AOA
- the altered copy of MOA/AOA, if any changes made during the year.
- whether AOA authorise increase in Paid up share capital
- whether the Board Meeting was held for with proper length of notice.
- whether the Special Resolution was passed at the Members Meeting giving the proper length of notice after obtaining the consent of members, if meeting has been called at shorter notice for alteration of MOA/AOA and/or for approving the increase in Paid up share capital of the company.
- whether resolution approving increase in Paid up capital is filed with MCA
- whether e-Form PAS 3 (Allotment of shares) was filed with proper attachments with MCA
- Check whether all the provisions and procedures relating to public issue/private placement/preferential allotment/ESOS/Sweat Equity/Conversion of Preference Shares/Debentures into equity shares/GDR/ADR. etc. have been complied with or not.
- Check whether the company has dispatched the right offers either by registered post or by speed post or even by hand within the prescribed time limit.
- Whether share certificates issued and sufficient stamp duty is duly paid or not.

- Whether entries made in the Register of members.
- Whether entries have been passed in the Books of accounts
- Whether the company has maintain separate bank account (if applicable)

4. For Decrease in Paid up Capital:

- the authorised share capital of the company in MOA/AOA.
- the altered copy of MOA/AOA, if any changes made during the year.
- whether MOA/AOA authorises decrease in paid up share capital
- whether the Board Meeting was held for with proper length of notice.
- whether the Special Resolution was passed at the Members Meeting giving the proper length of notice after obtaining the consent of members, if meeting has been called at shorter notice for alteration of MOA/AOA and/or for approving the decrease in paid up share capital of the company.
- the application made to the Tribunal* for reduction in share capital
- whether the order of the Tribunal is filed within 30 days with MCA
- whether resolution approving decrease in paid up capital is filed with MCA
- check whether all the provisions and procedures relating to buy back/forfeiture/re-issue of forfeited shares have been complied with.
- check whether the provisions and procedures relating to issue and redemption of preference shares have been complied with
- check whether the provisions relating to issue of bonus shares have been complied with
- Whether the relevant share certificates were cancelled or not.
- Whether entries made in the Register of members.

- Whether entries have been passed in the Books of accounts
- Whether the company has maintain separate bank account.
- * Section Not yet notified.

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split/ Consolidation	Number of shares			
	Face value per share			
After split/ consolidation	Number of shares			
	Face value per share			

Points for Verification:

- check whether articles authorize for split/consolidation
- check whether provisions and procedures relating to alteration of AOA have been complied with or not.
- check approval received from the Tribunal where consolidation/division had resulted in changes in the voting percentage of shareholder

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)*

Nil

[Details being provided in a CD/Digital Media] Yes No Not applicable

Separate sheet attached for details of transfers Yes No

Note : In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM	<input type="text"/>
Date of Registration of Transfer	<input type="text"/>

Type of Transfer	<input type="text"/>	1. Equity, 2. Preference Shares, 3. Debentures, 4. Stock	
Number of Shares/ Debentures/Units Transferred	<input type="text"/>	Amount per share/ debenture/unit in (Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's name	<input type="text"/> Surname	<input type="text"/> Middle name	<input type="text"/> First Name
Ledger Folio of Transferee <input type="text"/>			
Transferee's name	<input type="text"/> Surname	<input type="text"/> Middle name	<input type="text"/> First Name
Date of Registration of Transfer <input type="text"/>			
Type of Transfer	<input type="text"/>	1. Equity, 2. Preference Shares, 3. Debentures, 4. Stock	
Number of Shares/ Debentures/Units Transferred	<input type="text"/>	Amount per share/ debenture/unit in (Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's name	<input type="text"/> Surname	<input type="text"/> Middle name	<input type="text"/> First Name
Ledger Folio of Transferee <input type="text"/>			
Transferee's name	<input type="text"/> Surname	<input type="text"/> Middle name	<input type="text"/> First Name

Point of Verification:

- Whether the complete list of the Share/Debenture transferred since closure date of last financial year is attached or not.
- In case the Number of transfer is more than 10, whether the separate sheet containing details is attached or not.
- If not attached, whether the separate CD/digital media containing the details of transfer was provided or not
- Ensure that the format of details to be provided in CD/Digital media should be same as the details asked in the e-form
- Whether the entries have been made in register of transfer,

<p>transfer deed (SH-4) and sufficient stamp duty has been duly paid or not.</p> <ul style="list-style-type: none"> • Date of Registration of Transfer should be mentioned for each type of transfer. <p>First name of the Transferor and Transferee is mandatory. So full name of the body corporate in the first name block can be correctly entered.</p>
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(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units unit	Nominal value per	Total value
Non-convertible debentures			
Partly convertible debentures			
Fully convertible debentures			
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			
Deposit			
Total			

Points for Verification:

- Check the amount of the indebtedness in the previous year's Annual Return and changes made during the financial year.
- Check the relevant part of the sanction letter about periodicity and rate of interest/penal interest.
- Register of Charge for details of the creation/modification/satisfaction of charges.
- Check the audited financial statement for the current and previous financial year.

Details of debentures

Class of Debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures				
Partly convertible debentures				
Fully convertible debentures				

Points for Verification:

Section 71 and Rule 18 of Companies (Share Capital and Debentures) Rules, 2014 are applicable provisions.

Check:

- Whether the debenture redemption reserve is created or not;
- Whether debenture redemption reserve is created out of the profits of the company available for payment of dividend
- Secured debentures can be issued by the company, provided the date of its redemption shall not be more than ten years from the date of issue and 30 years in case of infrastructure company;
- Whether the company has appointed a debenture trustee, in case the number of persons to whom debenture are to be issued exceeds 500;
- Whether the Board Meeting was convened by giving proper length of notice;
- Whether the Special Resolution was passed at the Members Meeting giving the proper length of notice and after obtaining the consent of 95% of members entitled to vote, if meeting has been called at shorter notice;

- Whether form MGT-14 and PAS-3 has been filed with MCA within 30 days of passing Special Resolution;
- Whether the security charged is in the name of the company and value of the security is sufficient for due payment of debenture along with interest and form CHG-9 was filed with MCA;
- Whether debenture trust deed in form SH-12 was filed with MCA within three months of closure of the issue or offer;
- In case of issue of unsecured debentures, check whether the company has complied with the provisions of sections 73 to 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

(v) Securities (other than shares and debentures)

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

Points for Verification:

- MOA/AOA of the company to ensure whether the company is authorised to issue other securities;
- Whether the Board Meeting was held by giving proper length of notice;
- Whether the Resolution was passed at the Members Meeting by giving proper length of the notice;
- Whether form PAS- 3 has been filed with MCA within 30 days of passing Resolution;
- Check whether all the procedures relating to issue of other securities has been complied.

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

(ii) Net worth of the company

Points for Verification:

- Refer glossary for the definition of this term;
- Check whether the accounts are audited;
- Check whether the computations are done according to the provisions of section 2(91) and 2(57) of the Companies Act, 2013.

Calculation of 'Turnover' [Section 2(91)]

Particulars	Amount (Rs.) (INR)
Add :	
Revenue from Operations	
Excise Duty (if not added)	
Service Tax (if not added)	
Sub-Total (A)	
Less :	
Sales Return, if any	
Sub-Total (B)	
Turnover (A-B)	

Formula for Calculation of 'Net Worth' [Section 2(57)]

Particulars	Amount (Rs.)	Amount (Rs.) (INR)
Add :		
– Paid-up share capital of the company		

<ul style="list-style-type: none"> - Securities Premium A/c Balance - All Reserves created out of Profits (except Revaluation Reserve, Write-back of Depreciation and Amalgamation) - Credit Balance in P & L A/c <p>Sub-Total (A)</p> <p>Less:</p> <ul style="list-style-type: none"> - Accumulated Losses - Deferred Expenditure not written off - Miscellaneous Expenses not written off <p>Sub-Total (B)</p> <p>Net Worth (A-B)</p>		
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VI. (a) *SHARE HOLDING PATTERN - Promoters

Sl. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian				
	(ii) Non-resident Indian (NRI)				
	(iii) Foreign national (other than NRI)				
2.	Government				
	(i) Central Government				
	(ii) State Government				
	(iii) Government companies				

3.	Insurance companies				
4.	Banks				
5.	Financial institutions				
6.	Foreign institutional investors				
7.	Mutual funds				
8.	Venture capital				
9.	Body corporate (not mentioned above)				
10.	Others <input type="text"/>				
	Total				

Total number of shareholders (promoters)

(b) *SHARE HOLDING PATTERN – Public/Other than promoters

Sl. No.	Category	Equity		Preference	
		Number of shares	Perc-centage	Number of shares	Per-centage
1.	Individual/Hindu Undivided Family				
	(i) Indian				
	(ii) Non-resident Indian (NRI)				
	(iii) Foreign national (other than NRI)				
2.	Government				
	(i) Central Government				
	(ii) State Government				
	(iii) Government companies				

3.	Insurance companies				
4.	Banks				
5.	Financial institutions				
6.	Foreign institutional investors				
7.	Mutual funds				
8.	Venture capital				
9.	Body corporate (not mentioned above)				
10.	Others <input type="text"/>				
	Total				

Total number of shareholders (other than promoters)

Total number of shareholders (Promoters + Public/Other than promoters)

(c)*Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

Points for verification:

- Check number of members and their shareholding in the previous year's Annual Return
- Check Register of Transfer, if any transfer made during the year
- Check Register of Members for current shareholding pattern
- Check the Minutes of the Board/general meetings and the Register of Directors/KMPs for any appointment/resignation during the year

- in case of companies where the details of members who are not promoters is required to be filled, may be filled in 'public/other than promoter filed
- Date and country of incorporation are optional to enter.

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters		
Members (other than promoters)		
Debenture holders		

Points of Verification:

- Register of Members and Debentures of the company to be checked for following:
 1. Members of the company who were ceased to be members during financial year;
 2. New Members added during the financial year;
 3. Number of Members at the Opening and Closing of the financial year;

The term "promoter" as defined in section 2(69) means a person –

- (a) Who has been named as such in a prospectus or is identified by the company in the annual return referred to in section 92; or
- (b) Who has control over the affairs of the company, directly or indirectly whether as a shareholder, director or otherwise; or
- (c) In accordance with whose advice, directions or instructions the Board of Directors of the company is accustomed to act:

Provided that nothing in sub-clause (c) shall apply to a person who is acting merely in a professional capacity;

SEBI (Substantial Acquisition of shares and Takeover) Regulations, 1997 defines the term promoter as:

- (a) any person who is in control of the target company
- (b) any person named as promoter in any offer document of the target company or any shareholding pattern filed by the target company with the stock exchanges pursuant to the listing agreement, whichever is later;

A person who acts in a professional capacity is not a promoter. Thus a solicitor or any professional who prepares on behalf of the promoters the primary documents of the proposed company, is not a promoter. Similarly an accountant or a valuer who helps the promotion in his professional capacity is not a promoter.

A person cannot; however become a promoter merely because he signs the memorandum as a subscriber for one or more shares.

