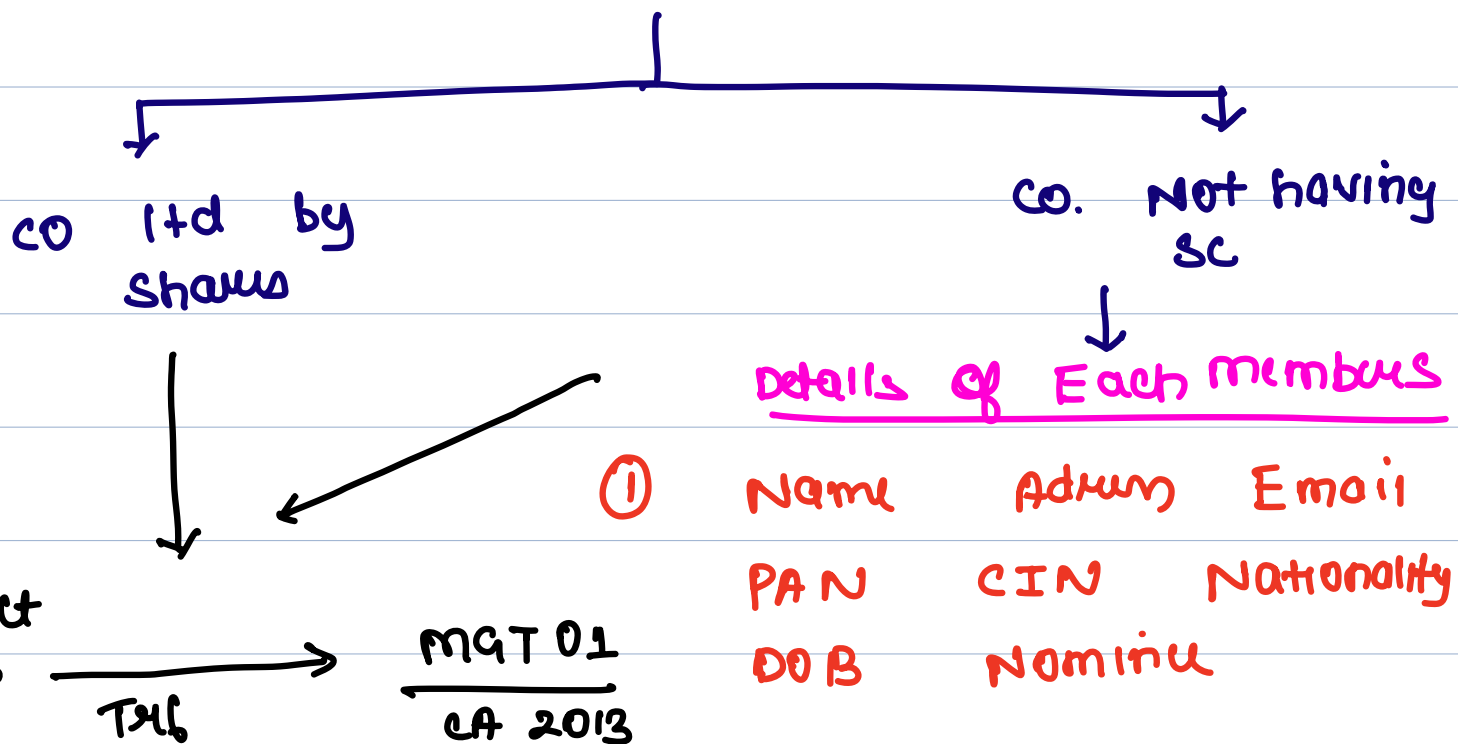
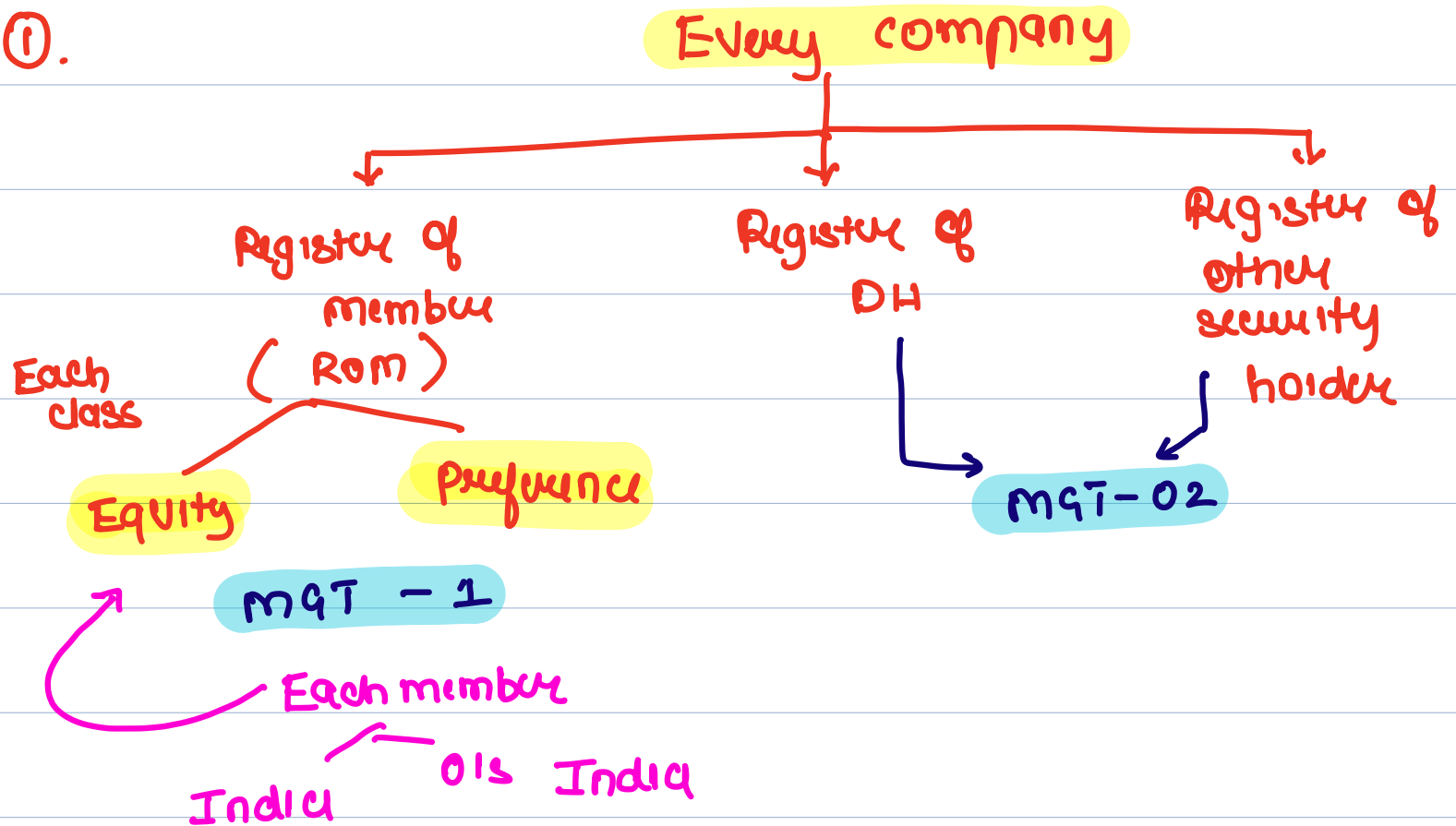


## Sec 88: Register of members

①.



20m

minor → guardian

② Dt of Becoming member

③ Date of cessation  
↓  
To stop

④ Amt of guarantee

⑤ Any other int

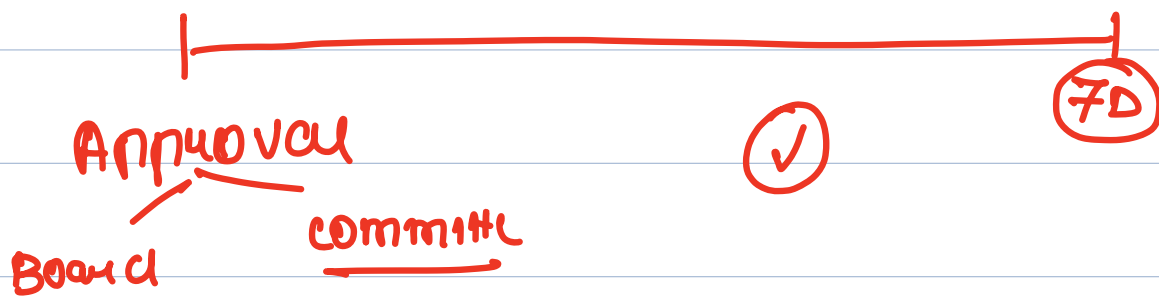
⑥ Any other Instruction

Other details : Applicable : all Register

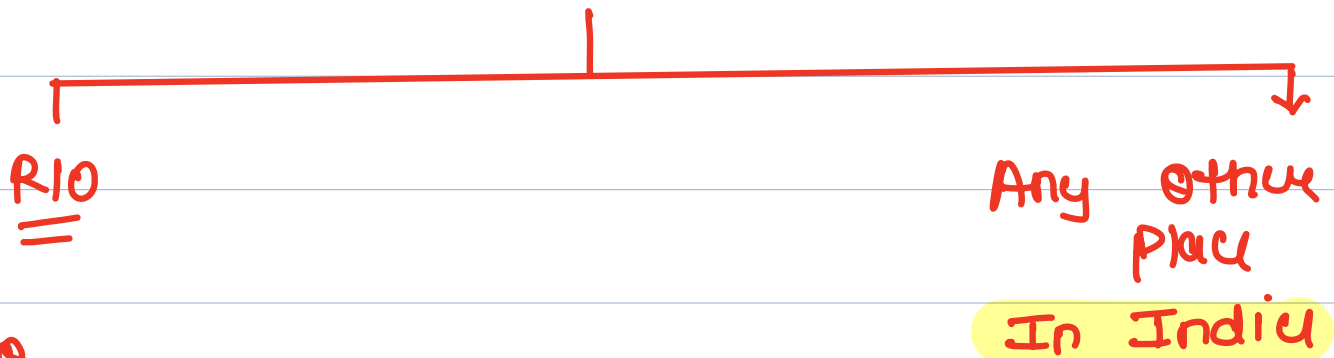
①. Time period for making Entry

→ |—————|  
Date of allotment of security (✓) 7 D

→ Forfeiture, BB, Reduction, consolidation  
sub division, cancellation, ESOP, SES



## ②. Place of voting Register



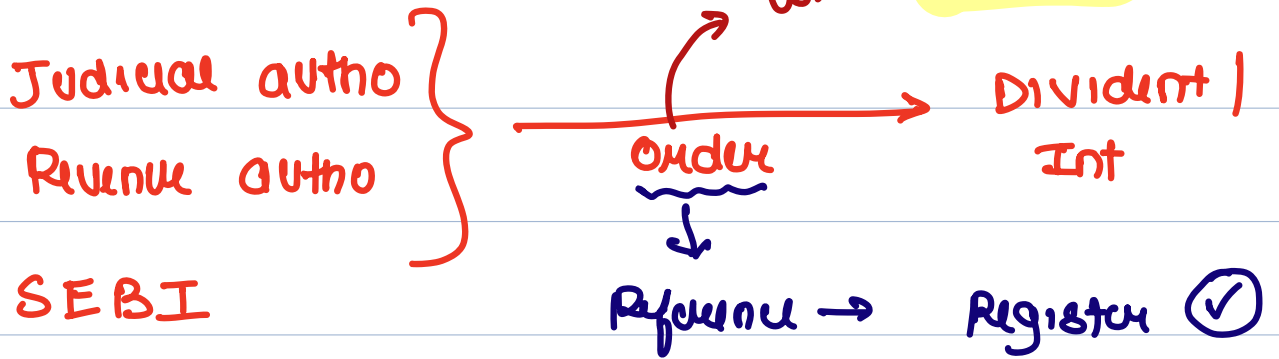
Impl mco

SR + more than  $\frac{1}{10}$ th  
of members - Residu

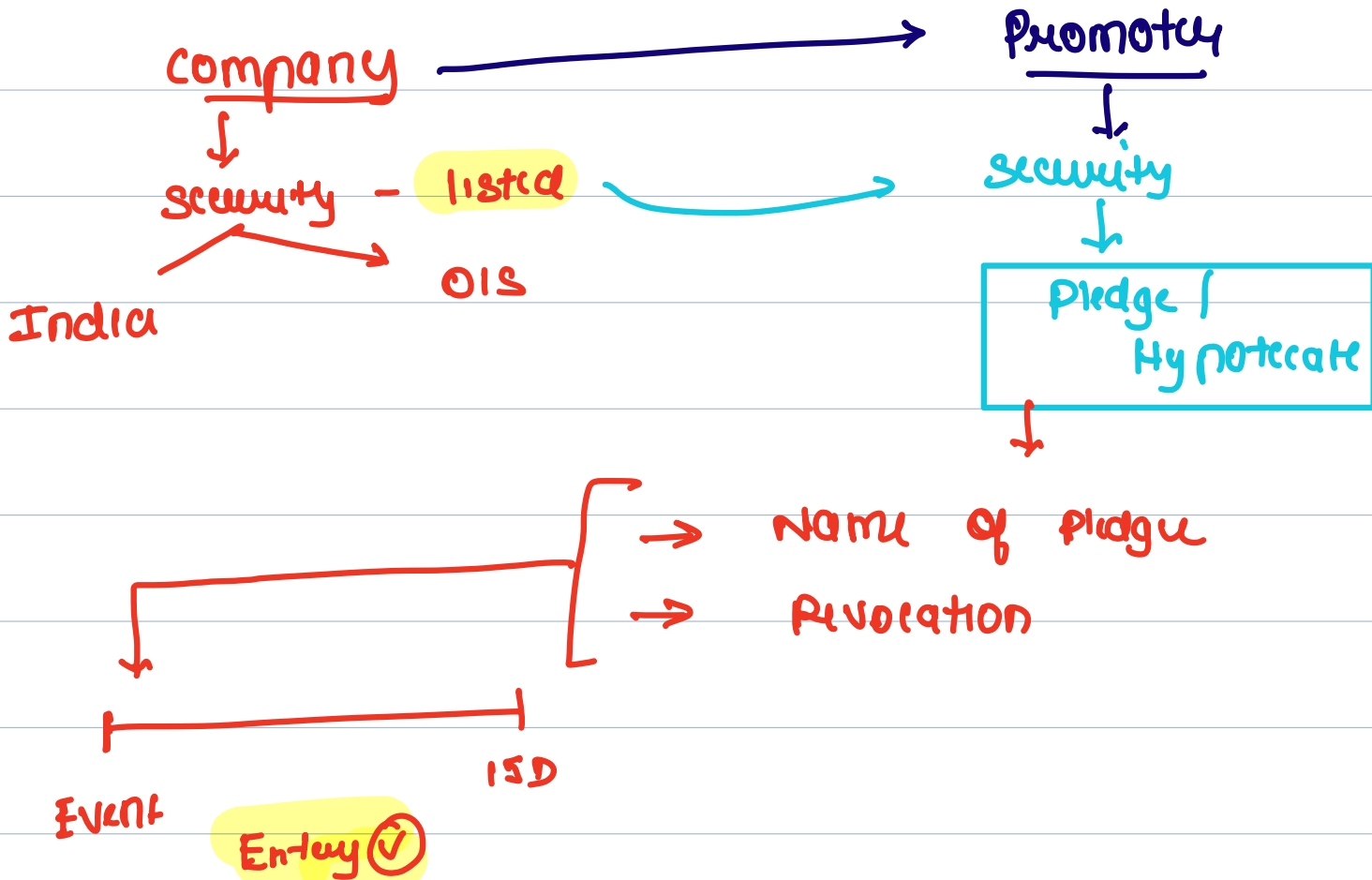
③.

## Other Information

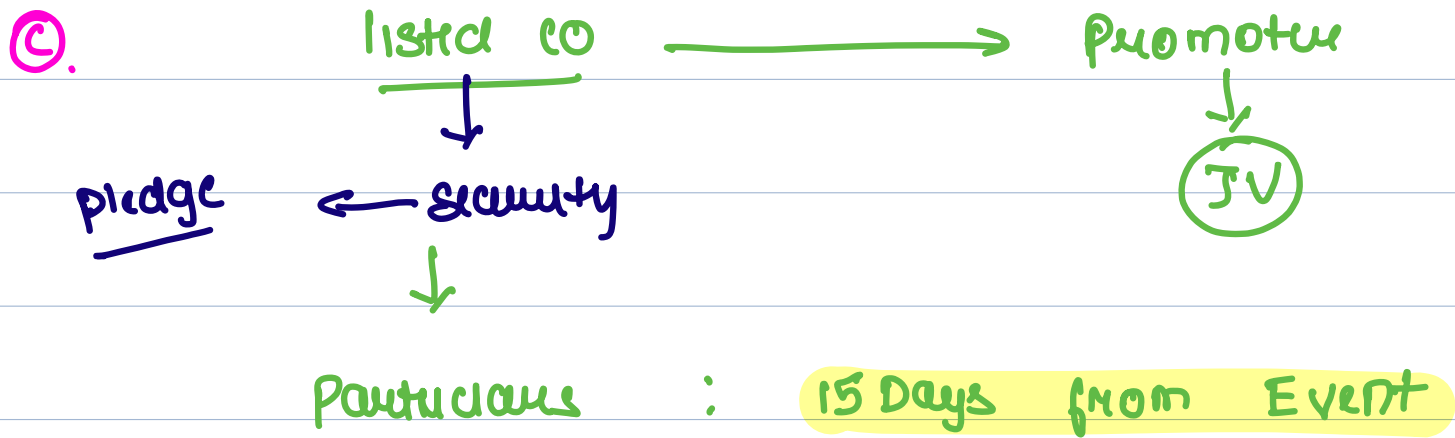
a.



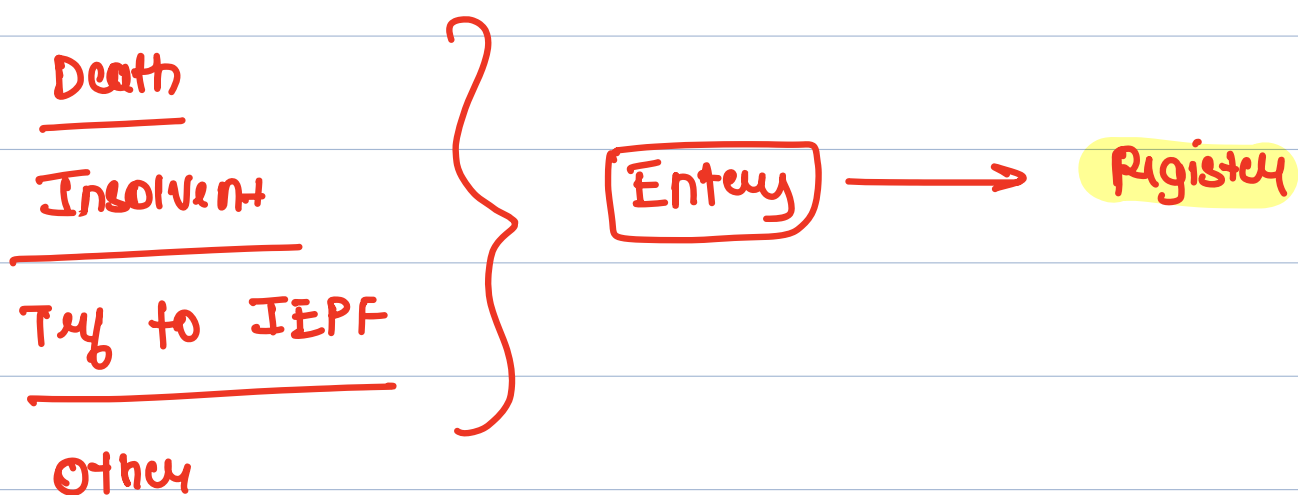
b



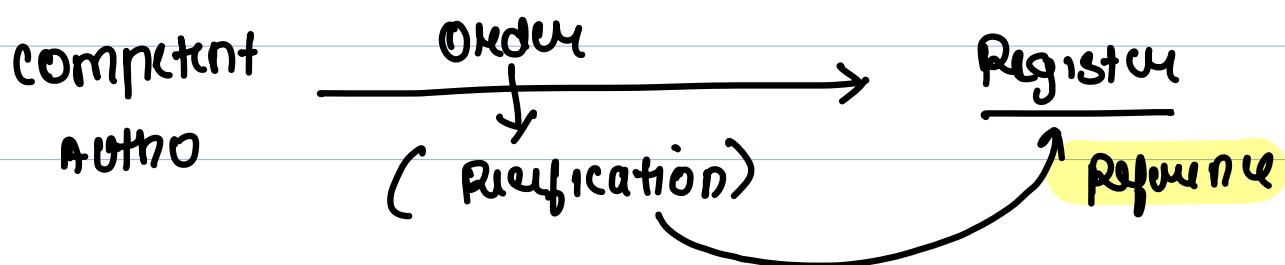




④ updating change in status of member



⑤ Rectification in Register



#

## Index of Name



Entry → simultaneously with Entry  
for amount or type of security

#

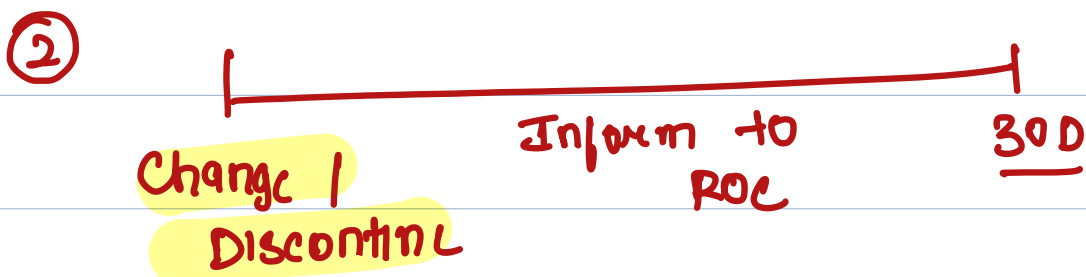
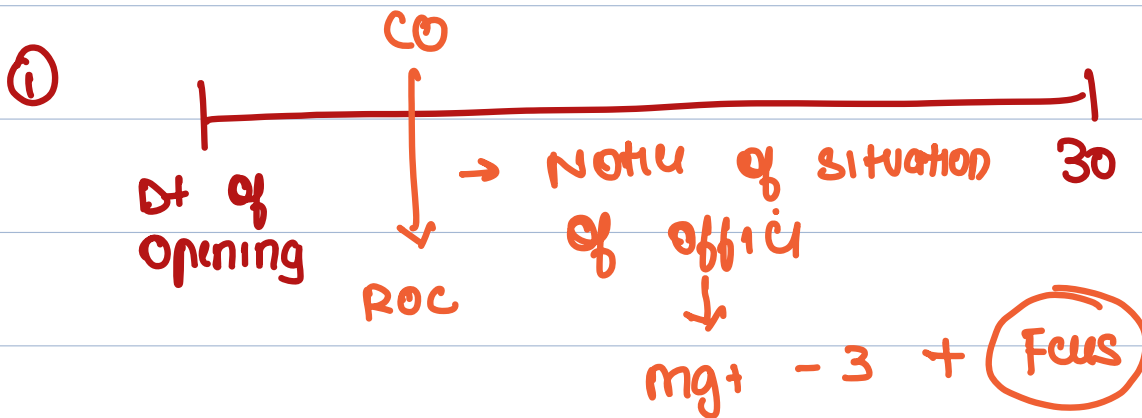
Register — maintained by Depository  
Demand — corresponding Register

# Foreign Register

optional

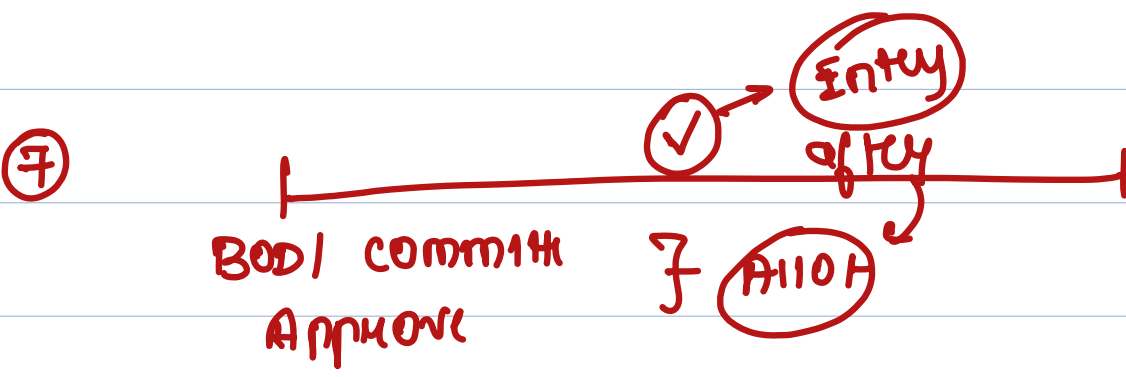
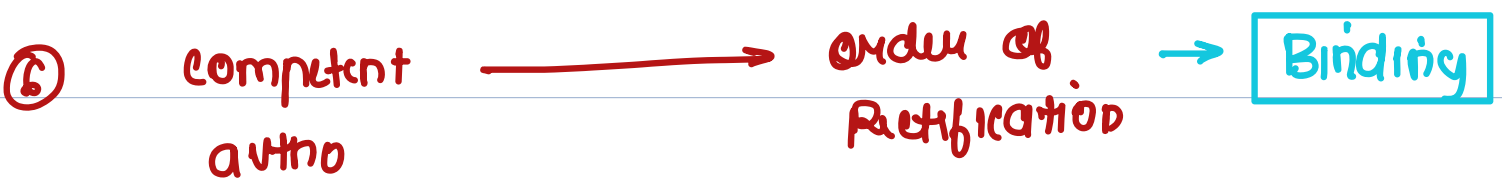
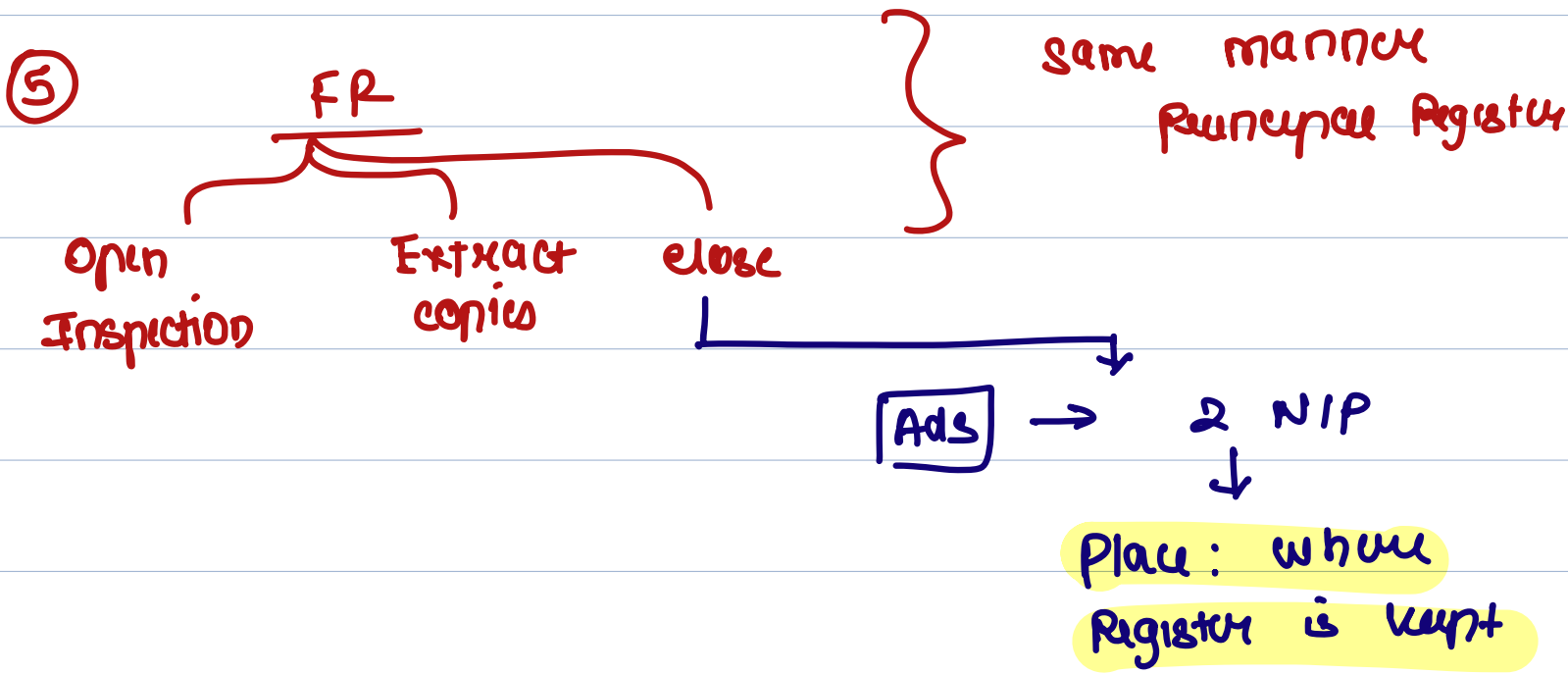
- AOA autho + OIS India + Part of
  - ROM
  - RODH
  - ROOSH

