7. Management & Administration

(7 to 8 marks)

Sec: 88 to 95 → These sections deals with Registes of membess, Annual Return, Inspection of Registes etc. → PART 1

Sec: 96 to 122 → General meeting, Quorum, Notice, Proxy with other Topics. → Very IMP in CA Inter

- PART-2 — sec: 96 to 100 → GM
- PART-3 — sec: 101 to 119 → conduct of GM
- PART-4 — sect: 120 to 122 → Miscellaneous

PART- I Registers & Returns (sec: 88 to 95)

Section 88 :- Register of members and Rule 3, 4, 5, 6, 7, 8

→ Register ⇒ members / Debentureholders / other security holders

Rule: 3
- co limited by shares (Register for entry → member who hold share) [eq/ pref.) → MGT-1
- co Not limited by shares → Prescribed particulars

Rule: 4
- Register for Debenture holders or other security holders → MGT-2

Rule: 5
- Entries in Register within 7 Days of approval
- Place → Registered Office.

↳ city → Registered office
↳ other city → $1/10^{th}$ → SR pass

• change in status of any Members, Debenture holders or other security holder → should be entered.

→ Register — shall Includes an Index → Not required → No. of Member < 50

Rule : 6

→ Register & Index → $\underbrace{\text{Beneficial owner}}$ – maintained by Depository

A person who enjoy the benefits of shares without having ownership.

$\boxed{A}$ ⟶ (B)

Member of co. → Register u/s 88

Shares Benefical owner → Register u/s 89

→ Foreign Register :-
• If AOA → co. "Foreign Register"
• O/S India → Name and particulars of members

Rule:7:- Notice of situation to ROC inrespect of opening of Register → within 30 Days (MGT-3)

:- Any change in situation, or Discontinuation Notice to ROC within 30 Days.

:- Foreign Register → copy of every entry → Principal Register

Transmit copy to India within 15 Days

Foreign Register ↓ Maintain O/S India

Principal Register ↓ Duplicate Foreign Register

CO. shall Keep a duplicate Register of every Foreign Register.

→ contravention :- Fine

company ₹ 3 lakhs

officer in Default ₹ 50,000

→ Authentication :- CS of company OR Any person authorised by BOD

Rule : 8

section 89 :- Declaration in respect of Beneficial Interest in any share

* Beneficial Interest :-

(P1) Rights → (P2) Rights

contract, Arrangement, Otherwise

To exercise Rights Related to shares (voting)

To Receive Dividend

Declaration

Registered shareholder	Beneficial owner	change in Beneficial Interest
↓	↓	↓
within 30 days from the date on which his name is entered in Register of member	within 30 days of acquiring Beneficial Interest	Registered shareholder & Beneficial owner
↓	↓	↓
Shall declaration in MGT-4	Declaration in MGT-5	Declaration in 30 days
↓	↓	↓

If Declaration not filed – penalty should be Imposed.

Return:
company → within 30 days of Declaration (MGT-6)
If not filed Penalty shall be imposed

- Some companies are exempted due to public Interest by CG (i.e. No Declaration u/s 89)

→ Govt. co. ⟶ Default u/s 92/137
→ Holder of share (member) of co.
→ Beneficial owner of shares of co.

Section 91: Power to close Register of Members, Debenture holder or other security holders

⇒ Temperory closure

- Maximum 45 Days in each year. (i.e. ≤ 45 Days in a year)
- & Not exceeding 30 Days at any time (i.e. ≤ 30 Days at any time)
- Before closure, A prior must be given Before 7 Days of closure

⇒ Notice → Listed co. OR Intended Listed co.

- Advertisement in one vernacular language where Registered office is situated
- Atleast once in English Newspaper.
- Notice ↓ Website of co.

⇒ Pvt. co. → only give 7 Days Notice to members → No. Reg. of public Notice

⇒ Foregin Register :- Advertisement concept Does not Apply

If closure ⇒ All provision of principle Registee shall Apply.

Penalty :- 5000 per Day → Maximum ₹ 1,00,000

Section 92 : Annual Return

→ Every co. has to file Annual Return for every year with ROC.

company (Very IMP)

company other than OPC → MGT-7 → signed by Director & CS → If CS is not appointed then by CS in practice

OPC → MGT-7A → summerised Annual Return

OPC / small co. / Dormant co. or other

↓

Abriged AR → only on OPC.