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter						
B. Non-Promoter						
(i) Non-Independent						
(ii) Independent						

C. Nominee Directors representing						
(i) Banks and FIs						
(ii) Investing institutions						
(iii) Government						
(iv) Small shareholders						
(v) Others						
Total						

Points for Verification:

- Whether every listed company and every other public company having paid up share capital of Rs. 100 cr or more or turnover of Rs. 300 crore more has a woman Director;
- At least one of the Directors has stayed in India for 182 days or more in the previous calendar year;
- In case of listed company at least one-third of total number of directors are independent directors;
- Whether 2 independent directors are appointed in the following companies:
 - 1 Public companies having paid up share capital of ten crore rupees or more; or
 - 2 Public companies having turnover of one hundred crore rupees or more; or
 - 3 Public companies which have, in aggregate, outstanding loans, debentures and deposits, exceeding fifty crore rupees has atleast
- Whether Director was present or absent at all the meetings held during the period of 12 months (if he is absent for all the meetings, with or without seeking leave of absence, he is deemed to have vacated the office);

- Check Minutes of the Board meetings and Attendance Sheet;
- Check total number of directors does not exceed 15 directors. In case it exceeds, whether the company has passed Special Resolution;
- Check Register of Directors;
- Check forms DIR 12 filed by the company and accordingly ascertain the status of the directors of the company such as Executive and Non –executive;
- The term ‘Executive’ and ‘Non-executive’ is not defined in the Companies Act, 2013; The details of directors who are in whole-time employment may be filled in the executive column.

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning/ during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

Points for Verification:

- Check MCA website for details of Director/Company Secretary
- Check DIR-3 (Application for allotment of DIN)
- Check Form DIR-12 (Appointment of KMP) and MR-1 (Appointment of Managing Director/Whole-time Director)
- Check the Register of directors/KMPs
- Check www.icsi.edu for the Membership number of Company Secretary

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/ COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS/REQUISITIONED/CLB/NCLT/COURT CONVENED MEETINGS**Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members who attended the meeting	% of total shareholding of attended members

B. BOARD MEETINGS*Number of meetings held

Sl. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	as %age of total directors
1				
2				

C. COMMITTEE MEETINGSNumber of meetings held

Sl. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	as %age of total members
1					

D. *ATTENDANCE OF DIRECTORS

Sl. No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held <input type="checkbox"/> on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1								

Points for Verification:

- Members' Meeting: Check-

- In case of a public company, – (i) five members personally present if the number of members as on the date of meeting is not more than one thousand; (ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; (iii) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;
- In the case of a private company, two members personally present, shall be the quorum for a meeting of the company.

Board Meetings: Check-

- Whether minimum 4 meetings were held during the year, and there was no gap of more than 120 days between the two meetings;

- In case of the Small Company, minimum 2 meetings should be held with a gap of more than 90 days during the year. [Section 173(5)]
- Whether the quorum for the meetings i.e 1/3rd of the total strength of the Board or 2 directors whichever is higher was present throughout the meeting;
- The attendance register/Proxy Register;
- The minutes book for the dates on which meetings were held;
- Compliance with Secretarial Standards.

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL Nil

A. Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

Sl. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
I.							
	Total						

B. Number of CEO, CFO and company secretary whose remuneration details to be entered

Sl. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
I.							
	Total						

C. Number of other directors whose remuneration details to be entered

Sl. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1.							
	Total						

Points for Verification:

- Verify the amount of the managerial remuneration paid and disclosed by the company in the annual report/financial statements and the remuneration agreed in the terms of appointment of the directors and key managerial person;
- Check that the total remuneration paid to the directors shall not exceed 11% of the net profits of the company for that financial year;
- Check that the remuneration payable to any one MD, or WTD, or Manager does not exceeds 5% of the net profits of the company;
- If there is more than one managing/whole time director, check that the remuneration paid does not exceed 10% of the net profits. (Section 197);
- In case, there is no profit or inadequate profits, check whether the remuneration payable is within the limits of schedule V;
- If any Central Government approval was taken for paying remuneration in excess of limits mentioned under Schedule V or section 197, check the date of filing form MR -2;
- Check whether the form MGT-14 was filed within 30 days of passing the resolution;
- Minutes of the board meeting in which the appointment and remuneration was proposed;
- Check the agreement for appointment of Managerial personnel;
- Whether the Minutes of the general meeting in which the appointment and remuneration was approved;

As per MCA exemption notification dated 5.6.2015 sub-section (4) & (5) of Section 196 shall not apply to Private companies, Accordingly the approval of Central Government on variation of terms of appointment from Schedule V is not required for private companies.

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes No

B. If No, give reasons/observations

--

The professional certifying the form shall ensure that the company has complied with the applicable provisions of the Companies Act, 2013 and if not, the reasons and observation to be given in Column XI-B. Suggested checklist for signing of eForm MGT-7 is given as **Annexure- I**

Annual Return of Producer Company:

In case of the producer company, the provisions of Part IX A of the Companies Act, 1956 is applicable until a special Act is enacted for Producer Companies. A suitable clarification may be attached that the company has complied or complied with exceptions, with the provisions of the Companies Act, 1956 and Companies Act, 2013 to the extent applicable to the company.

Suggested Observation/qualification may be reported as under (indicative matters) :

1. The company has filed forms and returns as required under the applicable provisions of the Companies Act, 2013 read with applicable rules framed there under within time except following forms/returns which were not filed during the year. (Give a statement)
2. The company has not appointed Company Secretary as required under section 203 of the Companies Act, 2013.

3. The company has not appointed Independent Director under section 149 of the Companies Act, 2013
4. The company has not appointed Women Director under section 149 of the Companies Act, 2013.
5. Company has not appointed Internal Auditor under Section 138 of the Companies Act, 2013.
6. The company has advanced loans/advances to the Directors which is not compliance with the provisions of section 185 of the Companies Act, 2013.
7. The company has made loans and investments, or given guarantees or provided securities to other bodies corporate in excess of the prescribed limits as provided in section 186 of the Act.
8. The company has entered into related party transactions falling within the purview of Section 188 of The Companies Act, 2013 as per audited balance sheet of the company however we were not having access to the record showing compliance with the provisions of the Act in relation to said transactions.
9. The unsecured loans as per audited balance sheet shows certain amounts received which are falling within the purview of the deposits however, the said amount is taken from Directors Relative which are now exempted after 5th June 2015.
10. The company has borrowed funds in excess of the limits prescribed under the provisions of section 180 of The Companies Act, 2013 however no resolutions were available for our inspection showing compliance with the provisions of section 180 (1) (a) or section 180 (1) (c) of The Companies Act, 2013.
11. The company had increased paid up capital of the company by way of further issue of shares on preferential allotment/private placement/Rights issue basis however necessary resolutions and explanatory statements as required under the provisions of section 42 and 62 were not available for our verification and the documents available for verification were found to be defective/ were not drawn up as per requirements of the law.

12. The company has declared/paid dividend on equity shares however payment of dividend was made from the routine current Bank account of the company and funds were not transferred to separate bank account as required under the provisions of the Companies act, 2013. Moreover payment/distribution of dividend was also not done within the statutory period.
13. The company has not transferred unpaid dividend or any other amount which were required to be transferred to Investor education and Protection Fund even though the same were due to be transferred as required under the provisions of The Companies Act, 2013 read with relevant rules framed thereunder.
14. The Directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under except following directors. (Give list of directors).
15. The Board of directors is duly constituted however following directors who were appointed during the year as additional directors were not regularized at the Annual general Meeting during the last year.
16. The following directors did not attend any meeting of Board of directors with or without seeking leave of absence and vacates the office of director however no form MGT 12 was available from the company showing his cessation from directorship.
17. The company had appointed Managing director/Whole time Director/Manager and fixed/paid managerial remuneration not in compliance of the provisions of section 196/197/198 of The Companies Act, 2013 read with Schedule V.
18. The company has not appointed following key Managerial Personnel as required under the provisions of Section 203 of The Companies Act, 2013. (mention the person who has not been appointed either CS/CFO/MD)

DECLARATION

A Declaration may be attached to the form as optional attachment, which may be as under:

To

(name of company)

In connection with signing of Annual Return of the company in form MGT-7 pertaining to the financial year 2014-15 under section 92(1) of the Companies Act, 2013, I wish to state that my signing as a Company Secretary in Practice is subject to the following:

1. The maintenance of statutory records and registers under the Companies Act, 2013 is the responsibility of the Board of directors and management of the company;
2. The compliance of applicable provisions of the Companies Act, 2013 and disclosures under the Companies Act, 2013 is the responsibility of the Board of directors and management of the company;
3. The financial information & particulars filled in the said form are based on the audited financial statements of the company for the financial year 2014-15 and;
4. The annual return (including the particulars of compliances and disclosures made by the company under the Companies Act, 2013 stated at point no. XI (A) & reasons/observations for non-compliances, if any stated at point no XI (B) and the particulars of penalty and punishment, if any stated at point no XII) and attachment thereto have been prepared/filled by the management of the company and confirmed by the director signing the said form.

As per information and explanations provided to me/us and based on my/our verification of the company's statutory registers, forms and returns filed and other records maintained by the company as required under the applicable provisions of the Companies Act, 2013 and Rules framed there under and also as per the details available from the company, its officers, agents and authorised representatives during the process of verification of the contents of Annual Return of the company as mentioned hereinabove, I found it to be true, correct and complete and no information material to this form has been suppressed or concealed.

For _____

Company Secretaries

CS _____

FCS:

C.P:

XII. PENALTY AND PUNISHMENT – DETAILS THEREOF(A) DETAILS OF PENALTIES/PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised/ punished	Details of penalty/ punish- ment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised/ punished	Particulars of offence	Amount of compo- unding (in rupees)

POINT FOR VERIFICATION PENALTY AND PUNISHMENT – DETAILS THEREOF

The practising company secretary may obtain certain certificates/representation/declaration from the management of company to ensure compliance of the provisions before signing the Annual Return.

Also, instead of different certificates, one consolidated letter of certificates/representations/declarations may be obtained by PCS.

The professionals are advised to give disclaimer for the certification of Annual Return and also get Management Representation letter for the purpose of ensuring compliances of Point XI (Matters related to certification of compliances and disclosures) and Point XII (Penalty and Punishment - details thereof).

Details of penalties or punishment (alongwith details of compounding) imposed on company, directors or any of its officers during the period under review under any law as may be applicable to company, directors

or any of its officers may be obtained through Management Representation letter

Please refer Annexure 2 for the draft Management Representation Letter.