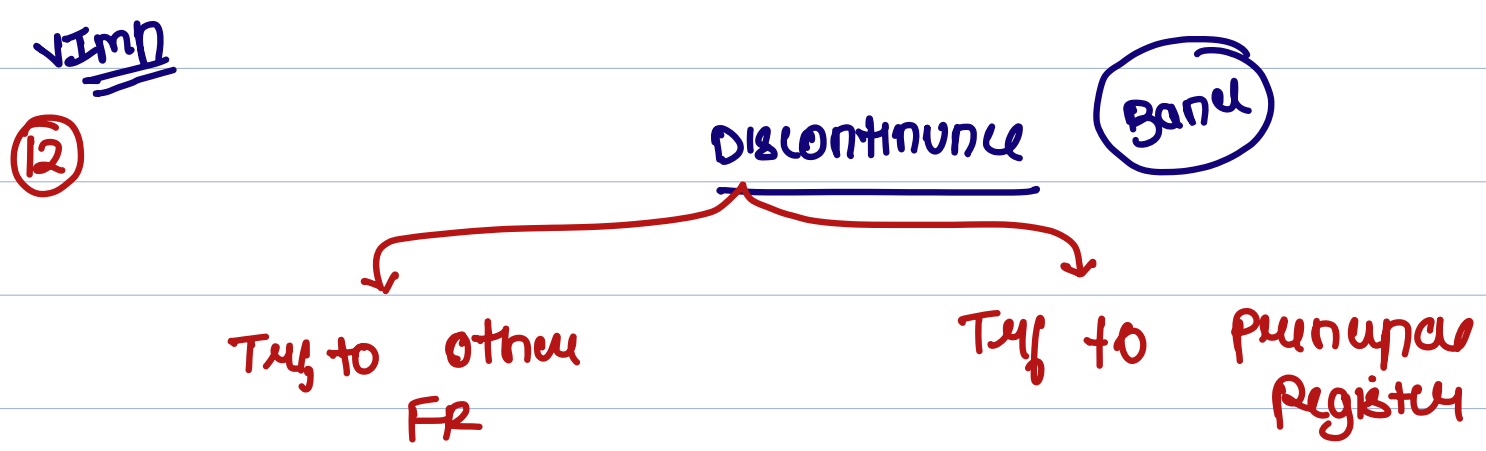
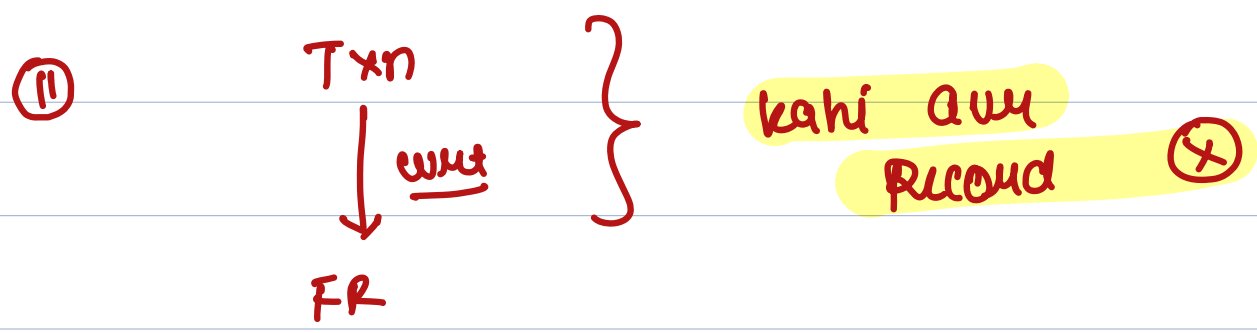
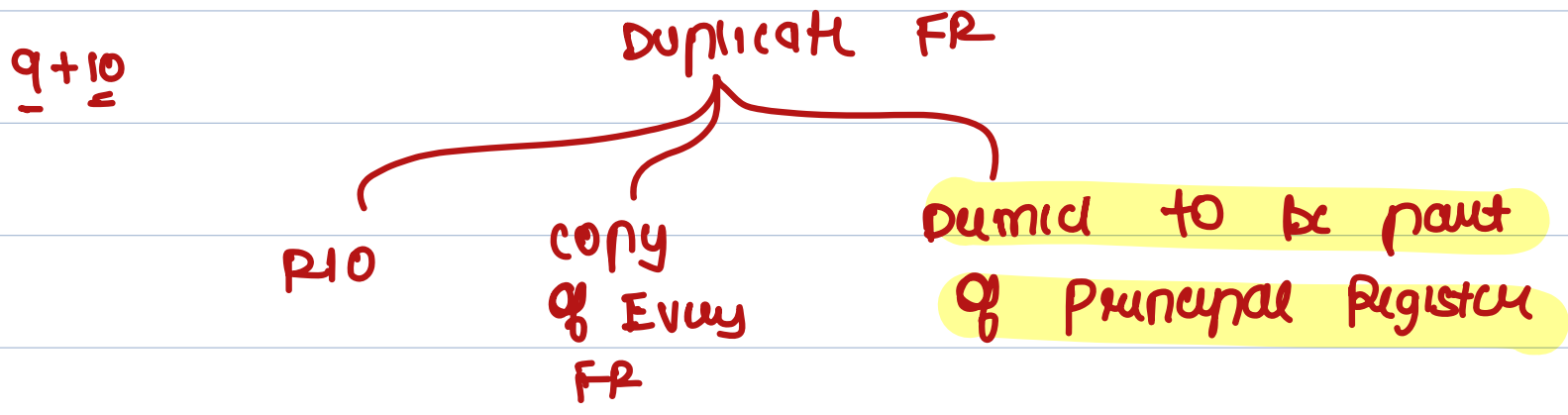
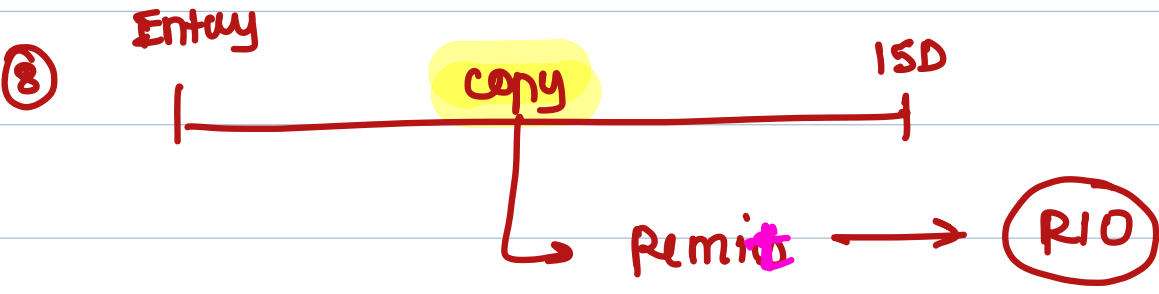
## Other Requirements

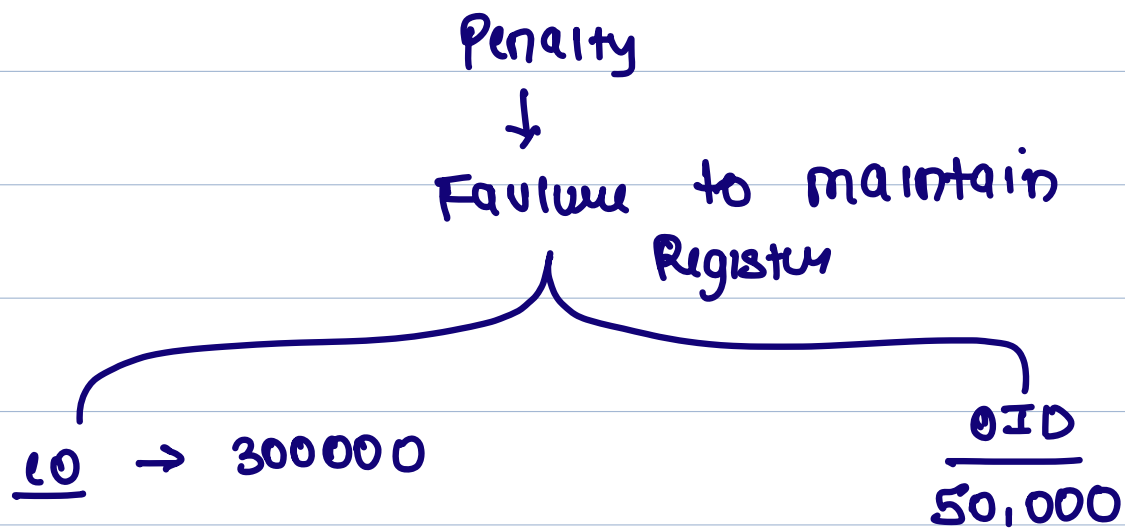




④

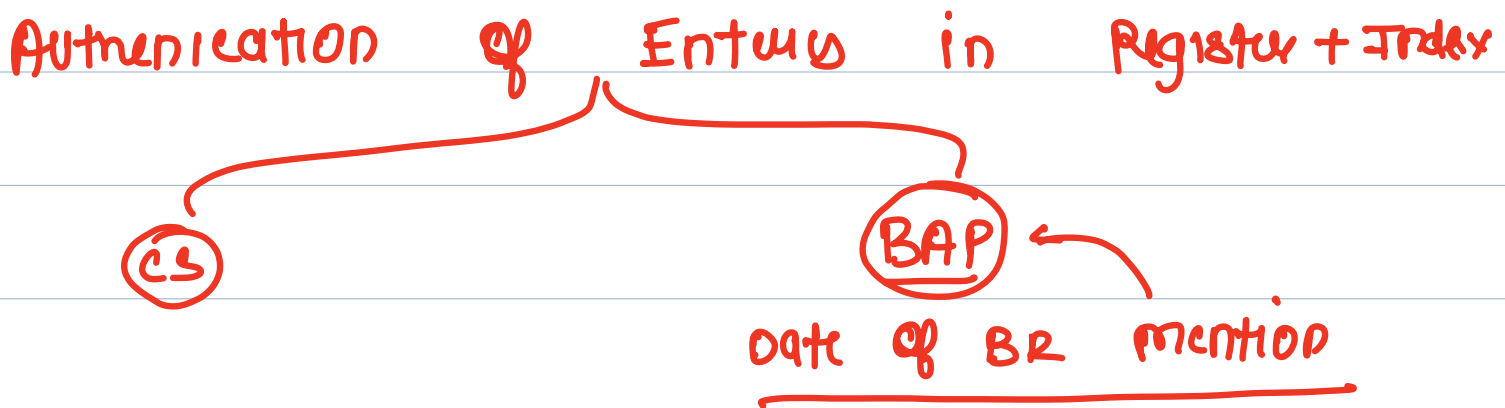






• Nature of Offence - compoundable

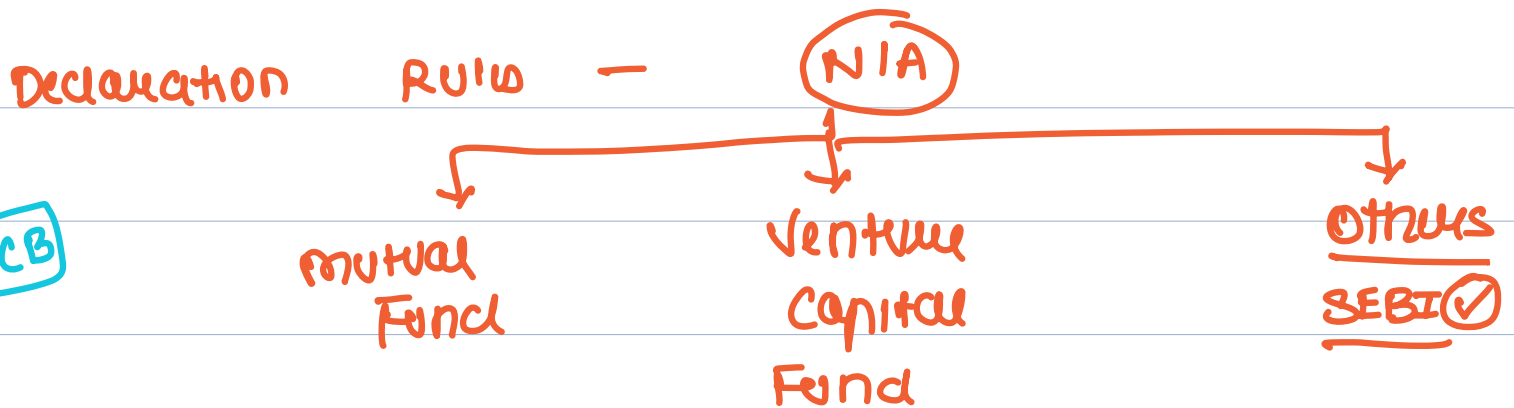
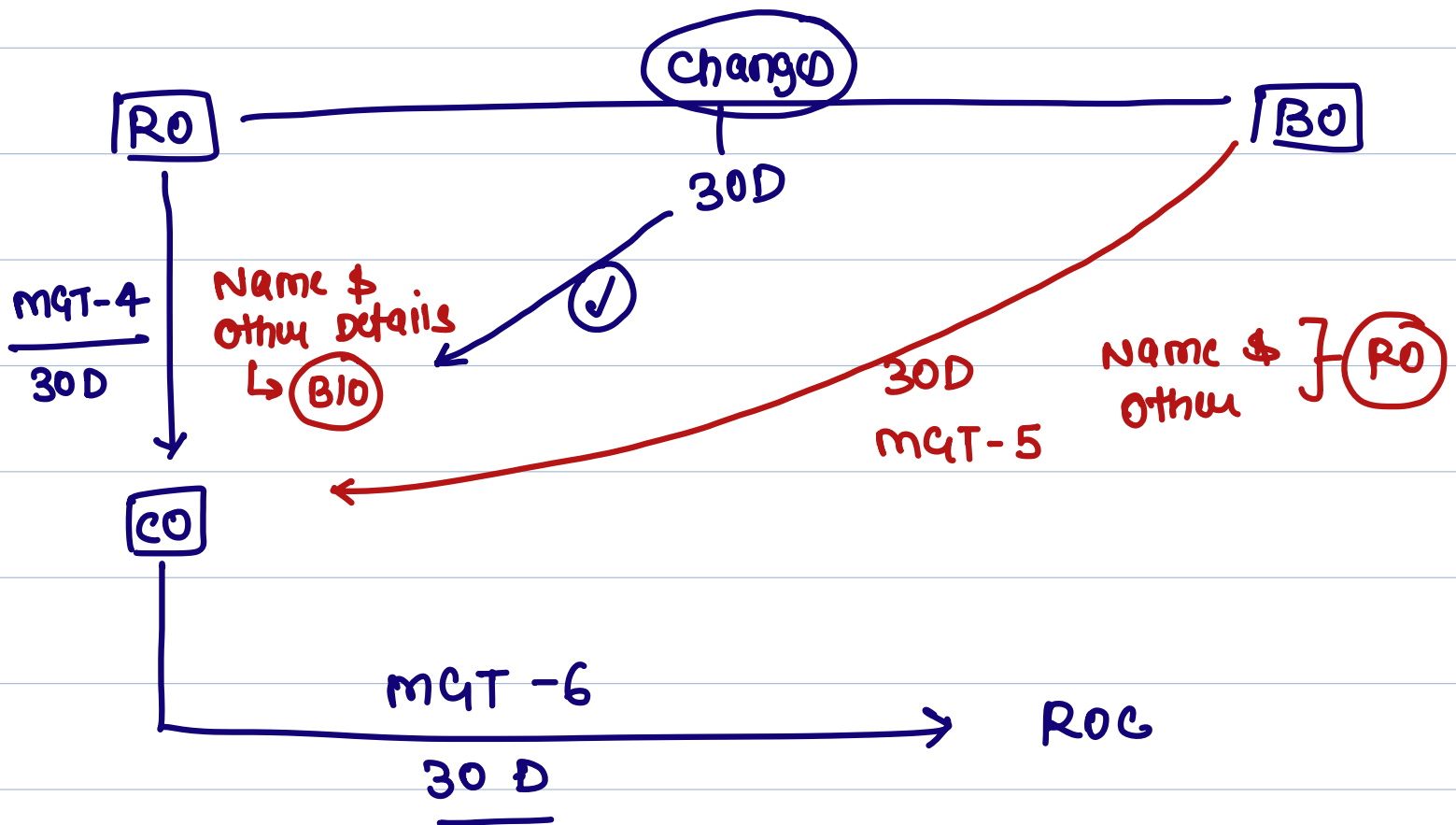
• Nomination details  
↓  
Entry - Register



- Joint index - chronological  
↓

(Seniority wise)

Sec 89: Beneficial owner

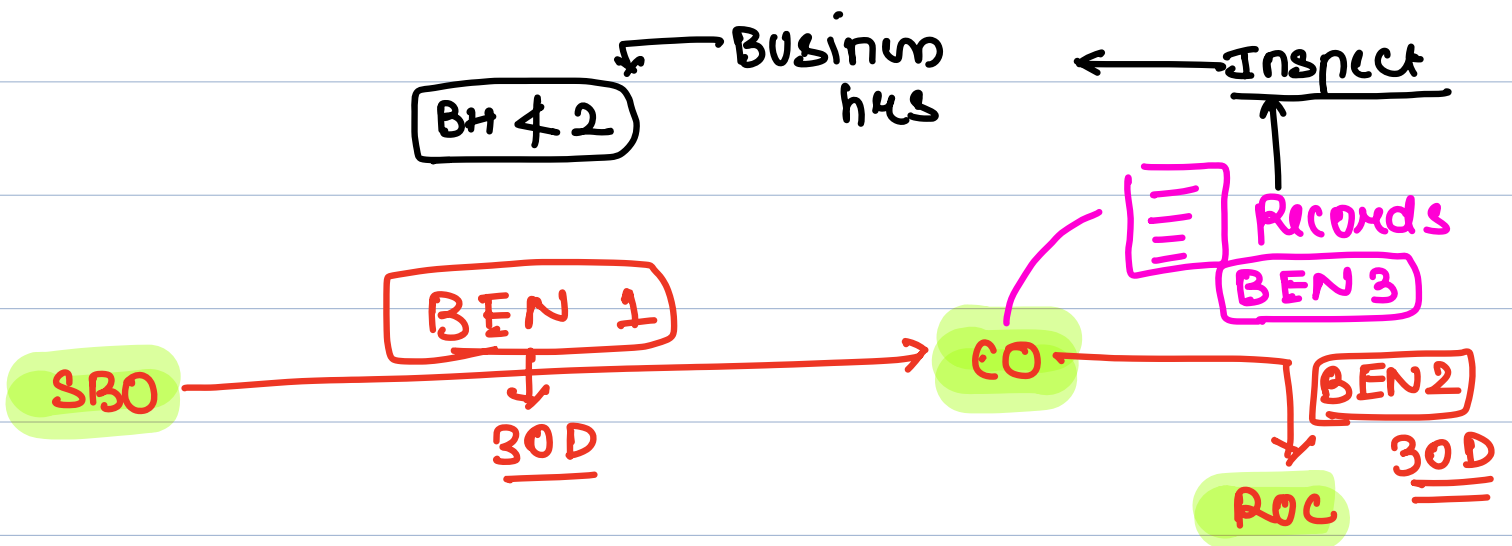


Failure : Bo can't claim Rights

Person to CO: 50000 + 200/day - 5L

From CO → CO + O ID  
(MGT-6) ↓ ↓  
1000/day 1000/day  
- 5L max - 2L max

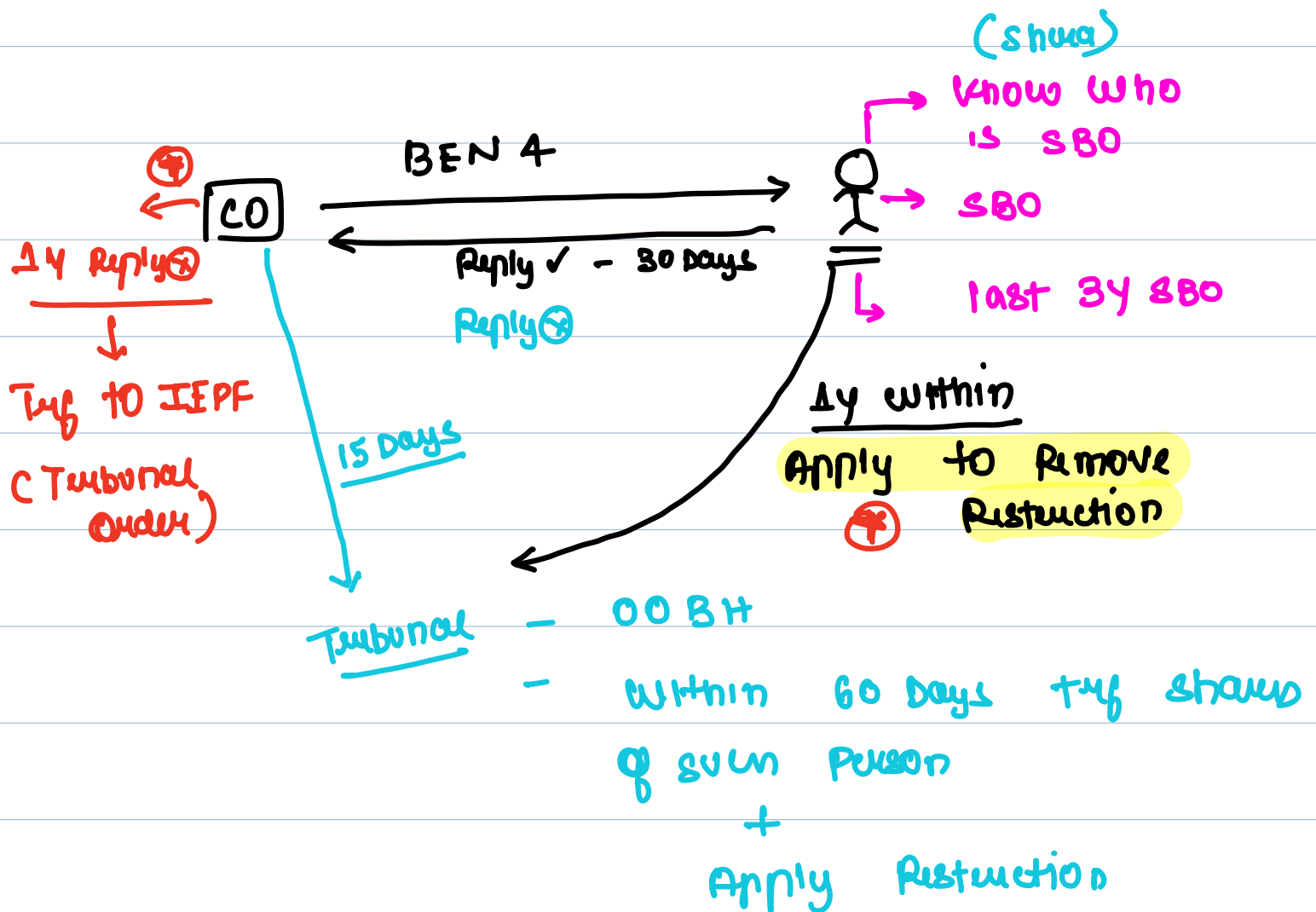
Sec 90: significant Beneficial owner



Person  $\geq 10\%$  PUSC OR  
 $\geq 10\%$  Voting Power OR  
 $\geq 10\%$  Dividend

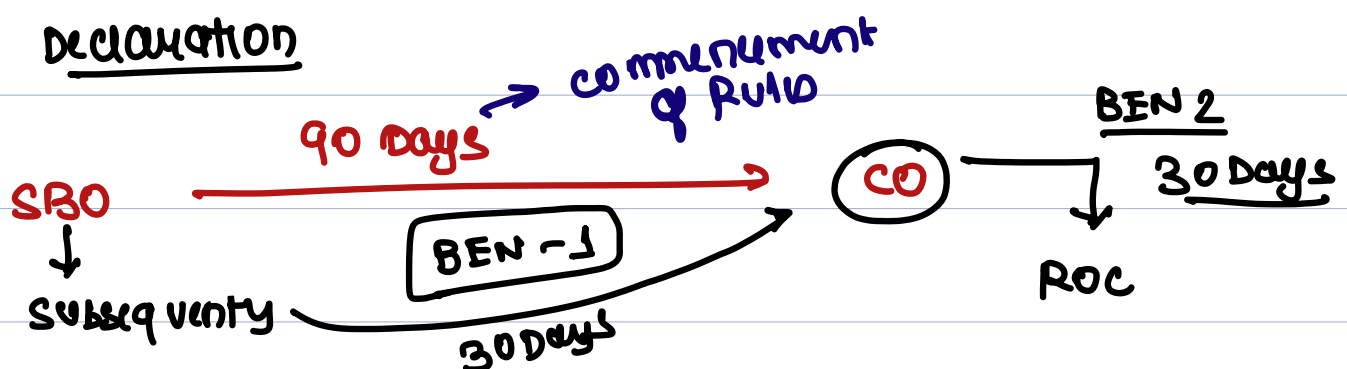


# when co. do not receive BEN 1

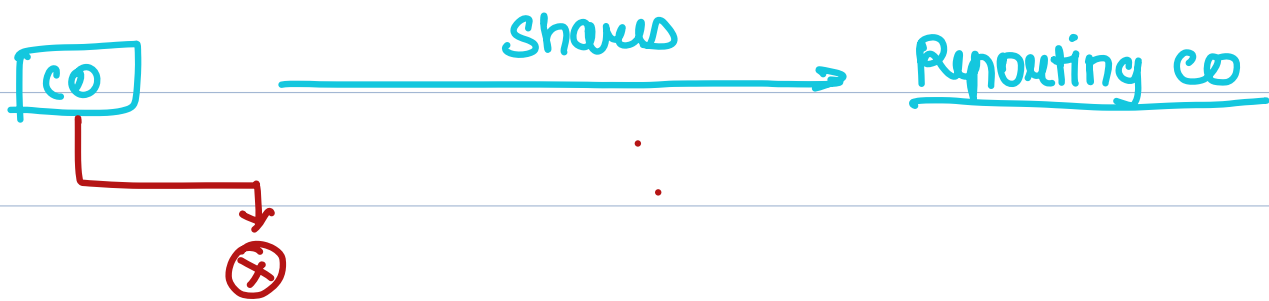


#

Declaration



## Non Applicability of Rule

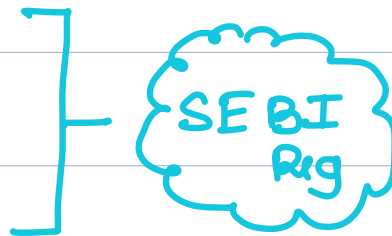


- ① IEPF autho
- ② holding co.
- ③ Cglsal LG
- ④ co | B.C ! Entity



### ⑤ Investment vehicles

- Mutual Fund
- AIF
- REITS
- IRDA autho.
- RBI - specify



# Penalty

SBO

$$\begin{aligned} &50000 \\ &+ \\ &1000/\text{day} \\ &\downarrow \\ &\text{max: } 200000 \end{aligned}$$

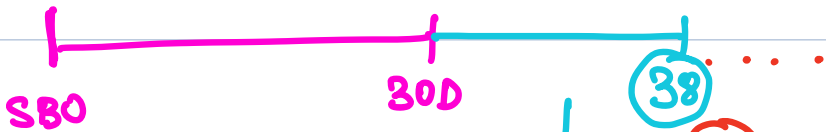
company

$$\begin{aligned} &100000 + \\ &500/\text{day} \\ &\downarrow \\ &\text{max } 5L \end{aligned}$$

