

**RECENT CHANGES IN COMPANIES ACT, 2013 READ
WITH RULES THEREUNDER**

PRESENTATION

BY

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INC 22A

INTRODUCTION

- Any company incorporated on or before the 31.12.17 shall file the particulars of the company and its Registered Office, in E-Form ACTIVE (Active Company Tagging Identities and Verification) on or before 15-06-2019.

INC 22A (CONTD.)

FEE FOR FILING

- Upto 15.06.19- NIL
- After 15.06.19- Rs 10000

INC 22A (CONTD.)

- ✓ Any company which has not filed its due financial statements under section 137 or due annual returns under section 92 or both with the Registrar shall be restricted from filing e-Form-ACTIVE, unless such company is under management dispute and the Registrar has recorded the same on the registrar.
- ✓ Companies which have been struck off or are under process of striking off or under liquidation or amalgamated or dissolved, as recorded in the register, shall not be required to file e Form ACTIVE

INC 22A (CONTD.)

- ✓ In case a company does not intimate the said particulars, the Company shall be marked as "ACTIVE-non-compliant" on or after 16th June, 2019 and shall be liable for action under section 12 (9) of the Act.

- ✓ No request for recording the following event based information or changes shall be accepted by the Registrar from such companies marked as "ACTIVE non compliant", unless "e-Form ACTIVE" is filed –
 - SH-07 (Change in Authorized Capital);
 - PAS-03 (Change in Paid-up Capital);
 - DIR- 12 (Changes in Director except cessation);
 - INC-22 (Change in Registered Office);
 - INC-28 (Amalgamation, de-merger)

INC 22A (CONTD.)

- ❖ Photograph of the Director sitting inside the registered office is required.
- ❖ Photos to be in PDF format.
- ❖ The name board of the company should be affixed outside the commercial premises of the company indicating therein the name, address, CIN, telephone no. e-mail id, website address, GSTIN, if any.
- ❖ Photo of the registered office - One Photo of the exterior of the building showing the name of the building and another photo of the inside of the registered office is required if exterior photo is not available.

INC 22 A (CONTD.)

- ❖ e-mail id of the company is required. E-mail id in the name of directors, auditors or third persons will not be allowed.
- ❖ e-mail id is subject to OTP;
- ❖ in the address field, the latitude and longitude of the registered office is required to be given. This can be obtained from Google maps.

INC 22A (CONTD.)

- ✓ list of all directors as on date of filing - all directors DIN should be in active mode.
- ✓ details of statutory auditors;
- ✓ details of cost auditors, if any;

- ✓ Vide General Circular No. 06/2019 dated 13-05-2019, Companies which filed ADT- I through GNL – 2 as an attached during the period 01-04-2014 to 20-10-2014 may file ADT-I for appointment of Auditor for the period upto 31-03-19 without fee till 15-06-19.
- ✓ FAQs on INC 22A issued.

INC 22A (CONTD.)

- ❖ Details of MD, CEO or WTD of the company. MD required in case of listed companies or public companies with paid up share capital of Rs.10 crores or more
- ❖ Details of Company Secretary. CS is mandatorily required in listed companies, public companies with paid up share capital of Rs.10 crores or more or a private company having paid up share capital of Rs.5 crores or more.

INC 22 A(CONTD.)

- ❖ details of CFO - CFO is required for listed companies or public companies with paid up share capital of Rs.10 crores or more.
- ❖ details of annual filing for financial year 2017-18.

FORM NO. INC -22A

FORM NO. INC-22A

[Rule 25A of The Companies
(Incorporation) Rules, 2014]



**ACTIVE (Active Company
Tagging Identities and
Verification)**

Form Language English Hindi

Refer the instruction kit for filing the form.

1. (a) *Corporate Identity Number (CIN) of the company

Pre-fill

(b) *Name of the Company

(c) *Address of registered office (Photo of the Registered Office also showing therein at least one Director(s)/ KMP who has affixed his/her Digital Signature to this form is mandatory)

Latitude

Longitude

(d) *email ID of the company

Send OTP

(e) *Enter OTP for email ID of the company

Verify OTP

(f) *Whether the company is listed

Yes

No

FORM NO. INC -22A (CONTD.)

2. *(a) Number of Directors

0

(b) The Maximum Number of Directors are beyond limits prescribed in Companies Act, 2013 based on resolution dated

filed vide SRN of Form No. MGT-14

*(c) List of Directors as on date of filing.