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more **or** turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am authorised by the Board of Directors of the company vide resolution no. dated (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note : Attention is also drawn to the provisions of section 447, sections 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

- Company Secretary
- Company Secretary in practice

Membership number Certificate of practice number

Attachments

List of attachments

- | | | |
|--|--|---|
| 1. list of share holders, debenture holders; | <input type="text" value="Attach"/> | <div style="border: 1px solid black; width: 150px; height: 100px;"></div> |
| 2. Approval letter for extension of AGM; | <input type="text" value="Attach"/> | |
| 3. Copy of MGT-8; | <input type="text" value="Attach"/> | |
| 4. Optional Attachment(s), if any. | <input type="text" value="Attach"/> <input type="text" value="Remove Attachment"/> | |

ANNEXURE- I**DRAFT CHECKLIST FOR SIGNING OF FORM MGT-7 BY PCS FOR THE FINANCIAL YEAR.....****A. GENERAL INFORMATION:**

SR. NO.	PARTICULARS	DETAILS/REMARKS
1.	Name of the company	
2.	Present registered office address	
3.	CIN/Registration Number of the company	
4.	Date of incorporation	
5.	Type of company	
6.	Date of Commencement of business	
7.	Whether every director of the company have submitted the General Notice of his interest in form MBP I for the FY 2014-15 and whether the company has recorded the same at its first Board meeting, for the FY 2014-15 ?	
8.	Financial Year of the company whether April to March? if no then mention the period of Financial year	
9.	Maximum Paid Up Share Capital during the F Y	
10.	Whether Secretarial Audit report is applicable? <ul style="list-style-type: none"> - Listed company - Public Co. having paid up share capital of Rs. 50 crore or more Or - Public company having a turnover of Rs. 250 crore or more 	

11.	Status of the company for applicability of MGT 8 Certification (tick whichever is applicable) Whether the company is; (i) a Listed company or (ii) a company having paid up capital of Rs. 10 crore or more (iii) a company having a turnover of Rs. 50 Crore or more.	
-----	---	--

B. DURING THE AFORESAID FINANCIAL YEAR THE COMPANY HAS COMPLIED WITH PROVISIONS OF THE ACT & RULES MADE THERE UNDER IN RESPECT OF:

• Matters related to certification of Compliances under the Companies Act, 2013

Sl. No.	Sections/ Rules of the Companies Act, 2013	Particulars	Remark
1.		The company has kept and maintained all Registers/Records and made entries therein within the time prescribed.	
2.		The company has minimum and maximum number of members during the said Financial Year.	Minimum Maximum
3.	Rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2014	Appointment of Company Secretary	

4.	Section 12	Change of address of the registered Office of the company (CIN along with Telephone Number, Fax Number, if any, e-mail and website address, if any, printed in all its business letters, billheads, letter papers and in all its notices and other official publications)	
5.	Section 13	Alteration of Memorandum	
6.	Section 14	Alteration of Articles	
7.	Section 15	Alteration of memorandum & articles to be noted in every copy	
8.	Section 23	Public Offer and Private Placement	
9.	Section 39	Allotment of Securities by company	
10.	Section 42	Offer or invitation for subscription of securities on private placement	
11.	Section 46	Certificate of shares	
12.	Section 54	Issue of Sweat Equity Shares	
13.	Section 55	Issue and redemption of preference shares	
14.	Section 56	Transfer & Transmission of securities	
15.	Section 62	Further Issue of share capital	
16.	Section 63	Issue of Bonus shares	
17.	Section 66	Reduction of Share capital of the company	
18.	Section 67	Purchase by company or giving loan for purchase of its shares	
19.	Section 68	Buy back of shares	
20.	Section 69	Transfer of certain sums to capital redemption reserve account	
21.	Section 71	Debentures issue/redemption	
22.	Section 73	Acceptance/renewal/repayment of Deposits	

23.	Section 74	Repayment of deposits accepted before commencement of this act	
24.	Section 76	Acceptance of deposits from public	
25.	Section 96	Annual General Meeting	
26.	Section 100	Calling of EGM	
27.	Section 101 to 105	Notice, Explanatory statement, Quorum, Chairman & proxy	
28.	Section 118	Minutes of meetings	
29.	Section 77	Registration of creation or modification of Charge	
30.	Section 82	Satisfaction of Charge	
31.	Section 117	Resolutions and agreements to be filed	
32.	Section 123/124/125	Declaration and Payment of Dividend/ unpaid dividend account/Investor Education and Protection Fund	
33.	Section 128	Maintenance of Books of Accounts	
34.	Section 135	Corporate Social Responsibility	
35.	Section 138	Appointment of Internal Auditor	
36.	Section 139	Appointment of Auditors	
37.	Section 148	Appointment of Cost Auditor and filing of Cost Audit Report	
38.	Section 149	Board of directors – appointment & qualification	
39.	Section 160/161	Appointment of Directors	
40.	Section 164/167	Disqualification and vacation of a director	
41.	Section 168	Resignation of a Director	
42.	Section 173	Meetings of the Board	

43.	Section 174	Quorum for Board meeting	
44.	Section 177	Audit Committee	
45.	Section 178	Nomination and remuneration committee	
46.	Section 179	Powers of the Board	
47.	Section 180	Restriction of Power of Boards	
48.	Section 184(2)	Formation of disinterested quorum	
49.	Section 185	Advances/Loans to its Directors and/or persons or firms or companies	
50.	Section 186	Loan and Investment made by the company	
51.	Section 187	Investment to be held on the name of the company	
52.	Section 188	Contracts/Arrangements with Related Parties	
53.	Section 196, 197, 200, 201(1), and Schedule V	Approval of appointment or reappointment and remuneration or increase in remuneration or waiver for excess or over payment to Managing Director or Whole-time Director or Manager and commission or remuneration to Directors	
54.	Section 203	Appointment of Key Managerial Personnel	

• **Disclosures by the company under the Companies Act, 2013**

Sl. No.	Sections/ Rules of the Companies Act, 2013	Particulars	Remark
1.	Section 12(1)	The company shall furnish to the Registrar verification of its registered office within a period of thirty days of its incorporation	
2.	Section 26(1) (a) (iii)	Matters to be stated in Prospectus	

3.	Section 60(1)	Publication of capitals of the company	
4.	Section 68(3) (a)	Full and complete disclosure of all material facts in explanatory statement	
5.	Section 92(1) (i)	Matters relating to certification of compliances and disclosures	
6.	Section 128 rule 3 of Companies (Accounts) Rules, 2014	Disclosure of maintenance of books of accounts in electronic form	
7.	Section 101 rule 18 of Companies (Management & Administration) Rules, 2014	Placing of AGM notice of website	
8.	Section 129	Various disclosures in Financial Statement	
9.	Section 134	Various disclosures in Board's Report	
10.	Section 135 (4) (a)	CSR policy disclosure on website and in Board's report	
11.	Section 157	Every company shall, within fifteen days of the receipt of intimation under Section 156, furnish the Director Identification Number of all its directors to the Registrar	
12.	Section 158	Every person or company, while furnishing any return, information or particulars as are required to be furnished under this Act, shall mention the Director Identification Number	
13.	Section 177(10)	Disclosure related to Vigil Mechanism	
14.	Section	Every company shall disclose in its profit	

	182(3)	and loss account any amount or amounts contributed by it to any political party during the financial year	
15.	Section 183(2)	Every company shall disclose in its profits and loss account the total amount or amounts contributed by it to the Fund contributed to national defence fund during the financial year	
16.	Section 186(4)	Disclosure to the members in the financial statement the full particulars of the loans given, investment made or guarantee given or security provided and the purpose	
17.	Section 186(6)	No company, which is registered under Section 12 of the SEBI Act, 1992 and covered under such class or classes of companies as may be prescribed, shall take inter-corporate loan or deposits exceeding the prescribed limit and such company shall furnish in its financial statement the details of the loan or deposits	
18.	Section 390	Requirement of disclosures in prospectus or letter of offer issued in connection with Indian Depository Receipts	
19.	Schedule II	Various disclosures related to Depreciation in Financial Statement of the company	
20.	Schedule III	Various disclosures in Balance Sheet and Statement of Profit and Loss Account of a company. An entity shall disclose the list of subsidiaries or associates or joint ventures which have not been consolidated in the consolidated financial statements along with the reasons of not consolidating.	
21.	Schedule V	Disclosure of Corporate Governance	
22.	Section 405	Power of Central Government to direct companies to furnish information or statistics	

Details of events/matters in respect of which the company was liable to file returns or forms during the financial year with various authorities under the Act:

Description of Event/ Matter	Date of Event	Section & Descri- ption	Due date for filing/ compliance	Date of filing with SRN/ Compliance	Concerned Authority (ROC/ NCLT/ Court)	Reason for delay, if any

Name & Signature

ANNEXURE – 2**Suggested Management Representation Letter****ON THE LETTER HEAD OF THE COMPANY**

M/s _____

Company Secretaries

(Address).

Sub: Management Representation Letter for Signing/Certification of Annual Return

Kind Attn: Mr. _____

Dear Sir,

This Representation Letter is provided in connection with your signing/certification on Annual Return for the period from 1st April, 2014 to 31st March, 2015 according to the provisions of the Companies Act, 2013 (the Act) and rules made thereunder;

We the undersigned acknowledge our responsibility for maintaining the Statutory registers & Secretarial records under the Act & rules made thereunder and confirm the following representation as may be applicable to the company:

1. The Annual Return prepared in form MGT-7 and signed by Mr..... Director and/or Company Secretary, correctly and adequately states the facts (including the particulars of compliances and disclosures made by the company under the Companies Act, 2013 stated at point no. XI (A) & reasons/ observations for non-compliances, if any stated at point no XI (B) and the particulars of penalty and punishment, if any stated at point no XII) as at the close of the financial year 2014-15;
2. The company has complied with the provisions of 12(3) section in respect of printing and publication of its name, registered address and other details;
3. The company does not have its own website/the company has its own website and has made applicable disclosure under the Act & Rules made thereunder;
4. The principal business activity of the company is

5. The company is not a holding company of other company/other than specified in the financial statements;
6. The company has no subsidiary associate or joint venture company/other than those specified in the financial statements;
7. The indebtedness including debentures outstanding at the end of financial year 2014-15 of the company was
 - a) Non-convertible debentures
 - b) Partly convertible debentures
 - c) Fully convertible debentures
 - d) Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits
 - e) Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits
 - f) Deposits
8. The turnover of the company as at the close of the financial year 2014-15 was Rs.....;
9. The net worth of company as at the close of the financial year 2014-15 was Rs.....;
10. Mrand M/s..... are the promoters of the company;
11. Mr..... and Mr..... are the Executive director of the company
12. The company has complied with the all the applicable provisions of the Act & Rules made there under and Annual Return state the facts as at the close of the aforesaid financial year correctly and adequately.
13. The company has maintained books of accounts as required under Section 128 of the Companies Act, 2013.
14. The company is in compliance with the provisions related to maintenance of registers/records & making entries therein within the time prescribed there for.
15. The company is in compliance with the provisions related to filing of forms and returns as may be required to be filled with

the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time.

16. The company is in compliance of applicable provisions in respect of calling/convening/holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed.
17. The company has not closed its Register of Members/Security holders during the period under review; or

The company is in compliance of applicable provisions in respect of closure of Register of Members/Security holders, as the case may be.
18. The company is in compliance of applicable provisions in respect of advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act.
19. The company is in compliance of applicable provisions in respect of Contracts/arrangements with related parties as specified in section 188 of the Act.
20. The company is in compliance of applicable provisions in respect of issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/conversion of shares/ securities and issue of security certificates in all instances.
21. The company is in compliance of applicable provisions in respect of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
22. The company is in compliance of applicable provisions in respect of declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act.

23. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof has been duly complied by the company.
24. The company is in compliance of applicable provisions in respect of constitution/appointment/re-appointments/retirement/filling up casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.
25. The company is in compliance of applicable provisions in respect of appointment/reappointment/filling up casual vacancies of auditors as per the provisions of section 139 of the Act.
26. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act, if any has been duly taken by the company.
27. The company has not accepted/renewed/repaid any kind of deposit during the period under review. OR The company is in compliance of applicable provisions in respect of acceptance/ renewal/repayment of deposits;
28. The company is in compliance of applicable provisions in respect of borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;
29. The company is in compliance of applicable provisions in respect of loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
30. The company has not altered any provisions of the Memorandum and/or Articles of Association. Or the company is in compliance of applicable provisions in respect of alteration of the provisions of the Memorandum and/or Articles of Association.
31. The financial statements of the company are giving a true and fair view of the state of affairs of the company and are in accordance with Section 129 of the Companies Act, 2013.
32. No show cause notice has been received by the company under

the Acts referred above or any other laws applicable on the company and there has been no compounding of offence(s) under any of law as may be applicable to the company, it's directors or officers.

33. No Penalties or Punishment has been imposed on company, directors or any of its officers during the period under review under any law as may be applicable to them.

