



COMPANY SECRETARY

SEMINAR ON ANNUAL COMPLIANCES OF LLP & COMPANIES & MCA21 V3 PORTAL



MINISTRY OF
CORPORATE AFFAIRS

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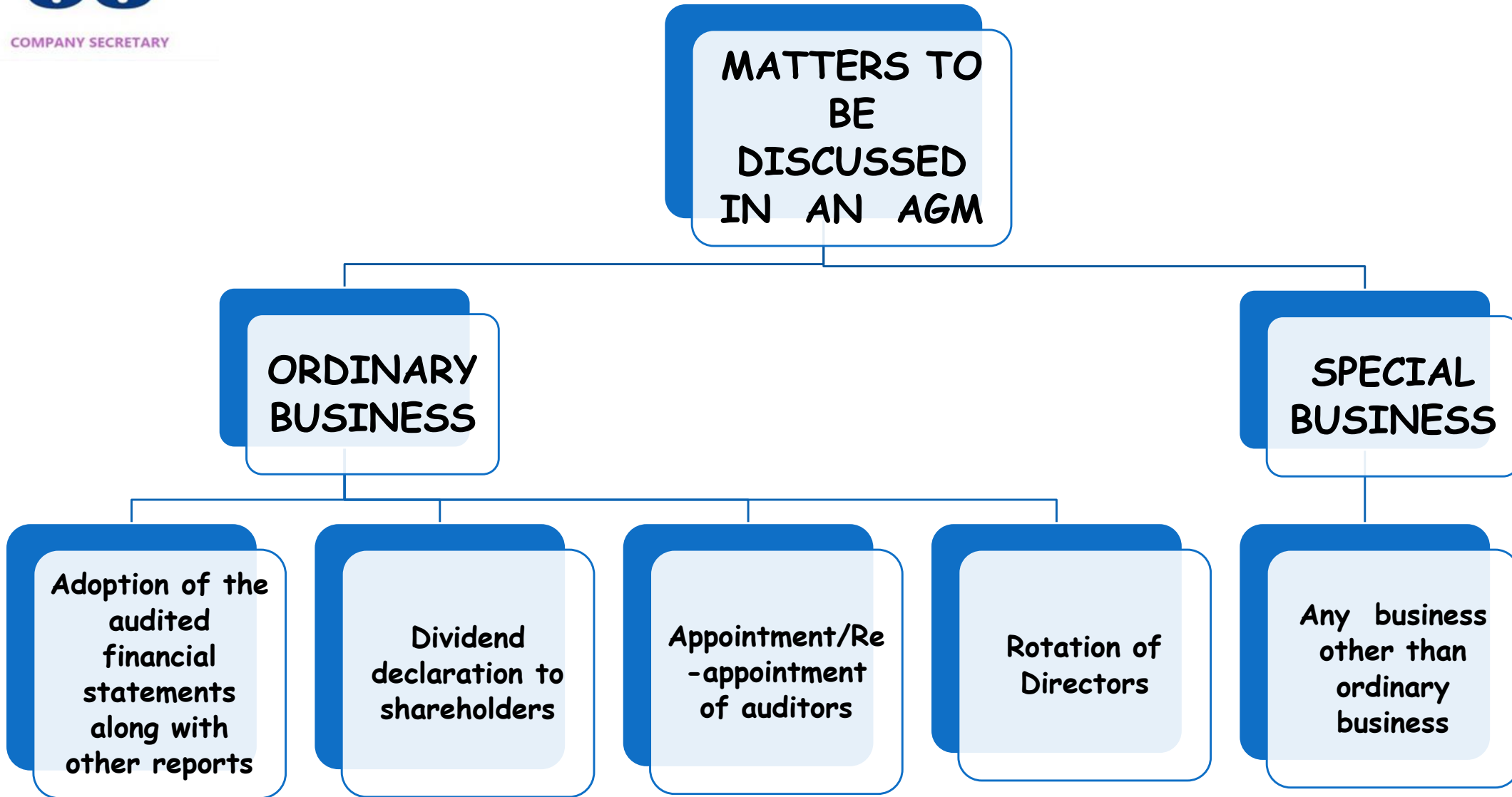
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Section 96 of the Companies Act, 2013

- Every company is required to hold a General meeting each year i.e., Annual General Meeting (AGM). One person company (OPC) is not required to hold the AGM. First AGM should be held within nine months from the end of the first financial year and the subsequent AGM's to be held within six months from the end of the respective financial years.
- The gap between AGMs of 2 consecutive years shall not be more than 15 months.
- Registrar may extend the AGM for any special reason, by a period not exceeding three months. First AGM can't be extended.
- First Financial year of a Company shall be as follows:

where a Company has been incorporated on or after 1st day of January of a year, the period ending on the 31st day of March of the following year in respect whereof financial statement of the Company or body corporate is made up.