OID

$$25000 + 200/\text{day}$$

$$- \text{max } \text{span style="border: 1px solid red; padding: 2px;">1L$$



$$8 \times 200 = 1600$$

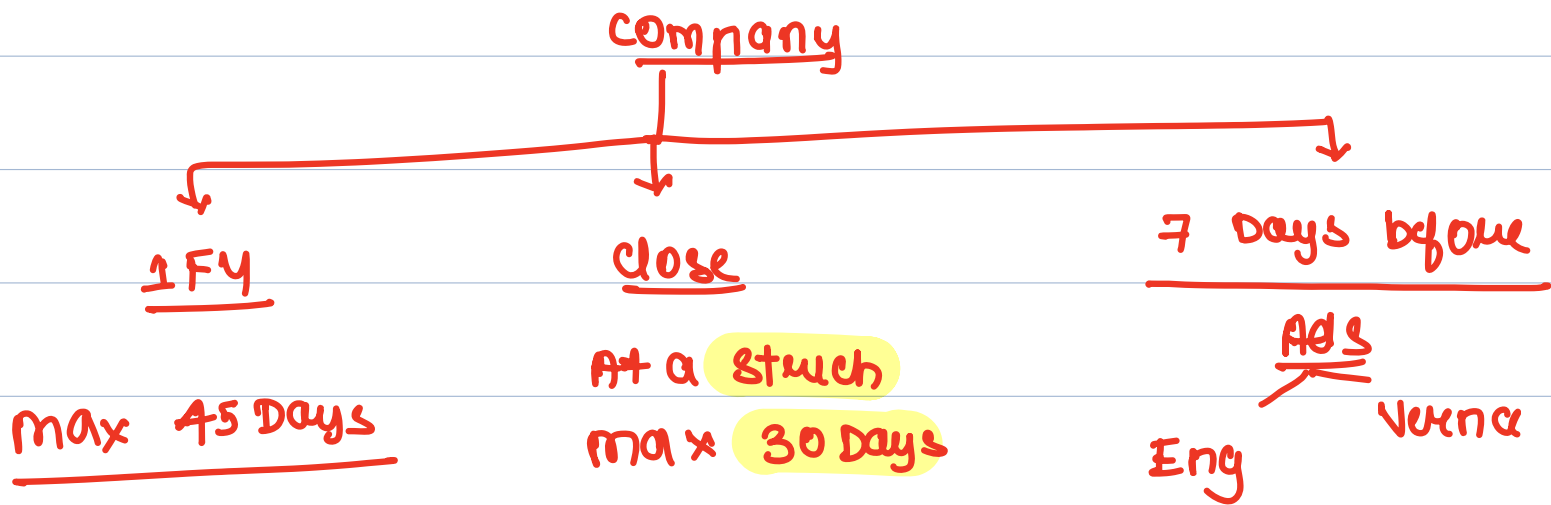
$$\begin{array}{r} +100 \\ \hline 400 \end{array}$$

$$+ 25000$$

$$\text{span style="border: 1px solid blue; border-radius: 50%; padding: 5px; background-color: yellow;">26,600$$

wilful default  $\rightarrow$  sec 447

Sec 91 : Power to close RoM / RoDH /  
RoOSH



CO + OIO

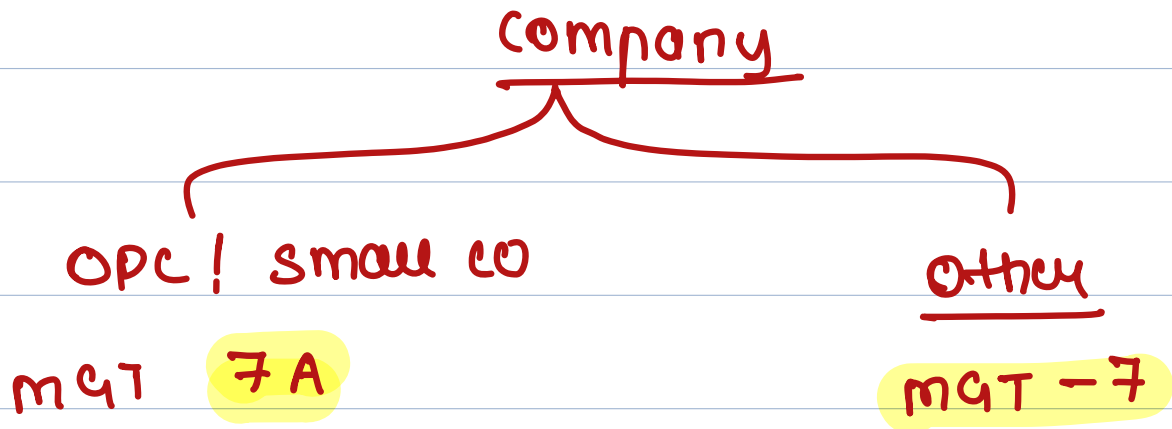
5000 / Day → 4L

⊕ Notice on website  
[ CG Notify ]

Pvt CO ⊗

Notice - min 7 days  
to members  
Power to close

## Sec 92 : Annual Return



### contents:

✓ ①. Registered office , Principal Business Activity , holding & sub. co.

✓ ②. Shares , Debentures & Other security  
↓  
patterns

10L ← shares  
Deb  
OSH

③

Omit

④  
✓

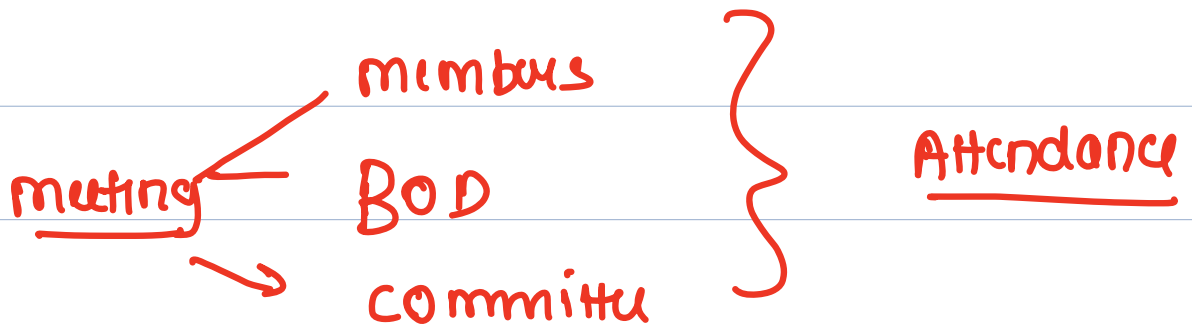


⑤

✓

Promoter  
DM  
KMP + change

⑥.



⑦

✓

DM  
KMP } Remuneration

⑧  
✓ CO  
Dir  
officer } Penalty  
OR  
punishment + Compounding  
offence  
+  
Appeal

⑨  
Certification of compliance  
Disclose - Prescribe

⑩  
FII

⑪  
Other matters - Prescribe

1C9 →  
Abused Form  
AR OPC  
Small  
Other

AR - sign

OPC / small

CS  $\downarrow$  OK DIM

other CO

DIM + CS

OK

DIM + CS (Practice)

# Certification of Annual Return by  
CS in Practice

listed CO

CO

Pusc  $\geq$  10cr

OK

TIO  $\geq$  50cr

mq7 - 8

$\downarrow$   
certificate

# Annual Return  $\longrightarrow$  place website  
 $\downarrow$   
weblink  
 $\longleftarrow$  Board Report



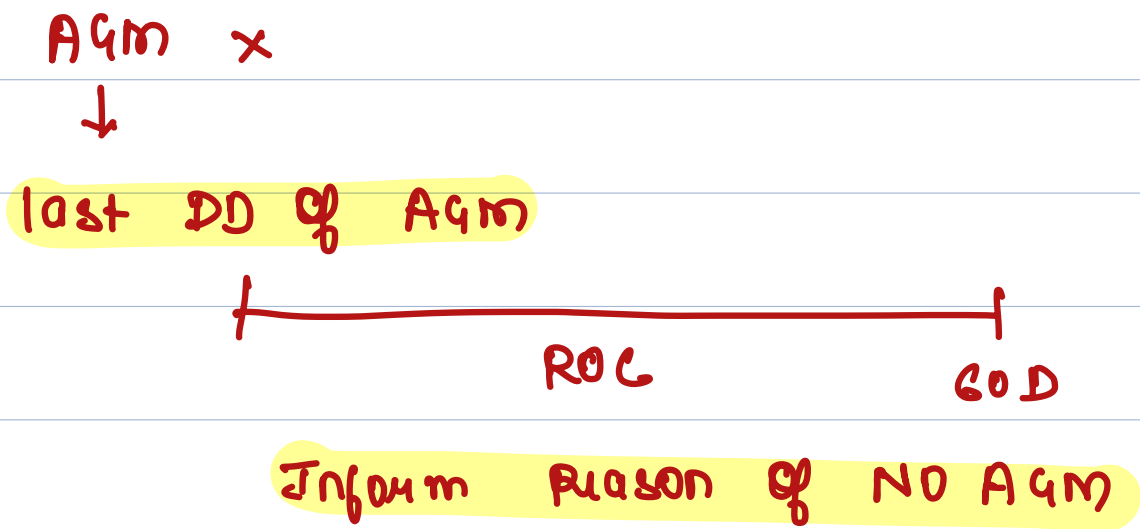
#

Time limit

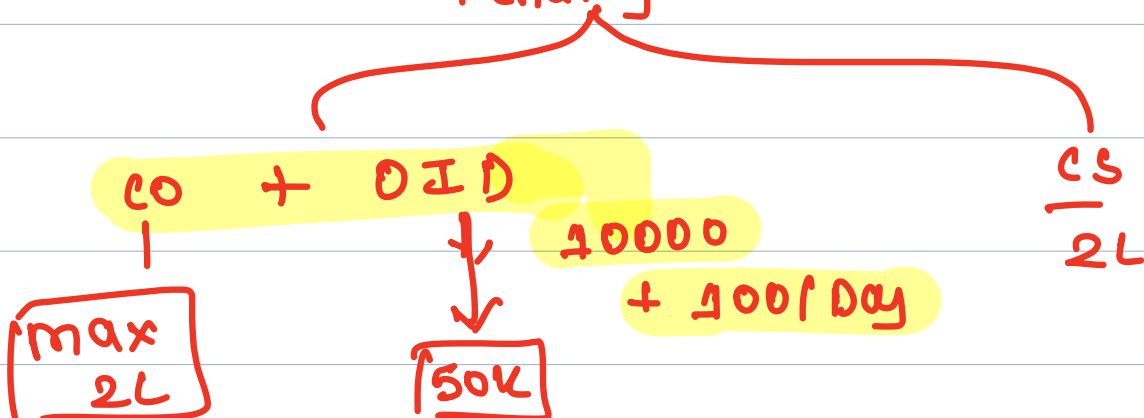
①



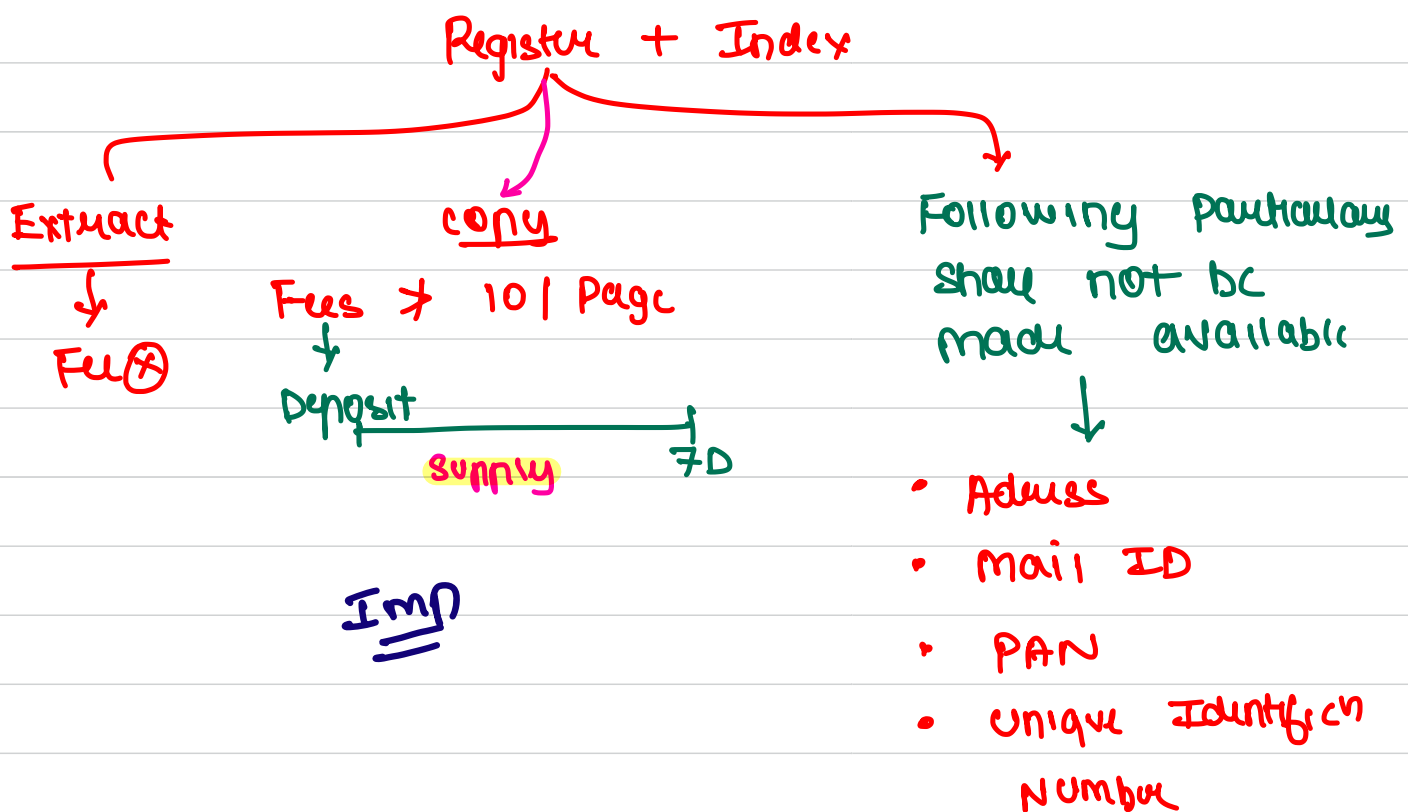
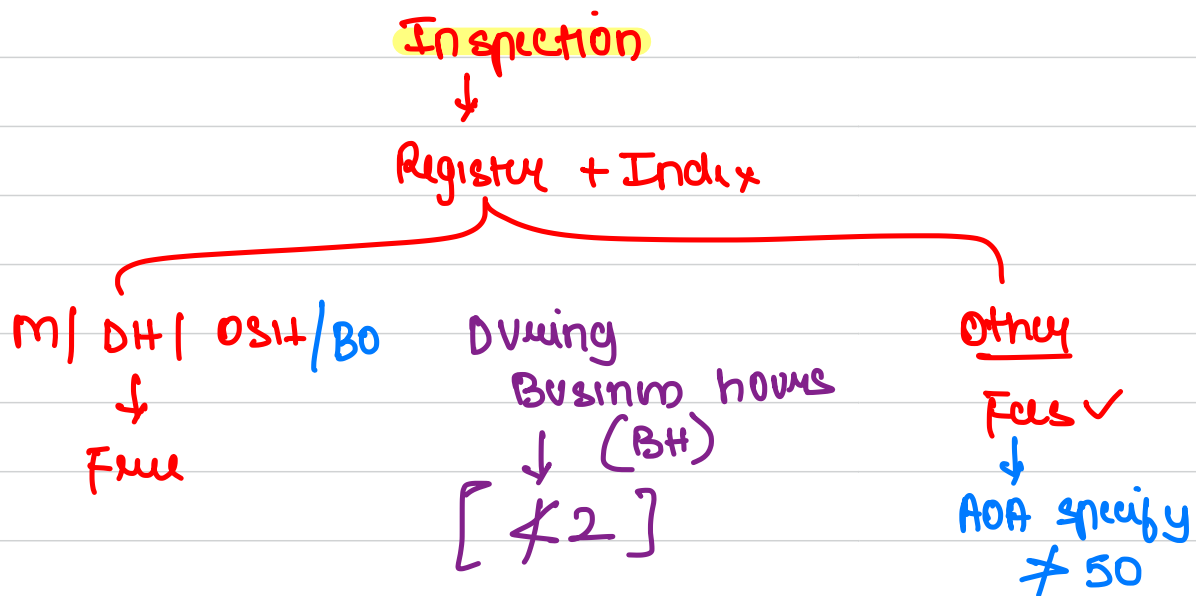
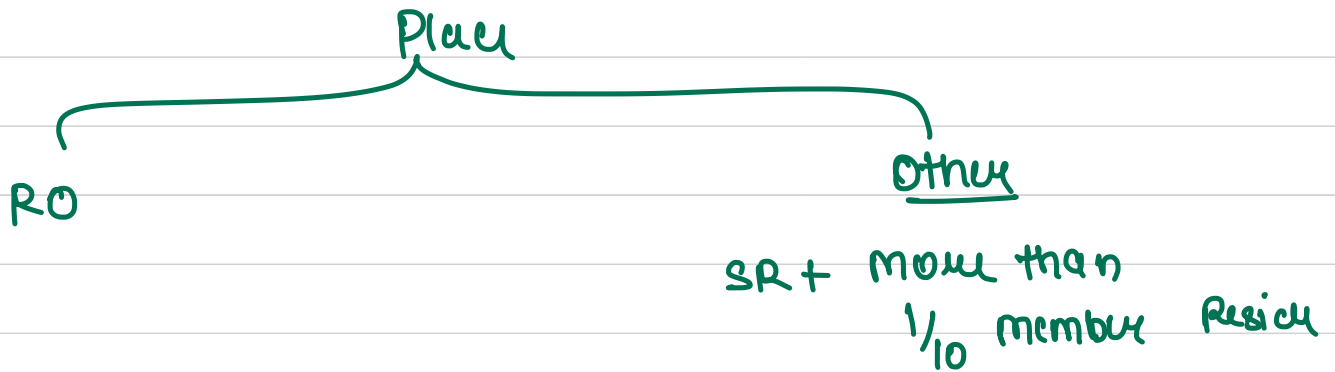
②



Penalty



## Sec 94: Place of keeping Register and Inspection



# Preservation

Permanent

8 years

→ ROM + Index

Custody - CS / BOD autho  
Person

①

RODH / ROOSH

}

→

✓

(Foreign Incident)

(Foreign Incident)

②

copy of AR / Doc

Penalty for Refusing Inspection  
or making Extract or copy Required.

CO + OIO

1

1000 / day → 100000

CC

RD (Regional Director)

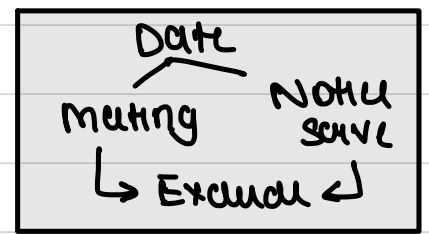
↓

Immediate  
Inspection  
or  
Extract  
available

Order

## sec 101: NOTU of mating

① Notice - 21 clear days  
waiting Etc mode



Post - 48 hours  
Demed to bc served

② contents -

- Place
- Date , Day , hour
- Statement of Business

③ Given to

MAD

→ member, LR, {Assignu} of Insolvent

→ Auditor ←<sup>3</sup> security

→ Director

④ Notu - Electronic mode

## Electronic mode



Computer Programs  $\rightarrow$  capable of producing confirmation (+)  
keeping record

- sent through Email



- Text
- Attachment to Email
- Notification - Electronic link
- Uniform Resource Locator  
↳ for accessing Notice

- Rule 18

- Email → As per Record of Depository  
→ Allow changes at least once in Financial year

- Subject line → Name of co.  
→ Notice of type of meeting  
→ Place and Date

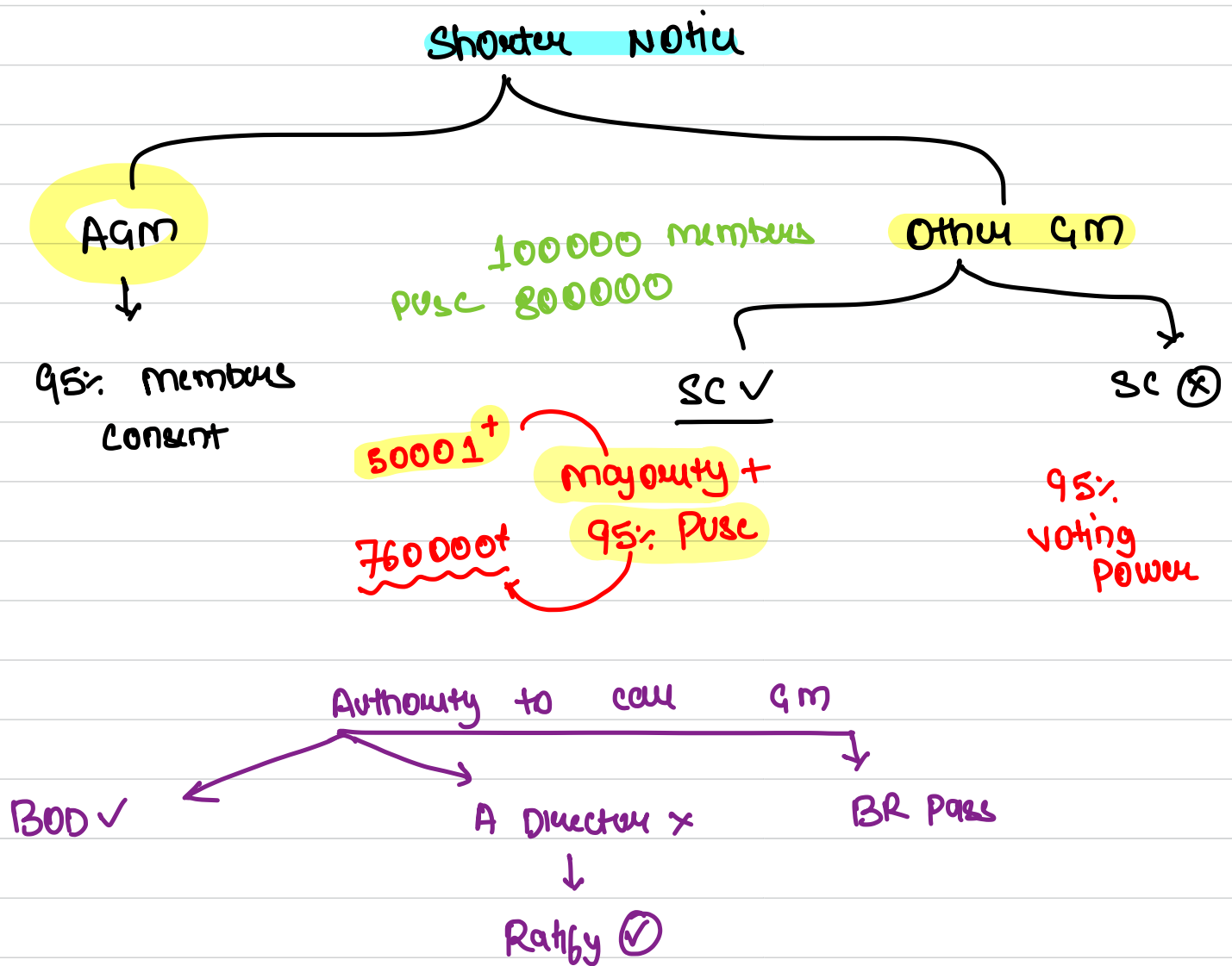
- Notice - Non Editable Attachment  
    PDF                      link / Instruction

- company's obligation is satisfied when it transmits the Email  
( NOT Responsible for transmission )

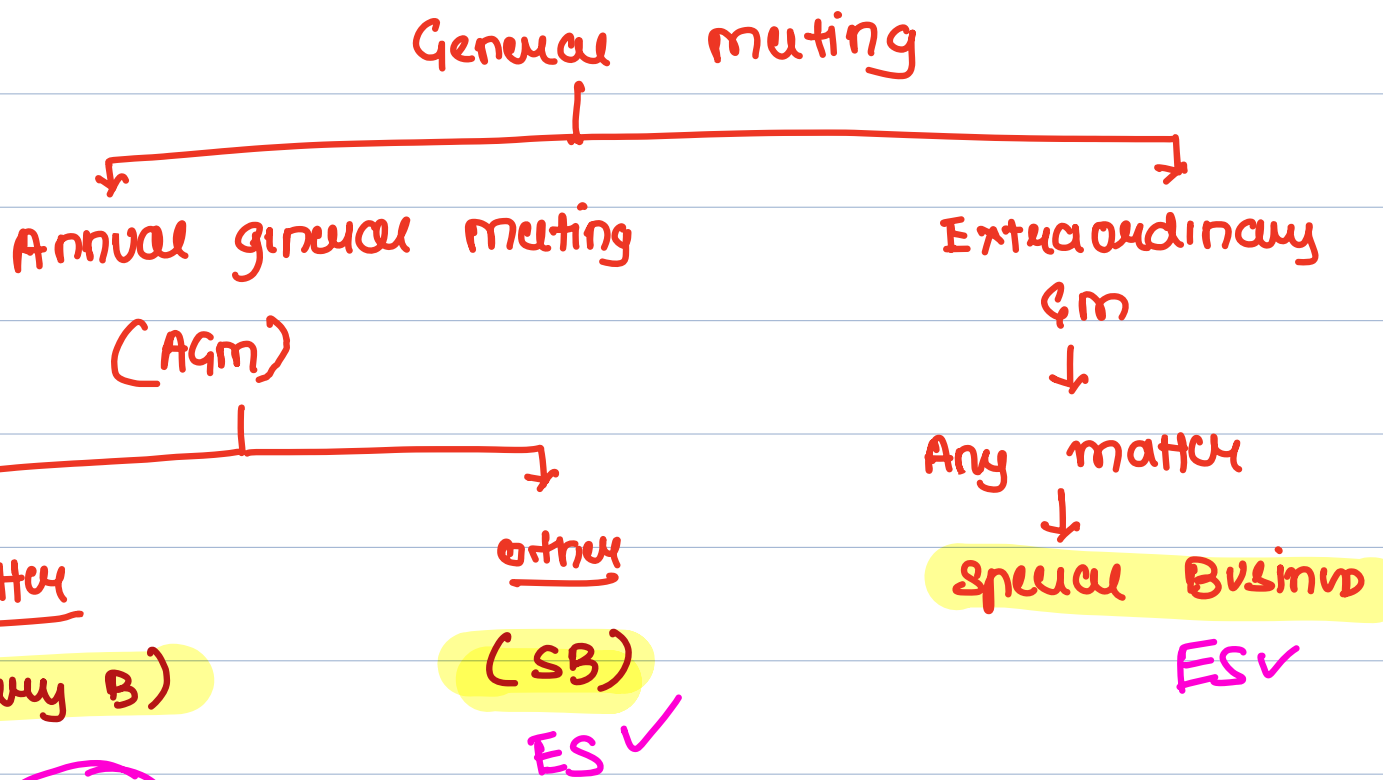
- Member Fails to update mail / Info  
[ co. NOT Responsible ]

- co may send Email
  - In house
  - Registrar + tpf Agent ✓
  - Third party
- Notice - website of co.