MGT-7A signed by CS → If ⊗ then Director.

→ Annual Return must contain the specified particulars

Annual Return:-
- ↳ Reger office Address
- ↳ Holding & subsidiary Details.
- ↳ share holding pattern, Liability pattern } Debenture & other security pattern
- ↳ change in No. of shareholder (SH) / Debenture holder (DH) / promoter / Director / KMP
- ↳ No. of shareholder's meeting / class meeting / Board Meeting
- ↳ KMP / Director Remuneration.
- ↳ Penalty — Director, officers, KMP
- ↳ FII → Foreign Institutional Investor

⇒ Annual Return ⟶ shall be ⟶ certified by CS In practice (MGT-8)

Listed co. | other co.

PUSC (OR) T/O

≥ 10cr | ≥ 50cr

⇒ AR --Imp. Part (extracts)--> Attach ----> BR → Board Report u/s 134

MGT-9

file ---------------- ROC

within 60 Days of AGM
(i.e. 60 Days from the date on which AGM held.)

↓

If NO AGM :- Then with in 60 Days from Last Date on which AGM must held ⊕ Reasons of Non Holding AGM. together with the statement specifying ⊕ fees.

⇒ AR ⊕ CS certificate ⇒ Preserve for 8 years from filling.

Penalty :-

company	officer	CS in practice
₹10,000 ⊕ ₹100 per day of default subject to a Maximum of ₹2,00,000	₹50,000 ↑ Subject to a Maximum amt	₹2,00,000 for wrong certificate

section 93 :- change in promoter's Holding ⇒ Removed

Section 94 : Place of Keeping & Inspection of Register, Return etc.

Place sec: 94 (1)

Registers maintained u/s 88 & AR filed u/s 92 shall be kept at the Registered office of company

However, such Registers & Returns may also be kept at any other place in India.

Where > 10% of total number of members Resides, If approved by SR

Inspection sec: 94 (2) + Rule: 14

Registers & Returns shall be open for Inspection During Business hours, for Not less than 2 hours on every working day as decided by Board

- By Members, DH or other security holders, Beneficial owner → without payment of fees
- By other persons → on payment of fees as specified in AOA but not exceeding ₹ 50.

Sec: 94(3) :- + Rule: 14 Extracts of and copies of Returns & Registers:

- **Extracts** from any Register, Index or Return may be taken by any person → without payment of fees.
- **copy** of such registers or entries therein or returns may be required from co. on payment of fees as specified in AOA but not exceeding ₹ 10 per page. copy shall be supplied within 7 Days of Deposit of fees

sec: 94(4) → Penalty :- On Refusal of any Inspection OR Denial of co. to allow a person to take extracts OR providing copy of Register, Return under this sec

↓

company & every officer are liable for penalty

₹ 1000 per day of default

subject to a Maximum of ₹ 1,00,000

sec: 94 (5) CG — order → for Immediate Inspection of Documents.

OR

Direct → the company to allow any person to take any extract required

Rule: 15	Time period	custody
(1) Register of Members & Index	permanently	CS or other person authorised by Board
(2) Register of DH or other security holders & Index	8 years from date of Redemption	CS or other person authorised by Board
(3) Annual Return	8 years from the date of filling with Registrar	—
(4) Foreign Register		
(a) Member	permanently unless discontinue	CS of company or other person authorised by Board.
(b). DH / other security holders	8 year from the date of Redemption	

Section 95 :- Return, Register, Index

u/s 88, 89, 90, 91, 92, 9

↓

Evidence, prima facie

PART- II General Meeting (GM) [sec: 96 to 100]

Annual GM (sec: 96, 97, 99)

Extra ordinary GM (sec. 100, 98, 99)

Section 96 :- Annual General Meeting (AGM)

Every co. shall hold its → AGM (Not for OPC)

Pvt. Pub. in every year

↑ Annual General meeting of shareholders.

New co.
↓
First AGM
to be held within 9 Months from the date of closing of First F.Y.