ROC Filing After AGM

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Name of E-form	Attachments	Due date of filing	Applicability on Company
Form ADT-1 (Appointment of Auditor)	<ul style="list-style-type: none">▪ Appointment Letter▪ Consent Letter▪ Certified True copy of resolution passed	15 days from the conclusion of AGM	Private Company, Public Limited Companies, Listed Company, One Person Company
Form AOC-4 (Filing of Financial Statements, Boards Report along with annexures)	Financial statements, Audit Report, Boards Report, AOC-1, AOC-2, CSR Report, Secretarial Audit Report etc	30 days from the conclusion of the AGM(In case of OPC 180 days from close of Financial year)	Private Company, Public Limited Companies, One Person Company



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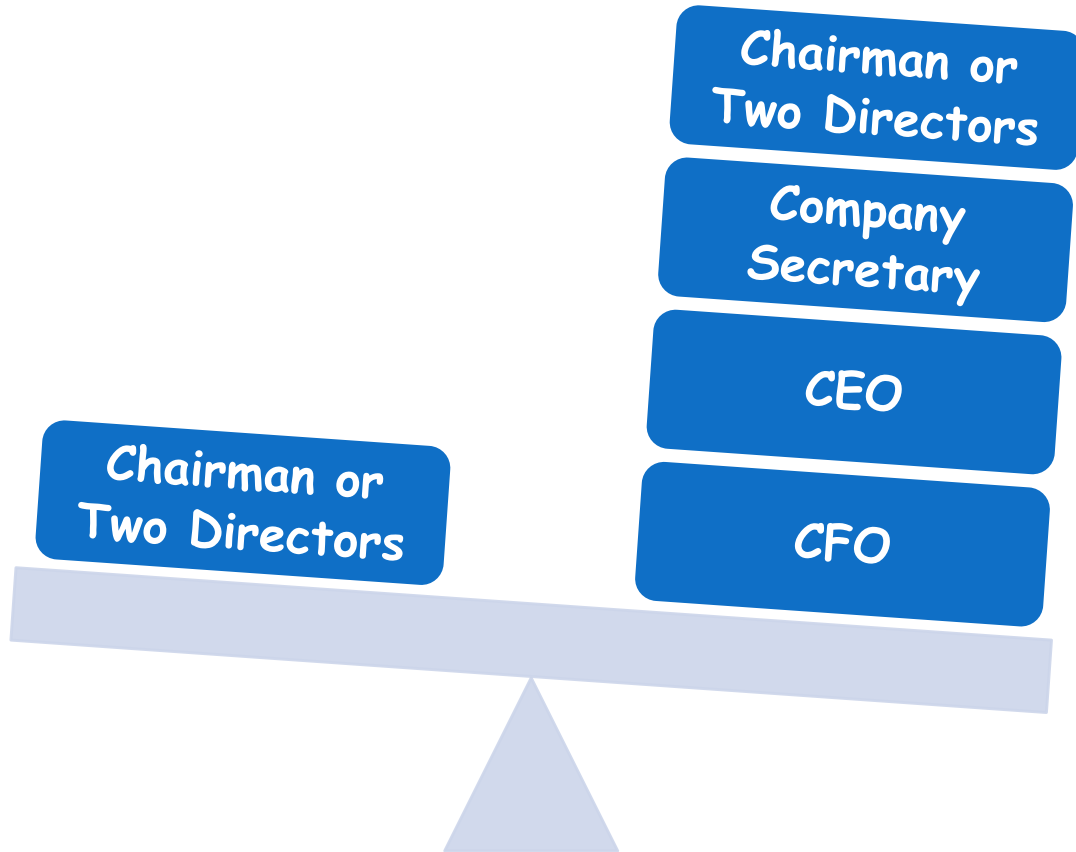
Name of E-form	Attachments	Due date of filing	Applicability on Company
Form AOC-4(XBRL)	XML Instance File Other Attachments	30 days from the conclusion of the AGM	Listed companies in India and their Indian subsidiaries (or) a company With paid-up capital \geq 5 crores (or) With T/O \geq 100 crores, Companies required to prepare financial statements in IND AS
Form MGT-7 (Filing of Annual Return)	List of shareholders, debenture holders, Share Transfer, MGT-8 (if applicable)	60 days from the conclusion of AGM	Private Company, Public Limited Companies, Listed Company, One Person Company
Form MGT-14 (Filing of resolutions regarding approval of Board Report and Annual Accounts)	Certified true copy of the resolution	30 days from the date of Board Meeting	Public Companies (Exempted for private companies)