Accidental Omission to give Notice shall not Invalidate Providing of meeting



Sec 102 : Explanatory Statement (ES)  
↓  
annex to Notice



① consideration of ES & Report of Board / auditor

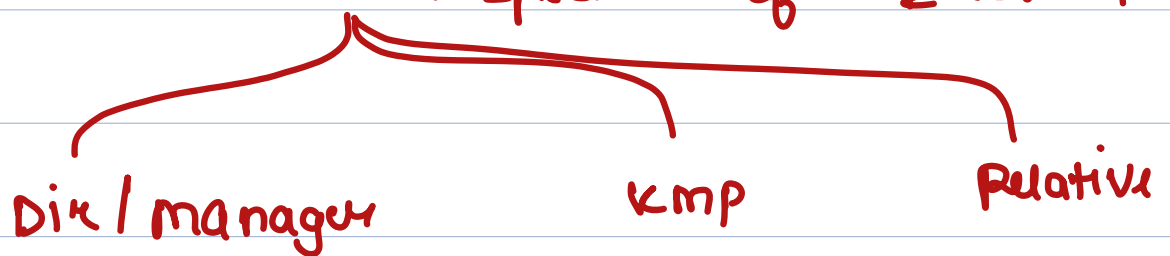
② Declaration of Dividend

③ Appoint & Removal Dir

④ " " " Auditor

### Content of ES

①. Nature of Interest, Financial or otherwise in Respect of Each Item



② Other Info that may enable member to understand

meaning

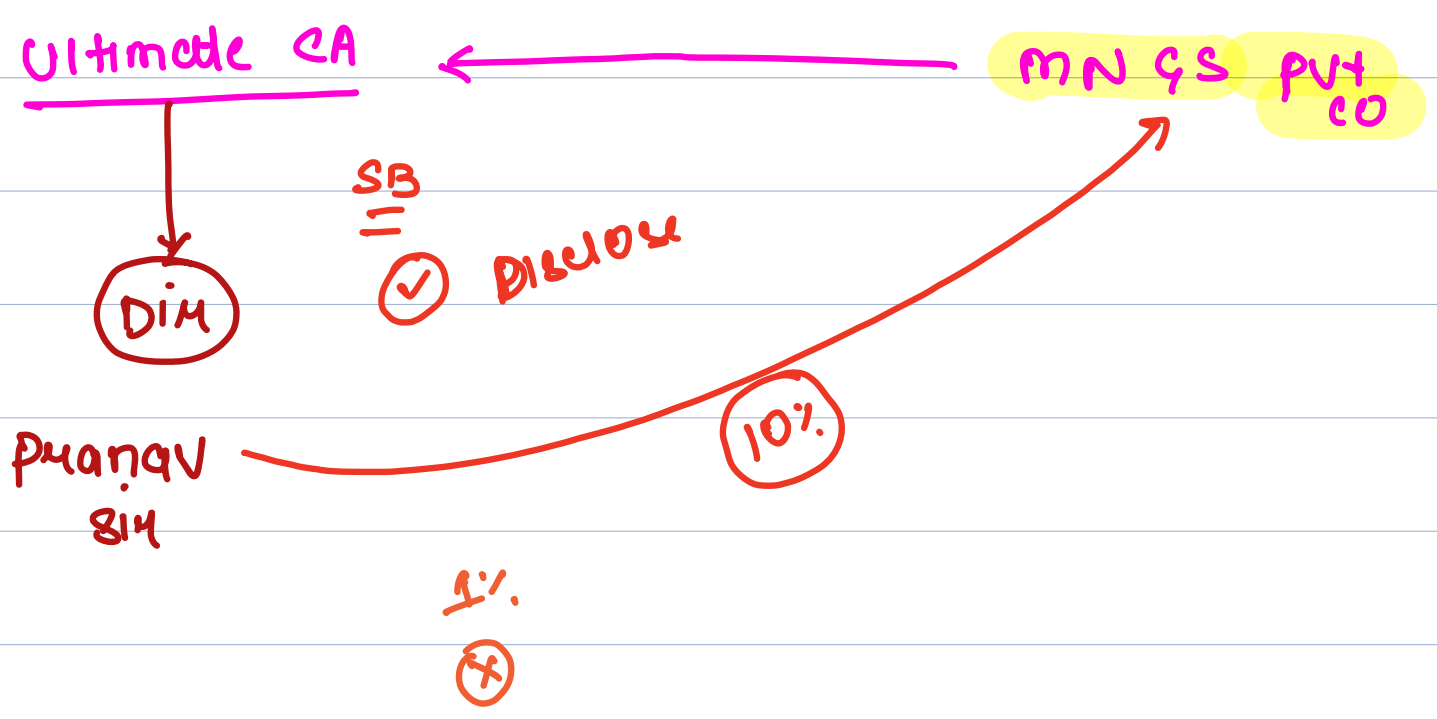
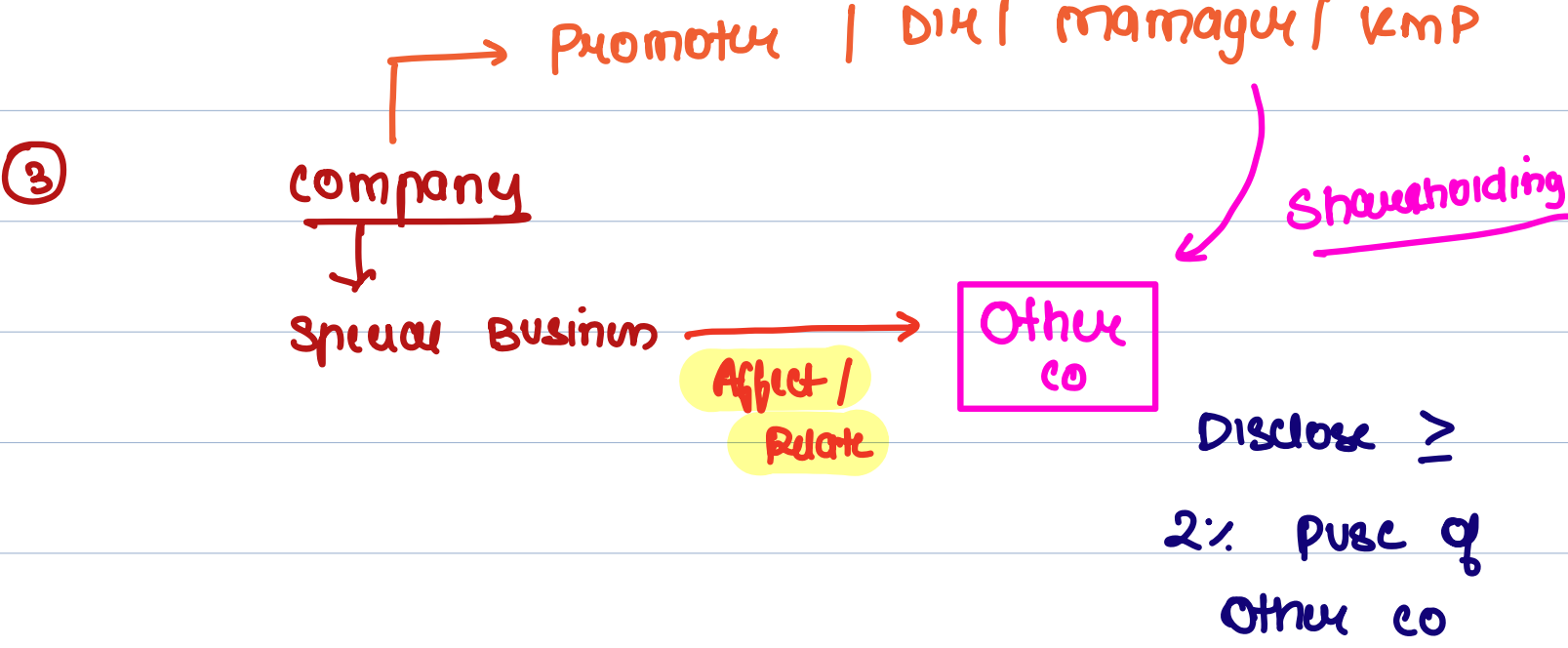
scope

Implication

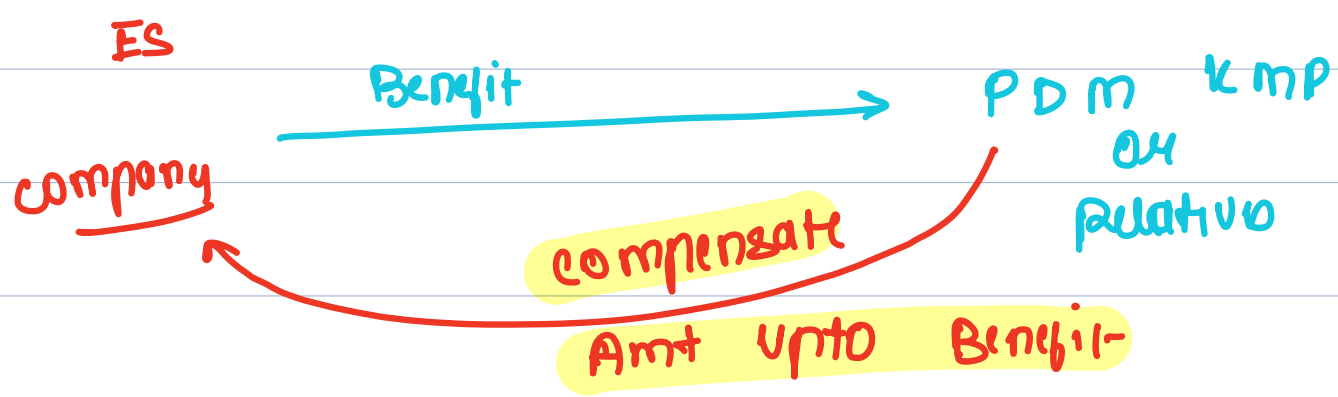


Item of Business

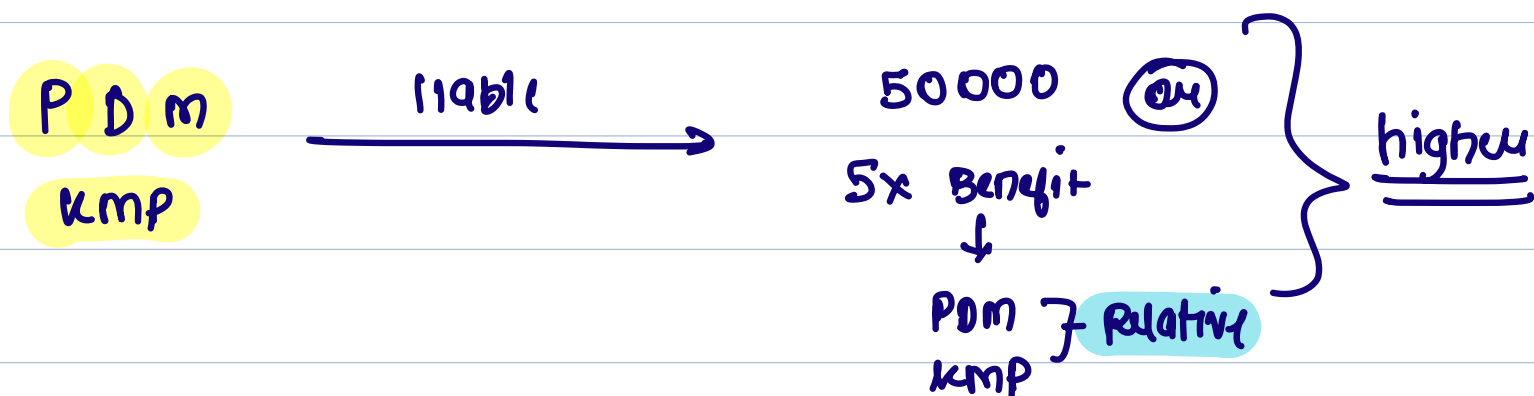




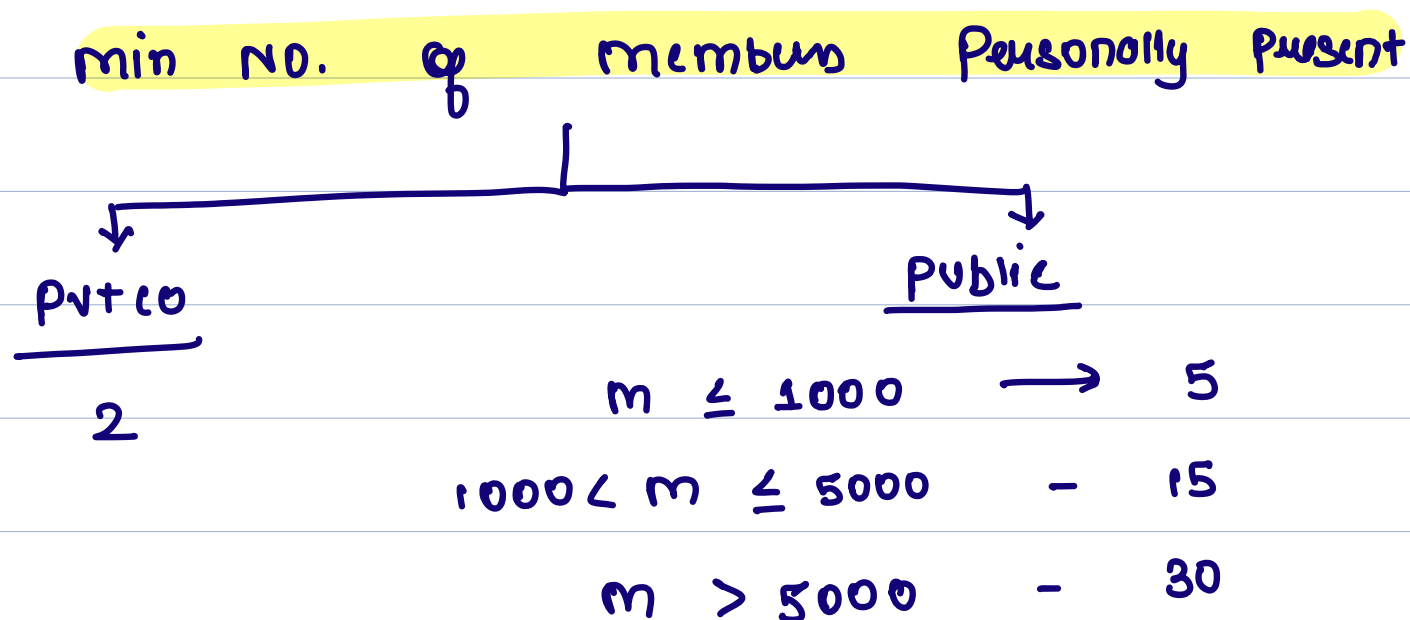
- Inspection details
- NON disclosure / Insufficient disclosure



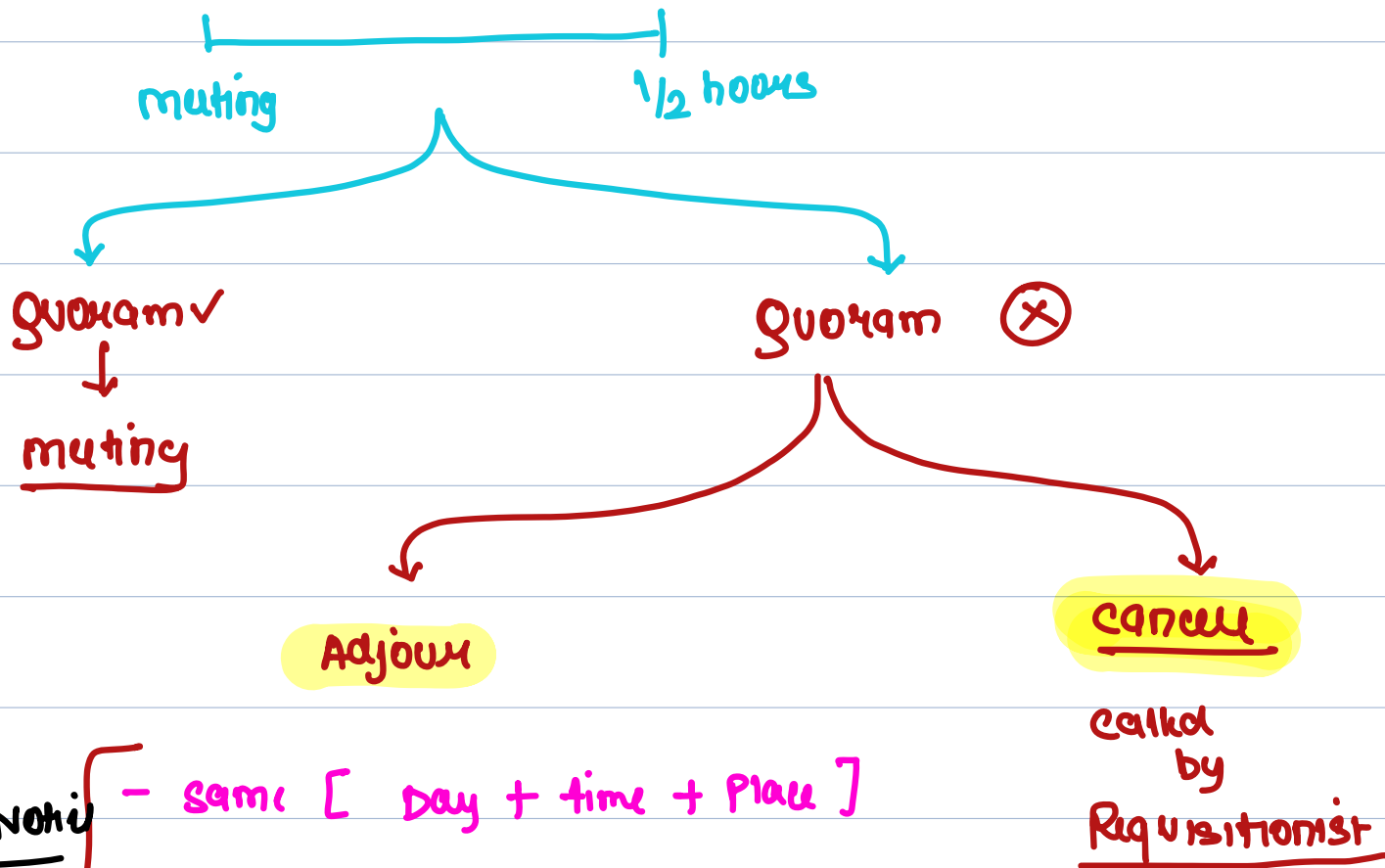
• Penalty



see 103: **Quorum for meeting**



# Adjournment of meeting



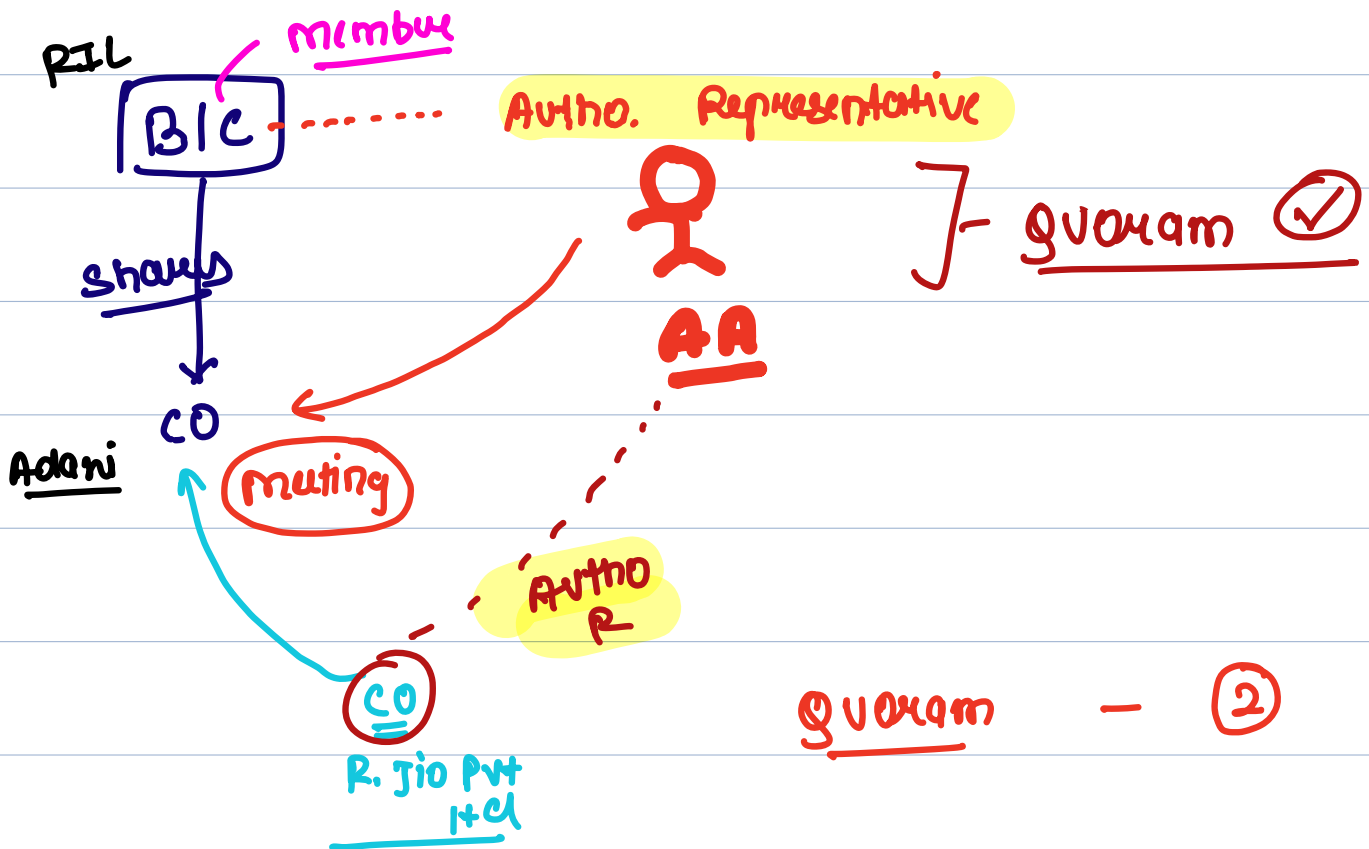
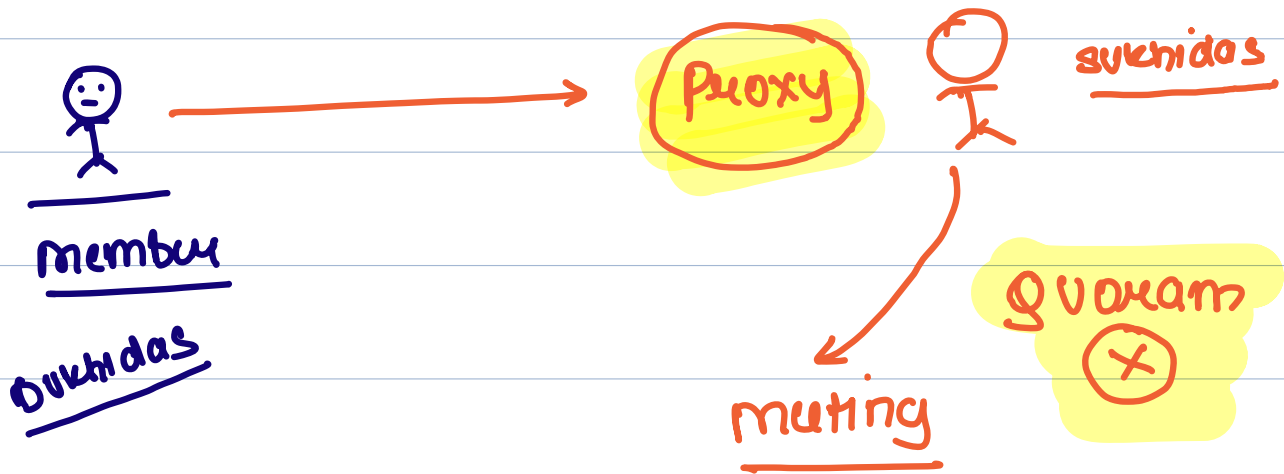
3 Days Notice  
Individuals  
Eng  
Varna  
Ads  
Varna  
Other : BOD Determine

- same [ Day + time + Place ]
- Next week

Ok

- Quorum Not Present at Adjourn meeting  
→ Member Present shall Form Quorum

## Imp pts



Author Rep - For more than 1 Bc  
↓  
Trust - as more than 1 member

But be at least 2 Individuals should be present to form quorum

- Quorum should be present at all time

member  Optical - E voting  
If attend → Quorum ✓

- Condition of Quorum - N/A  
↓  
Postal Ballot ✓

- member → Not Entitled to vote: RPT  
↓  
Quorum ✓

## sec 104 : chairman of meeting

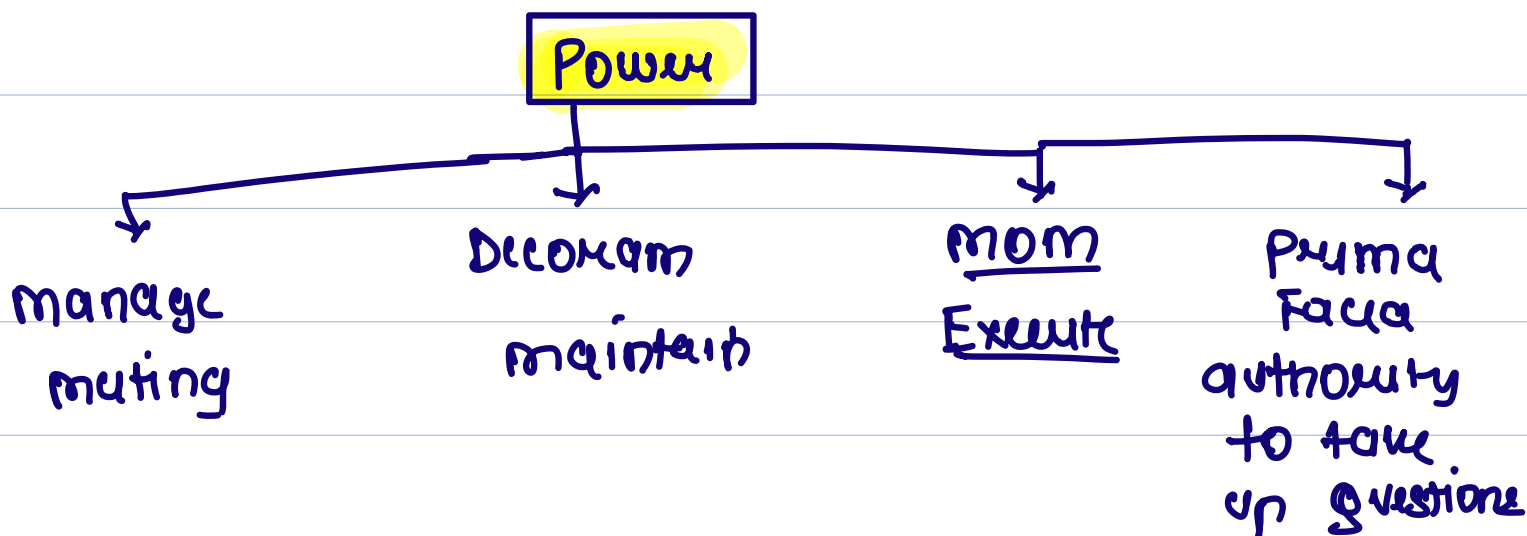
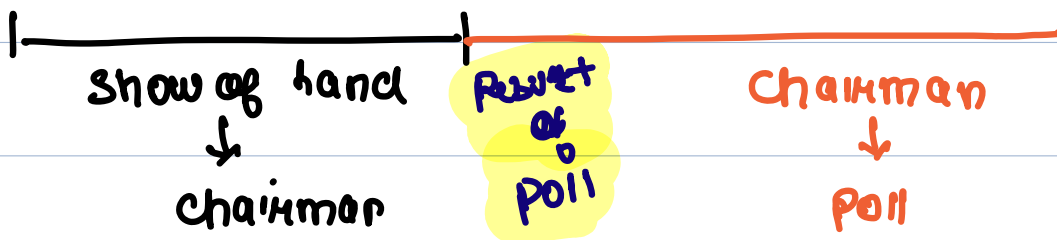
Election : member personally present

Show of hands  
Unanim AOA  
otherwise Prescribe

Elect among themselves

Chairman

## Demand for poll



## casting vote [ Extra vote ]

AOA x

AOA ✓

chairman

↓  
casting vote

↓  
second vote

Event of  
Equality of vote

→ Equal vote

→ Deemed - Dropped

## Sec 105: Proxies

①

Sachin Tendulkar



member

Right to attend + vote

can Appoint another  
person as proxy to  
attend and vote at  
meeting



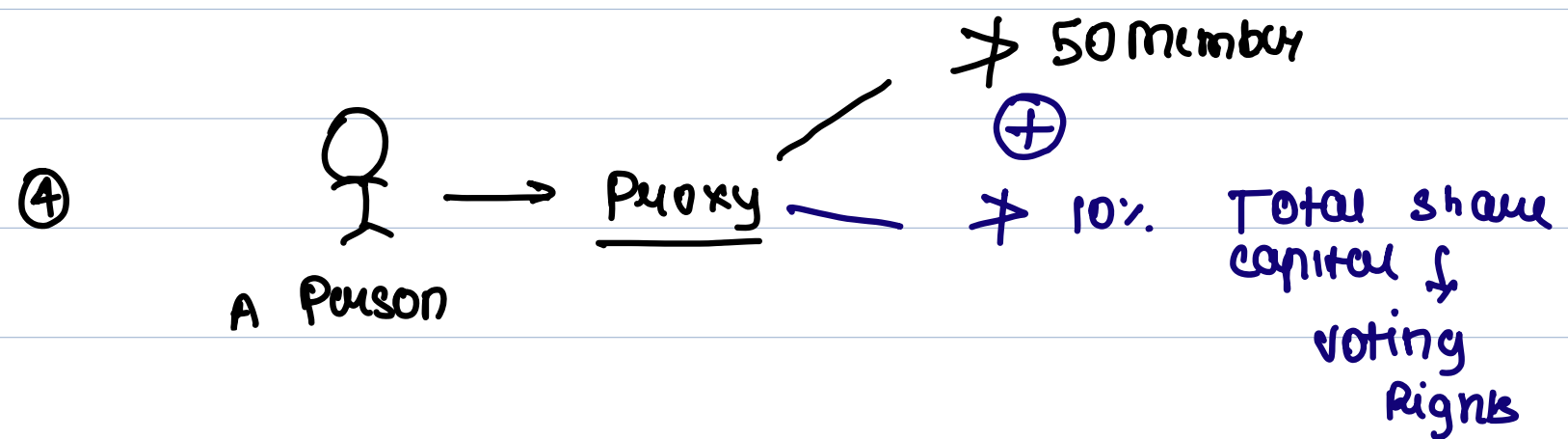
Right to speak (X)

Vote → Poll (✓)  
→ other (X)

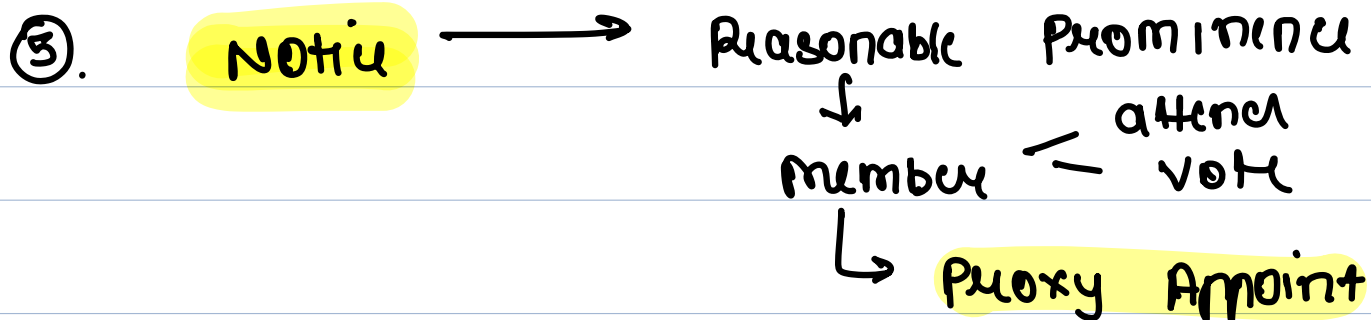
②

Achim

③ Sec 8 CO : Proxy should be member of CO



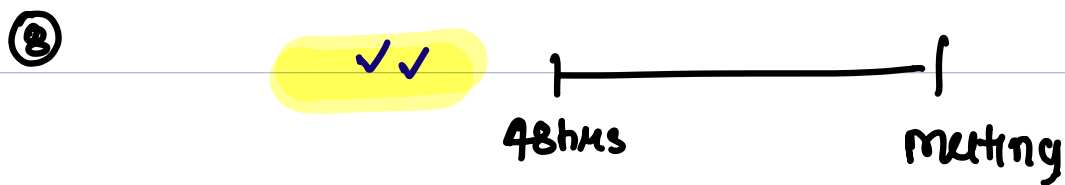
If a member holds > 10% of TUP then he can appoint a person as proxy, who will not be proxy of any other member.