For _____

DIRECTOR

Date: _____

Place: _____

ANNEXURE- 3

**Checklist for Certification of Annual Return
(Section 92 of the Companies Act, 2013)**

Sl. No.	Particulars	<input type="checkbox"/>	X
1	<p>Status of the company</p> <p>(a) In case of Private Company</p> <p>Check whether:</p> <p>(i) the company has the prescribed minimum paid up capital.</p> <p>(ii) company's Articles contain provisions –</p> <p>(a) restricting the right to transfer its shares;</p> <p>(b) limiting the number of members to 200; and</p> <p>(c) prohibiting any invitation to public to subscribe its shares/debentures;</p> <p>(d) prohibiting any invitation or acceptance of deposits from persons other than its members, directors or their relatives.</p> <p>(b) In case of Public Company Check whether:</p> <p>(i) the company has a minimum prescribed paid up capital.</p> <p>(c) Whether shares are listed on recognised stock exchange check the stock exchange website.</p> <p>(d) CIN/Foreign Company Registration No./GLN</p> <p>Check Company Identification Number of the company on the MCA website</p>		
2.	<p>Situation of the Registered Office Check whether:</p> <p>(a) the notice of situation or the notice of change in the situation of registered office of the company in Form</p>		

	<p>INC 22 has been filed within 30 days or within 15 days respectively.</p> <p>(b) in addition to the above, check also the following (if applicable):</p> <p>(i) In the case of change in the situation of the registered office within the same state but from the jurisdiction of one Registrar to another, check whether Form No.INC 23 has been filed with the Regional Director along with the copy of special resolution passed by the company;</p> <p>The company shall not less than one month before filing the application with Regional Director publish a notice in the newspaper in English language and in principal language of the district in which the registered office of the company is situated</p> <p>Also serve individual notice to each debenture holder, depositor and creditor of the company</p> <p>(c) In the case of change in the situation of the registered office from one state to another state, check whether:</p> <p>– Form INC 23 filed with the Central Government along with fees and following documents:</p> <p>(a) Copy of Memorandum and Articles of Association of the company</p> <p>(b) Copy of Board Resolution, Power of Attorney</p> <p>(c) Copy of Notice of General Meeting</p> <p>(d) Copy of Special Resolution</p> <p>(e) An affidavit verifying the application</p> <p>(f) List of creditors and debenture-holders</p> <p>(g) Document relating to payment of application fees</p>		
3.	Register of Members and debenture holders under section 88		

	<p>Check whether</p> <p>(a) Separate registers for each class of shares are maintained in the Form No. MGT 1 as prescribed under the Rule 3 of the Companies (Management and Administration) Rules, 2014</p> <p>(b) The company maintains register of debenture holders or any other security holders as per Form No.MGT.2 prescribed under Companies (Management and Administration) Rules, 2014.</p> <p>(c) Aforesaid Registers are maintained at the Registered office of the company, if any maintained at some other place in which more than one-tenth of the total members entered in the register of members reside or some other place within the city where registered office is situated, whether a special resolution has been passed.</p> <p>(d) An index of members is maintained by the company, when the number of member is equal to or more than fifty.</p> <p>(e) Every change is incorporated within seven days of such change.</p> <p>(f) The entries in the aforesaid registers index included therein are authenticated by the company secretary of the company or by any other person authorised by the Board for the purpose, and the date of the board resolution authorising the same is mentioned therein.</p> <p>(g) Entries in the register are authenticated by the Secretary or any other person authorised by the Board for the purposes of sealing and signing share certificates;</p> <p>(h) Declaration made to a company under sub-section (1), (2) or (3) of section 89 has been noted in its Register of members within 30 days from receipt of declaration;</p>		
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4.	<p>Return of Allotment Check whether:</p> <p>(a) the company has made any allotment of its shares. If so, the return of allotment in Form No. PAS 3 was filed with the Registrar within 30 days stating the number and nominal amount of the shares comprised in the allotment, the names, addresses, and occupations of the allottees, and the amount, if any, paid or due and payable on each share;</p> <p>(b) shares were issued for consideration other than cash. If so, the original contract, along with a copy thereof, entered into with the persons to whom the shares were allotted for consideration other than cash was filed with the return;</p> <p>Note:</p> <ol style="list-style-type: none"> 1. The return of allotment is not required to be filed in case the allotment was of forfeited shares or the allotment was made to the subscriber to the Memorandum and Articles of Association. 2. The return of allotment is not required to be filed where debentures are allotted. 		
5.	<p>Register of Renewed and Duplicate Certificates under Rule 6 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>Check whether:</p> <p>(a) the register has been maintained in Form SH-2 containing prescribed particulars, viz.; the name of the person to whom the certificate has been issued, the number and date of issue of share certificate etc.; and</p> <p>(b) board consent has been obtained before issuance of the duplicate share certificate in lieu of certificate that are lost or destroyed.</p> <p>(c) all entries in the register have been authenticated by the secretary or any other person authorised by the Board of directors.</p>		

6.	<p>Register of Transfers</p> <p>Check whether:</p> <p>(a) The company has maintained separate register of transfers for different classes of shares/debentures, and entered therein the particulars relating to the registration of transfer of shares/debentures;</p> <p>(b) transfer number as per the register of transfer and date of approval has been entered in the Share Transfer Deed;</p> <p>(c) the company has maintained a separate file of documents like Powers of Attorney, Probate, Letters of Administration and/or Succession Certificate, Resolution of companies or other bodies corporate authorising any particular person(s) to sign on its behalf that are registered with the company; and</p> <p>(d) details of nomination forms have been noted.</p>		
7.	<p>Register of Securities Bought Back under Section 68 :</p> <p>Check whether</p> <p>(a) register of securities bought back has been maintained in Form SH-10 for entering the following particulars, namely, (i) the consideration paid for securities bought back; (ii) the date of cancellation of securities; (iii) the date of extinguishing and physically destroying of securities.</p> <p>(b) Whether the entries in the register are authenticated by secretary or authorised person</p>		
8.	<p>Particulars of Appointment of Directors, Managing Director, Manager, or Secretary and Changes made</p> <p>(a) Register of Director and Key Managerial Personnel and their shareholding</p> <p>Check whether the company has kept the register of directors and key managerial personnel and their shareholding at its registered office containing</p>		

	<p>particulars prescribed under rule 17 of Companies (Appointment of Qualification of Directors) Rules, 2014.</p> <p>(b) Woman Director</p> <p>Check whether:</p> <p>Listed company and other public company having (a) paid-up share capital of one hundred crore rupees or more; or (b) turnover of three hundred crore rupees or more have appointed atleast one woman director</p> <p>(c) Independent Director: Check whether</p> <p>(i) In case of listed company the Board composition is as first clause 17 of SEBI (LODR) Regulations, 2015</p> <p>In case of other public company having paid up capital of ten crore rupees or more or having turnover of one hundred crore rupees or more; or which have, in aggregate, outstanding loans, debentures and deposits, exceeding fifty crore rupees atleast 2 directors are independent directors.</p> <p>(ii) An independent director holds office for a term not exceeding 5 consecutive years on the Board of a company,</p> <p>(iii) Letter of appointment contains</p> <p>(a) the term of appointment;</p> <p>(b) the expectation of the Board from the appointed director;</p> <p>(c) the fiduciary duties that come with such an appointment along with accompanying liabilities;</p> <p>(d) provision for Directors and Officers (D and O) insurance, if any;</p>		
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	<p>(e) the Code of Business Ethics that the company expects its directors and employees to follow;</p> <p>(f) the list of actions that a director should not do while functioning as such in the company; and</p> <p>(g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.</p> <p>(v) The terms and conditions of independent directors are posted on company's website.</p> <p>(vi) Whether the independent director has given a declaration at the first meeting of board in which he participates as a director, that the meets the criteria of independence</p> <p>(d) Check whether atleast one of the directors is resident in India.</p> <p>(e) Consent to act as Director</p> <p>Check whether a director has on or before the appointment furnished to the company a consent in writing to act as such in Form DIR-2 and the company has within thirty days of the appointment of a director, filed such consent with the Registrar in Form DIR-12 along with the fee.</p>		
9.	<p>Disclosure of Interest by Director</p> <p>(a) Check whether all the directors have disclose their concern or interest in any company or companies or body corporate (including shareholding interest), firms or other association of individuals, by giving a notice in writing in Form MBP - I</p>		
10.	<p>Register of Particulars of Contracts in which Directors are Interested under Section 189</p>		

	<p>Check whether:</p> <ul style="list-style-type: none"> (a) the register is being maintained in Form MBP-4 by entering separately particulars as prescribed under sub section (1) of section 189 of all contracts; (b) the names of the directors voting for or against the contract or arrangement and the names of those remaining neutral are recorded; (c) the register specifies in relation to each director the names of firms and bodies corporate of which notice has been given by him under section 184; (d) the register has been signed by the directors present at the Board meeting following the meeting in which the contracts were considered; (e) where the above contracts and/or arrangements have been approved by members in their general meeting, the register is maintained and signed in accordance with the terms of the resolution thereat; and (f) the register is maintained at the registered office and is kept open for inspection and extracts and copies are permitted to be taken or are given to the members in the same manner and on payment of the same fee as in the case of Register of members. (g) The entries in the register are authenticated by the company by the company secretary or a person authorised by the board. 		
11.	<p>Disqualification of Directors</p> <p>Check whether:</p> <ul style="list-style-type: none"> (a) Every person being appointed as director has to inform to the company concerned about his disqualification under sub-section (2) of section 164, if any, in Form DIR-8 before he is appointed as director or re-appointed. 		

	(b) Ensure whether none of the director has been disqualified from being appointed as director under section 164:		
12	<p>Appointment of key managerial personnel is made by a board resolution.</p> <p>In case of any other Co. having paid up share cap of Rupees five crore or more has appointed a whole-time Company Secretary [Rule 8A of Companies (Appointment and Remuneration) Rules, 2014]. Accordingly the company has filed MR-1 within 60 days of such appointment</p> <p>Whether the company has complied section 203 with respect to appointment of a manager or managing director.</p>		
13.	<p>Appointment of Auditors (Section 139) Check whether:</p> <p>(a) First auditor of the company was appointed by the Board within 30 days of incorporation and if not, by members in extra-ordinary General Meeting. And thereafter whether the same has been ratified in ensuing annual general meeting in terms of section 139.</p> <p>(b) Auditor holds office for the term of not more than five years (In case of OPC and small companies-same Auditor can be re-appointed every five years) (for Listed and other companies- Individual auditor can be appointed for the term of five years and re-appointed after a cooling period of five years, firm of auditors can be appointed for the two term of five years)</p> <p>(c) Consent letter is obtained from the auditor/firm</p> <p>(d) Company has placed the matter relating to appointment for ratification by members at every Annual General Meeting</p> <p>(e) The company has obtained certificate from the Auditor stating that (a) auditor is eligible for appointment and is not disqualified for appointment</p>		

	<p>under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made there under; (b) the proposed appointment is as per the term provided under the Act;</p> <p>(c) the proposed appointment is within the limits laid down by or under the authority of the Act;</p> <p>(d) the list of proceedings against the auditor or audit firm or any partner of the audit firm pending with respect to professional matters of conduct, as disclosed in the certificate, is true and correct.</p>		
14.	<p>Corporate Social Responsibility (Section 135)</p> <p>Every company having Net Worth of Rs. 500 Crore or more or Turnover of Rs. 1000 Crore or Net Profit of Rs. 5 Crore or more during any FY shall required to constitute a CSR Committee of Board consisting 3 or more directors and at least out of them 1 shall be an Independent Director.</p> <p>Check whether:</p> <p>(a) CSR Committee is constituted with minimum 3 directors out of which one is independent director (private company and small company can constitute without independent director)</p> <p>(b) CSR Policy includes a list of CSR projects or programs which a company plans to undertake falling within the purview of the Schedule VII of the Act, specifying modalities of execution of such project or programs and implementation schedules for the same & monitoring process of such projects or programs, does not include the activities undertaken in pursuance of normal course of business of a company, shall specify that the surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of a company.</p> <p>(c) CSR Expense includes all expenditure including contribution to corpus, or on projects or programs relating to CSR activities approved by the Board</p>		