Old co.
↓
subsequent AGM
to be held within 6 Months from the date of closing of F.Y.
↓
ROC
Registrar has Discreation to grant extention upto 3 Months for special Reason

Examples :-

Date of Inc.	1st F.Y.	last date for AGM held
• 1/8/2021	1/8/21 - 31/3/22	9 M from 31/3/22 ∴ 31/12/22
• 1/2/2022	1/2/22 - 31/3/23	∴ 31/12/23

Note

Examples :-

Date of (last) AGM	Date of closing of F.Y	last date for AGM held
• 15/9/21	31/3/22	30/9/22
• 18/5/21	31/3/22	30/9/22
• extention 18/5/21	31/3/22	31/12/22

If the first AGM is held within 9 Months from the end of first F.Y., there is no need to hold AGM in the year of Incorporation
↓
Registrar that no discreation to allow any extention in case of first AGM.

(*) The Maximum Gap between 2 AGM ⇒ 15 Months

eg:-

Date of Inco.	1^{st} F.Y.	last Date for 1^{st} AGM held	Date of closing of F.Y.	last date of 2^{nd} AGM held
1/8/21	1/8/21 - 31/3/22	9 M from 31/3/22 ∴ 31/12/22	31/3/23 —①— 6M ⇒ GAP = 9 M ⊗ ② 15 M	30/9/23 31/3/23 ✓
1/8/20	1/8/20 - 31/3/21	∴ 15/9/21 (9 M from 31/3/21 so, last date = 31/12/21 But co. held AGM on 15/9/21)	31/3/22 —①— 6M ⇒ GAP = 12 M ⊗ ② 15 M	30/9/22 15/12/22 ✓

Time, Day and place of AGM

Time
↓
During Business hours.
~~on any Day whi~~
9 AM to 6 PM

Day
↓
on any Day which is not a national Holiday.
↓
Declared by CG
(NOT SG)

Place
↓
either at Registered office of the c
OR
at some oth place within city, town or village in which Registered office of co is situated.
↓
However, In case of unlisted AGM may be held at any place in India.
↓
↳ If consent given by all members in writing; or by electronic mod

Section 97 : Powers of Tribunal to call AGM

→ If any Default made in holding AGM u/s 96
↓
Tribunal may, on application of any member
↓
call or direct the calling of an AGM
and
give such conseqential directions as it thinks expedient.

Note:- Directions given by Tribunal May Include that → one member present in meeting in person (OR) BY PROXY } shall be deemed to continue a meeting.

section 99 : ~~If any~~ Penalty

→ If any Default is made in holding a meeting u/s 96, 97 or 98 or in complying with any Directions of the Tribunal,

↓

company & Every officer are } punishable with fine → upto ₹ 1 lakh & upto ₹ 5,000 for every day during which default continues

~~section 98 : Power of NCLT to call EGM~~

section 100 : Extraordinary General Meeting (EGM)

BOD

① may deems fit call EGM (on its own)

② shall if requisition is Received, If company is

Having share capital:
↓
such No. of members who hold 1/10 of PUSC of the co. as on that date carries the right vote.

Not having capital
↓
such No. of members who have 1/10 of total voting power of all members having on

the said date a Right to vo

③ who calls EGM as Requisitions themselves (a group of shareholders) (If)

- Time period If the BOD → Does not within 21 Days from the receipt of valid Requis

↓

Not this limit of time then

↓

Then 45 Days from the Date of Receipt of Requisit

↓

Not this time limit then

↓

EGM held through as Requisition themselves.

- The Meeting may be called by requisition themselves → within a period of 3 Months from the date of Requisition