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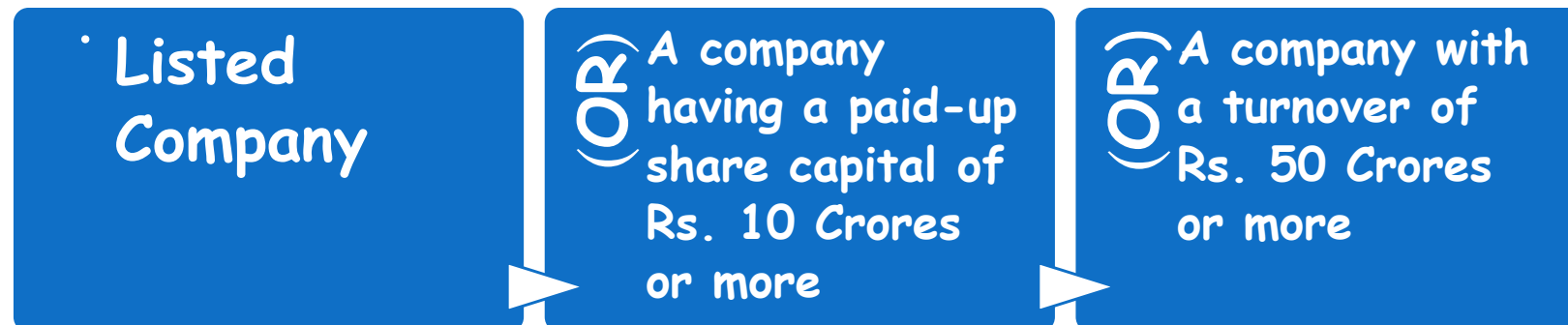
Signing of
Boards
Report

Signing of
Financial
Statements



Form MGT-8

- Form MGT-8 is a certification provided by a practicing company secretary on a company's annual return, according to the Companies Act 2013, under Section 92(2).
- In Form MGT-8, the CS certifies that the annual return discloses the facts correctly and adequately and that it complies with the relevant provisions of the Company's Act 2013
- According to the rules under Section 92(2) of the Companies (Management and Administration) Rules, 2014, the following types of companies should get their annual returns certified by a practicing Company Secretary in the Form MGT-8





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FAQ'S

1. Can a company send balance sheet and auditor's report at a shorter consent i.e; less than 21 days before the AGM?

A) The company can send balance sheet and auditor's report at a shorter consent if majority in number entitled to vote and who represents not less than 95% of the paid up capital of the Company as gives a right to vote at the meeting gives consent.

2. Can a company send notice of AGM at a shorter consent i.e; less than 21 days before the AGM?

A) The company can send notice of AGM at a shorter consent if not less than 95% of the members entitled to vote thereat gives consent.

3. Penalty in case of non filing of the annual filing forms ?

A) Delay in filing Form AOC-4 and MGT-7 beyond the specified timelines shall attract an additional fee of Rs.100.00 per day till the date of filings.





AMENDMENTS IN FINANCIAL STATEMENTS AND NOTES

AMENDMENTS IN BALANCE SHEET:

- Under the heading *Current Liabilities*, under sub heading *trade payables* following disclosures are inserted
 - A) Total Outstanding Dues of MSME and
 - B) Total Outstanding Dues of creditors other than MSME
- Under the heading *Assets*, under sub-heading *—Non-current assets*, for the word *Fixed assets* the words “*Property, Plant and Equipment and Intangible assets*” is be substituted



AMENDMENTS IN NOTES OF BALANCE SHEET:

- In note of Share Capital the following shall be **inserted**, namely:
A company shall disclose Shareholding of Promoters* as below

Shares held by all the promoters at the end of the year				% Change during the year
S. No	Promoter name	No. of Shares	%of total shares	
Total				

Definition of Promoter as per Companies Act, 2013.