	<p>(d) the company spends, in every FY, at least 2% of the average net profits of the company made during the 3 immediately preceding FYs, in pursuance of its CSR Policy</p> <p>(e) CSR Policy is placed on the website of the company</p> <p>(f) In case of failure to spend such amount whether reasons for not spending the amount is mention in general report or not</p>		
15.	<p>Meetings of Directors</p> <p>Check whether:</p> <p>(a) At-least 7 days notice was given for Board meeting;</p> <p>(b) Notice of Board meeting was given in physical or electronic mode;</p> <p>(c) Not more than 120 days have been intervene between 2 board Meetings;</p> <p>(d) Participation through video conferencing was counted for quorum;</p> <p>(e) Certain matters as provided in the Companies (Meetings of Board and its Powers) Rules, 2014 were not dealt in a meeting through video conferencing or other audio visual means.</p> <p>(f) At least one meeting in a period of 12 months has been attended by every director either in person or through video conferencing. (Director will vacate the office if he is absent from all Meetings of the Board during 12 months with or without leave of absence.</p> <p>(g) Attendance records are maintained;</p> <p>(h) for Board/Committees, requirements regarding quorum, chairman, minutes, etc., were duly complied with ,</p> <p>(i) the minutes of committee meetings were regularly placed before the Board for taking note of;</p>		

	<p>(j) Secretarial Standard has been complied with.</p> <p>(k) In case of resolutions passed by circulation, the draft of the resolutions proposed to be passed by circulation together with necessary papers were circulated to all the directors then in India and their number was not less than the quorum fixed for the Board meeting and to all the other directors at their usual addresses in India;</p> <p>(k) the resolutions passed by circulation were put up at the next Board meeting for taking note of.</p>		
16.	<p>Minutes Book of Meetings under Section 118 Check whether:</p> <p>(a) minutes books for General Meeting, any class of shareholders or creditors, Board and Committee meetings are maintained in accordance with the provisions of section 118;</p> <p>(b) the Proceedings of each meeting are entered within 30 days of the meeting;</p> <p>(c) each page of the minutes book is consecutively numbered;</p> <p>(d) each page of individual minutes is duly initialed or signed and the last page of each such minutes is dated and signed by the Chairman of the same meeting or of the next succeeding meeting;</p> <p>(e) names of directors present at the meeting in person or through video conferencing are recorded in the minutes;</p> <p>(f) leave of absence granted is recorded;</p> <p>(g) nature of interest of a director in any transaction and also his abstaining from discussion/voting on resolution are recorded;</p> <p>(h) names of directors dissenting from or not concurring with the resolution are recorded;</p>		

	<ul style="list-style-type: none"> (i) minutes have not been attached or pasted to the minutes book; (j) the fact that documents or drafts placed before the meeting is recorded in the minutes. 		
17.	<p>Register of Directors' Attendance</p> <ul style="list-style-type: none"> (a) every director present at any meeting of the Board or of a Committee has put his signature against his name in a book to be kept for that purpose. 		
18.	<p>Annual General Meeting and Minutes</p> <ul style="list-style-type: none"> (a) Annual General Meeting <ul style="list-style-type: none"> Check whether: <ul style="list-style-type: none"> (i) first annual general meeting was held within 9 months from the end of first financial year of the company; (ii) subsequent annual general meetings have been held in each year within a period of six months from the date of closing of financial year and the gap between two successive annual general meetings has not been more than 15 months (iii) meetings have been called during business hours between 9. a.m. to 6 p.m. on a day not being a National holiday and held at the registered office of the company or at any place in the same city, town or village where the registered office is situated; (b) Sending of Notices, etc. to the Members <ul style="list-style-type: none"> Check whether: <ul style="list-style-type: none"> (i) a copy of the balance sheet, auditors' report, Boards' report and other specified documents including notice of the meeting were sent to members, trustees of debenture holders, auditors, director's in terms of section 101(3) free of cost at least 21 clear days before the 		

	<p>meeting. If sent less than 21 clear days before the meeting whether such shorter period was agreed to by not less than 95% of the members in writing. If any directions were received from the Central Government for circulation of the cost audit report to the members along with the notice of the annual general meeting, whether the same has been complied with;</p> <p>(ii) a copy of the unabridged annual report was sent to members, debenture holders and depositors on demand, without charge, within 7 days of the requisition,</p> <p>(c) Proceedings of General Meetings and Minutes Books</p> <p>Check whether:</p> <p>(i) appropriate quorum in terms of section 103(1) was present at the meeting.</p> <p>(ii) voting through electronic means was carried out in accordance with relevant rules, if applicable;</p> <p>(iii) minutes books are properly maintained;</p> <p>(iv) minutes of the proceedings of each general meeting have been entered within 30 days of the meeting;</p> <p>(v) the pages of the minutes book are consecutively numbered.</p> <p>(vi) Each page is duly initialed or signed and the last page of the record of proceedings of each meeting is dated and signed by the Chairman of the meeting within, 30 days of the meeting,</p> <p>(vii) in the event of death/inability of the Chairman to sign minutes of the general meeting, the Board resolution has been passed authorising any director to sign within that period;</p>		
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	<p>(viii) In case of a listed company, it has filed with the Registrar in Form No. MGT.15 of the Companies (Management and Administration) Rules, 2014 the report on the AGM, within thirty days of the conclusion of the annual general meeting;</p> <p>(ix) The report is duly signed and dated by the Chairman of the meeting or in case of his inability to sign, by any two directors of the company, one of whom shall be the Managing director, if there is one and company secretary of the company.</p>		
19.	<p>Register of Shareholders' Attendance</p> <p>(a) Check whether the company has maintained a register of shareholders' attendance at the general meetings or has kept the attendance slips collected from the members at the meeting.</p>		
20.	<p>Register of Proxies</p> <p>(a) Check whether the register of proxies containing details of proxies lodged in respect of every general meeting is maintained.</p>		
21.	<p>Balance Sheet, etc. Check whether:</p> <p>(a) the balance sheet, etc., were adopted by the annual general meeting;</p> <p>(b) copy of financial statement along with all the documents were filed with the ROC within 30 days of the date of the annual general meeting;</p> <p>(c) where an annual general meeting has not been held, copy of financial statement along with all the documents were filed within 30 days from the latest day on or before which the meeting should have been held and whether a statement of the fact and of the reasons thereof was filed along with the balance sheet etc.;</p>		

	(d) where balance sheet etc., were laid before but not adopted by the annual general meeting or the annual general meeting was adjourned without adopting the balance sheet, whether a statement of the fact and reasons thereof was filed along with the balance sheet, etc.		
22.	<p>Books of Accounts under Section 128</p> <p>Check whether:</p> <p>(a) books of accounts are kept at the registered office.</p> <p>(b) if books of accounts are kept at any other place as per decision of the Board of Directors, whether within 7 days thereof written notice has been filed with the registrar.</p> <p>(c) The books of accounts are kept open for inspection during the business hours</p>		
23.	<p>Register of Fixed Assets</p> <p>(a) Check whether the register of fixed assets has been maintained containing prescribed particulars of quantitative details and situation of fixed assets of the company and its undated written down values.</p>		
24.	<p>Register of Deposits under Rule 14 of the Companies (Acceptance of Deposits) Rules, 2014</p> <p>a) Check whether the Register of Deposit contains particulars as prescribed under Rule 14</p> <p>b) Check whether the entries are made within seven days from the date of issuance of the receipt duly authenticated by a director or secretary of the company</p> <p>c) Check whether the company has on or before 30th day of June, filed with the Registrar a return of deposit in the form DPT 3 duly certified by the auditor of the company;</p>		
25.	Register of Charges under Section 85		

	<p>Check whether</p> <ul style="list-style-type: none"> (a) the register of charge is kept at the Registered Office of the company in Form No. CHG 7. (b) all charges specifically affecting the property of the company and all floating charges on the undertaking or on any property of the company have been entered in the register giving, in each case, the particulars and short description of the property charged; (b) the amount of charge; and (c) except in the case of securities of bearer, the names of the persons entitled to the charge; and (c) the entries in the register have been authenticated by a director or company secretary or person authorised by Board. (d) copies of instruments creating charges and the register of charges kept in pursuance of section 85 are kept open for inspection by any member or creditor without fee, and by any other person on payment of Rs. 25/- per page or such other fee as may be prescribed during business hours subject to reasonable restrictions as imposed by the general meeting. 		
26.	<p>Register of Investments or Loans made, Guarantee Given or Security Provided under Section 186</p> <p>Check whether:</p> <ul style="list-style-type: none"> (a) the register has been maintained in Form MBP-2; (b) The entries in the register are made chronologically, the particulars of investments in shares or other securities beneficially held by the company but which are not held in its own name are to be entered. (c) The company has also recorded the reasons for not holding the investments in its own name and the relationship or contract under which the investment is held in the name of any other person. 		

	<p>(d) The company has also recorded when such investments are held in a third party's name for the time being or otherwise.</p> <p>(e) The custody of the register is with the company secretary of the company or if there is no company secretary, any director or any other officer authorised by the Board for the purpose.</p> <p>(f) The entries in the register are authenticated by the company secretary of the company or by any other person authorised by the Board for the purpose.</p> <p>(g) the register is kept at the registered office of the company; and the register is kept open for inspection and extracts thereof have been supplied to members, if required.</p> <p>Register of Investments under Section 187</p> <p>Check whether:</p> <p>(a) all register of investments is maintained in Form MBP-3;</p> <p>(c) The entries in the register are made chronologically, the particulars of investments in shares or other securities beneficially held by the company but which are not held in its own name are to be entered.</p> <p>(d) The company has also recorded the reasons for not holding the investments in its own name and the relationship or contract under which the investment is held in the name of any other person.</p> <p>(e) The company has also recorded when such investments are held in a third party's name for the time being or otherwise.</p> <p>(f) The custody of the register is with the company secretary of the company or if there is no company secretary, any director or any other officer authorised by the Board for the purpose.</p>		
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	<p>(g) The entries in the register are authenticated by the company secretary of the company or by any other person authorised by the Board for the purpose.</p> <p>(h) if any investments are not held by the company in its own name as allowed by subsections (2) and (3); whether register of investments not held in company's name has been maintained and the particulars such as the nature, value and such other particulars as may be necessary to identify the shares or securities in question and the bank or person in whose name or custody the shares or securities are held have been entered therein;</p> <p>(i) the register is kept open for inspection by any member or debenture holder without charge, during business hours, subject to reasonable restrictions as may be imposed by the Articles or in general meeting</p> <p><i>Note: in Case of the banking company or an insurance company or a housing finance company certain exemptions has been provided under section 186 of the Act. Section 186(11)</i></p>		
27.	<p>Register of Documents Sealed Check whether:</p> <p>(a) the company has maintained a register of documents sealed;</p> <p>(b) the register contains the following information :</p> <p>(i) number and date of the minutes authorising the use of the seal;</p> <p>(ii) date of sealing;</p> <p>(iii) persons in whose presence the seal was affixed;</p> <p>(iv) document sealed;</p> <p>(v) location of document.</p>		
28.	<p>Registration of Resolutions and Agreements</p> <p>(a) Check whether copies of resolutions and agreements</p>		