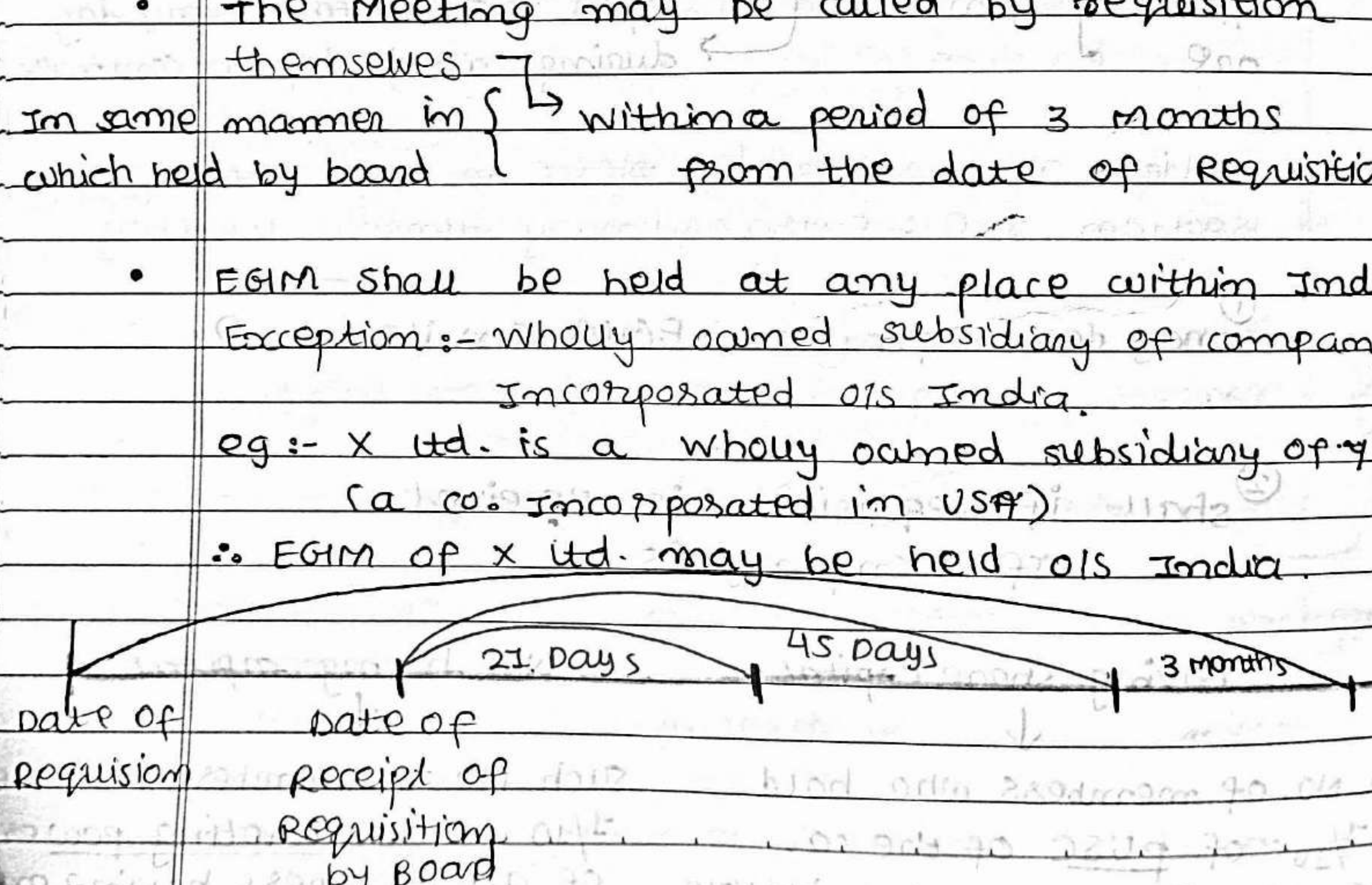
In same manner in which held by board

- EGM shall be held at any place within India.

Exception :- Wholly owned subsidiary of company Incorporated o/s India.

eg :- X Ltd. is a wholly owned subsidiary of Y Ltd (a co. Incorporated in USA)

∴ EGM of X Ltd. may be held o/s India.



specify the matters for consideration
of which EGM is to be called.

provided in writing
or through
electronic mode — Requisition shall be — signed by all Requisitionists
at least 21 Days
prior to
proposed date — sent at the Registered office
of meeting. of the company

- Any Reasonable exps incurred → Reimbursement by co.
  by Requisitionsits
  ↓
  and the sums so paid shall be deducted from any fee or other remuneration u/s 197 payable to such of the directors who were in Default in calling meeting.

Section 98 :- Power of Tribunal to call EGM
(i.e. meetings of members, etc.)