⑥ Proxy Appoint → MGT - 11  
↓

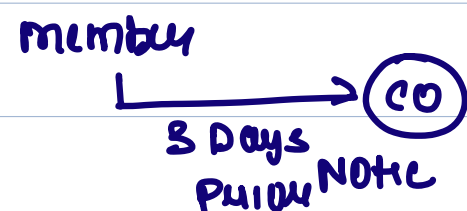
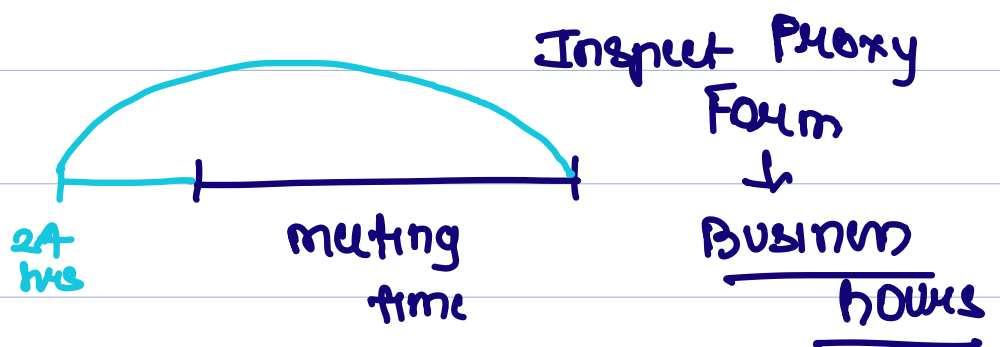
⑦ It shall not be questioned  
in case it fails to  
comply condition of  
AOA



[ AOA may provide for longer period  
but 48 hrs is valid ]

⑨ member

Inspection



Penalty

for default

OID

5000

Other

50,000

# Voting

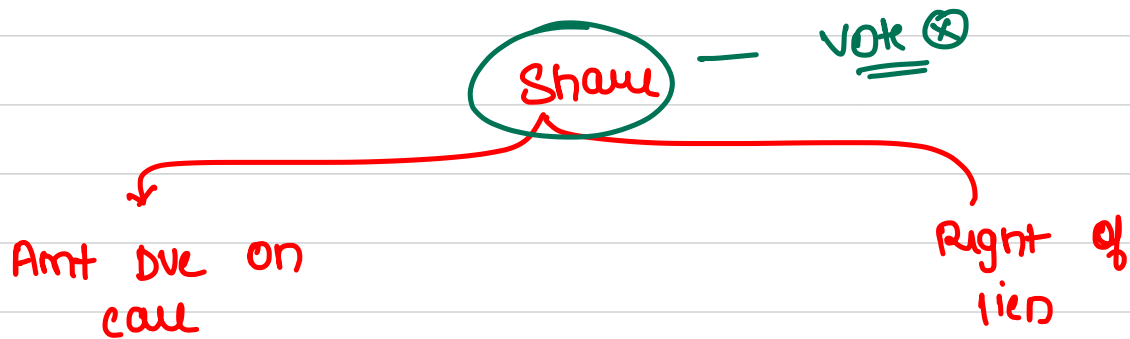
- who  $\begin{cases} \text{ESH} \\ \text{PSH [some cases]} \end{cases}$
- modes  $\begin{cases} \text{show of hands} \\ \text{Electronic means} \\ \text{Demand for Poll} \\ \text{Postal Ballot} \end{cases}$

- SH has right to vote - as he wants.

Restriction on voting Rights : sec 106

- AOA

-



- No other ground for prohibition

- Poll : choice of votes

- Joint SH : Simultaneous Vote

Voting by show of hands - sec 107

1 member =  
1 vote

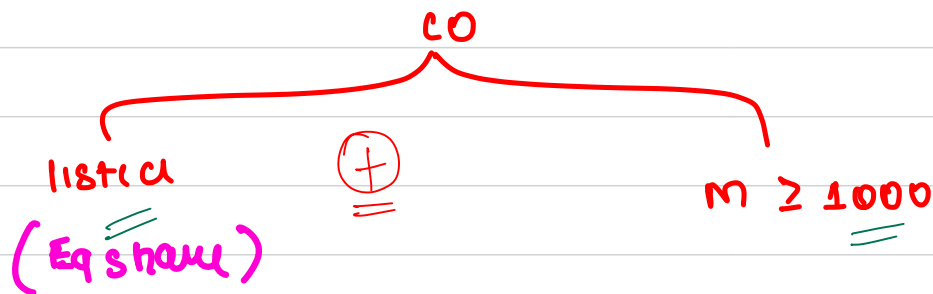
✓ By Default

✓ Declaration of Resolution + mom  
by chairman Entry

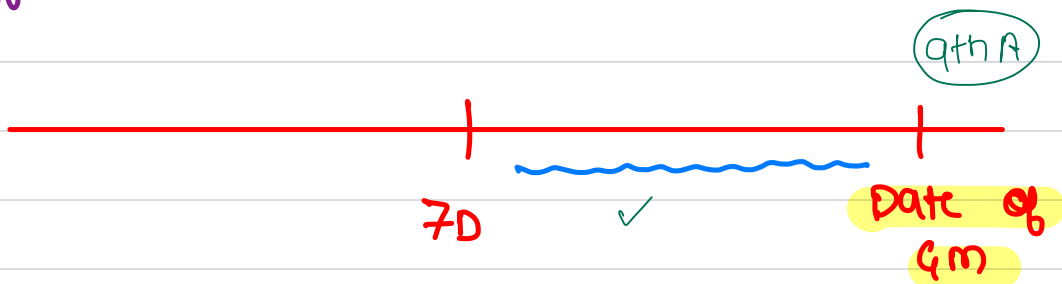
↓  
conclusive Evidence

Voting through Electronic means - sec 108.

Applicability



cut-off Date



Electronic voting system - Secure System

- ✓ Display Ballot paper
- ✓ Recording - votes of members

✓ Number of Votes  $\begin{cases} \text{Favour} \\ \text{Against} \end{cases}$

✓ Entire Voting should be Registered and counted

## Remote E-Voting :

casting vote using Electronic voting system from place other than venue of Gm.

## Procedure

① CO  $\xrightarrow{\text{Notice}}$  Member Auditor Director  
① RP / Speed Post  
② Electronic  
③ Courier

② Place on website

③ Notice  $\rightarrow$  (Details)

- CO is providing Facility of E-voting and Business may be transacted

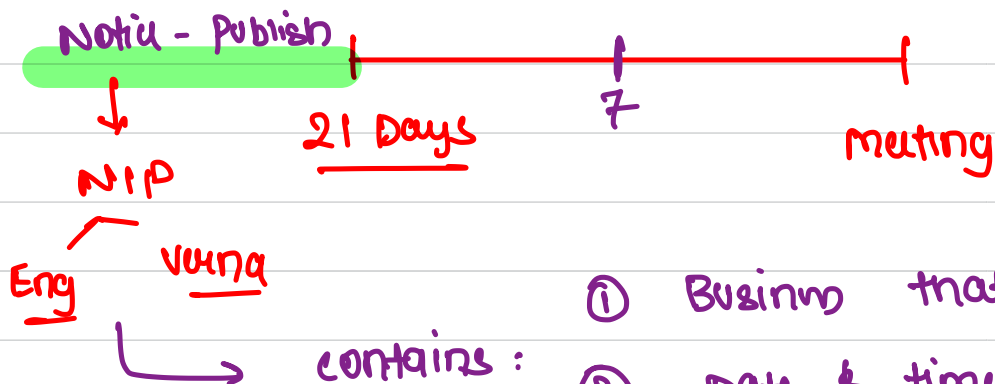
- Voting  $\begin{cases} \rightarrow \text{Remote E voting } \otimes \\ \rightarrow \text{Facility of voting - voting system / Ballot / Polling paper} \end{cases}$   
 $\rightarrow$  Available venue of meeting

- member
  - Remote E voting ✓
  - Attend meeting ✓ vote ⊗

#### ④ Notice shall ↓

- Indicate Process and manner for voting
- Indicate the time schedule
  - ↓
  - votes may be cast - E voting
- login ID
- Process and manner of generating and receiving password and for casting vote in secure manner

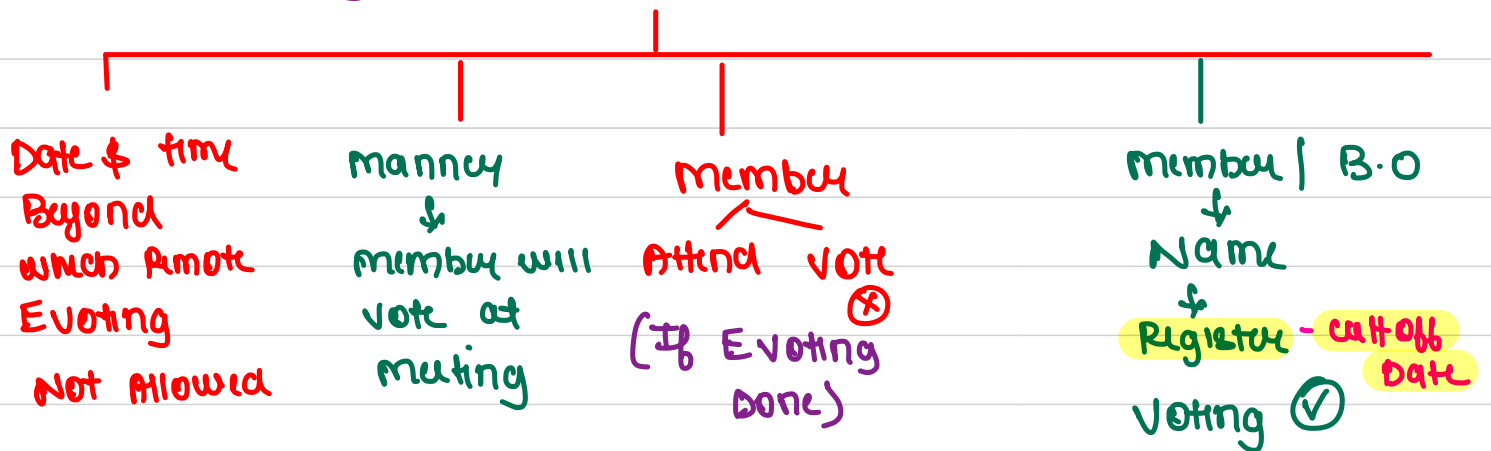
#### ⑤ Publication of Notice



- ① Business that may be transacted
- ② Date & time for commencement
- ③ " End time
- ④ cut off date