	<p>required to be filed along with Form No. MGT 14 with the ROC under section 117 have been filed within 30 days after the passing of the resolution or the making of the agreement.</p> <p>(b) Resolutions passed in pursuance of section 179(3) in terms of section 117(3)(g) read with rule 24 of Companies (Management and Administrations) Rules, 2014 have been filed with ROC.</p>		
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ANNEXURE-4**I) SUGGESTED FORMAT FOR MGT-8 IN CASE THERE IS NO OBSERVATION**

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

Certificate by a PCS

I/We have examined the registers, records and books and papers of Limited CIN (the company) as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made there under for the financial year ended on, 20—. In my/our opinion and to the best of my information and according to the examinations carried out by me/us and explanations furnished to me/us by the company, its officers and agents, I/we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act i.e. Public Limited Company, Limited by shares;
2. maintenance of registers and records & making entries therein within the time prescribed therefore;
3. filing of forms and returns are not stated in the Annual Return, however the company has filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or *other authorities within the prescribed time, wherever required;
4. calling, convening and holding meetings of Board of Directors and its committees and the meetings of the members of the company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book and registers maintained for the purpose and the same have been signed, further the company was not required to pass any resolution by postal ballot;

5. the company was not required to close its Register of Members;
6. the company has not given any advance or loan to its directors and/or persons or firms or companies referred in Section 185 of the Act;
7. contracts and arrangements with related parties which were in the ordinary course of business and on the arm's length basis as specified in the provisions of Section 188 of the Act;
8. there was no issue or allotment or transfer or transmission or buy back of securities, and there was no preference shares or debentures in the company, and there was no alteration or reduction of share capital or conversion of shares/securities, hence not required to issue of security certificates in such cases;
9. there were no transaction necessitating the company to keep in abeyance the rights to dividend, right shares, and bonus shares pending registration of transfer of shares;
10. the company has not declared any dividend, however the company was not required to transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;
12. constitution, appointment, re-appointments, retirement, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them, however the company was not required to fill any casual vacancies;
13. appointment of auditors as per the provisions of Section 139 of the Act.
14. approvals wherever required taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. the company has not accepted, renewed and repaid any deposits;
16. the company has not borrowed from its directors, members,

public financial institutions, banks and others, hence not required to create, modify and satisfy charges in that respect;

17. the company has not made any loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;
18. the company has not altered the provisions of the Memorandum and Articles of Association of the company;

Place :

Date :

Signature :

.....

.....

ACS/FCS No :

C P No :

**other authorities include the authorities with whom the company is required to file or submit any disclosure/form/return under the provisions of Companies Act, 2013.*

II) SUGGESTED FORMAT FOR MGT-8, INCASE THERE ARE OBSERVATIONS

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

Certificate by a Practising Company Secretary

I/We have examined the registers, records and books and papers of Limited/Private Limited CIN_(the company) as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the financial year ended on, 20—. In my/our opinion and to the best of my information and according to the examinations carried out by me/us and explanations furnished to me/us by the company, its officers and agents, I/we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the company has complied with provisions of the Act & Rules made there under in respect of the followings subject to the reporting made hereunder:

1. **its status under the Act** ; as Public Limited Company/Limited by Share/Private Company; Limited by Shares/Guarantee
2. maintenance of registers/records & making entries therein within the time prescribed therefore ;
 - 2.1 the company is not regular in maintenance of registers/records & making entries therein within the time prescribed;
 - 2.2 the entries in the following registers were not made within the time prescribed
 - 2.3 as on the date of Verification the date of last entry in the following register is as under :
 - 2.4 the company has not maintained the Registers in the prescribed Format
3. filing of forms and returns are not stated in the Annual Return, however the company has filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or *other authorities within the prescribed time;
 - 3.1 During the Reporting Period the company has filed following forms were not filed:

S. No.	Filed with ROC/ RD/CG/CLB/ NCLT	Form No.	Purpose	Filed with in the prescribed time/ With Late Fees
--------	---------------------------------------	----------	---------	--

4. calling/convening/holding meetings of Board of directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings *including the circular resolutions and resolutions passed by postal ballot** have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

*to be reported when the resolution was passed through that mode

During the Reporting Period

- 4.1 the maximum gap of the meetings of the board of the Directors or its Committees does not exceeds 120 days; and meeting of members were not held within the Six Months from the closure of Financial Year.
- 4.2 the company has not given the proper notice for the meeting as per the provisions of the Act.
- 4.3 the company has not recorded minutes properly; and the entries into the registers were not made within the time limit prescribed under the Act.
5. Closure of register of members/Security holders, as the case may be;
 - 5.1 The company has not closed the register of members during the financial Year or company has closed the register for more than 30 days during the period from _____ to _____. Or more than 45 days during the year.
 - 5.2 The company has issued notice of closure of Register of Members for less than Seven days.
 - 5.3 the company was not required to close its register of Members.
6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act ;
 - 6.1 the company has given the following loans to the directors and/or persons or firms or companies referred in section 185 of the Act.
 - 6.2 the company has not given any advances or loans to its directors and/or persons or firms or companies referred in Section 185 of the Act.
 - 6.3 the company has given loans to its Managing Director in compliance of the provisions of section 185 of the Act, however no loans and advances given to any other Director or firms or Companies.

7. contracts/arrangements with related parties as specified in section 188 of the Act ;
 - 7.1 contracts/arrangements with related parties which were in the ordinary course of business and on the Arms length basis as specified in the provisions of the Section 188 of the Act;
 - 7.2 the company has entered in to the following Related party transactions in excess to the limits prescribed under section 188 of the Act. Which are not on arms length Basis and not in nature of the ordinary course of business.
8. issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities and issue of security certificates in all instances as reported in this return ;
 - 8.1 there was no issue or allotment or transfer or transmission or buy back of securities , and there was no preference shares or debentures in the company and there was no alteration or reduction of share capital or conversion of shares/securities , hence not required to issue of Security certificates in such cases;
 - 8.2 company has issued or made allotment of the equity/preference shares during the reporting period and the company has complied/ not complied with the relevant provisions of the act.
 - 8.3 company has recorded/not recorded the transfer of Shares/ debentures/Other Securities within the time limit prescribed under the Act.
 - 8.4 there was no issue or allotment or buy back of securities, and there was no preference shares or debentures in the company, and there was no alteration or reduction of share capital or conversion of shares/securities. Further share transfer/ transmission were done by the Registrar and Share transfer Agent M/s and issued the share certificates in all instances wherever required;
9. **keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act**

There were no transaction necessitating the company to keep in abeyance the right to dividend, right shares, and bonus shares pending registration of Transfer of Shares

10. declaration/payment of dividend; transfer of unpaid/unclaimed dividend;
 - 10.1 during the reporting period the company has not declared any dividend/issued right shares/bonus shares etc.
 - 10.2 other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act ;
 - 10.3 the company has transferred/not transferred the amount of dividend declared during the reporting period in a separate bank account within the prescribed time limit under the Act.
 - 10.3 The company has deposited/not deposited the unclaimed amount to the IEPF within the prescribed time limit.
 - 10.4 the company was not required to transfer of unpaid/unclaimed dividend/other amounts as applicable to the IEPF in accordance with section 125 of the act.
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof ;
 - 11.1 the audited financial Statements of the company was approved and signed in board meeting held on _____ whereas the board report of the company contains the matters specified under section 135 of the act.
12. constitution/appointment/reappointments/retirement/filling up casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them ;
 - 12.1 there is no other change in the composition and remuneration of the board and KMP's except reported in this return;
 - 12.2 the company has not appointed Company Secretary.
13. appointment/reappointment/filling up casual vacancies of auditors as per the provisions of section 139 of the Act ;
 - 13.1 there is no such instance of the casual vacancies of the auditor

and the Appointment and Reappointment of the auditors is made as per the Section 139 of the act;

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act ;
 - 14.1 there is no such instance/transactions where the approval required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act ;
 - 14.2 during the reporting period, the company has obtained the following approvals/Not obtained the following approvals and the following approvals were pending with the concerned authorities which is as under;
15. acceptance/renewal/repayment of deposits;
 - 15.1 during the reporting period the company has not acceptance/renewed any deposit.
 - 15.2 during the reporting period the company is regular/not regular in payment of Interest and repayment of Deposits,
16. borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable ;
 - 16.1 during the reporting period the company has not registered the creation of charge/satisfaction of charge within the prescribed time limit.
 - 16.2 the company has not borrowed from its members, public financial institutions, banks and others , however company has borrowed unsecured loan from its director. Hence creation of charge was not required.
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
 - 17.1 the company has given the loans/Guarantees/provided its securities or made investment exceeding the prescribed limit without obtaining the prior approval of the members.

- 17.2 being a Non banking Finance Company loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act is not applicable.
18. alteration of the provisions of the memorandum and/or articles of association of the company;
- 18.1 during the period under review the company has not altered the provisions of the memorandum and/or articles of association of the company;
- 18.2 alteration by way of adoption of Articles of Association of the company further the company has not altered the provisions of the Memorandum of Association of the company;

Place :

Signature :

Date :

Name of PCS

C.P. No. :

Note : The qualification, reservation or adverse remarks ; if any, may be stated at the relevant place(s).

**other authorities include the authorities with whom the company is required to file or submit any disclosure/form/return under the provisions of Companies Act, 2013, i.e. SEBI , RBI, IEPF etc.*

Extract of relevant Sections and Rules

Section 92: Annual Return

1. Every company shall prepare a return (hereinafter referred to as the Annual Return) in the prescribed form containing the particulars as they stood on the close of the financial year regarding—
- (a) its registered office, principal business activities, particulars of its holding, subsidiary and associate companies;
 - (b) its shares, debentures and other securities and shareholding pattern;

- (c) its indebtedness;
- (d) its members and debenture-holders along with changes therein since the close of the previous financial year;
- (e) its promoters, directors, key managerial personnel along with changes therein since the close of the previous financial year;
- (f) meetings of members or a class thereof, Board and its various committees along with attendance details;
- (g) remuneration of directors and key managerial personnel;
- (h) penalty or punishment imposed on the company, its directors or officers and details of compounding of offences and appeals made against such penalty or punishment;
- (i) matters relating to certification of compliances, disclosures as may be prescribed;
- (j) details, as may be prescribed, in respect of shares held by or on behalf of the Foreign Institutional Investors indicating their names, addresses, countries of incorporation, registration and percentage of shareholding held by them; and
- (k) such other matters as may be prescribed.

and signed by a director and the company secretary, or where there is no company secretary, by a PCS:

Provided that 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 the director of the company.

2. The Annual Return, filed by a listed company or, by a company having such paid-up capital or turnover as may be prescribed, shall be certified by a company secretary in practice in the prescribed form, stating that the Annual Return discloses the facts correctly and adequately and that the company has complied with all the provisions of this Act.
3. An extract of the Annual Return in such form as may be prescribed shall form part of the Board's report.
4. Every company shall file with the Registrar a copy of the Annual Return, within sixty days from the date on which the annual general meeting is held or where no annual general meeting is held in any

year within sixty days from the date on which the annual general meeting should have been held together with the statement specifying the reasons for not holding the annual general meeting, with such fees or additional fees as may be prescribed, within the time as specified, under section 403.