If for any reason it is Impracticable to call a meeting of a co. other than an AGM,
↓
the Tribunal (NCLT) may,

either suo motto OR on the application of any Director OR members of the co. (Application)

would be entitled to vote at the meeting,
↓

order → a meeting of the co. to be called, held & conducted } in such manner as the Tribunal thinks fit;

Give such ancillary directions as the tribunal thinks expedient

↓ Provided that

Direction given by Tribunal may include that → one member present in meeting in person OR By proxy } shall be deemed to continue a meeting

PART-III conduct of GM (sec:101 to 109)

Section 101 : Notice of meetings

⇒ Length of Notice :-

- Not less than 21 ~~Da~~ clear Days (14 clear days in case of sec 8 c
- Date of which notice is served and date of meeting is to be excluded.
- Notice shall be deemed to be served at expiry of 48 hours of posting (if served by post.)
- Notice either in writting or through electronic mod
- Meaning of 21 clear Days :-

Date on which notice is served & the date on which meeting } are excluded while sending notice of meeting

⇒ Meeting called on shorter Notice :-

AGM → Consent Required of ≥ 95% of members entitled to vote at the meeting (No. of members)

Other GM:

- Company having share capital → Consent Required of majority no. of members holding ≥ 95% of PUSC that gives a Right to vote.
- Company Not having share capital → Consent Required of members having ≥ 95% of Total voting Power

⇒ Modes of servicing notice :- Notice may be served either in writting or through electronic mode in prescribed manner. (Rule : 18)

⇒ Content of Notice :- Place, Date, Day and hour of the meeting.

:- statement of business to be transacted at such meeting

⇒ To whom Notice is to served :-

- members
- legal Representative of Deceased member
- assignee of Insolvent member
- Auditors of Co.
- Directors of Co.

⇒ Omission to give notice :- Proceedings of the meeting shall remain valid in case of :-

a) accidental ommission to give notice;
b) non-receipt of Notice by any member.

section 102 :- statement to be annexed to not

→ For Every item of " special Business "

↓

To be transacted at GM of co. ; A statement shall be annexed to notice, setting out the followings.

(a) Nature of concern or Interest, if any, in resp of each item of Business, of :-
- Every Director and Manager
- " other KMP and
- Relatives of above mentioned persons.
(for eg - Investment Decision in a J.V. in which Director's son is having substatial state)

(b) Other Relevant Information & facts to enable the members to understand Items of business.
meaning, scope, decision

⇒ " Special Business "

In case of AGM

↓

All items of Business, except:-
(i) consideration of FS & BR
(ii) Declaration of Dividend
(iii) Appointment of Directors in place of retiring ones.
(iv) Appointment of auditors & fixing their remuneration

In case of other GM

↓

All Business items to be considered as special Business.

Section 103 :- Quorum

Public co.

No of members as on date of meeting	Quorum (Members personally presented)
≤ 1000	5 members
>1000 – ≤5000	15 members
> 5000	30 members

Private co.

- 2 members personally present
- Members entitled to vote on the resolutions
- Articles may provide a large quorum than prescribed by the act.

- other provisions :-

→ Quorum is to be present within half an hour of the meeting.

Present — OK

Quorum shall also be present, when any Business is to be transacted at meeting

eg:- Time of meeting = 11.00 a.m.
No. of members = 6 (valid)
Till 1.00 p.m. 2 agenda item discussed after 1.00 p.m. 2 members leave the meeting & remaining agenda item decided by 4 remain members.

Not present

Meeting was called by requistionists u/s 100 → Meeting stands cancelled

Meeting was not called by requistionists →

- Meeting stands adjourned to same day in next week at same time & place or such other date, time & place as Board may determine.
- company shall give at least 3 days Notice either individually OR through advertise in newspaper.

Decision taken by 4 members are not valid.

C.W. Q:28 H.W. Q:2
Q:24
Q:18

Quorum not present within half an hour in adjourned meeting → members present shall form the quorum.

→ ~~chairma~~ section 104 :- chairman of GM

Election by show of hands sec-104(1)

↓

Unless the articles of co. otherwise provide, The members personally present at the meeting shall elect one of themselves to be chairman thereof on a show of hands.

Poll for election of chairman sec-104(2)

↓

If poll is demanded on the election of the chairman It shall be taken forthwith in accordance with the provisions of this act and The chairman elected on a show of hands and shall continue to be the chairman of meeting. Until some other person is elected as chairman as a result of the poll & such other person shall be the chairman for the rest of meeting.

- Exceptions :- In case of $\boxed{\text{Pvt. co}}$ → sec. 104 shall apply

Unless otherwise specified in respective sections or article of co. provide otherwise.