⑤ how member may obtain  
login ID & Password

⑥ Statement

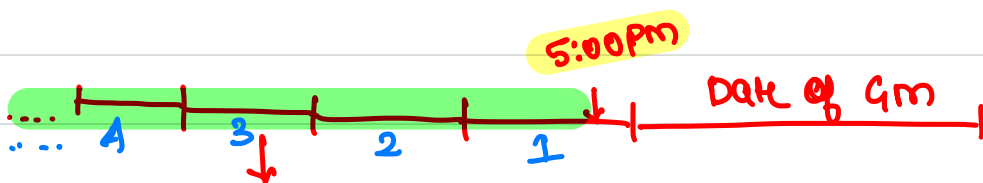


⑦ website < 10 Agency

⑧ Name  
Address  
Designation  
Email  
Phn

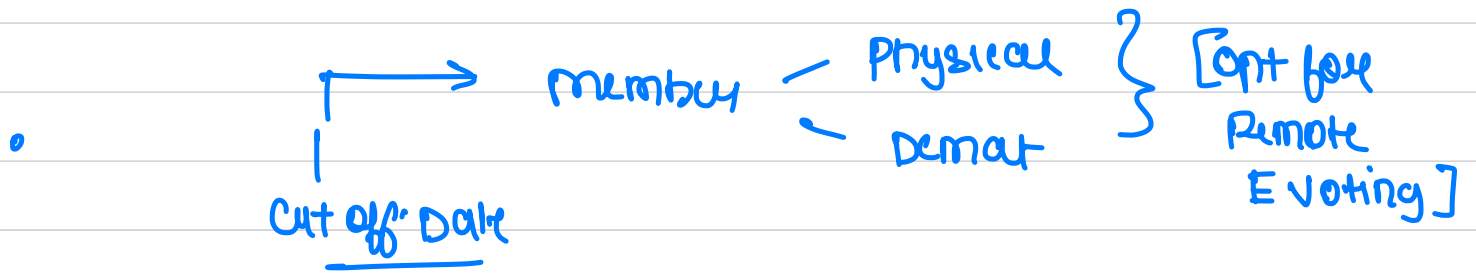
Person Responsible  
For grievances

⑥ Time for opening of Voting



close - 5:00PM - Preceding day of meeting day

## ⑦ Option for Remote E voting [REV]

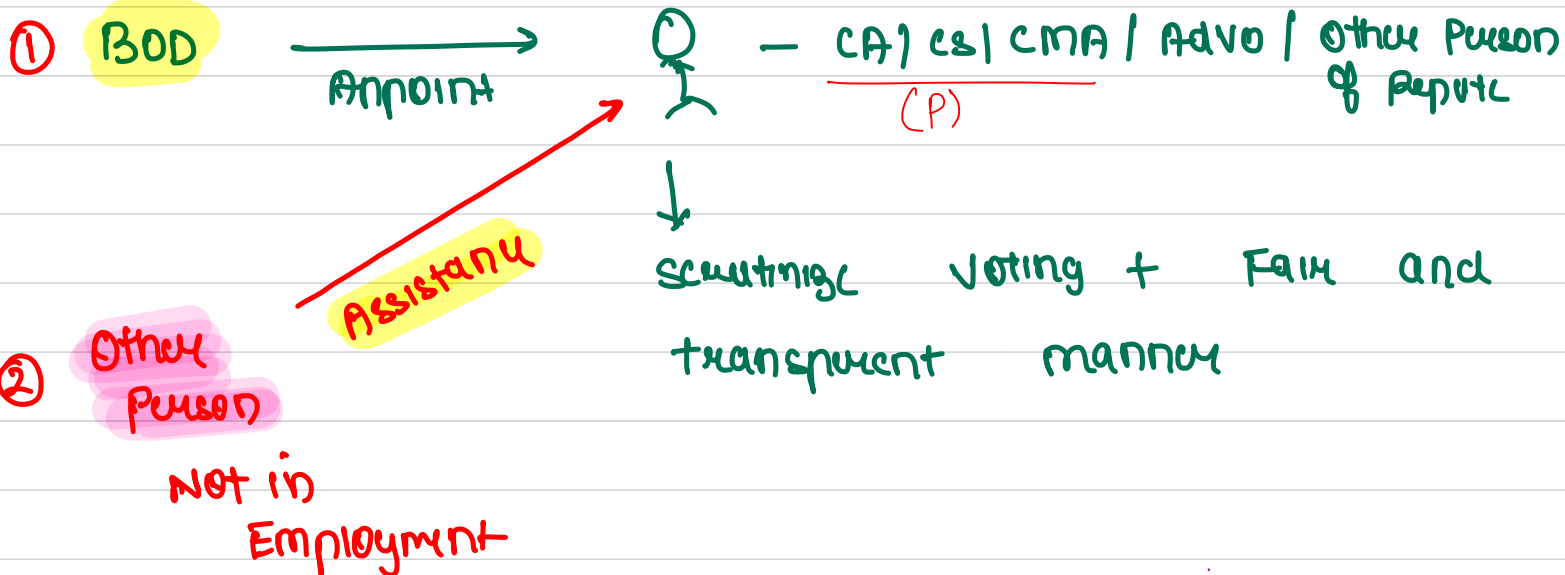


• once vote - can't change

## ⑧ when to Block Faculty

→ At End of Remote E voting Period

## ⑨ Appointment of scrutineer



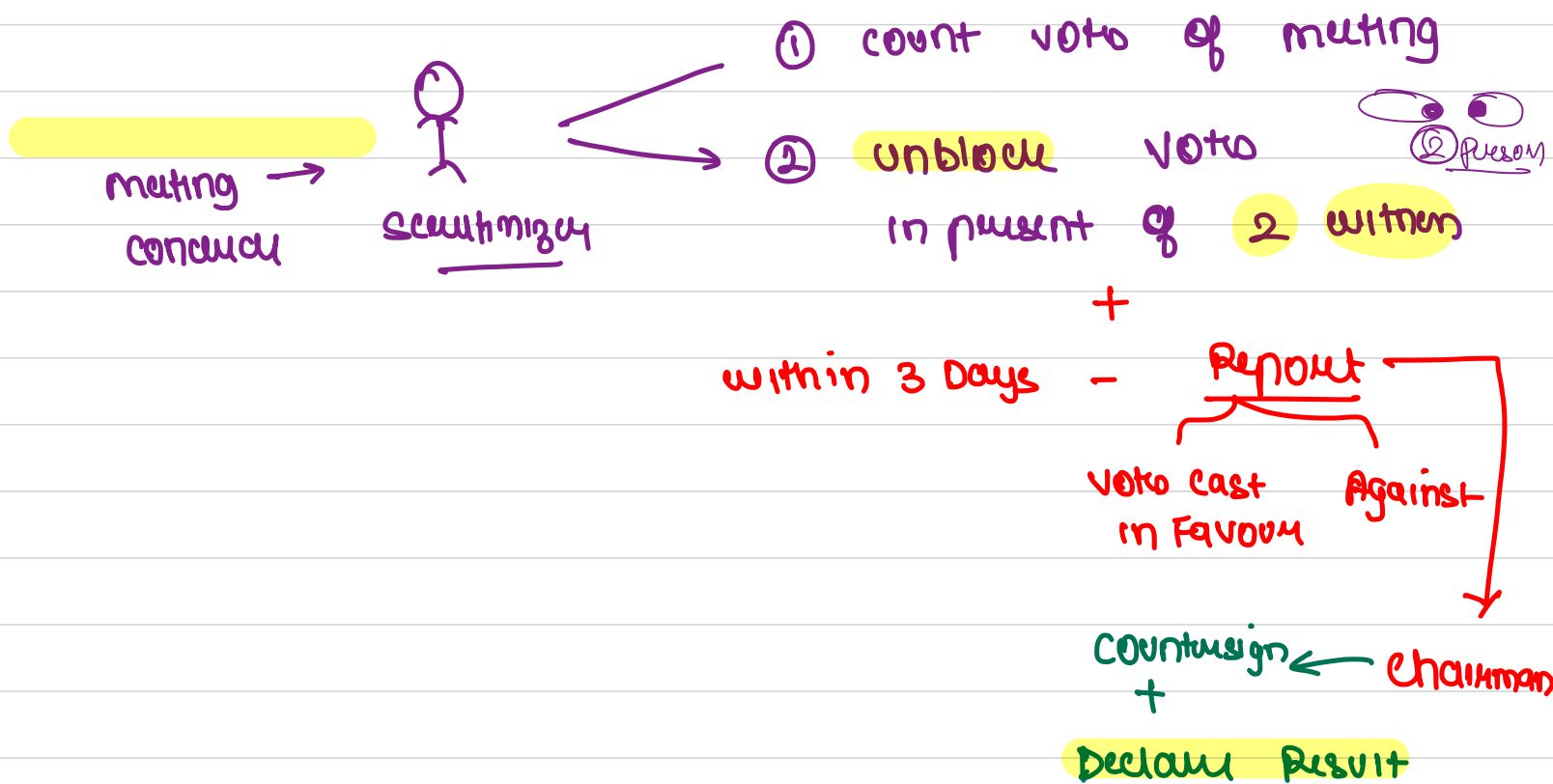


⑩. Scrutinizer shall be willing to get  
Appointed

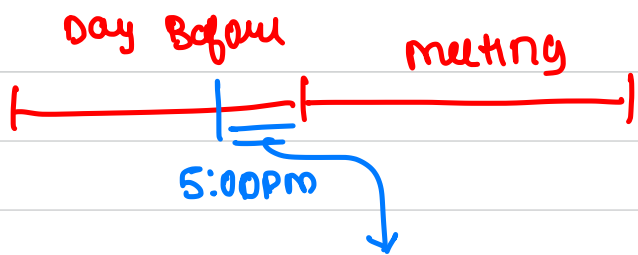
⑪ Role of Chairman

- Allow Vote in GM - Ballot / Polling paper /  
Elec voting system

⑫ counting of votes



13

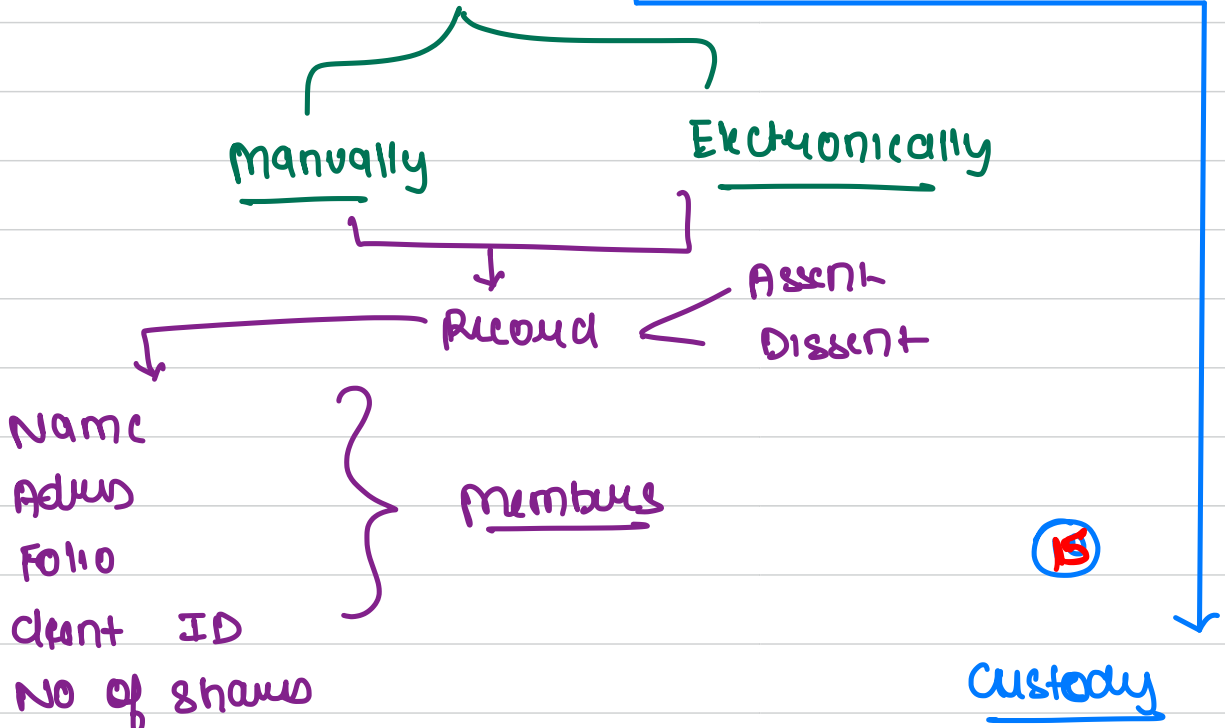


Access to  
avoid  
Double votes

- Name
  - Folio No
  - No of shares held
  - other
- members who have voted

14

Maintenance of Register by Scrutinizer



Custody

→ Scrutinizer  
until chairman  
Approves mem

→ After that give  
it to company

16

Results  
+  
Reports



Place



website

co

Agency

listed

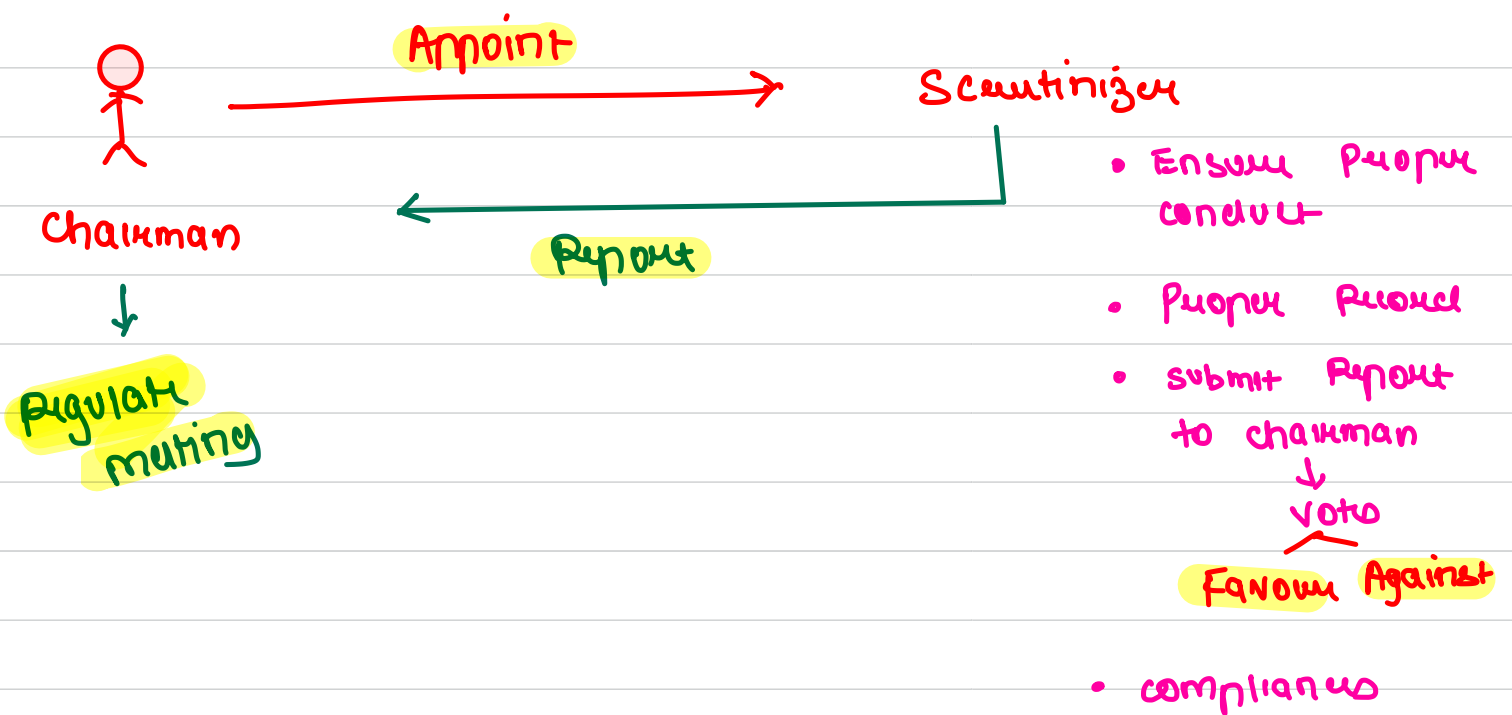
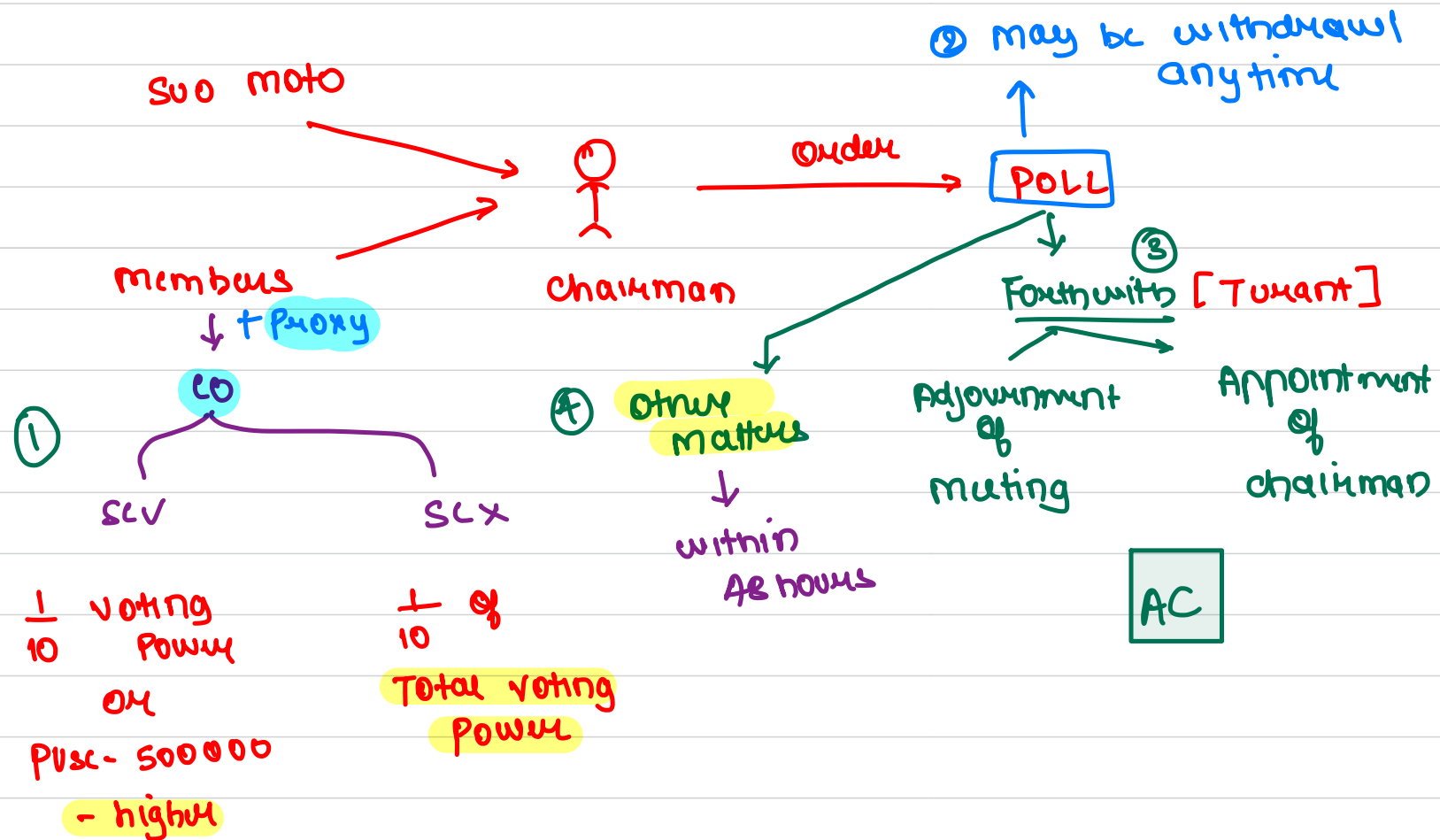


Stock Exchange  
website

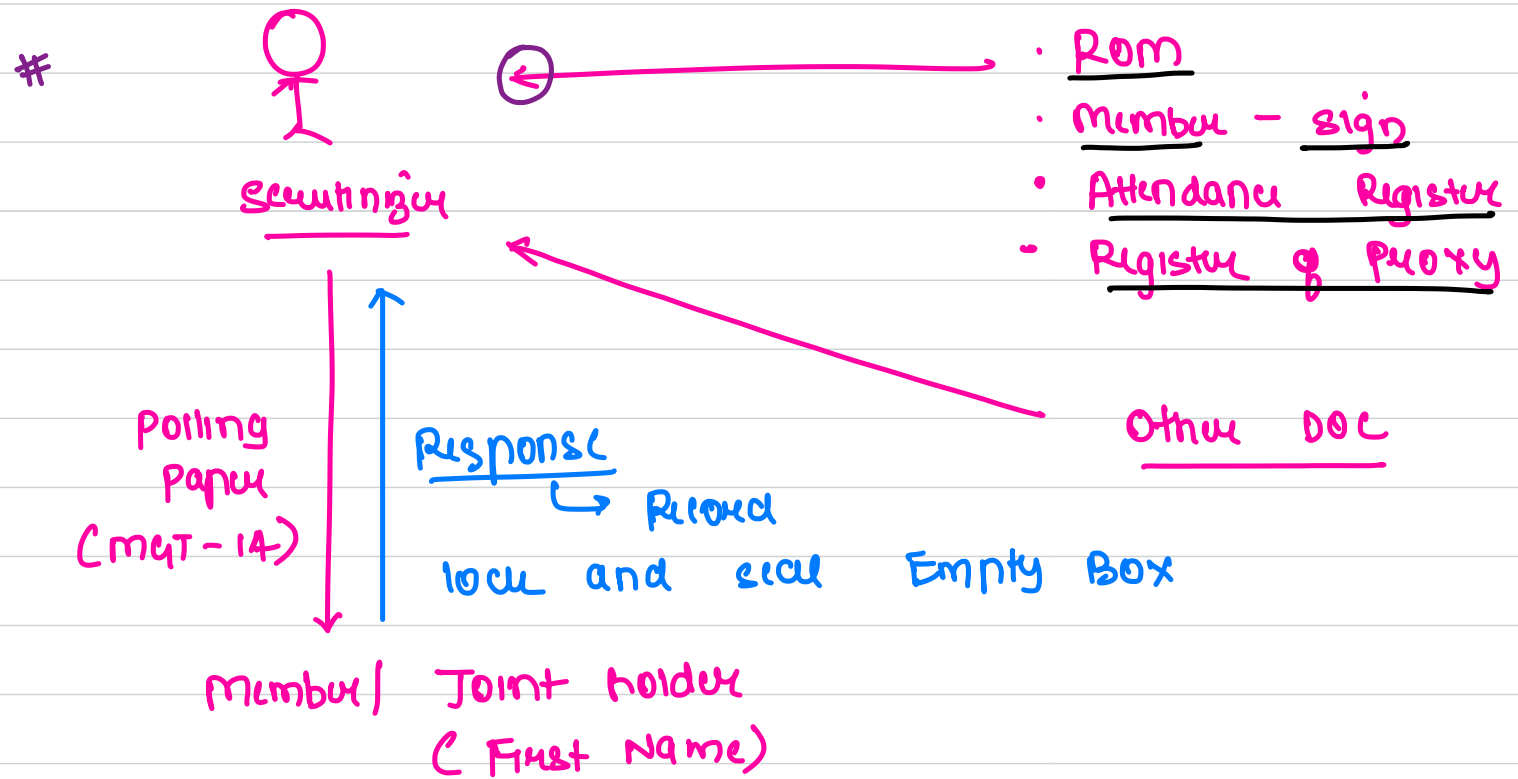
(17) Date of Resolution deemed to be passed  
on date of gm.

(18) Once resolution proposed it can't be  
withdrawn.

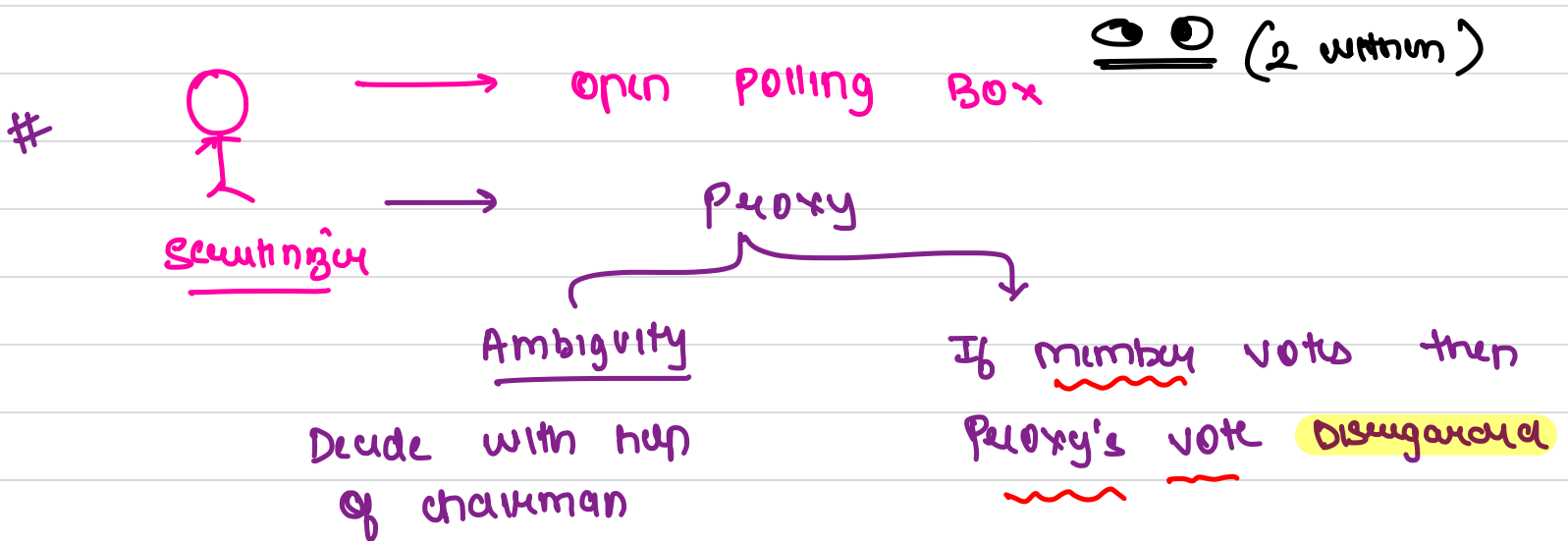
Sec 109: Demand for Poll



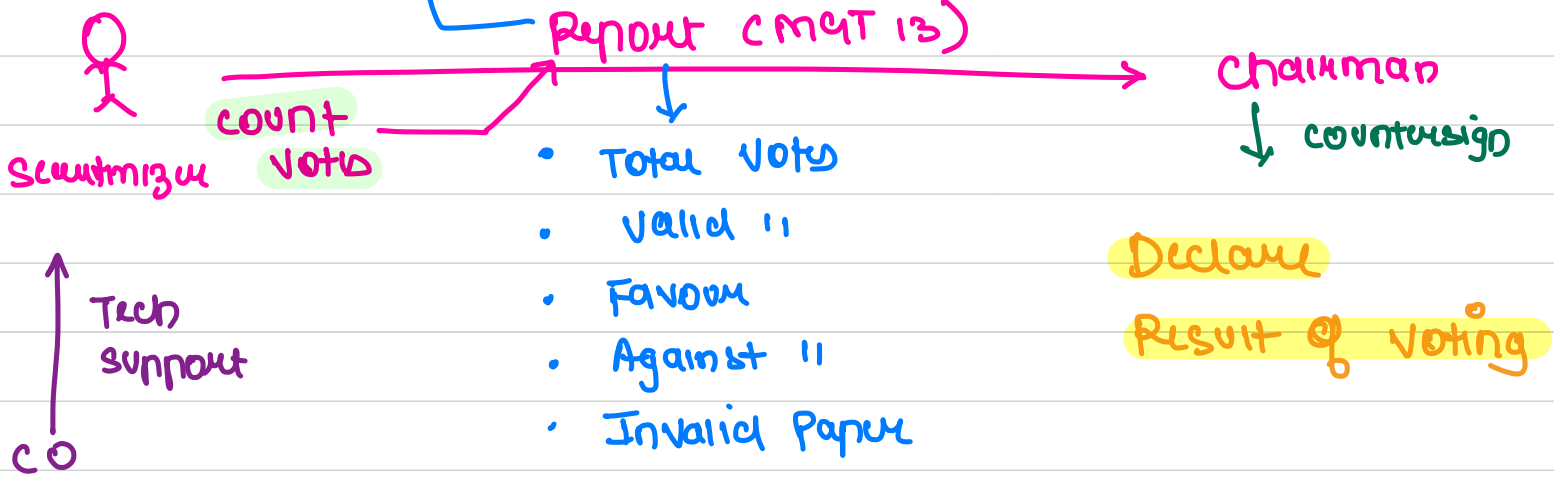
**Rule 21** : chairman shall ensure that



## voting Process over

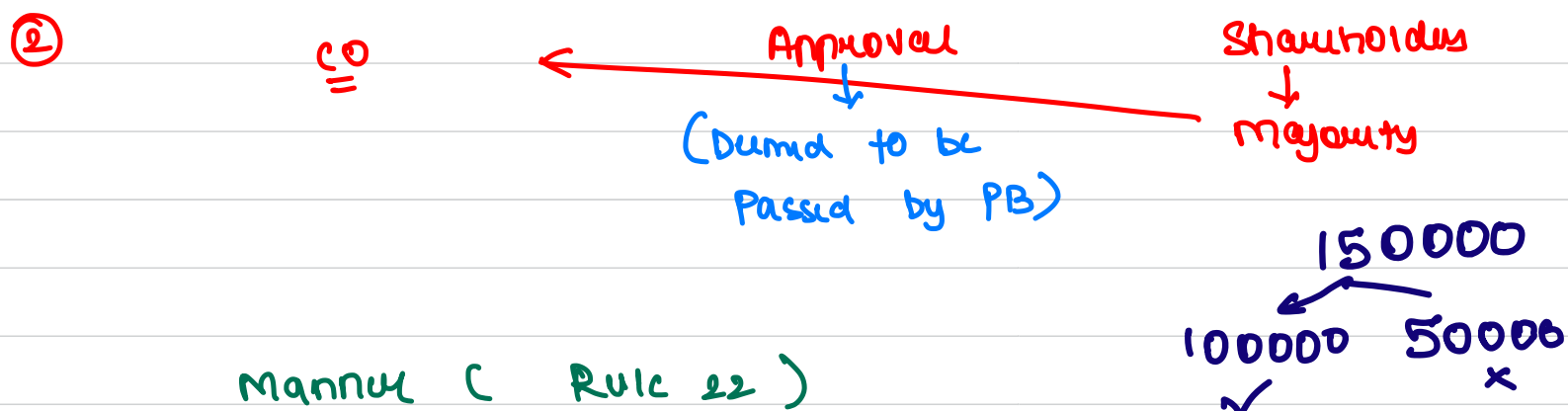
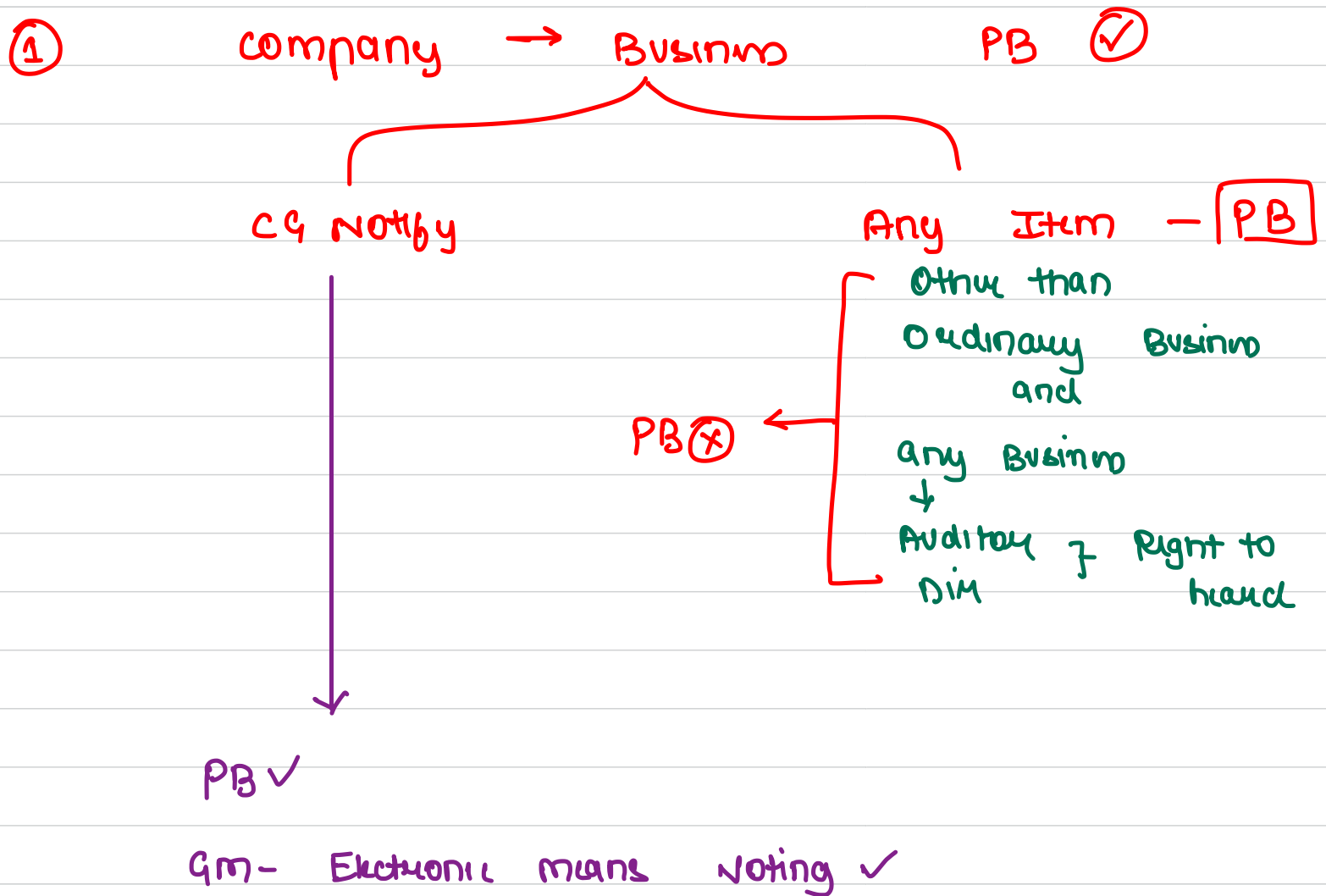


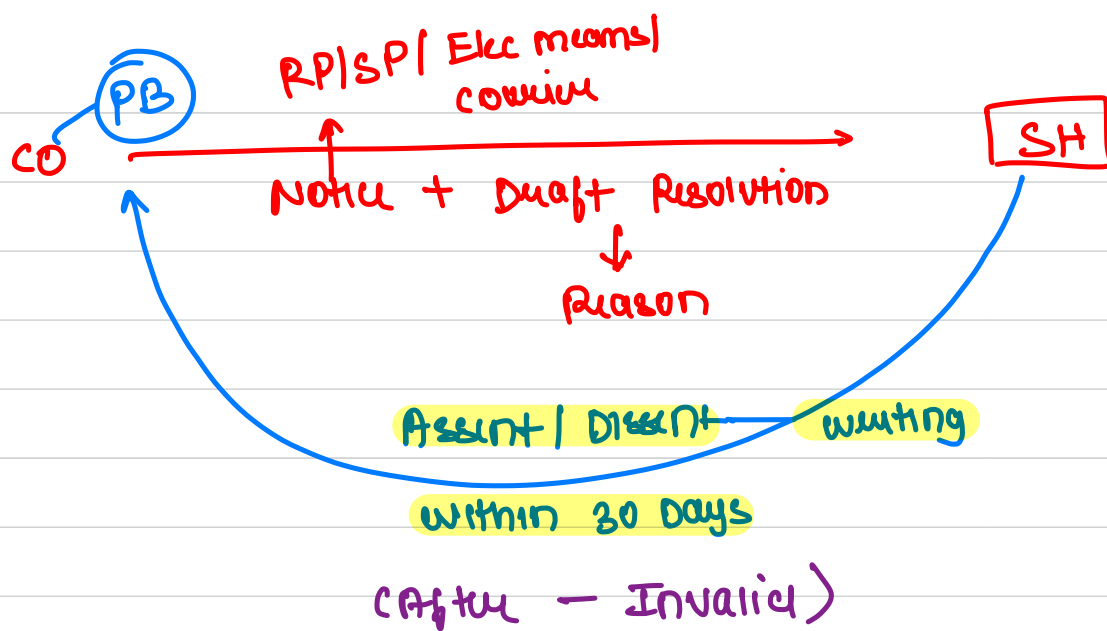
(within 7 days from poll)



## Section 110: Postal Ballot (PB)

- Voting through Post or any Electronic mode

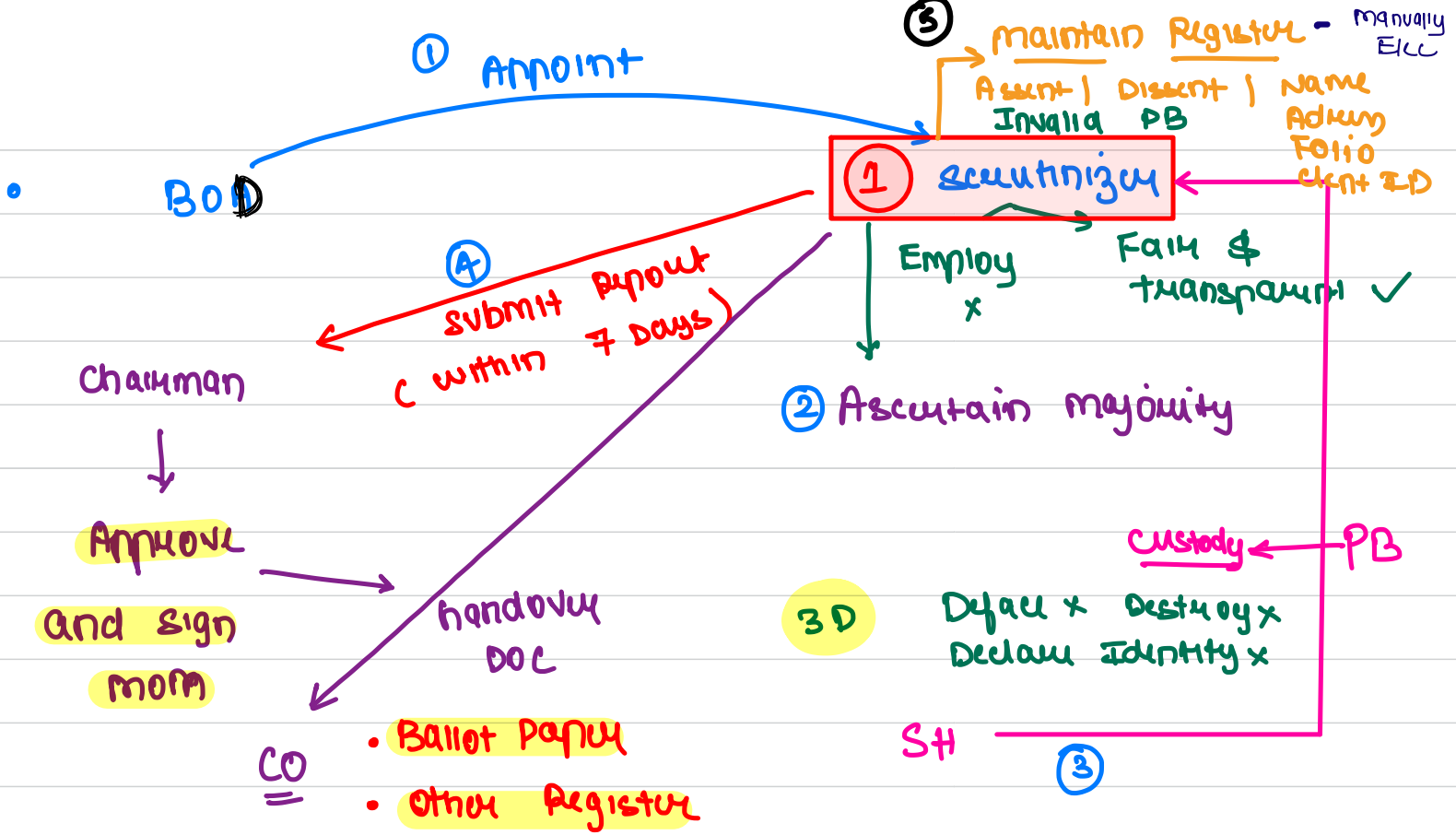




- Eng  
Nuna
- Ads
- Details:
- ① Statement - Elec means also provided
  - ② Dt of completion of dispatch of Notice
  - ③ Dt of commencement of voting
  - ④ Dt of End
  - ⑤ last date beyond which vote will be Invalid
  - ⑥ Duplicate Form - how to apply
  - ⑦ contact details - grievance

Notice < website till last date of Receipt of PB.





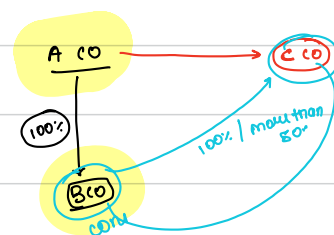
— Result public on website of co.