‘promoter’ means a person—

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

**Promoters of a
Company in India**





AMENDMENTS IN NOTES OF BALANCE SHEET:

- Under Short-term borrowings, the following shall be inserted, namely:
current maturities of Long-term borrowings shall be disclosed separately
- Trade Payables Ageing schedules and Trade receivables ageing schedule have been inserted.
- New format for Depreciation box has also been added



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Additional Regulatory Information has been inserted

- **Capital-Work-in Progress (CWIP)**
- **Intangible assets under development**
- **Details of Benami Property held**
- **Willful Defaulter**
- **company has any transactions with companies struck off**
- **Registration of charges or satisfaction with Registrar of Companies**
- **Compliance with number of layers of companies**



Following Ratios shall be disclosed

- (a) Current Ratio,
- (b) Debt-Equity Ratio,
- (c) Debt Service Coverage Ratio,
- (d) Return on Equity Ratio,
- (e) Inventory turnover ratio
- (f) Trade Receivables turnover ratio,
- (g) Trade payables turnover ratio,
- (h) Net capital turnover ratio,
- (i) Net profit ratio,
- (j) Return on Capital employed,
- (k) Return on investment



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AMENDMENTS IN NOTES OF STATEMENT OF PROFIT AND LOSS

❖ Corporate Social Responsibility (CSR)

Where the company is covered under section 135 of the companies act, the following shall be disclosed with regard to CSR activities:-

- (a) amount required to be spent by the company during the year,
- (b) amount of expenditure incurred,
- (c) shortfall at the end of the year,
- (d) total of previous years shortfall,
- (e) reason for shortfall,
- (f) nature of CSR activities,
- (g) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,

❖ Related party transactions

Where the company covered under section 188 of the companies act, the following shall be disclosed with regard to RPT :-

- (a) Disclosure of who are related party to the company and their relation
- (b) Amount of such transaction made by the company during the year
- (c) Nature of such transactions



KEY NOTES:

Depending upon Total Income of the Company, the figures appearing in the Financial Statements shall be rounded off.

- if Less than one hundred crore then to the nearest hundreds, thousands, lakhs or millions or decimals thereof and
- if One hundred crore or more then to the nearest lakhs, millions or crores or decimals thereof.

➤ As per Guidance Note of ICAI, Companies shall compulsorily round off the figures appearing in the financial statements.

➤ Ministry of Corporate Affairs through its clarification has stated that certifying of absolute figures in Form AOC-4 will not amount to a wrong certification if Company provides data is rounded off figures.

Ambiguity in applicability of CARO 2020

The applicability of CARO 2020 is same as companies which were covered by CARO 2016. Accordingly, the order applies to all the companies except the following companies :

- One-person company
- Small companies (Companies with paid up capital less than/equal to Rs. 2 crore turnover of previous financial year less than/equal to Rs. 20crore).
- Banking companies.
- Companies registered for charitable purposes.
- Insurance companies.

- following private companies :-
 - ✓ Whose gross receipts or revenue (including revenue from discontinuing operations) is less than or equal to Rs 10 crore in the financial year.
 - ✓ Whose paid-up share capital plus reserves is less than or equal to Rs 1 crore as on the balance sheet date (i.e. usually at the end of the FY).
 - ✓ Not a holding or subsidiary of a Public company.
 - ✓ Whose borrowings is less than or equal to Rs 1 crore from banks, financial institutions or body corporates at any time during the FY.

EMERGING BUSINESS VEHICLE - LIMITED LIABILITY PARTNERSHIP

- A limited liability partnership Hybrid Structure with advantages of Partnership and Corporate Entities
- It is a newer form of business partnership where all of the owners have limited personal liability for the financial obligations of the business, but allows its partners the flexibility for organizing their internal structure as partnership.