5. If a company fails to file its Annual Return under sub-section (4), before the expiry of the period specified under section 403 with additional fee, the company shall be punishable with fine which shall not be less than fifty thousand rupees but which may extend to five lakhs rupees and every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to six months or with fine which shall not be less than fifty thousand rupees but which may extend to five lakh rupees, or with both.
6. If a company secretary in practice certifies the Annual Return otherwise than in conformity with the requirements of this section or the rules made thereunder, he shall be punishable with fine which shall not be less than fifty thousand rupees but which may extend to five lakh rupees.

Section 94: Place of keeping and inspection of registers, returns, etc.

- (1) The registers required to be kept and maintained by a company under section 88 and copies of the Annual Return filed under section 92 shall be kept at the registered office of the company:

Provided that such registers or copies of return may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the company and the Registrar has been given a copy of the proposed special resolution in advance:

Provided further that the period for which the registers, returns and records are required to be kept shall be such as may be prescribed.

- (2) The registers and their indices, except when they are closed under the provisions of this Act, and the copies of all the returns shall be open for inspection by any member, debenture-holder, other security holder or beneficial owner, during business hours

without payment of any fees and by any other person on payment of such fees as may be prescribed.

- (3) Any such member, debenture-holder, other security holder or beneficial owner or any other person may—
 - (a) take extracts from any register, or index or return without payment of any fee; or
 - (b) require a copy of any such register or entries therein or return on payment of such fees as may be prescribed.
- (4) If any inspection or the making of any extract or copy required under this section is refused, the company and every officer of the company who is in default shall be liable, for each such default, to a penalty of one thousand rupees for every day subject to a maximum of one lakh rupees during which the refusal or default continues.
- (5) The Central Government may also, by order, direct an immediate inspection of the document, or direct that the extract required shall forthwith be allowed to be taken by the person requiring it

Section 95: Registers, etc., to be evidence.

The registers, their indices and copies of Annual Returns maintained under sections 88 and 94 shall be prima facie evidence of any matter directed or authorised to be inserted therein by or under this Act.

Section 164: Disqualifications for appointment of director.

- 164 (2) No person who is or has been a director of a company which –
- (a) has not filed financial statements or Annual Returns for any continuous period of three financial years; or
 - (b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more,

shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.

Section 271: Circumstances in which company may be wound up by Tribunal

- (1) A company may, on a petition under section 272, be wound up by the Tribunal,—
 - (f) if the company has made a default in filing with the Registrar its financial statements or Annual Returns for immediately preceding five consecutive financial years;

Section 384: Debentures, Annual Return, registration of charges, books of account and their inspection.

- (1) The provisions of section 71 shall apply mutatis mutandis to a foreign company.
- (2) The provisions of section 92 shall, subject to such exceptions, modifications and adaptations as may be made therein by rules made under this Act, apply to a foreign company as they apply to a company incorporated in India.
- (3) The provisions of section 128 shall apply to a foreign company to the extent of requiring it to keep at its principal place of business in India, the books of account referred to in that section, with respect to monies received and spent, sales and purchases made, and assets and liabilities, in the course of or in relation to its business in India.
- (4) The provisions of Chapter VI shall apply mutatis mutandis to charges on properties which are created or acquired by any foreign company.
- (5) The provisions of Chapter XIV shall apply mutatis mutandis to the Indian business of a foreign company as they apply to a company incorporated in India.

Section 455: Dormant company

- (i) “inactive company” means a company which has not been carrying on any business or operation, or has not made any significant accounting transaction during the last two financial years, or has not filed financial statements and Annual Returns during the last two financial years
- (4) In case of a company which has not filed financial statements or Annual Returns for two financial years consecutively, the Registrar

shall issue a notice to that company and enter the name of such company in the register maintained for dormant companies.

Extract of the Relevant Rules of the Companies (Management and Administration) Rules, 2014

Rule 11. Annual Return:

- (1) Every company shall prepare its Annual Return in Form No. MGT-7.
- (2) The Annual Return, filed by a listed company or a company having paid-up share capital of ten crore rupees or more or turnover of fifty crore rupees or more, shall be certified by a PCS and the certificate shall be in Form No. MGT.8.

Rule 12. Extract of Annual Return.-

- (1) The extract of the Annual Return to be attached with the Board's Report shall be in Form No. MGT-9.
- (2) A copy of the Annual Return shall be filed with the Registrar with such fee as may be specified for the purpose.

Rule 14. Inspection of registers, returns etc.-

- (1) The registers and indices maintained pursuant to section 88 and copies of returns prepared pursuant to section 92, shall be open for inspection during business hours, at such reasonable time on every working day as the board may decide, by any member, debenture holder, other security holder or beneficial owner without payment of fee and by any other person on payment of such fee as may be specified in the articles of association of the company but not exceeding fifty rupees for each inspection.

Explanation.- For the purposes of this sub-rule, reasonable time of not less than two hours on every working day shall be considered by the company.

- (2) Any such member, debenture holder, security holder or beneficial owner or any other person may require a copy of any such register or entries therein or return on payment of such fee as may be specified in the articles of association of the company but not exceeding ten rupees for each page. Such copy or entries or return shall be supplied within seven days of deposit of such fee.

Rule 15. Preservation of register of members etc. and Annual Return.

- (1) The register of members along with the index shall be preserved permanently and shall be kept in the custody of the company secretary of the company or any other person authorized by the Board for such purpose; and
- (2) The register of debenture holders or any other security holders along with the index shall be preserved for a period of eight years from the date of redemption of debentures or securities, as the case may be, and shall be kept in the custody of the company secretary of the company or any other person authorized by the Board for such purpose.
- (3) Copies of all 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.
- (4) The foreign register of members shall be preserved 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 or any other security holders shall be preserved for a period of eight years from the date of redemption of such debentures or securities.
- (5) The foreign register shall be kept in the custody of the company secretary or person authorised by the Board.
- (6) A copy of the proposed special resolution in advance to be filed with the registrar as required in accordance with first proviso of sub-section (1) of section 94, shall be filed with the Registrar, at least one day before the date of general meeting of the company in Form No.MGT-14.

Rule 16. Copies of the registers and Annual Return.-

Copies of the registers maintained under section 88 or entries therein and Annual Return filed under section 92 shall be furnished to any member, debenture-holder, other security holder or beneficial owner of the company or any other person on payment of such fee as may be specified in the Articles of Association of the company but not exceeding rupees ten for each page and such copy shall be supplied by the company within a period of seven days from the date of deposit of fee to the company.

FORM NO. MGT-7**Annual Return**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) *Corporate Identification
Number (CIN) of the company

Global Location Number (GLN)
of the company

*Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

(b) Registered office address

(c) *email-ID of the company

(d) *Telephone number with
STD code

(e) Website

(iii) Date of Incorporation

(iv) Type of the company	Category of the company	Sub-category of the company
<input type="text"/>	<input type="text"/>	<input type="text"/>

(v) Whether company is having share capital Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1		
2		

- (b) CIN of the Registrar and Transfer Agent Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

- (vii) *Financial year From (DD/MM/YYYY) To (DD/MM/YYYY)

- (viii) *Whether Annual General Meeting (AGM) held Yes No

- (a) If yes, date of AGM
- (b) Due date of AGM
- (c) Whether any extension for AGM granted Yes No
- (d) If yes, provide the Service Request Number(SRN) of the application form filed for extension
- (e) Extended due date of AGM after grant of extension Pre-fill
- (f) Specify the reasons for not holding the same

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

Sl. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1					
2					

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given Pre-fill All

Sl. No.	Name of the company	CIN/FCRN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held
1				
2				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of equity shares				
Total amount of equity shares (in rupees)				

Number of classes

Class of shares <input type="text"/>	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Number of equity shares				
Nominal value per share (in rupees)				
Total amount of equity shares (in rupees)				

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares				
Total amount of preference shares (in rupees)				

Number of classes

Class of shares <input type="text"/>	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	

(d) Break-up of paid-up share capital

Class of Shares	Number of shares	Total Nominal Amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year				
Increase during the year				
i. Public Issues				
ii. Rights issue				
iii. Bonus issue				
iv. Private Placement/ Preferential allotment				
v. ESOPs				
vi. Sweat equity shares allotted				
vii. Conversion of Preference share				
viii. Conversion of Debentures				
ix. GDRs/ADRs				
x. Others, specify <input type="text"/>				
Decrease during the year				
i. Buy-back of shares				
ii. Shares forfeited				
iii. Reduction of share capital				

iv. Others, specify <input type="text"/>				
At the end of the year				
Preference shares				
At the beginning of the year				
Increase during the year				
i. Issues of shares				
ii. Re-issue of forfeited shares				
iii. Others, specify <input type="text"/>				
Decrease during the year				
i. Redemption of shares				
ii. Shares forfeited				
iii. Reduction of share capital				
iv. Others, specify <input type="text"/>				
At the end of the year				

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split/ Consolidation	Number of shares			
	Face value per share			
After split/ consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)*

Nil

[Details being provided in a CD/Digital Media] Yes No Not applicable

Separate sheet attached for details of transfers Yes No

Note : In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM				<input type="text"/>			
Date of Registration of Transfer				<input type="text"/>			
Type of Transfer		<input type="text"/>		1. Equity, 2. Preference Shares, 3. Debentures, 4. Stock			
Number of Shares/ Debentures/Units Transferred		<input type="text"/>		Amount per share/ debenture/unit in (Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		Middle name		First Name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		Middle name		First Name	
Date of Registration of Transfer				<input type="text"/>			
Type of Transfer		<input type="text"/>		1. Equity, 2. Preference Shares, 3. Debentures, 4. Stock			
Number of Shares/ Debentures/Units Transferred		<input type="text"/>		Amount per share/ debenture/unit in (Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		Middle name		First Name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		Middle name		First Name	

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units unit	Nominal value per	Total value
Non-convertible debentures			
Partly convertible debentures			
Fully convertible debentures			
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			
Deposit			
Total			

Details of debentures

Class of Debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures				
Partly convertible debentures				
Fully convertible debentures				

(v) Securities (other than shares and debentures)

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)(i) Turnover (ii) Net worth of the company **VI. (a) *SHARE HOLDING PATTERN - Promoters**

Sl. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family (i) Indian (ii) Non-resident Indian (NRI) (iii) Foreign national (other than NRI)				
2.	Government (i) Central Government (ii) State Government (iii) Government companies				
3.	Insurance companies				

4.	Banks				
5.	Financial institutions				
6.	Foreign institutional investors				
7.	Mutual funds				
8.	Venture capital				
9.	Body corporate (not mentioned above)				
10.	Others <input type="text"/>				
	Total				

Total number of shareholders (promoters)

(b) *SHARE HOLDING PATTERN – Public/Other than promoters

Sl. No.	Category	Equity		Preference	
		Number of shares	Perc-centage	Number of shares	Per-centage
1.	Individual/Hindu Undivided Family (i) Indian (ii) Non-resident Indian (NRI) (iii) Foreign national (other than NRI)				
2.	Government (i) Central Government (ii) State Government (iii) Government companies				
3.	Insurance companies				

4.	Banks				
5.	Financial institutions				
6.	Foreign institutional investors				
7.	Mutual funds				
8.	Venture capital				
9.	Body corporate (not mentioned above)				
10.	Others <input type="text"/>				
	Total				

Total number of shareholders (other than promoters)

Total number of shareholders (Promoters + Public/Other than promoters)

(c)*Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters		
Members (other than promoters)		
Debenture holders		