Section 105 :- Proxies

Proxy $\xrightarrow{\text{is}}$ Instrument in writing $\xrightarrow{\text{executed by a}}$ Member $\xrightarrow{\text{to authorising another}}$ person $\xrightarrow{\text{to attend}}$ Meeting $\xrightarrow{\text{+ to vote}}$ there at on his behalf and in his absence.

→ Any Member who is entitled to attend & vote at the Meeting ↓ shall be entitled to appoint proxy

→ Proxies shall not have the rights to speak at such meetings and shall not be entitled to vote except on poll.

→ In case of section 8 companies, proxies shall be members of the company.

→ A proxy can represent upto → 50 members (Aggregate share holding ≤ 10% of Total share capital)
However, a proxy appointed by a member holding > 10% of Total SC shall not act as proxy for other person

→ Appointment of proxy shall be in form No. MGT-11

IMP → A proxy received 48 hours before metting will be valid even if Articles provide for a longer period.
eg :- Articles provides that proxies shall be deposited 72 hours before the meeting

72
48
24

7/8/22 (11.00 am) — 8/8/22 (11.00 am) — 9/8/22 (11.00 am) — 10/8/22

valid | valid | Not valid | Not valid

→ Inspection of proxy forms is allowed to a member during the period begining 24 hours before the time fixed for commencement of meeting & ending with conclusion of meeting, during the Business hours, provided not less than 3 days notice given to company.

section 106 :- Restriction on voting Rights.

→ A company may Restrict voting Rights of members

only if provided by Articles of co.
&
in following situations :-

AOA में कोई Restriction लगाया है तब ही लगा सकते हैं

If member has not paid any call money or others sum payable by him.

OR

If company has exercised any Right of lien.

→ If a member is entitled for more than one vote, the can use his votes differently.

section 107 :- voting on show of hands

→ At any GM of co., unless a poll is demanded or voting is carried out electronically,

a Resolution is to be decided on a show of hands

section 108 :- voting through electronic Mode

→ C.G. may prescribe the manner in which a member may exercise his right to vote by electronic means.

Refer J.K.S.C. Pg no :- 221 to 227 → Rule:20

section 109 :- Demand for poll

Order of poll
↓
A poll may be ordered by chairman on his own motion & shall be ordered on a demand.
- If co. having share capital ↓ by members (present in person or proxy) having ≥10% of voting power OR holding shares of ≥ ₹ 5,00,000 (paidup)
- Other co. ↓ by members having ≥10% of voting power.

Withdrawl of Demand
↓
Demand for poll may be withdrawn at any time by the persons who made the Demand.

Timing of poll
↓
A poll demanded for adjournment of meeting OR appointment of chairman shall be taken forthwith.
↓
For other matters, poll shall be taken at such time not being later than 48 hours from the time when demand was made.

Other provisions w.r.t. demand for a poll
↓
chairman can appoint other person to check poll process
↓
a result of poll shall be deemed to be Decision of the meeting.

Postal Ballot
↓
Meaning sec 2
↓
voting by post or through electronic means

section 110 :- Postal Ballot

Items of Business

Notified by cg to be transacted only by means of postal ballot (Rule:22)
↓
to be transacted by means of postal ballot
OR
may be transacted at GM through electronic means as covered u/s 108

ordinary Business & Business in respect of which directors or auditor have a right to be heard at meeting.
↓
to be transacted at GM, only
(show of hands OR voting - poll/eletronic)

other Items
↓
may be transac by means of postal ballot
OR
at a GM

- Matters Notified by cg to be transacted through postal ba
- procedure for conducting business by postal Ballot.

→ from book Refer

section 111 :- circulation of Member's Resolution

A company shall on Requision in writting give Notice to such No. of members (same as sec 100) for moving a Resolution at the GM.

company will circulate only if a
↓
copy of two or more requisition
↓
sign by requisitionists
↓
is deposited at ROC of co.

All exps also requir to deposit to co
an AGM is called on date within 6 weeks after the copy has been deposited

In case of Requisition
↓
Requiring notice of
↓ resolution

In other case
↓
Not less than
2 weeks before

not less than 6 weeks before the meeting.

the meeting
↓
CG can also order
↓
cost incurred by co.
↓
shall be paid to co. by the requisitionists
↓
irrespective of that fact that they are not
↓
parties to application

Notice → To member of Resolution properly circulate at meeting
+
statement contains ~~def~~ business to be transacted.

