



**KALKURA
ASSOCIATES**

ANNUAL STATUTORY COMPLIANCE

FOR PRIVATE LIMITED COMPANIES



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ANNUAL GENERAL MEETING (AGM) COMPLIANCE.

1. Time Limit for AGM

- First AGM: To be held within 9 months from the end of the first financial year
- Subsequent AGMs: To be held within 6 months from the end of the financial year, i.e., on or before 30th September.
- Gap between two AGMs should not exceed 15 months

2. Notice of AGM

- 21 clear days' notice is required
- Shorter notice is permitted with the consent of at least 95% of the members entitled to vote
- The notice must include
 - Date, time, and venue of the meeting
 - Details of ordinary and special business
 - Explanatory notes to the agenda.



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3. Place & Time of AGM:

- **The AGM must be held:**
 - At the registered office of the company, or
 - Within the same city, town, or village
 - On a working day
 - During business hours (9:00 AM to 6:00 PM)

4. Quorum (Section 103):

- **Private Company:**
 - Minimum 2 members present

5. Penalty for Non-Compliance:

- **Company:** Fine up to ₹1,00,000
- **Officers in default:**
 - ₹5,000 per day, subject to a maximum of ₹1,00,000



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ANNUAL RETURN FILING – FORM MGT-7/7A

1. Applicability

- **MGT-7:** Applicable to companies other than OPC and Small Companies
- **MGT-7A:** Applicable to One Person Company (OPC) and Small Companies

2. Purpose

- Filing of annual return containing details of shareholding, directors, and meetings.

3. Due Date

- Within 60 days from the date of the Annual General Meeting (AGM).

4. Penalty for Late Filing

- ₹100 per day of delay

5. Additional Consequences

- Persistent non-compliance for 3 years may lead to company strike-off and director disqualification

6. Certification

- If paid-up share capital \geq ₹10 crore or
- Turnover \geq ₹50 crore.
- Annual Return must be certified by a Practicing Company Secretary in Form MGT-8



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ANNUAL RETURN FILING – FORM AOC-4

1. Applicability

- Applicable to all companies required to prepare financial statements under the Companies Act, 2013.

2. Purpose

- Submission of financial statements, including Balance Sheet, Profit & Loss Statement, and Cash Flow Statement

3. Due Date

- Within 30 days from the date of the Annual General Meeting (AGM).

4. Penalty for Late Filing

- ₹100 per day of delay

5. Additional Consequences

- Persistent non-compliance for 3 years may lead to company strike-off and director disqualification.

6. Attachments

- Auditor Report
- Financial statements
- AGM Notice
- Boards Report
- AOC-2(if applicable)



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AUDITOR APPOINTMENT – FORM ADT-1

1. Applicability

- Applicable to all companies for
 - Appointment of first auditor.
 - Re-appointment or appointment of statutory auditors at the AGM.

2. Purpose

- To intimate the ROC about the appointment or re-appointment of statutory auditors, their tenure, and other details

3. Due Date

- Within 15 days from the date of the Annual General Meeting (AGM).

4. Attachments.

- Consent letter from the auditor.
- Eligibility certificate under Section 141.
- Copy of AGM / Board resolution

5. Tenure of Auditor

- Statutory auditors are appointed for 5 consecutive years
- Rotation rules apply for
 - Listed companies
 - Public companies with a paid-up share capital of ₹10 crore or more
 - Public companies with turnover of ₹50 crore or more



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DIRECTOR KYC – FORM DIR-3

1. Applicability

- Every DIN holder.

2. Purpose

- To Ensures that Director Identification Number (DIN) remains active.

3. Due Date

- 30th June (Once in a 3 year).

4. Penalty for Late filing.

- ₹5,000 per DIN

5. Additional Consequences

- Failure to file DIR-3 KYC results in DIN deactivation, requiring penalty payment for reactivation



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BOARD MEETINGS COMPLIANCE

1. Applicability

- Applicable to all companies, including private and public companies.
- Minimum requirements differ for private and public companies.