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter						
B. Non-Promoter						
(i) Non-Independent						
(ii) Independent						
C. Nominee Directors representing						
(i) Banks and FIs						
(ii) Investing institutions						
(iii) Government						
(iv) Small shareholders						
(v) Others						
Total						

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(B) (i) *Details of directors and Key managerial personnel as on the closure of the financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning/ during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/ COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS/REQUISITIONED/CLB/NCLT/COURT CONVENED MEETINGS**Number of meetings held

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members who attended the meeting	% of total shareholding of attended members

B. BOARD MEETINGS*Number of meetings held

Sl. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	as %age of total directors
1				
2				

C. COMMITTEE MEETINGSNumber of meetings held

Sl. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	as %age of total members
1					

D. *ATTENDANCE OF DIRECTORS

Sl. No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on <input type="text"/> (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1								

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL Nil Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

Sl. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
I.							
	Total						

Number of CEO, CFO and Company Secretary whose remuneration details to be entered

Sl. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
I.							
	Total						

Number of other directors whose remuneration details to be entered

Sl. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
I.							
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

E. *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes No

D. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT – DETAILS THEREOF(A) DETAILS OF PENALTIES/PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised/ punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIESIn case of a listed company or a company having paid up share capital of Ten Crore rupees or more **or** turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.Name Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am authorised by the Board of Directors of the company vide resolution no. dated (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of section 447, sections 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed byDirector DSC BOXDIN of the director **To be digitally signed by** DSC BOX

- Company Secretary
- Company Secretary in practice

Membership number Certificate of practice number **Attachments****List of attachments**

- | | | |
|---|---|---|
| 5. list of share holders, debenture holders; | <input type="button" value="Attach"/> | <div style="border: 1px solid black; width: 150px; height: 100px;"></div> |
| 6. Approval letter for extension of AGM; | <input type="button" value="Attach"/> | |
| 7. Copy of MGT-8; | <input type="button" value="Attach"/> | |
| 8. Optional Attachement(s), if any.
Attachment | <input type="button" value="Attach"/> <input type="button" value="Remove"/> | |

The eForm has been taken on file maintained by the registrar of companies through electronic mode and on the bass of statement of correctness given by the company

List of Business Activity Code for e-Form MGT-7

Main Activity group code	Description of Main Activity group	Business Activity code	Description of Business Activity
A	Agriculture, forestry, fishing	A1	Production of crops and animals
		A2	Forestry and logging
		A3	Fishing and aquaculture
		A4	Support activities to agriculture and Other Activities including hunting
B	Mining and quarrying	B1	Mining of Coal and lignite
		B2	Extraction of Crude Petroleum & Natural gas
		B3	Mining of Metal Ores
		B4	Other Mining & Quarrying Activities
		B5	Mining Support Services activities
C	Manufacturing	C1	Food, beverages and tobacco products
		C2	Textile, leather and other apparel products
		C3	Wood and wood products, furniture, paper and paper products
		C4	Printing, reproduction of recorded media
		C5	Coke and refined petroleum products
		C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and botanical products
		C7	Metal and metal products
		C8	Plastic products, non-metallic mineral

			products, rubber products, fabricated metal products
		C9	Computer, electronic, Communication and scientific measuring & control equipment
		C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment, Transport equipment
		C11	Motor vehicles, trailers, semi-trailers and other Transport Vehicles
		C12	Repair & installation of machinery & equipment, motor vehicles
		C13	Other manufacturing including jewelry, musical instruments, medical instruments, sports goods, etc. activities
D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution
		D2	Manufacture of gas, distribution of gaseous fuels
		D3	Steam and air conditioning supply
E	Water supply, sewerage and waste management	E1	Water collection, treatment and supply
		E2	Sewerage
		E3	Waste collection, treatment and disposal activities, materials recovery and Other waste management services
F	Construction	F1	Buildings
		F2	Roads, railways, Utility projects
		F3	Demolition & site preparation, Electrical, plumbing & other Specialized construction Activities
G	Trade	G1	Wholesale Trading
		G2	Retail Trading

H	Transport and storage	H1	Land Transport via Road
		H2	Land transport via Railways & Pipelines
		H3	Water transport
		H4	Air transport
		H5	Services incidental to land, water & air transportation
		H6	Warehousing and storage
		H7	Postal & Courier activities
I	Accommodation and Food Service	I1	Accommodation services provided by Hotel, Inns, Resorts, holiday homes, hostel, etc.
		I2	Food and beverage services provided by hotels, restaurants, caterers, etc.
J	Information and communication	J1	Publishing of Newspapers, Books, periodicals, etc. activities
		J2	Publishing of computer operating systems, system software, application software, games, etc.
		J3	Motion picture, video and television programme production, sound recording and music publishing activities
		J4	Broadcasting and programming activities
		J5	Wired, wireless or satellite Tele-communication activities
		J6	Computer programming, consultancy and related activities
		J7	Data processing, hosting and related activities; web portal
		J8	Other information & communication service activities
K	Financial and insurance Service	K1	Banking activities by Central, Commercial and Saving banks

		K2	Activities by Trusts, funds and other financial holding companies
		K3	Life/Non-life Insurance and Reinsurance activities
		K4	Pension Fund activities
		K5	Financial and Credit leasing activities
		K6	Fund Management Services
		K7	Financial Advisory, brokerage and Consultancy Services
		K8	Other financial activities
L	Real Estate	L1	Real estate activities with own or leased property
		L2	Real estate activities on fee or contract basis
M	Professional, Scientific and Technical	M1	Legal activities
		M2	Accounting, book keeping and auditing activities, tax consultancy
		M3	Management consultancy activities
		M4	Architecture, engineering activities, technical testing and analysis activities
		M5	Scientific research and development
		M6	Advertising and market research
		M7	Specialized Design & Photographic activities
		M8	Veterinary activities
		M9	Other professional, scientific and technical activities
N	Support service to Organizations	NI	Rental and leasing of motor vehicles, machinery, equipment, capital goods, etc.. activities

		N2	Placement agencies and HR management services
		N3	Travel agency and tour operators
		N4	Security and investigation activities
		N5	Housekeeping & maintenance service
		N6	Office administrative and other business activities including call centers, organising conventions, collection agencies, packaging activities etc.
		N7	Other support services to organizations
O	Public Services by Government agencies	O1	Administration relating to Executive, Legislation and other public service by government agencies
		O2	Regulation of healthcare, education, cultural and other social services
		O3	Administration of activities relating to Foreign affairs, Defence, public order, compulsory social security, etc.
P	Education	P1	Primary & Secondary Education services
		P2	Higher education, technical & vocational education
		P3	Sports, recreation, cultural and other education
		P4	Educational support services
Q	Hospital and Medical Care	Q1	Hospital activities
		Q2	Medical and dental practice, Nursing, pathology, blood bank services, etc.
		Q3	Residential Nursing care activities
		Q4	Residential care for elderly, disabled and

			other ailments
		Q5	Counselling, welfare, referral activities without accommodation for elderly and disabled
		Q6	Other Hospital and Medical Care Activities
R	Arts, entertainment and recreation	R1	Creative, arts and entertainment activities
		R2	Library, archives, museums and other cultural activities.
		R3	Gambling & betting activities
		R4	Sports, amusement and recreation activities
S	Personal and Household service	S1	Activities of membership organisations
		S2	Repair of computers and personal and household goods
		S3	Washing and cleaning of textile and fur products, Hair dressing and other beauty treatment
		S4	Other Personal service activities
T	Goods and service producing activities of households for own use	T1	Activities of households as employers of domestics personnel
		T2	Undifferentiated goods and service producing activities of households for own use
U	Activities of extraterritorial organizations and bodies	U1	Activities of extraterritorial organizations such as UN and its agencies, IMF, World Bank, OPEC, European Commission, etc.

FORM NO. MGT-8 as Notified by MCA [To be issued by PCS]

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

I/We have examined the registers, records and books and papers of Limited/ Private Limited (the Company) as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the financial year ended on, 20—. In my/our opinion and to the best of my information and according to the examinations carried out by me/us and explanations furnished to me/us by the company, its officers and agents, I/we certify that :

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the company has complied with provisions of the Act & Rules made there under in respect of :
 1. its status under the Act ;
 2. maintenance of registers/records & making entries therein within the time prescribed therefor ;
 3. filing of forms and returns as stated in the Annual Return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/ beyond the prescribed time ;
 4. calling/convening/holding meetings of Board of directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed ;
 5. closure of register of members/Security holders, as the case may be.
 6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act ;

7. contracts/arrangements with related parties as specified in section 188 of the Act ;
8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/alteration or reduction of share capital/ conversion of shares/securities and issue of security certificates in all instances ;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
10. declaration/payment of dividend ; transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act ;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof ;
12. constitution/appointment/re-appointments/retirement/filling up casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them ;
13. appointment/reappointment/filling up casual vacancies of auditors as per the provisions of section 139 of the Act ;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act ;
15. acceptance/renewal/repayment of deposits ;
16. borrowings from its directors, members, public financial institutions,banks and others and creation/modification/ satisfaction of charges in that respect, wherever applicable ;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

18. alteration of the provisions of the memorandum and/or articles of association of the company ;

Place : Signature :

Date : Name of PCS :

C. P. No. :

Note : The qualification, reservation or adverse remarks ; if any, may be stated at the relevant place.

FORM NO. MGT-9 AS NOTIFIED BY THE MCA

FORM NO. MGT-9

**Extract of Annual Return as on the financial year ended
on _____**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

- (i) CIN :-
- (ii) Registration date
- (iii) Name of the company
- (iv) Category/sub-category of the company
- (v) Address of the registered office and contact details
- (vi) Whether listed company Yes/No
- (vii) Name, Address and Contact details of Registrar and Transfer Agent, if any

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 per cent or more of the total turnover of the company shall be stated :-

(ii) Shareholding of promoters

Sl. No.	Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1.								
2.								
3.								
	Total							

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year			
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g., allotment/ transfer/bonus/ sweat equity, etc):			
	At the End of the year			

(iv) Share holding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
For Each of the top 10 shareholders				
At the beginning of the year				
Date wise Increase/ Decrease in Share holding during the years pecifying the reasons for increase/ decrease (e.g., allotment/ transfer/b onus / sweat equity, etc.):				
At the End of the year (or on the date of separation, if separated during the year)				

(v) Shareholding of Directors and Key Managerial Personnel :

Sl. No.	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
For Each directors and KMP				
At the beginning of the year				
Date wise Increase/ Decrease in Share holding				

during the year specifying the reasons for increase/decrease (e.g., allotment/transfer/bonus / sweat equity, etc.):				
At the End of the year (or on the date of separation, if separated during the year)				

V. INDEBTEDNESS

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i + ii + iii)				
Change in Indebtedness during the financial year				
• Addition				
• Reduction				
Net Change				
Indebtedness at the end of the financial year				
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i + ii + iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites under section 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2.	Stock option		
3.	Sweat equity		
4.	Commission – as % of profit – others, specify		
5.	Others, please specify Total (A) Ceiling as per the Act		

B. Remuneration to other directors :

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
	Independent Directors • Fee for attending Board committee meetings • Commission		

• Others, please specify		
Total (1)		
4. Other Non-Executive Directors		
• Fee for attending Board committee meetings		
• Commission		
• Others, please specify		
Total (2)		
Total (B) = (1 + 2)		
Total Managerial Remuneration		
Overall Ceiling as per the Act		

C. Remuneration to key managerial personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites under section 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
	Stock Option				
	Sweat Equity				
	Commission				
	– as % of profit				
	– others, specify				
	Others, please specify				
	Total				

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