Sr.No	DIN	Name of Director	Status of DIN
1			

(Before filing Active Company Tagging Identities and Verification (ACTIVE) eform, please ensure that the DINs of all Directors are in 'approved' status and are neither 'De-activated due to non-filing of DIR-3 KYC' nor 'Disqualified u/s 164(2)')

3 * Details of statutory auditor(s)

*Number of auditor(s) appointed

0

1 *Category of Auditor

Individual

Auditor's Firm

*Income Tax permanent account number of auditor or auditor's firm

*Name of the auditor or auditor's firm

*Membership Number of auditor or auditor's firm's registration number

*Period of account from which appointed From

To

FORM NO. INC -22A (CONTD.)

4. Whether the company is required to appoint Cost Auditor Yes No

Number of cost auditor(s)

1 Category of Auditor Individual Partnership firm Limited liability partnership

Membership number of the Cost Auditor/ member representing the Cost Auditor's Firm/LLP

Name of the cost auditor or member representing the firm/LLP

Firm Registration Number(FRN) of the Cost Auditor/Cost Auditor's firm/LLP

Name of the Cost auditor's firm/LLP

Financial year to be covered by the cost auditor(s) From To

5. Details of the Managing director or Chief Executive Officer (CEO) or Manager or Whole-time Director of the company

Number of roles

1 DIN/PAN

Name

Designation

Whether the company has Managing Director or CEO Yes No

FORM NO. INC -22A (CONTD.)

6. Details of Company Secretary of the company, if applicable.

PAN	<input type="text"/>
Name	<input type="text"/>
Membership number	<input type="text"/>

7. Details of the Chief Financial Officer (CFO) of the company, if applicable

PAN	<input type="text"/>
Name	<input type="text"/>

8. *Details of forms AOC-4/AOC-4 XBRL and MGT-7 filed for FY 2017-18

*SRN of AOC-4/ AOC-4 XBRL	<input type="text"/>
*SRN of MGT-7	<input type="text"/>

Attachments

- *Photograph of Registered Office showing external building and inside office also showing therein at least one director/ KMP who has affixed his/her Digital Signature to this form.
- Optional attachment(s), if any

Attach

Attach

List of attachments

Remove attachment

FORM NO. INC -22A (CONTD.)

Declaration

I hereby declare that the registered Office is situated in the address mentioned above, the details of directors, KMP, auditors are presently associated with the company are correct.

Verification

I, hereby confirm and verify that the particulars given in the Form herein above are true and also are in agreement with the documents maintained by the company.

To be digitally signed by one director in case of OPC.

To be digitally signed by one director and one KMP or two directors in case of other than OPC

* Designation

* DIN

* Designation

* Director identification number of the director; or
DIN or PAN of the manager or CEO or CFO;
or Membership number of the secretary

FORM NO. INC -22A (CONTD.)

Certification

I declare that I have been duly engaged for the purpose of certification/verification of this form. It is hereby certified that:

- * I have satisfied myself about the identity of the company and its address based on the perusal of the original of the attached document.
- * All required attachments have been completely attached to this application
- * I have gone through the provisions of The Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed.
- * I further certify that:
 - * email ID belong to the Company.
 - * All the required attachments have been completely and legibly attached to this form;
 - * I have kept a copy of this form and attachments thereto, in my records for further reference.
 - * It is understood that I shall be liable for action under Section 448 of The Companies Act, 2013 for wrong certifications, if any found at any stage.

* To be digitally signed by

* Category

FORM NO. INC -22A (CONTD.)

* Whether Associate or Fellow Associate Fellow

* Membership Number

* Certificate of Practice Number

Note: Attention is drawn to the provisions of sections 7(5) and 7(6) which, *inter-alia*, provides that furnishing of any false or incorrect particulars of any information or suppression of any material information shall attract punishment for fraud under section 447. Attention is also drawn to provisions of Section 448 and 449 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

Modify

Check Form

Prescrutiny

Submit

This e-Form has been taken on file maintained by the register of companies through electronic mode and on the basis of statement of correctness given by the Director and professional.

ISSUES ARISING OUT OF FORM DPT 3

- **One Time reporting in the earlier Form was from 01-04-2014 to 22-01-2019. This has been changed to 01-04-2014 to 31-03-2019.**
- **Companies (Acceptance of Deposits) Amendments Rules, 2019 notified on 22-01-2019.**
- **Explanation to Rule 16 lays down that DPT 3 shall be used for filling Return of Deposits or Particulars of Transaction not considered as deposit or both by every company other than government company.**
- **Newly Inserted Sub-Rule 3 in Rule 16(A) lays down that every company other than a Government Company shall file a One Time Return of outstanding receipt of Money or loan by a company but not considered as deposits in terms of clause (c) of sub rule I of Rule 2 of Acceptance of Deposits Rule, 2014.**

ISSUES ARISING OUT OF FORM DPT 3 (CONTD.)