Default & co. every officer → penalty ₹ 25000

- ~~If~~ co. is not bound to circulate any statement, If CG is satisfied is to circulate for needless publicity.

section 112 : Representation of president & Governors

If $\boxed{\text{President OR Governor}}$ is → a member in → co. then

↑ he may authorise such person → to act his Representative at any GM or class meeting of co.

↑ A person appointed to exercise the same rights & power as if he were a member of co.

Section 113 :- Representation of corporation at meeting of co.

If a Body corporate is a member in any other co.

↓

It may by resolution of its BOD, authorise such person

↓

to act as its Representative

↓

at any GM or class meeting of co.

A person appointed

↓

as exercise the same Rights & power as if he were a member of co.

Section 114 :- Ordinary & special Resolution

Ordinary Resolution

↓

A Resolution shall be an ordinary Resolution if,

- Notice required under this act has been duly given.
- It is required to be passed by the vote cast in favour exceed the votes cast against it.

↓

in favour vote cast > against vote cast

Special Resolution

A Resolution shall be a special Resolution when

- Intention to propose the resolution as a special Resolution has been duly specified in the notice
- notice required under this act has been duly given.
- vote cast in favour are required to be not less than three times the votes, if any cast against Resolution

↓

in favour (3 × against) vote cast > against vote cast

Section 115 :- Resolutions Requiring Special Notice

Any provision of Co. Act, 2013 (OR) Articles of Co. specifically require that → A special Notice is required ↓

then for passing resolution → the Notice of Intention → to move such Resolution

shall be given by members holding:

- ≥ 1% of Total voting power

  OR

- shares of not less than ₹ 5,00,000 paid-up

→ Company shall give its members notice of the resolution in the prescribed manner (Rule 23)

3 Months | 21 clear Days | 14 Days | 7 days | Date of meeting (AGM)

Notice of AGM sent to members

Special Notice shall be sent by members not earlier than 3 Months but atleast 14 Days Before the date of meeting.

- Company shall give its members notice of the resolution atleast 7 Days before the meeting in same manner, as it gives notice of GM
- If not practicable, Notice shall be published in newspaper.
  - English language Newspaper
  - Vernacular language Newspaper.

provision contained in the Act requiring special no[tice]

sec: 140

↓

A Resolution for appointing a person other than the retiring auditor, as an auditor at the AGM.

↓

A Resolution for expressly providing that the retiring auditor shall not be reappointed at AGM.

sec: 169

↓

Removing a director befo[re] the expiry of his term of office

↓

A Resolution is moved t[o] appoint some other direc[tor] is appointed.

section 116: Resolutions passed at adjourned meeting

↓

- shall be treated as having been passed on the date on which it was in fact passed; and
- shall not be deemed to have been passed on any earlier Date.

section 117: Resolution and Agreements to be file[d]

(1)

A copy of every Resolution OR Any agreement in respect of matters covered u/s 117 (3) together with explanatory statement u/s 102, if any annexed to the notice of metting shall be filed with ROC

(2)

Penalty

Co.		Officer	
₹10,000 + ₹100 P/day	Max. ₹2 lakh	₹10,000 + ₹100 per day	Max. ₹50,000

(3)

Refer BOOK.

within 30 Days of passing Resolution OR making of agreement in prescribed manner.

Section 118 :- Minutes of proceeding of GM, BM & other meetings.

- Minutes of proceeding of each Meeting → shall be prepared → within 30 Days of conclusion of each such meeting.
- Minutes shall contain → Fair & correct → summary of proceedings
- chairman shall exercise → Absolute Discreation → as to inclusion or non-inclusion of any matter in the minutes.
- These shall not be included in the minutes, any matter which in the opinion of chairman of meeting
    - is or could reasonably be regarded as defamatory to any person OR
    - is irrelevant or Immaterial to the proceeding OR
    - is detrimental to interests of co.
- Each page of minute books of GM shall be signed by chairman of same meeting within 30 Days & in the event of death or inability of that chairman, by a Director duly authorised by the board
- Minute book of GM shall be kept at the ROC & shall be preserved permanently & kept in custody of CS or director authorised by board

Section 119 : Inspection of Minutes Books

- Minutes of GM shall be open for inspection by any member
  - → without change
  - → for not less than 2 hrs on each business day.
- Members may also request for a copy of Minute of GM on payment of such sum as specified in the Articles (Not exceeding ₹ 10 per page)
- Co. shall furnished the copy within 7 working days of request.
- Soft copy
  - → ~~held in~~ Immediate preceeding 3 FY.
  - → shall be provided free of cost
  - → on request made by members.
- Penalty
  - Co. → 25000 ₹
  - officer → 5000 ₹
- If case of Refusal
  - → Tribunal may by order
    - direct an Immediate Inspection of Minutes Books OR
    - direct that the copy required shall be sent.