2. Purpose

- Private Company: At least 1 board meeting in each half of the financial year

3. Notice of Board Meeting

- Minimum notice period: 7 days (Section 173).
- Mode of notice
 - Can be sent electronically (email) or personally.
- Contents of notice:
 - Date, time, and venue of the meeting
 - Agenda items
 - Notes or explanatory statements for matters requiring approval.

4. Minutes of Meeting (Section 118 & 173):

- Must be recorded in Minutes Book within 30 days
- Signed by Chairperson of the meeting
- Must be preserved permanently



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5. Quorum (Section 174)

- Private Company: Minimum 2 directors

6. Key Matters in Board Meetings

- Approval of financial statements
- Appointment/of additional directors or KMP
- Approval of related party transactions
- Issue of securities or borrowing powers

- **MBP-1:** Section 184(1) of the Companies Act, 2013 deals with the disclosure of Director's interest. Every Director of the Company shall disclose his/her interest in all the Companies or Firms or Body Corporate or any Association of Individuals by giving a notice to the Board of Directors of the Company.

- **DIR-8:** As per Section 164(2) Companies Act, 2013 and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014, all the Directors of the Company shall intimate to the Board about the Companies in which he is or has been a Director during the last three years disclosing whether he has incurred any disqualification or not under Section 164 Companies Act, 2013 in Form DIR-8.



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FORM INC-20A DECLARATION FOR COMMENCEMENT OF BUSINESS

1. Applicability

- Mandatory for Private and Public companies before starting business operations or exercising borrowing powers

2. Purpose

- To declare that
 - Share capital has been received from subscribers to the memorandum.
 - The company has commenced its business operations or is ready to commence.
 - Ensures legal compliance before starting business

3. Due Date

- Within 180 days from the date of incorporation of the company



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FORM DPT-3 RETURN OF DEPOSITS

1. Applicability

- Applicable to all companies (except banking companies and NBFCs registered with RBI).
- Covers all deposits accepted from members and non-members

2. Purpose

- To file a return of deposits with the ROC, confirming
 - Amount of deposits received/accepted by the company
 - Amount of deposits outstanding as on the date
 - Compliance with deposit-related provisions of Companies Act, 2013

3. Due Date

- 30th June every year

4. Transactions not considered as deposits

- Any amount received from Govt or Guaranteed by the Govt.
- Any amount received from a company by a company.
- Subscription to securities and call-in advance
- Unsecured loans from promoters



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INC-22

1. Applicability

- Form INC-22 is filed in case the company decides to move their registered office.
- Change within local limits of city, town or village
 - The approval must be obtained by way of a Board Resolution.
 - Once the Board Resolution is obtained, e-Form INC – 22 must be filed within 15 days of the date when the resolution was passed..
- Change outside local limits of city, town or village, within the same ROC and same state
 - Approval by way of Board Resolution must be obtained.
 - A Special Resolution must be passed through Form MGT – 14 within 15 days of obtaining the Board Resolution.
 - Within 30 days of passing of the Special Resolution, the application for notice of change of registered office of the company has to be made in the e-Form INC – 22.
- Change in ROC within the same state
 - Once Board Resolution and Special Resolution have been obtained and Form MGT – 14 has been filed accordingly, e-Form INC – 23 should be filed.