- **Companies (Acceptance of Deposits) Second Amendment Rules, 2019 introduced vide Notification dated 30-04-2019**
- **Consequently the One Time Return regarding Exempted Deposits for the period from 01-04-2014 to 31-03-2019 as specified in DPT 3 needs to be filed within 90 days from 31st March 2019.**

FORM NO. DPT- 3

Return of deposits

[Pursuant to rule 16 of the Companies
(Acceptance of Deposits) Rules, 2014]



सत्यमेव जयते

Form Language English Hindi

Refer the instruction kit for filing the form.

1. (a) ^{*} Corporate Identity Number (CIN)

Pre-fill

(b) Global location number (GLN)

2. (a) Name of the company

(b) Registered office address

(c) ^{*} email id

FORM NO- DPT 3 (CONTD.)

3. *Purpose of the Form

- Onetime Return for disclosure of details of outstanding money or loan received by a company but not considered as deposits in terms of rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014
- Return of Deposit
- Particulars of transactions by a company not considered as deposit as per rule 2 (1) (c) of the Companies (Acceptance of Deposit) Rules, 2014
- Return of Deposit and Particulars of transactions by a company not considered as deposit

4. Whether the company is Public company Private company

5. * Whether the company is a government company Yes No

6. Objects of the company

8. * Net Worth as per the latest audited balance sheet preceding the date of the return-

FORM NO- DPT 3 (CONTD.)

S.No.	Particulars	Amount (in Rupees)
(a) (i)	Paid up share capital	0
(ii)	Free reserves	
(iii)	Securities Premium Account	
(b) (i)	Accumulated Loss	
(ii)	Balance of deferred revenue expenditure	
(iii)	Accumulated unprovided depreciation	
(iv)	Miscellaneous expense and preliminary expenses	
(v)	Other intangible assests	
(c)	Net worth (a) - (b)	

9. (a) * Total number of deposit holders as on 1st April

(b) * Total number of deposit holders at the end of financial year

FORM NO- DPT 3 (CONTD.)

10* Particulars of deposits (In Rupees)

(a) Amount of existing deposits as on 1st April

(b) Amount of deposits renewed during the year

(c) Amount of deposits accepted during the year

(i) Secured deposits

(ii) Unsecured deposits

(d) Amount of deposits repaid during the year

(e) Balance of deposits outstanding at the end of the year

11. (a)* Amount of deposits that have matured but not claimed

(b)* Amount of deposits that have matured and claimed but not paid

12. *Particulars of liquid assets

(a) Amount of deposits maturing on or before 31st March next year

and following next year

(b) Amount required to be invested in liquid assets

(c) Details of liquid assets

FORM NO- DPT 3 (CONTD.)

Particulars		Amount
(a) Amount in current or other deposits account, free from charge or lien, with any sheduled bank		
(b) Unencumbered securities of Central/State Government	Face value	
	Market value	
(c) Unencumbered trust securities	Face value	
	Market value	

13. Particulars of charge

(a) Date of entering into trust deed

(b) Name of the trustee

(c) Short particulars of the property on which charge is created for securing depositors

(d) Value of the property

FORM NO- DPT 3 (CONTD.)

16. Credit Rating obtained:

(a) From (Name of the agency)

(b) Rating

(c) Date

Attachments

1. Auditor's certificate

Attach

6. Optional attachment,if any.

Attach

List of attachments

Remove attachment

Declaration

FORM NO- DPT 3 (CONTD.)

I am authorized by the Board of Directors of the Company vide resolution number * date
dated * to sign this form and declare that all the requirements of 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 also declare that all the information given herein above is true, correct and complete including the attachments to this
form and nothing material has been suppressed.

*To be digitally signed by

* Designation

* Director identification number of the director; or DIN or PAN
of the manager or CEO or CFO; or Membership number of the
Company secretary

Note: Attention is also drawn to provisions of Section 448 and 449 which provide for punishment for false statement and false evidence.

Modify

Check Form

Prescrutiny

Submit

FORM NO- DPT 3 (CONTD.)

For office use only:

eForm Service Request number

eForm Filing Date

(DD/MM/YYYY)

This e-Form is hereby registered

Digital signature of the authorizing officer

Confirm submission

Date of signing

(DD/MM/YYYY)

RESIGNATION & REMOVAL OF AUDITORS

- According to section 140(2) the Resigning Auditor is required to file Form ADT -3 within a period of 30 days of Resignation with the Registrar indicating the reasons & other facts relevant to his resignation. The Auditee also needs to be intimated.
- Non Compliance with the above will entail a fine which shall not be less than Rs. 50,000/- or the remuneration of the Auditor whichever is less but which may extend to Rs. 5 Lakhs.