# Following Items only by PB

- Alteration of object clause PP → VP
- Alteration of AOA
  - Intution
  - Removal

condition  
constitute put co.
- change in R.O OIS local limit
- change in object + unutilised money

- Issue of share with differential right
- Variation in Rights attach to class of shares / debenture
- Buy Back of shares
- Election of Dir
- sale of whole / substantially whole undertaking <sup>(NDTV)</sup>
- giving loan / guarantee in Excess of limit of sec 186 (3)



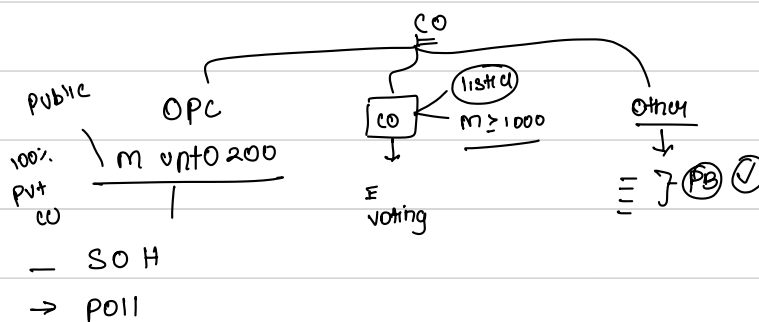
Aforesaid Item  $\leftarrow$  PBV  
 Etc means at gm ✓  
 (108)

OPC

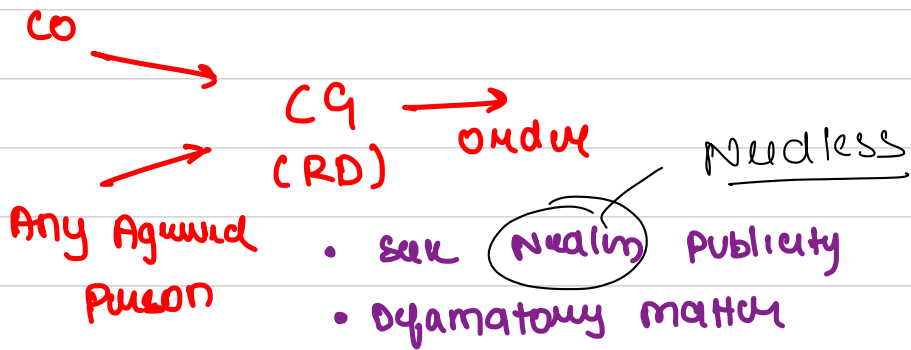
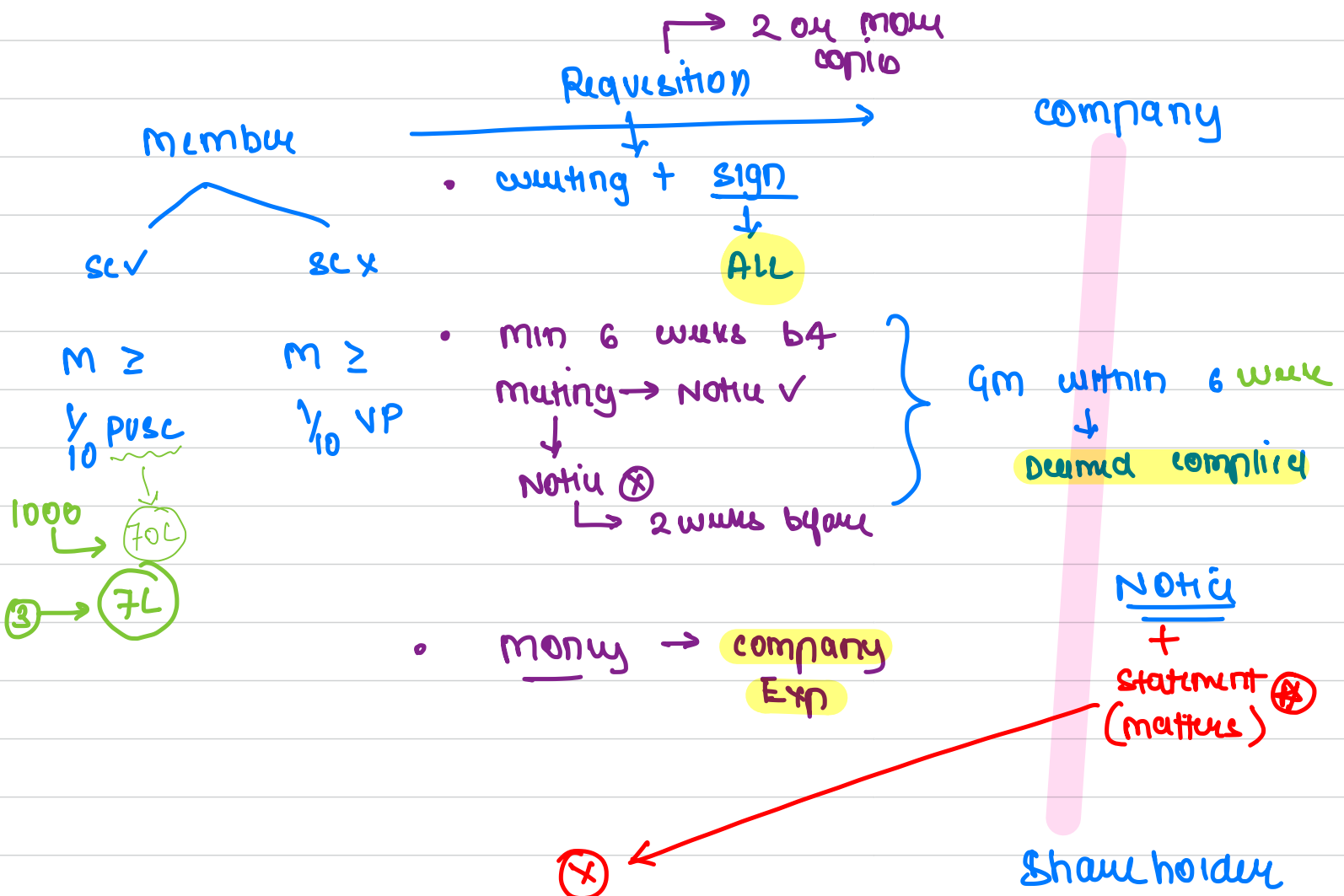
Other co upto 200 members

} PB⊗

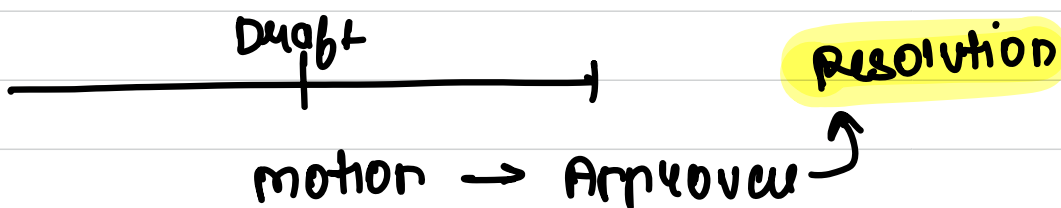
12:55  
 Buaa



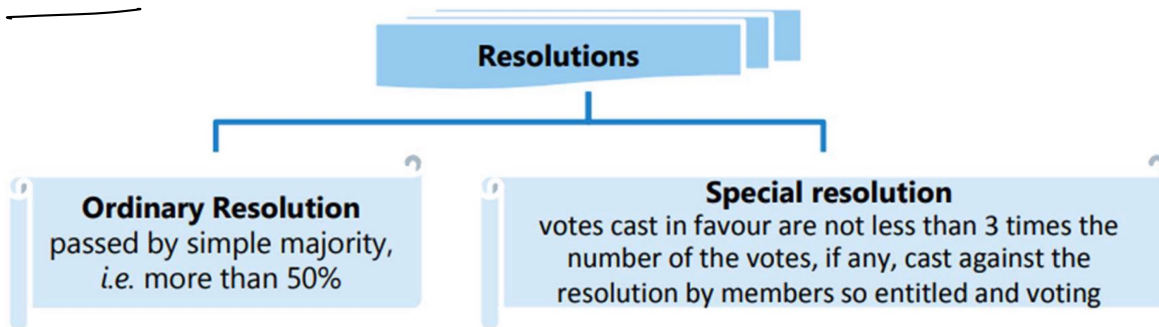
# Sec 111: Cancellation of member Resolution



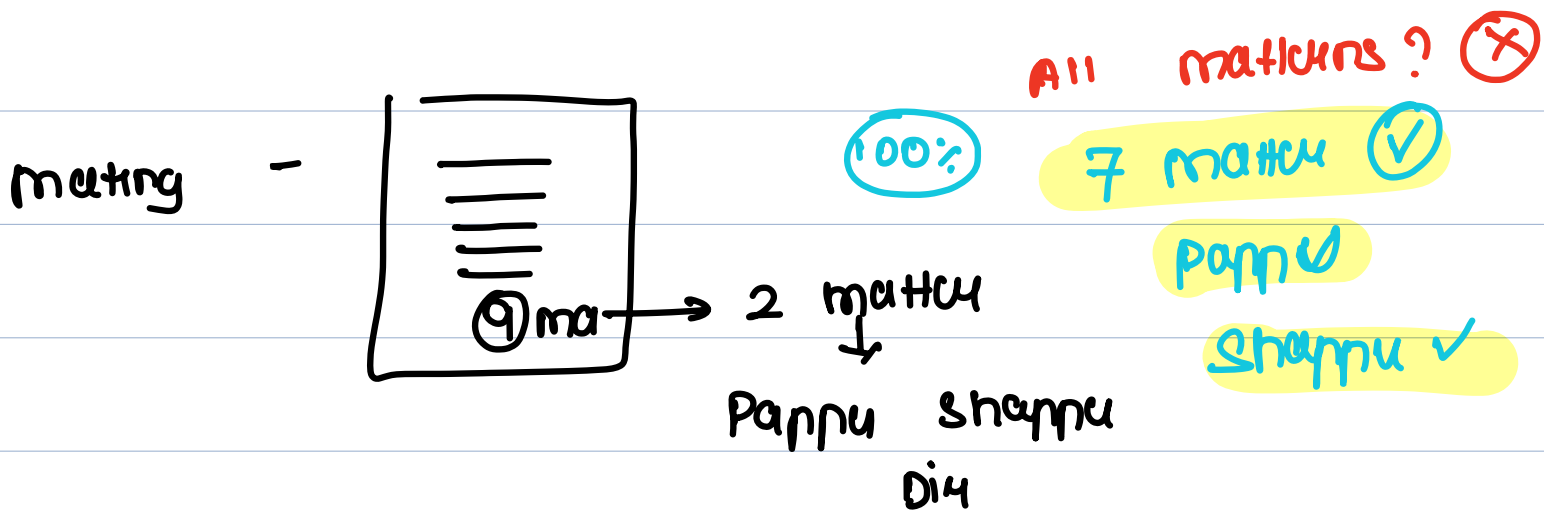
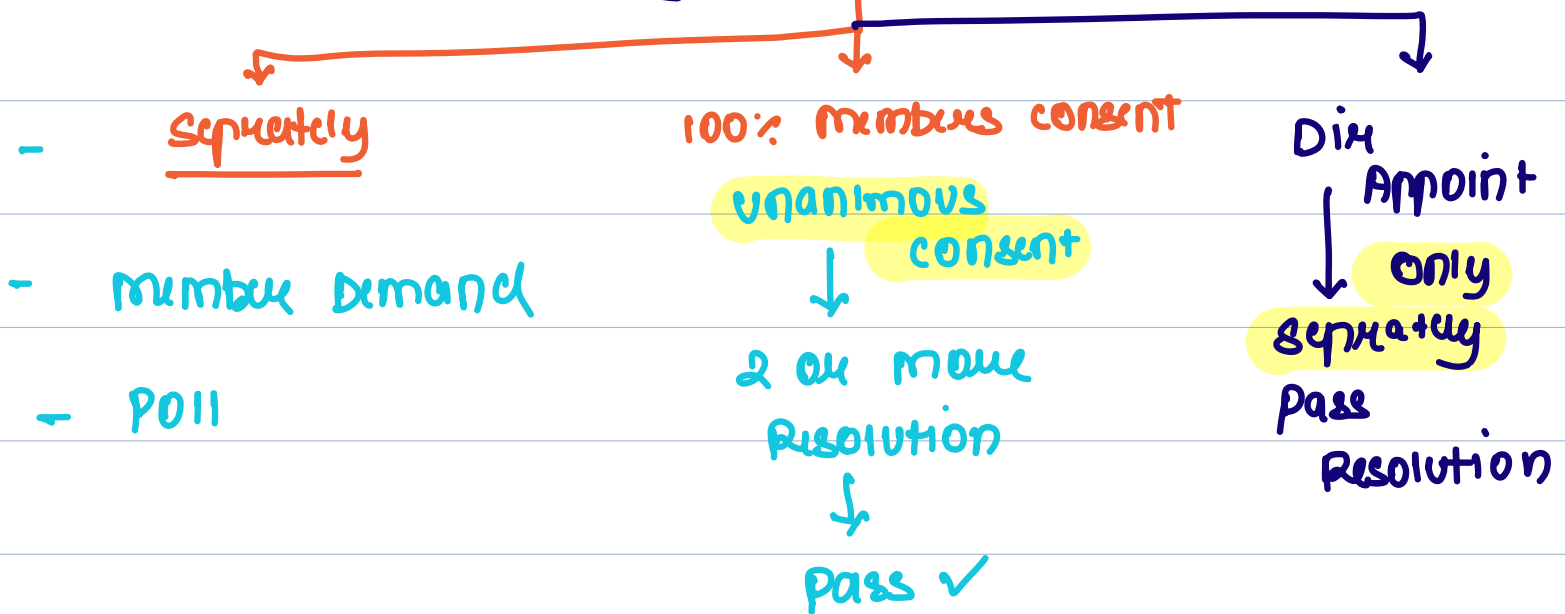
• Punishment - CO + OJD : 25000



Sec 114



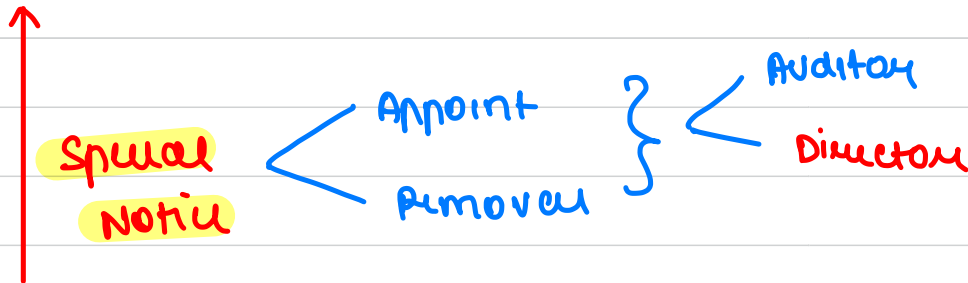
### Meeting : Resolution



Sec 115: Special Notice

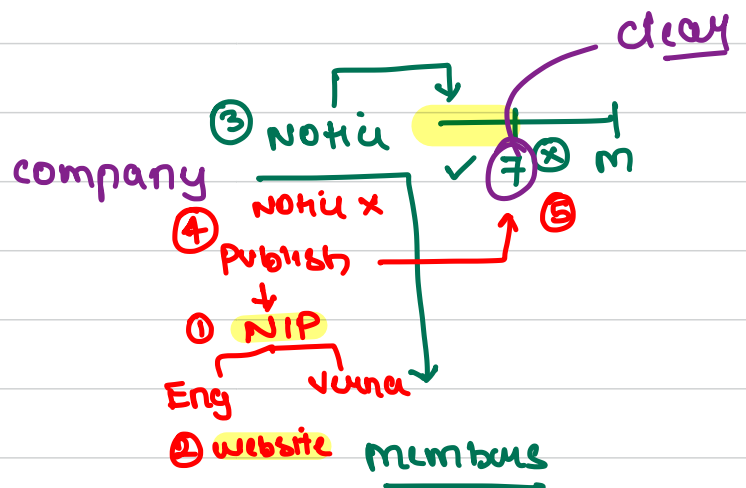
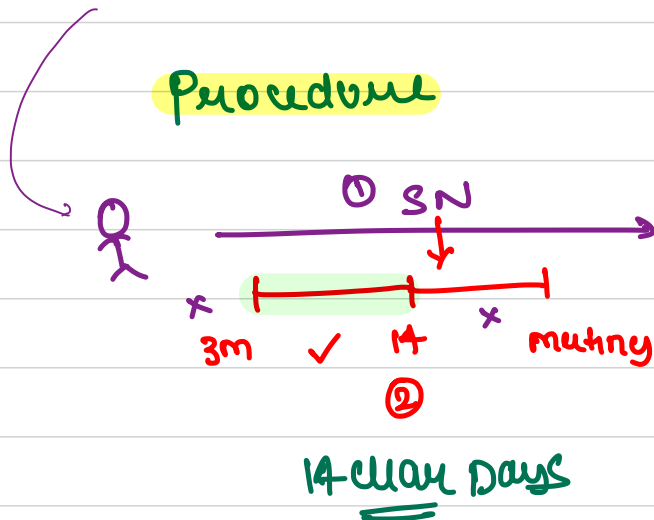
140 - Auditor turn over ✓ but Reappoint x  
169 →  
Diy ko Dhanu  
manu Nikalna

Resolution  $\begin{cases} \text{Act} \\ \text{AOA} \end{cases}$



1% VP  
or  
PVSC - 500000

Procedure

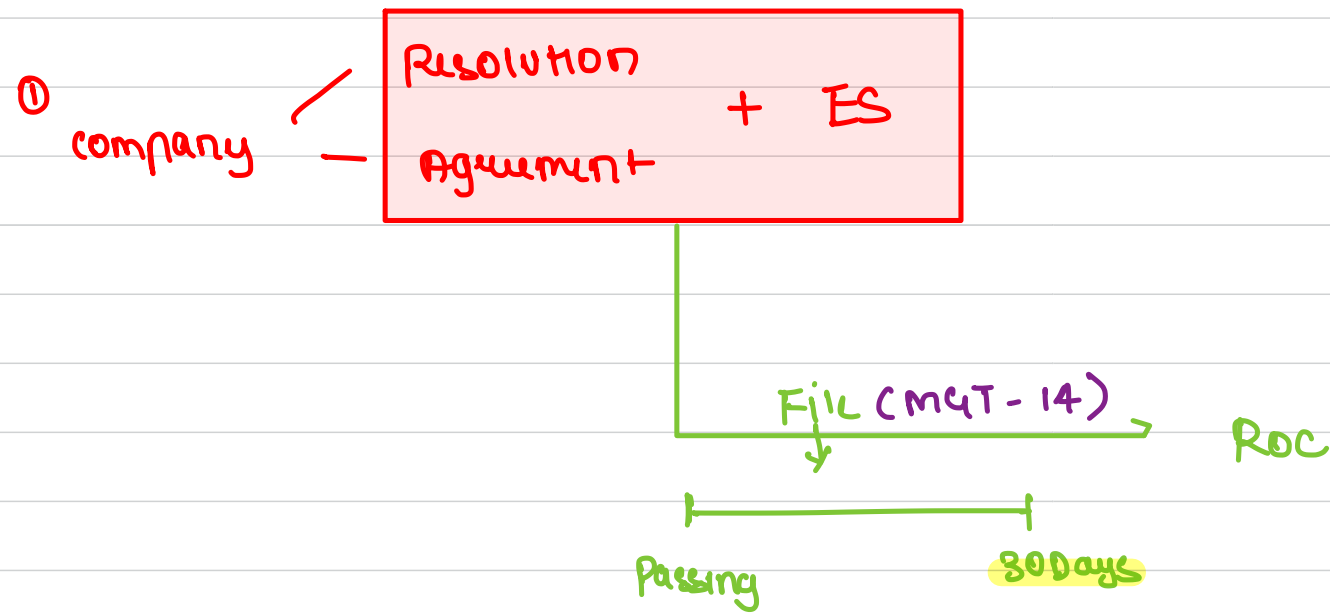


Sec 116:

mutiny  $\begin{cases} \text{co - gm} \\ \text{holder of any class of share in co} \\ \text{BOD - co} \end{cases}$

Resolution shall be treated as passed on day on which actually passed

## Sec 117: Resolution and Agreements to be Filed



② Resolution Agreement 7 changes — AOA

↓

[ Every copy of AOA change ]

③ Resolution + Agreement →

①. SR

② Resolution to be Agreed by all members

③ BOD Resolution + Agreement — Appointment terms relating to MD

④ Resolution / Agreement which have been Agreed to by any class of members

⑤ Resolution — voluntary W.V.  
IBC

⑥. Resolution passed - 179 (3)

↓  
BOD Powers Reson  
Borrowing / lending

No person  $\xrightarrow{\text{Inspect (X)}}$  Copies of such Resolution

⊕

CO  
=

OCB

loan  
guarantee

Banking CO

NBFC

HFC

Penalty

CO

10000

+

100 / day

max - 200000

OID

10000

+

100 / day

max - 50000

## Section 118: Minutes of Meeting

①  conclusion 300  
↓  
Minutes Prepared - Pgs consecutively Number

② contain: Fair and correct summary

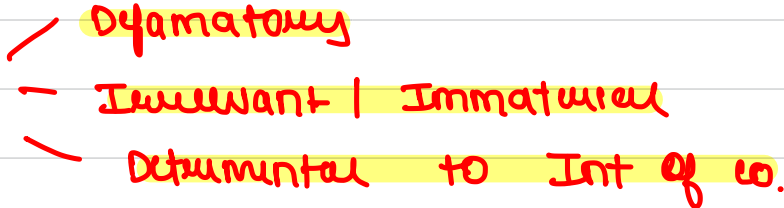
③ All appointments - meeting - mom ✓

④ BM / Committee of Board

↓

- Name of Dir Present
- Each Person
  - ↳ Name of Dir: Dissenting

⑤ Not Included in mom

Chairman Opinion 

- Dramatous
- Irrelevant / Immature
- Detrimental to Int of Co.

⑥. mom - Record 7 serve as Evidence  
4/5 118

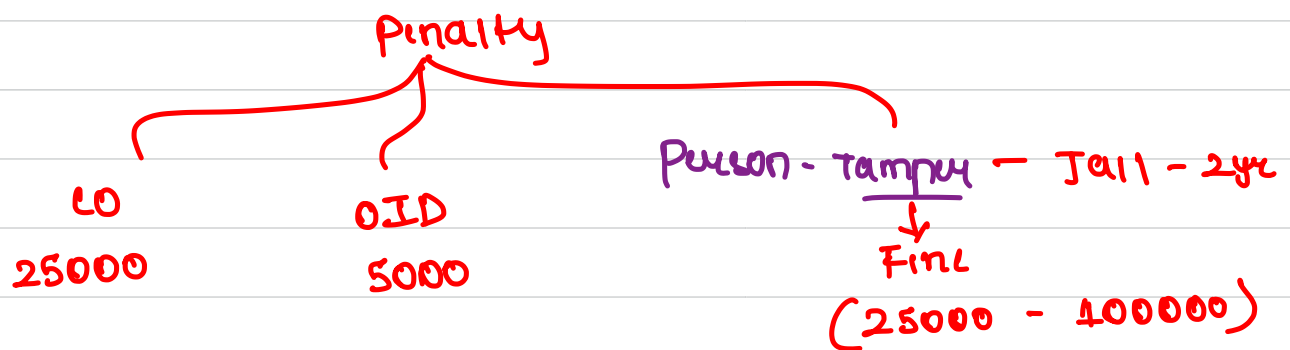


⑦ until contrary is proven

- Muting < call back
  - Proceeding
  - PB - Reson
  - Appointment
- } valid

⑧ NO Doc supporting to be Report of  
Proceeding of Cm shall be circulated  
at LO Exp union matter requires to be in  
mom.

⑨. Secutamal standard - ICSI Follow



## Rule 25

①. Distinct minutes Book maintain for  
Each type of meeting

- Gm - member (Include PB)
- meeting of ex
- meeting of Board
- committee

②

1 ————— 300

conclusion      ↓      Entry ✓

③ Resolution - PB ✓



• Buy Report on PB

Reason  
Purpose

(P)

Result  
of  
voting

(R)

Summary  
of  
Report

(S)

④ signing of mom

< Every page - sign  
last page - sign + date

- Bm / committee meeting

- chairman of same  
meeting / sending meeting

- Gm : chairman

↳ Enabling - Board autho person

- Resolution - PB

- chairman of Board

-

↓

⊗

Board autho person

⑤ • Kept at R.O or such other place Board may direct

• Permanent



• custody - CS  
- DH authorised by Board

# Maintenance and Inspection of Doc in Electronic Form - SEC 120

CO

↓

Doc

Record

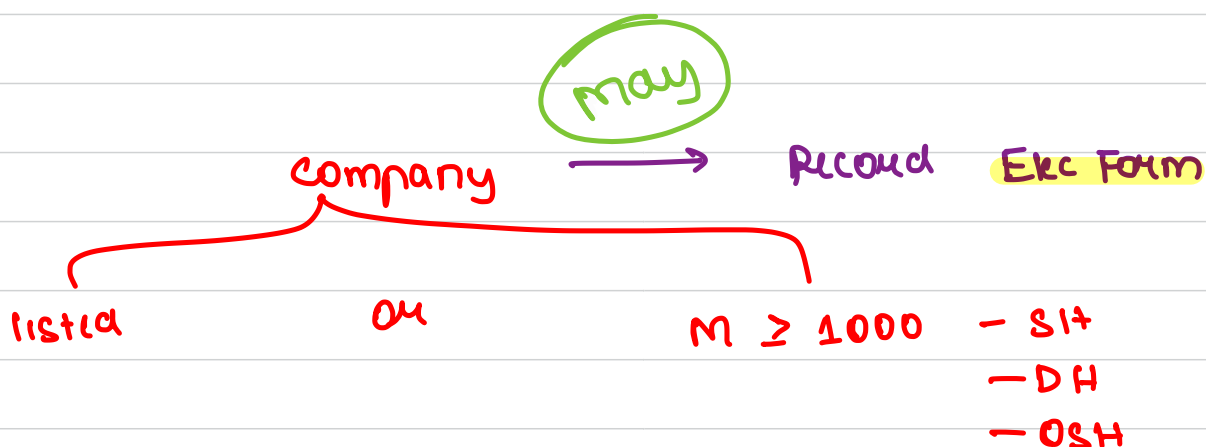
Register

mem

} Elec Form ✓

## Rule 27

•



•

Record - BOD ✓

Register

Index

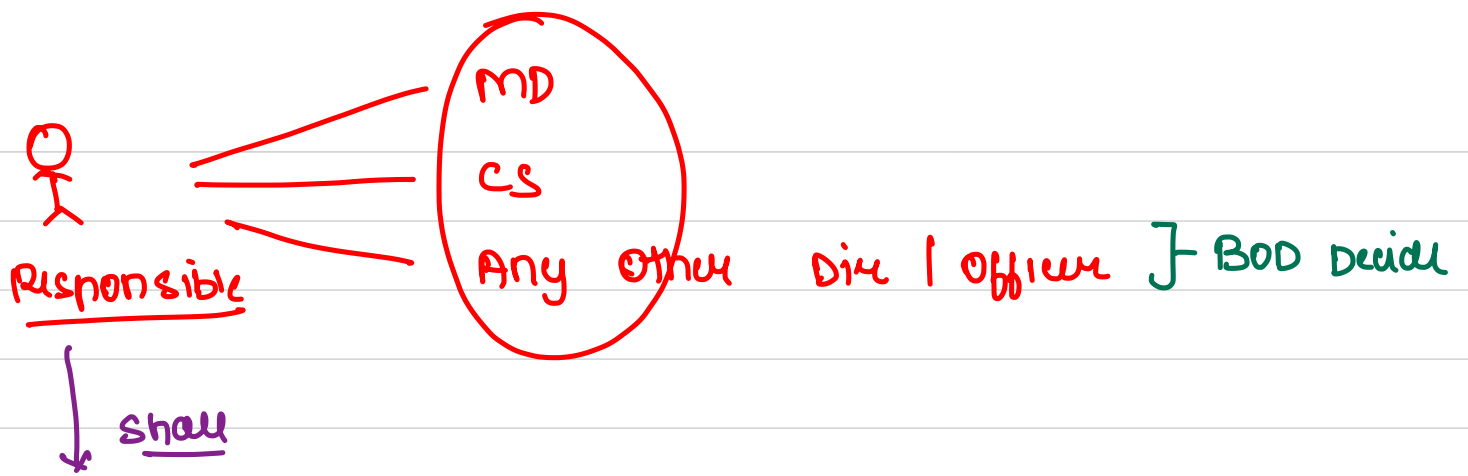
Agreement

MOA

minutes

other Doc

- same Format - Act Prescribe
- Recorded : Future Ref.
- capable of being Readable Retrievable and Reproducible in Printed Form
- capable - Data and signed Digitally
- Once Data / signed → Edited / Altered (X)
- Capable of being updated