PART-IV :- Miscellaneous (sec 120 to 122)

Section 120 (E) :- Maintenance & Inspection of document in electronic form
Rules 27, 28, 29

→ **Rule 27 :-** Every listed co. OR co. having ≥ 1000 SH, DH or other security holders

↓

shall maintain its records in electronic form.

→ **Rule 28 :-** MD, CS or other director / officer of co. decided by the board shall be responsible for maintainance & security of electronic records.

→ RULE 29 :- Records maintained in electronic form → shall be made available { for Inspection

copy ← provide on payment of < ₹ 10 per page

Section 121 :- Report on AGM

⊕ RULE 31

Every listed co. ↓ shall prepare ↓ A Report on each AGM ↓ Including the confirmation to the effect that ↓ meeting was { convenced, held & conducted ↓ as per the provision or Rule of this Act.

copy of the Report ↓ shall be filed ↓ with ROC ↓ in form No. MGT-15 within 30 Days of conclusion of AGM with year.

If Report not filed within the specified period :- shall be liable to pay penalty :-

- CO.
  - ₹ 1 lakh ⊕ ₹ 500 each day of default
  - Maxi. ₹ 5 lakh
- Officer
  - ₹ 25000 ⊕ ₹ 500 for each day of default
  - Max. ₹ 1 lakh

Section 122 :- Applicability of chapter VII to OPC (sec : 88 to 121)

sec : 98, 100 to 111 ↓ Not applicable

sec : 114 → OR + SR Resolution - communicate - co. ↓ entry - Minute books u/s 118 ↓ sign + Date of meeting

OPC ⇒ If 1 Director or 1 member ↓ Board meeting ↓ Resolution → communicate to co. ↓ entry - Minute book ↓ sign & date of Board Mee

Section 90 :- Register of significant Beneficial owners in a company

- Meaning of significant Beneficial owners (SBO) :-

An Individual

who holds ≥ 10% of shares	who holds ≥ 10% of voting rights in shares	who has right of ≥ 10% of distribute Dividend in F.Y.	who has right to exercise significant Influence or control

- Requirement of section 90 :-

SBO	CO.	Members	CO.	CO.	CO.
↓ submit a Declaration (BEN-1) to co. ↓ specify • Nature of interest • other particulars ↓ within 30 Days of acquiring such SBO or any changes therein	↓ maintain a register of Interest by Indivi. of SBO declared • specifying • Name • Date of Birth • Address • Details of ownership • other in form BEN-3	↓ may inspect Register of SBO on payment of prescribed fees (≤₹50) ↓ co. shall allow inspection during business hours at such reasonable time Not less than 2 hrs on every working Day	↓ file a Return of SBO with Registrar ↓ in prescribed form & manner	↓ take necessary steps to identify an Indivi. who is a SBO & require him to comply with provision of this section	↓ give notice BEN-4 to any person whom the co. Knows • to be SBO • to be having Knowledge of Identity of SBO • to have been a SBO at any time during preceding three years

આગળના pg 42

- If the person to whom notice was given

fails to provide the Information in specified time | provides the Information ↓ which is not satisfactory.

CO. shall apply to Tribunal within 15 Days of expiry of period specified in Notice

↓

Respectivy it to pass an order Directly that the related shares to be put to restrictions (transfer of share, Dividend Rights, voting Rights etc.)

↓

Tribunal after giving an opportunity of being heard, make such order within 60 Days of Receipt of applica

↓

Application for lifting of Restrictions may be filed within 1 year from date of order to tribunal.

- Penalty

	SBO	CO.	Officer
min ⊕ per day ⇒	₹ 50,000 ⊕ ₹ 1000	₹ 1,00,000 ⊕ ₹ 500	₹ 25000 ⊕ ₹ 200
max. ⇒	₹ 2 lakh	₹ 5 Lakh	₹ 1 lakh