RESIGNATION & REMOVAL OF AUDITORS (CONTD.)

- Tribunal either suo motto or on an application made to it by the Central Government or by any person concerned may direct a company to change its Auditors if the Auditors have acted in a fraudulent manner or colluded in any fraud -
Section 140(5)

RESIGNATION & REMOVAL OF AUDITORS (CONTD.)

- In the case of application by C.G. the Tribunal if satisfied shall within 15 days of receipt of application order a change of Auditor.
- According to proviso to section 140(5) Auditor against whom a final order has been passed by the Tribunal shall not be eligible to be appointed as an Auditor of any Company for a period of 5 years from the date of passing Order & shall also be liable for action under section 447.

AUDITING STANDARDS

- According to Section 143(10) the C.G. may prescribe the Auditing Standards or any Addendum thereto as recommended by ICAI in consultation after examination of the Recommendation made by NFRA.
- The case of SA – 701 (Key Audit Matters)

BANNED AREAS FOR AUDITORS

- What constitutes 'Management services' & 'Any other kind of services as may be prescribed' as contained in section 144.
- Whether Tax Advisory Services is banned for Statutory Auditors.

NATIONAL FINANCIAL REPORTING AUTHORITY (NFRA)

- **NFRA already constituted**
- **President, ICAI, Chairman ASB, AASB are part time members of NFRA**
- **Delhi High Court has stayed the operation of section 132(4) which relates to Disciplinary Proceedings.**

MICRO, SMALL & MEDIUM ENTERPRISE DEVELOPMENT ACT, 2016

- Specified Companies (Furnishing of Information about Payment to Micro and Small Enterprises Suppliers) Order, 2019 issued on 22-01-2019.
- Companies that have outstanding to MSME Enterprises required to file particulars of all current outstanding dues in From MSME –I within 30 days.
- Vide General Circular No. 01/2019 dated 21-02-2019 the period of 30 days for filling MSME – I was to be reckoned from the date the said E-Form is deployed on MCA 21 portal.
- MSME –I has been hosted on MCA site on 1st May 2019.

MICRO, SMALL & MEDIUM ENTERPRISE DEVELOPMENT ACT, 2016 (CONTD.)

	Manufacturing	Services
<u>Type of Enterprise</u>	<u>Investment in Plant & Machinery</u> <u>(Rs.)</u>	<u>Investment in Equipments</u> <u>(Rs.)</u>
Micro	25 Lakh	10 lakh
Small	25 Lakh to 5 Crore	10 Lakh to 2 Crore
Medium	5 to 10 Crore	2 crore to 5 crore

MSME FORM I

[Pursuant to Order 2 and 3 dated 22 January, 2019 issued under Section 405 of the Companies Act, 2013]



Form for furnishing half yearly return with the registrar in respect of outstanding payments to Micro or Small Enterprises.

Form Language English Hindi

Refer the instruction kit for filing the form.

Initial return Regular half yearly return

Period

1. (a) *Corporate Identity Number (CIN) of company

Pre-fill

(b) Global location number (GLN) of company

(c) *Permanent Account Number (PAN) of company

2. (a) Name of the Company

(b) Address of the registered Office of the company

(c) *Email id of the company

MSME FORM I (CONTD.)

5. *Reasons for Delay in amount of payments due



List of attachments

Attachments

1. Optional Attachments, (if any).

Attach



Remove attachment

MSME FORM I (CONTD.)

Declaration

It is hereby declared that the information given in the form and attachments are true and correct with the best of my knowledge.

To be digitally signed by

Director or manager or secretary or CEO or CFO

MSME FORM I (CONTD.)

Designation

DIN of the director; or PAN of the manager of CEO
or CFO; or membership number of the company secretary

Note: Attention is drawn to provision of sub section 4 of section 405 of Companies Act, which provide for punishment for any information statistics which is incorrect or incomplete in any material respect.

Modify

Check Form

Prescrutiny

Submit

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

END NOTE

- Considering difficulties/ challenges in smooth implementation of the Act brought to our notice by the membership the Corporate Laws and Corporate Governance Committee of ICAI invites suggestions/comments from members on various provisions of the Act and Rules there under.
- Members are requested to provide their comments at the following link: <https://forms.gle/89PNMUif9Cvk1b4g7>

THANK YOU!