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- E-Form INC – 23 consists of an application made to the Regional Director to shift the registered office of the company from one RoC to another within the same state.
- Once approval of the Regional Director has been obtained, within 60 days of the RD passing the order, e-Form INC – 28 must be filed
- E-Form INC – 28 is filed to give the notice of the order of the court, Tribunal or other competent authority
- Lastly, once the steps mentioned above have been performed, e-Form INC -22 has to be filed.
- Change in state within the jurisdiction of the same ROC
 - Approval must first be obtained for the alteration of the MOA
 - Once Board Resolution and Special Resolution have been obtained and Form MGT – 14 has been filed accordingly, e-Form INC – 23 should be filed.
 - E-Form INC – 23 has to be filed at least a month after serving notice to the creditors and publishing the advertisement in the newspaper giving notice of change in registered office



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- Once the approval of the RD has been obtained via E-Form INC – 23, within 30 days of the order being passed, e-Form INC – 28 has to be filed
- Upon completion of the steps mentioned above the e-Form INC -22 has to be filed

○ Change in state outside the jurisdiction of the existing ROC

- Approval must first be obtained for the alteration of the MOA
- Once Board Resolution and Special Resolution have been obtained and Form MGT – 14 has been filed accordingly, e-Form INC – 23 should be filed
- E-Form INC – 23 has to be filed at least a month after serving notice to the creditors and publishing the advertisement in the newspaper stating a change in registered office
- Once the approval of the RD has been obtained via E-Form INC – 23, within 30 days of the order being passed, e-Form INC – 28 has to be filed
- After completing the aforementioned steps, e-Form INC -22 has to be filed



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FORM SH-7 ALTERATION OF SHARE CAPITAL

1. Applicability

- Applicable to all companies (private & public) when there is an alteration in share capital, such as
 - Increase in authorised share capital
 - Consolidation or subdivision of shares
 - Conversion of shares into stock
 - Cancellation of shares (not involving reduction of capital)

2. Purpose

- To intimate the Registrar of Companies (ROC) about any change in the company's authorized share capital or other alterations as permitted under Section 61.

3. Due Date

- ·Within 30 days from the date of Changes.

4. Penalty for Non-Compliance

- ·Company: Upto ₹5,00,000
- ·Officer in default: Upto ₹1,00,000



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FORM DIR-12 APPOINTMENT / CHANGE OF DIRECTORS / KMP

1. Applicability

- Applicable to all companies (private & public).

2. Purpose

- To intimate the Registrar of Companies (ROC) about
 - Appointment of new directors / KMPs
 - Resignation / cessation of directors / KMPs
 - Change in designation or other details of directors / KMPs

3. Due Date

- Within 30 days from the date of
 - Board resolution approving appointment / resignation
 - Any change in director or KMP details

4. Penalty for Non-Compliance

- Company: Upto ₹3,00,000
- Officer in default: Upto ₹1,00,000

5. Form DIR 2: A declaration of your willingness and eligibility to take on the role of director, and it is mandatory for anyone who wishes to become a director to issue and sign this form as per the Companies Act of 2013. Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, requires obtaining the DIR-2 from each director before appointment under section 152(5).



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PAS-3

1. Applicability

- Applicable to all companies when there is.
 - Allotment of Shares.
 - Allotment of Debentures
 - Issue of Securities under
 - Right Issue
 - Bonus issue.

2. Purpose

- To intimate the Registrar of Companies (ROC) about:
 - Details of securities allotted.
 - Name of allottees.
 - Amount received on allotment

3. Due Date

- Within 30 days from the date of allotment of Securities



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REGISTER TO BE MAINTAINED:

1. Register of Members (MGT-1)
2. Register of Debenture Holders or any other security holders (MGT-2)
3. Foreign Register (MGT-3)
4. Register of Directors and KMP.
5. Register of renewed or duplicate share certificates (SH-2).
6. Register of Sweat Equity Shares (SH-3).
7. Register of ESOP (SH-6).
8. Register of shares and other securities that have been bought back (SH-10).
9. Register of Charge (CHG-7).
10. Register of loan/ guarantee/ security given or acquisition of securities (MBP-2).
11. Register of investment of the company not held in its name (MBP-3).
12. Register of Contracts and Arrangements in which Directors are interested (MBP-4).
13. Certificate of Incorporation & Commencement of Business
14. Memorandum and Articles of Association (MAOA)
15. Minutes Books of Board/Committee/General Meetings
16. Shareholder Related Records