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Governance:

By Limited Liabilities Partnership Act 2
By Limited Liabilities Partnership Rules
By Registrar of Companies
By LLP Agreement between Partners



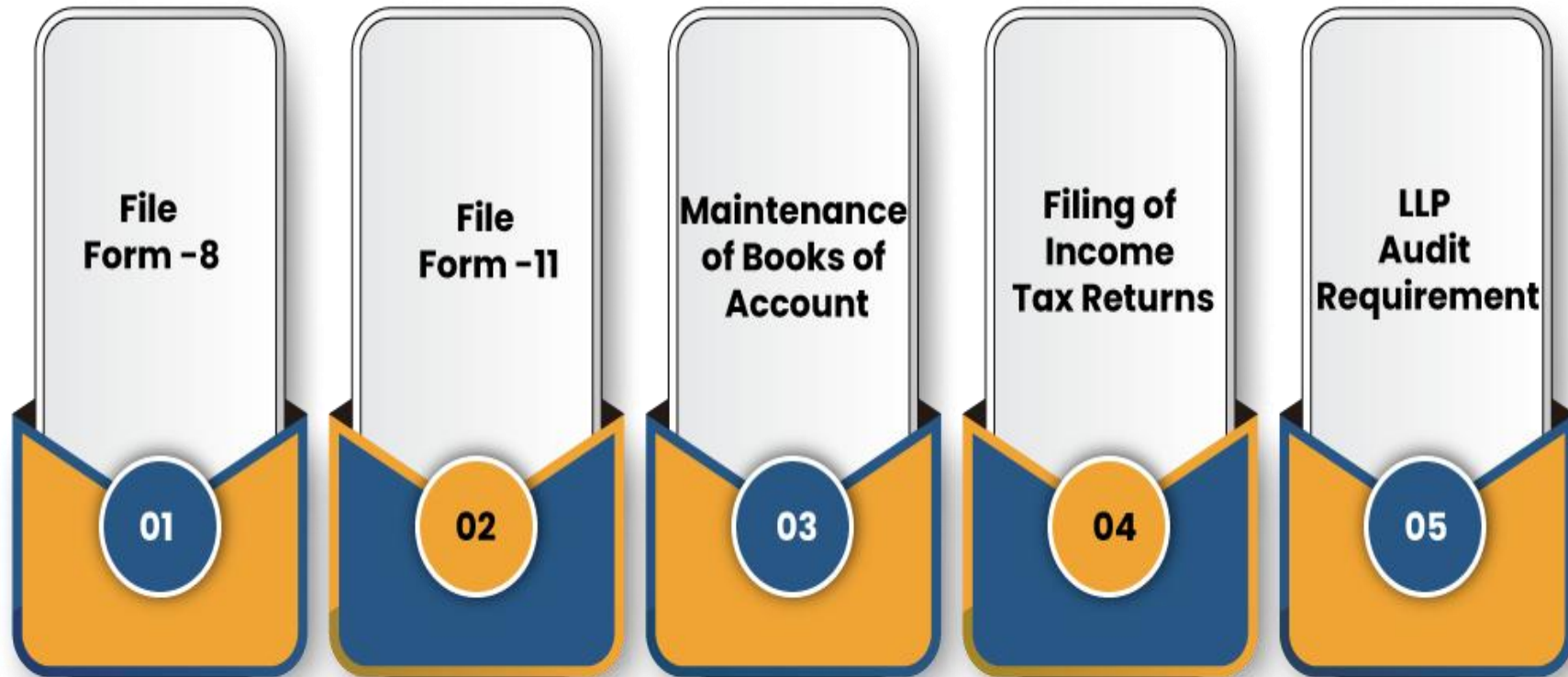
ROUTINE COMPLIANCES

- LLP shall maintain books of accounts on accrual basis and according to double entry system of accounting.(Rule 24(2))
- All the Books of accounts, other documents and annual forms shall be preserved at its registered office for 8 years from the date on which they are made
- An LLP has to close its financial year on 31st March every year.
- Every Designated Partner to file DIR KYC-3 Form upto 30th September, annually.