- Protection Against unauthorised access, Alteration and tampering of Records

- Ensure Against loss of Record  
Damage Failure of media

- Signatory of Elec Record does not Repudiate the signed Record as not genuine

- Computer system, software, hardware  
↓  
Secure + validate  
Accuracy Reliability consistent Intended Performance

- Computer system → Discern [Invalid / Altered Record]

P1

- Records
  - Accurate
  - Accessible
  - capable } Reproduced later

- Record - All time capable of being retrieved

↓  
[ Readable + Printable Form ]

- Record
  - Non Rewritable
  - No Erasable } pdf

P2

- 1 Backup 1 Day

- ↓  
Authenticated + Dated + kept at place  
(BOD - Decision)

- limit the Access - MD  
CS  
Any other → BOD ✓

- Reproduction  
↓  
Non Elec Original Record → Elec Form  
complete True  
Authentic legible

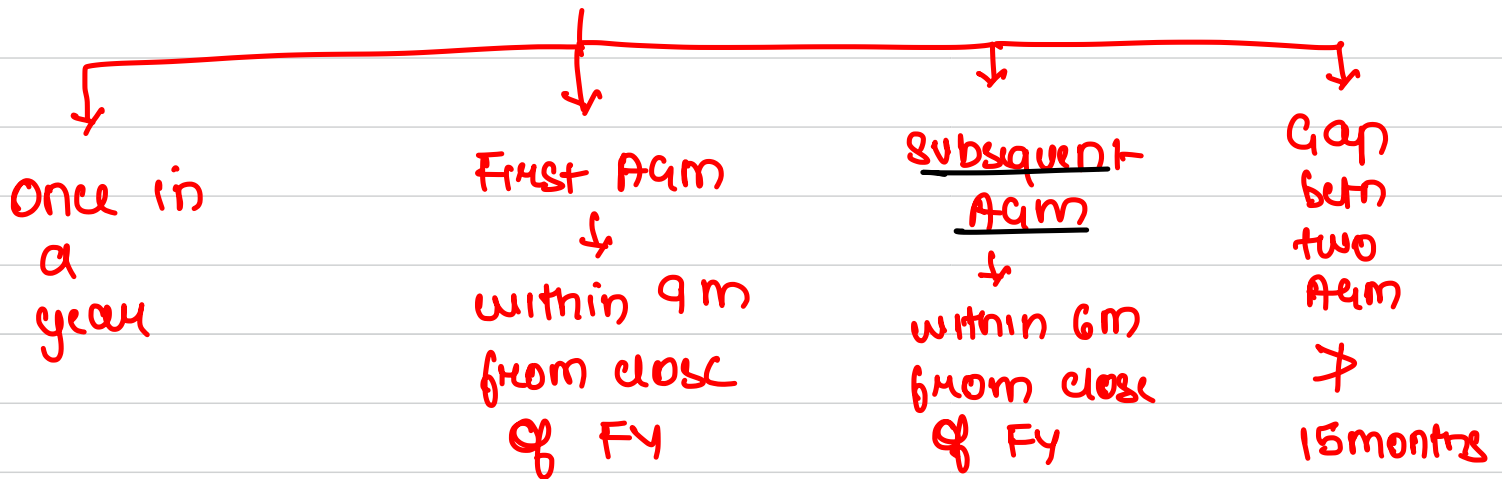
13

- Index and Records } Arrange  
↳ Easy location  
Removal. Access

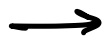
- steps - security  
Integrity } Record  
confidentiality

- Inspection & copies  
↓  
✓ \* 10 / Page

## Sec 96 - AGM



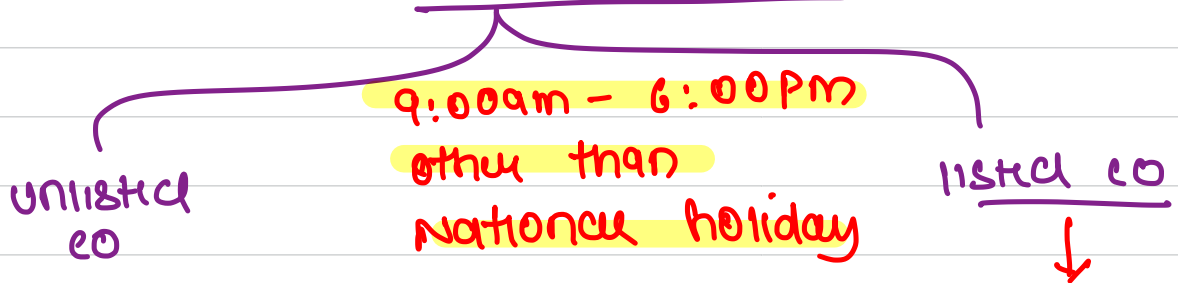
Extension  
by  
ROC



N/A

3m

## Place of AGM



→ Any Place  
in INDIA

→ writing +  
100% members  
consent

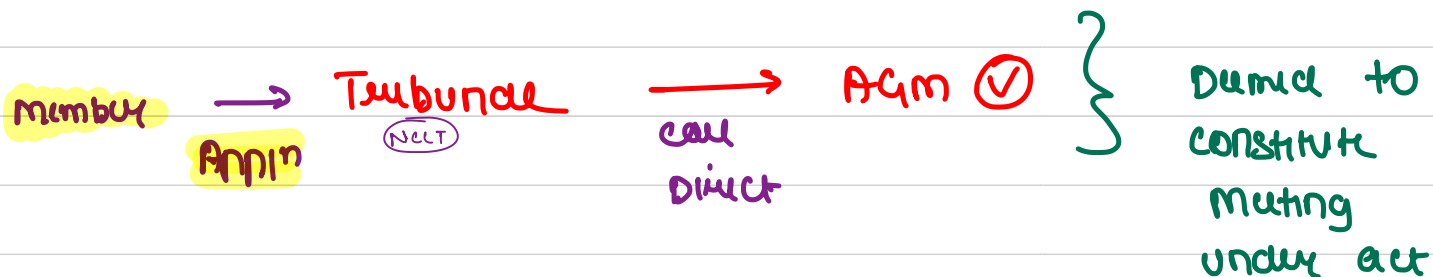
- RIO

- or any  
place within  
city

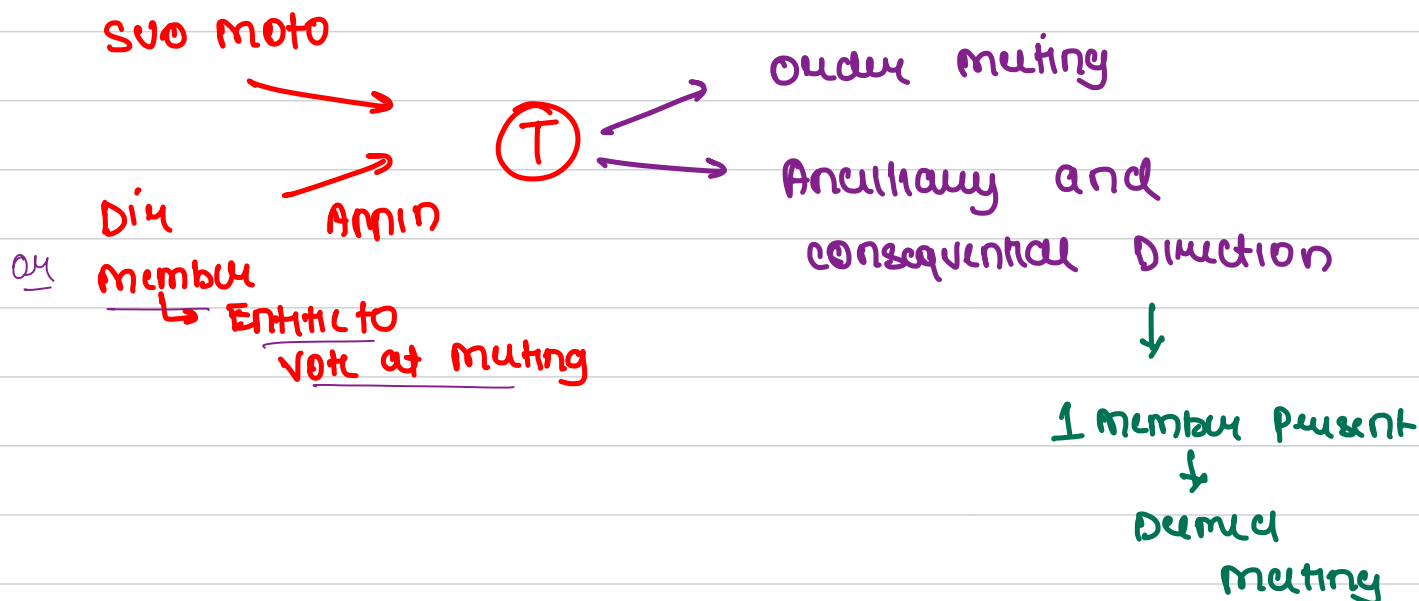


Sec 97: Power of Tribunal to call AGM

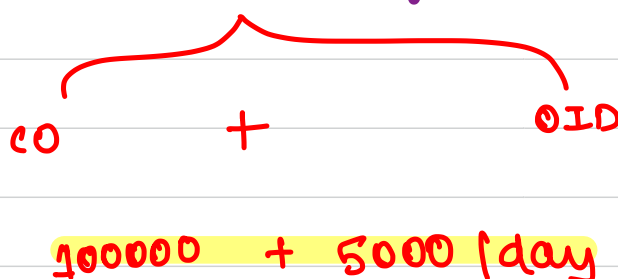
CO - AGM ⊗



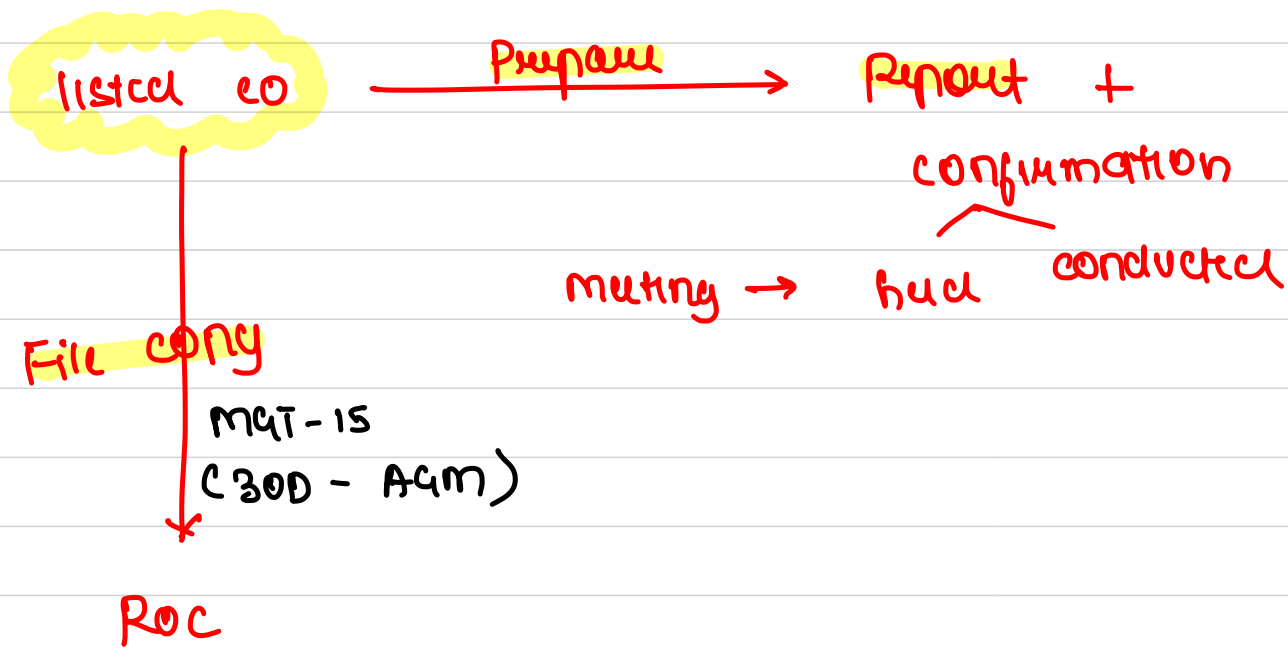
Sec 98: Power of Tribunal to call meeting of members (other than AGM)



Sec 99: Punishment for default → 96-98



## Sec 121: Report on AGM



### Imp pts

- Report is in addition to mom
- Sign and Dated — chairman + cs  
↓  
(x)  
2014 (1MD)

### • Report - Details

- ①. Day Date hour & Venue - AGM
- ②. confirmation of chairman - Appoint
- ③. No of members attending meeting
- ④. quorum

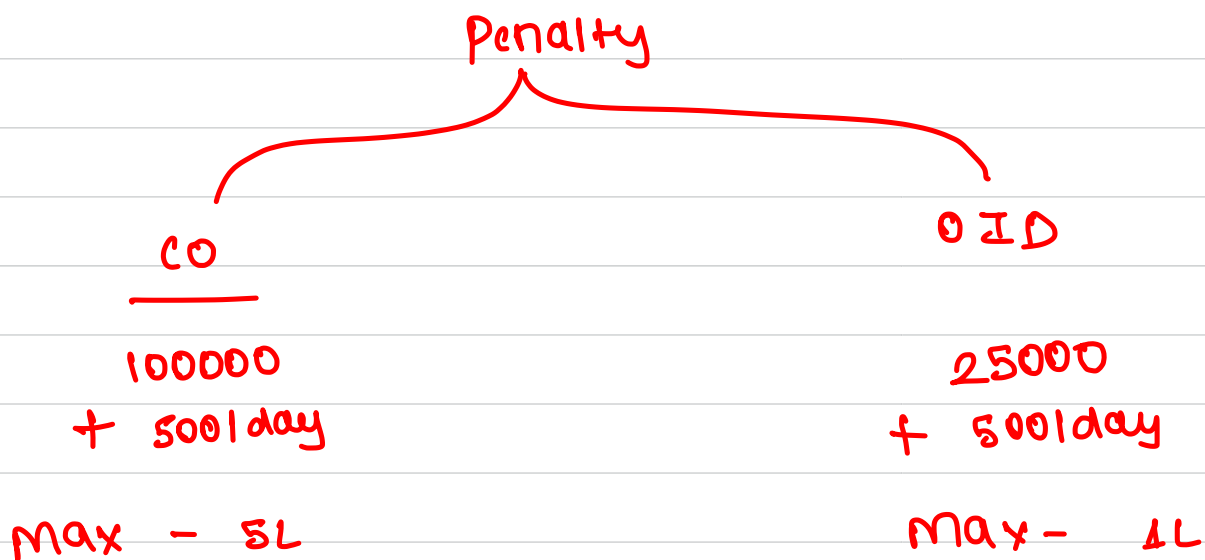
⑤ confirmation  $\begin{cases} \text{compliance of Act} \\ \text{essential standard} \end{cases}$

⑥ Business transacted at meeting

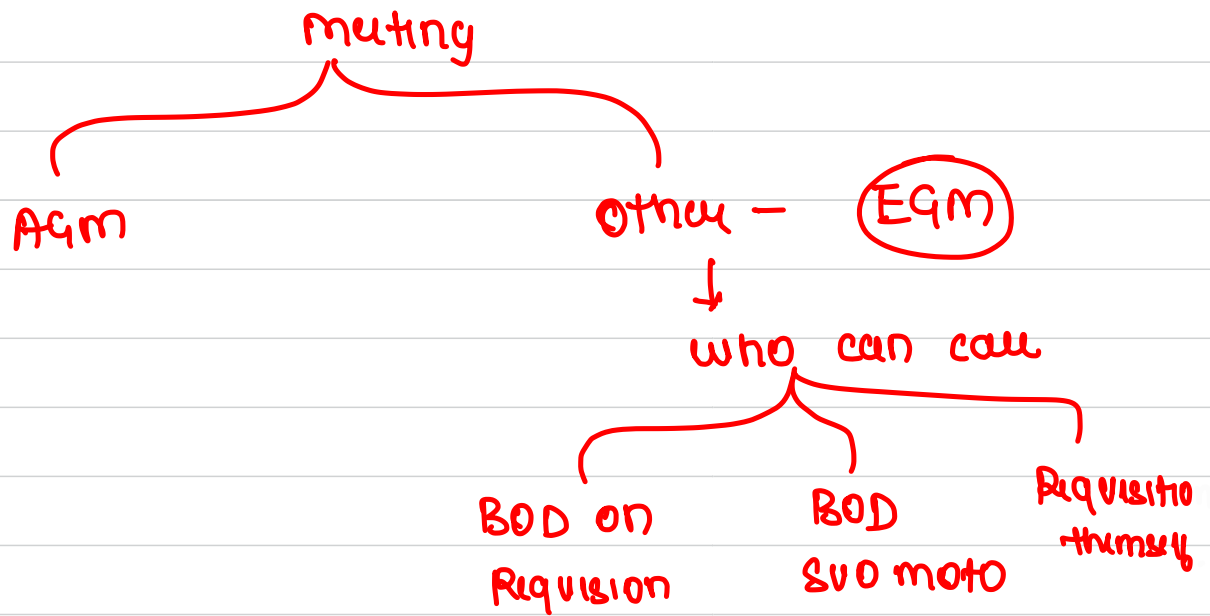
⑦ Particulars  $\begin{cases} \text{Adjourn} \\ \text{Postpone} \end{cases}$   $\begin{cases} \text{change of place} \end{cases}$

⑧ other relevant pts

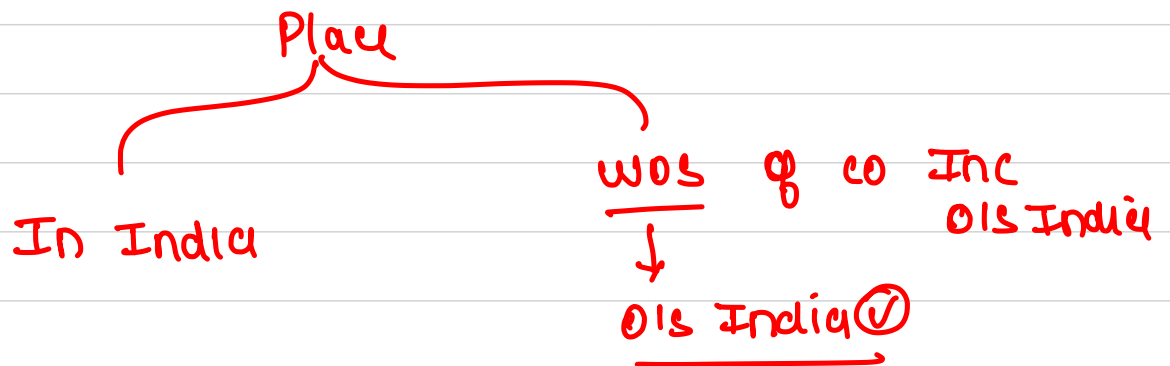
• Fair and correct summary (✓)



# Sec 100: Extra ordinary Gm



## ① BOD - on own:



②

SC ✓  
1/10 Puse

Requisition

BOD

②

can call

21

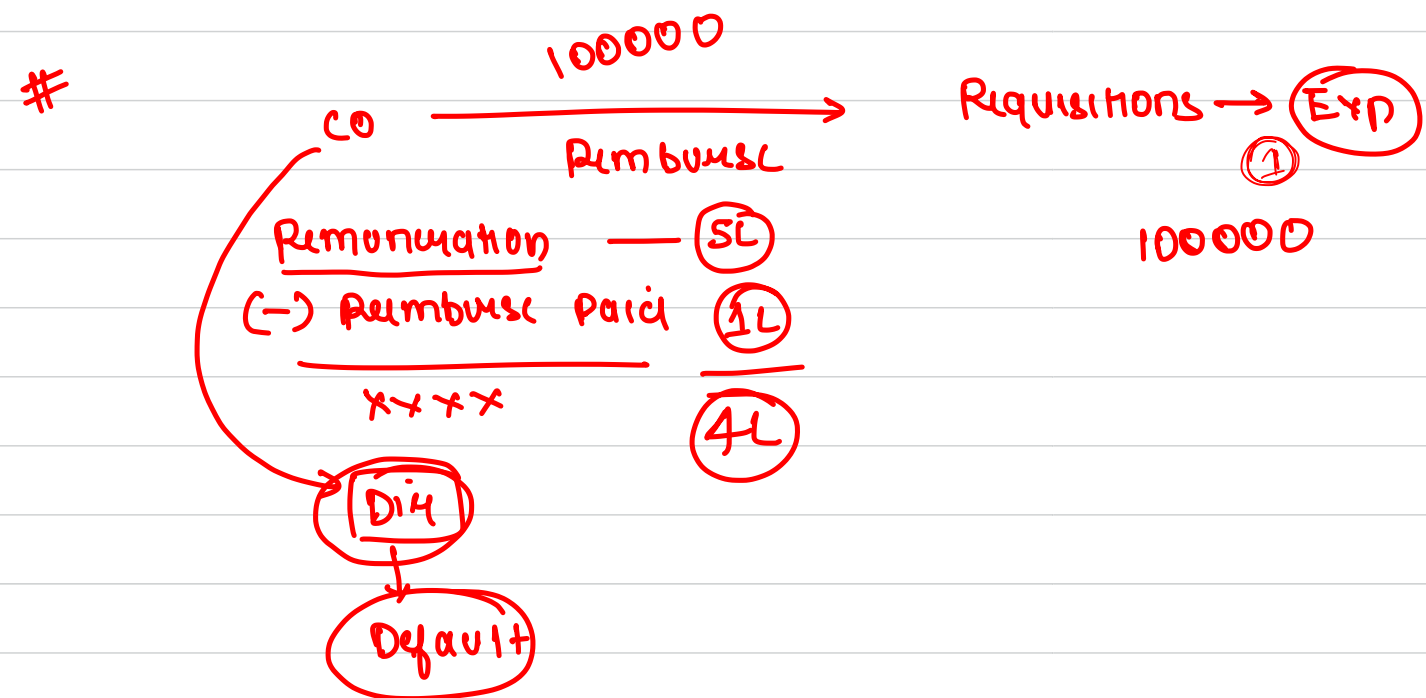
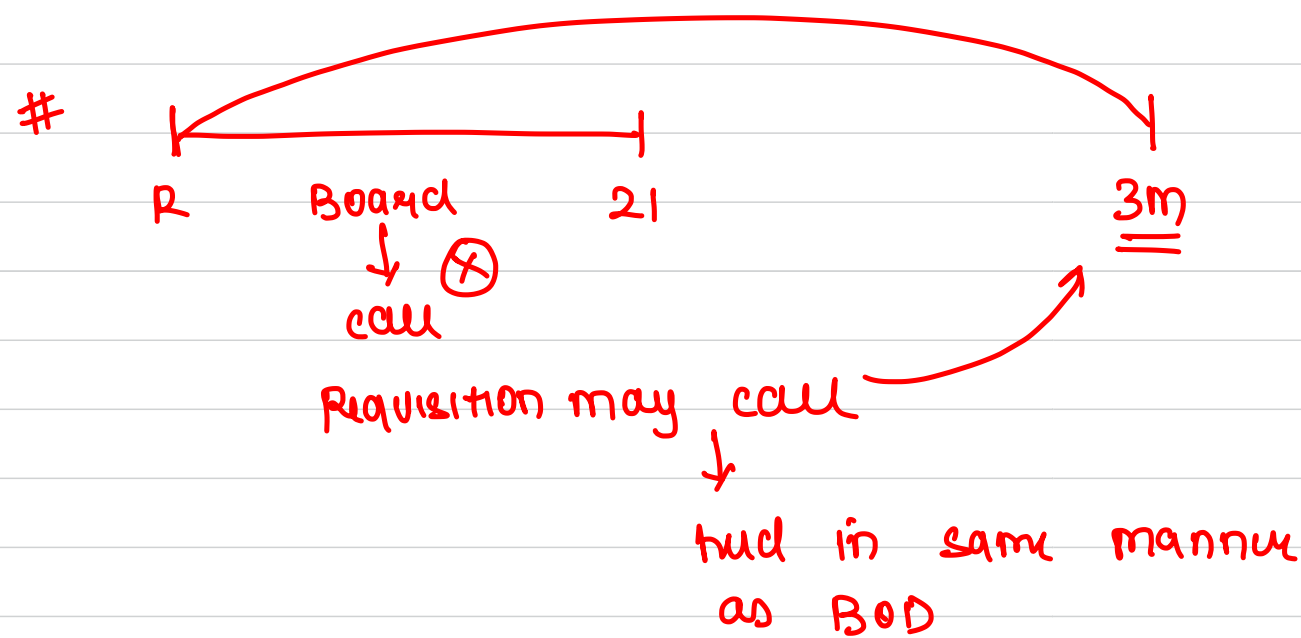
45

SC ✗

1/10 NP

matters → For which meeting is called + sent it to

### ③ Buy Requisitionist



Rule 17: calling of meeting by Requisitionist

- ① 21 clear days Notiu RP SP  
Electronic
- ② Notiu — Place — RO / same city  
Date  
Day  
hour  
Business to be transacted
- ③ Propose Resolution — SR  
↳ Notiu — 114 (2)
- ④ Notiu — signed by all Requisitionist
- ⑤ Egm — Requisitionist  
↓  
Notiu + ES  
xxx
- ⑥ Notiu → members Vote?  
↓  

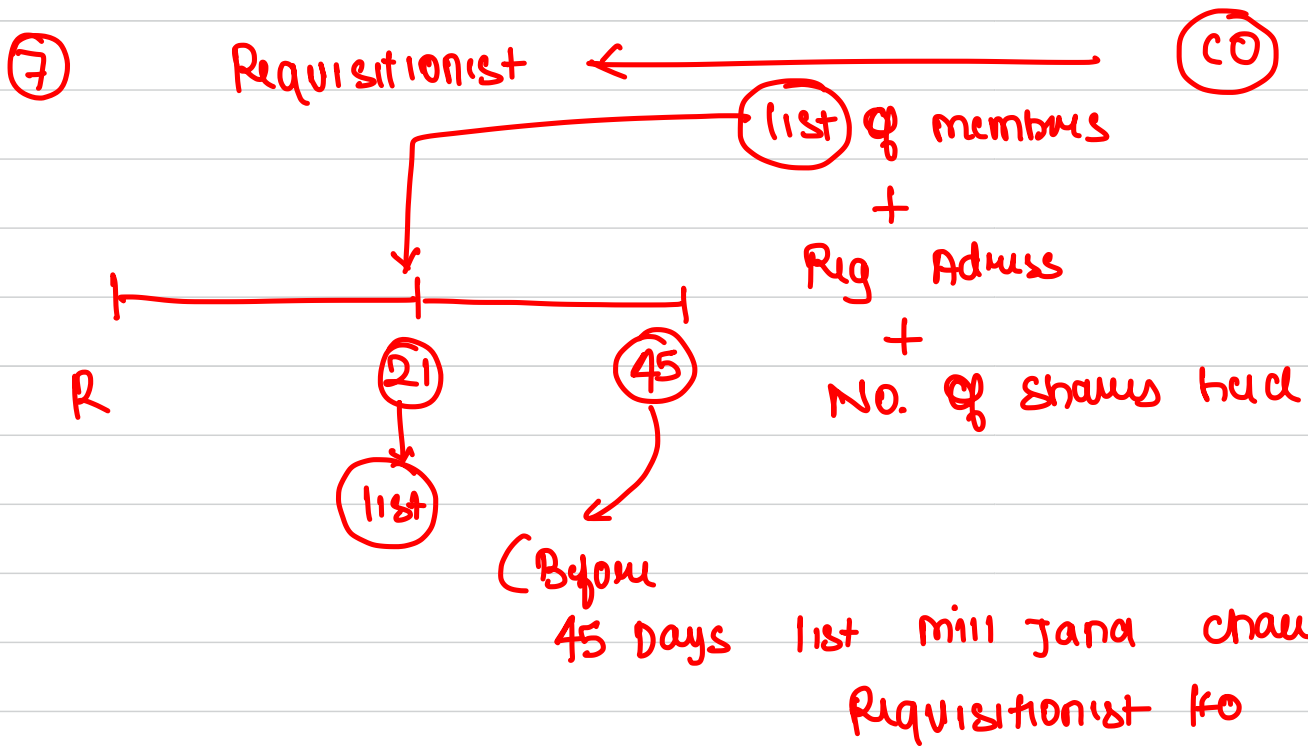
P  
of Egm

30

✓

ROM

xxx



END