ANNUAL COMPLIANCES

- Statement of Account and Solvency Declaration
- Annual return







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Statement of Account and Solvency Declaration & AUDIT OF LLP

- Every LLP shall prepare Statement of Account and Solvency declaration within 6 months from the end of the financial year.
- The Statement of Account shall be signed by at least two Designated Partners.
- Date of Signing of Statement of Account by Designated Partners shall be on or before 30th September
- The same shall be filed with ROC in Form No. 8 within 30 days of end of 6 months from the end of the financial year i.e. by 30th October every year.
- The Form shall be signed by minimum two designated partners of LLP.
- Audit of books of accounts of the LLP is not mandatory if the turnover does not exceed Rs.40 Lakhs in any financial year AND contribution does not exceed Rs.25 Lakhs.
- Date of Signing of Statement of Solvency by Auditors can be after 30th September but on or before 30th October.



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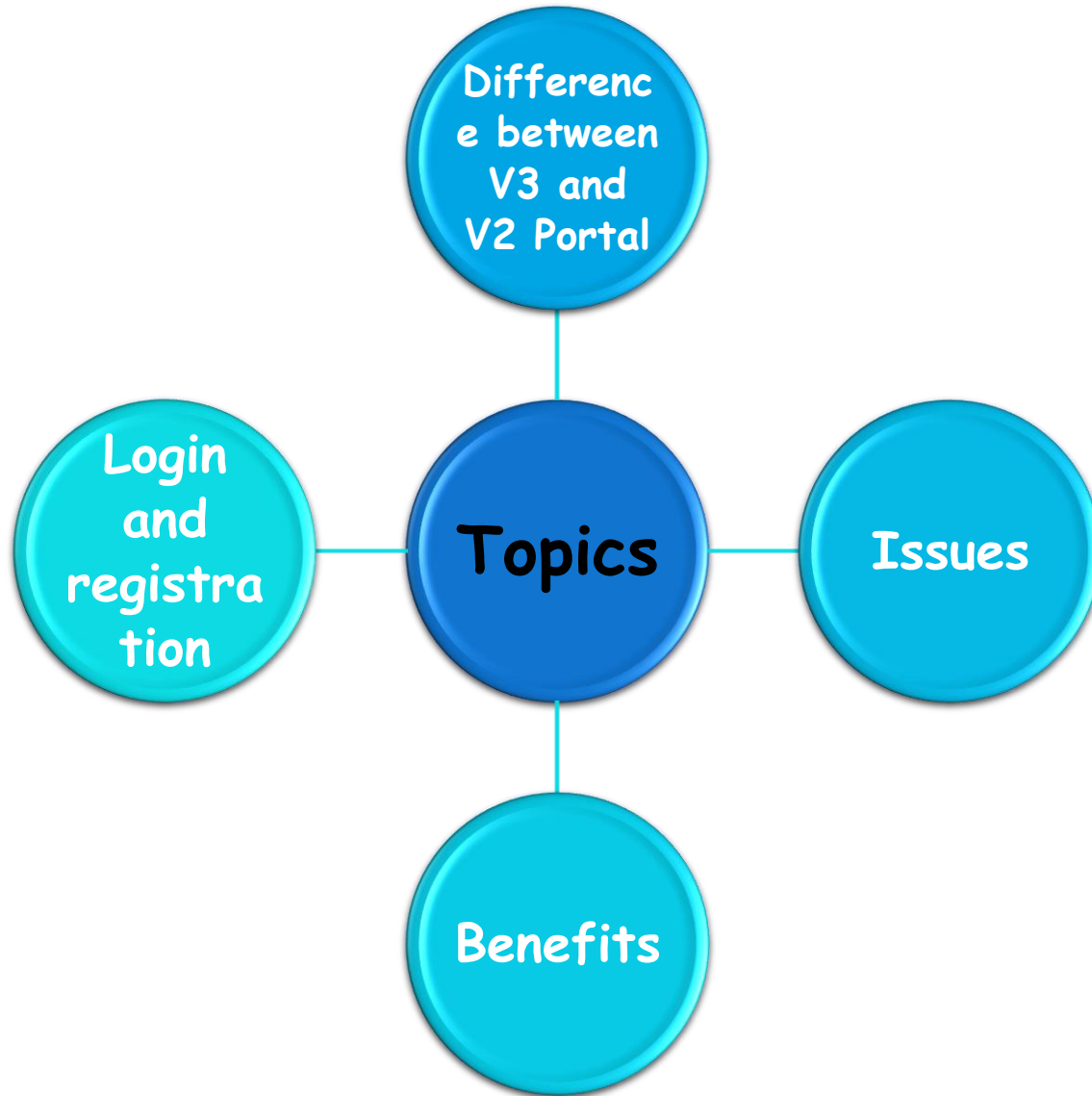
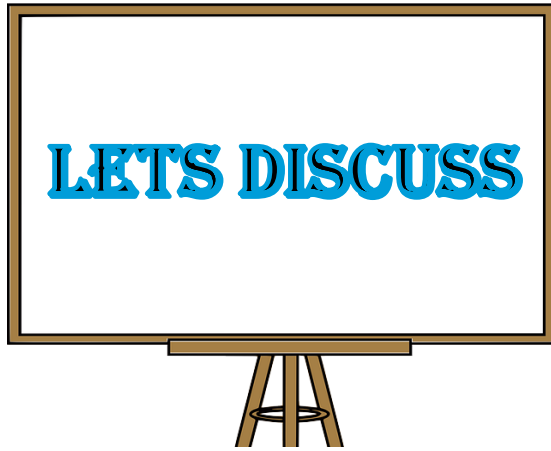
Annual return

- Every LLP shall file an annual return to the Registrar in LLP Form No. 11 within 60 days of completion of its Financial Year i.e. by 30th May every year
- The annual return of an LLP having turnover upto 5 crore rupees during the corresponding financial year or contribution upto 50 lakh rupees shall be certified by two designated partner.
- In all other cases, the annual return shall be certified by one designated partner and shall also be accompanied with a certificate from a Company Secretary in practice to the effect that he has verified the particulars from the books and records of the limited liability partnership and found them to be true and correct.

Penalty

- As per the Limited Liability Partnership Act, 2008 filing of Form 8 and Form 11 is a mandatory requirement for every registered LLP. Non-compliance with the LLP annual compliance leads to additional fees.

S.NO	Period of delays	Small LLPs	Other than small LLPs
1	Upto 15 days	One time	One time
2	More than 15 days and upto 30 days	2 times of Normal fees	4 times of Normal fees
3	More than 30 days and upto 60 days	4 times of Normal fees	8 times of Normal fees
4	More than 60 days and upto 90 days	6 times of Normal fees	12 times of Normal fees
5	More than 90 days and upto 180 days	10 times of Normal fees	20 times of Normal fees
6	More than 180 days and upto 360 days	15 times of Normal fees	30 times of Normal fees
7	Beyond 360 days	Normal fees plus Rs.10 per day for everyday delay beyond 360 days.	Normal fees plus Rs.20 per day for everyday delay beyond 360 days.





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Login and Registration

User Type	User Group	Description
Individual	Registered User	Registered users comprise of <u>individuals</u> with access to the basic services of MCA portal such as View Public Document services and filing of complaints. In LLP module user can file RUN & Fillip forms
Company/LLP user	Business Users	This user accounts will have access to all MCA FO services in relation to companies/LLPs. All the basic services available to registered user will be available to this user role.
Director/Designated Partner		
Professional Users		
Manager/Secretary/Authorized representative		
Officer in default		
Nodal Officer- IEPF		
Deputy Nodal Officer- IEPF		
Professional Staff Member		



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User Registration



Welcome to MCA

LLP Filing and Services

Enter your User ID
(CIN/LLPIN/FCRN for Company/LLP and Email ID for other users)

[Forgot User ID ?](#)

Password

[Forgot Password ?](#)

Login for LLP Filing

Register

Company Filing and Services

Login for Company Filing



BENEFITS OF MCA21 V3 PORTAL

- In the MCA V2 portal, forms are required to be filled on offline (desktop) and uploaded in the portal while in the MCA V3 portal the forms are to be filled online. This upgrade in the MCA V3 portal enables the user's convenience, including the ability to save a half-filled form and file it later.
- Further, in the MCA V3 portal, there is a personalized "My Application" feature which allows one to view all the forms filed by them to date along with the status of the forms such as pending for DSC upload, Under Processing, Pay fees, Resubmission, etc.
- Also when a user logs in to the MCA V3 portal, the login is through the email id whereas in V2 it was possible with the user id.
- When a business user logs in to the MCA system for the first time in any other device / different browser, an OTP will be sent to the user's mobile and e-mail address to ensure authenticity.



Difference between V2 and V3 Portal

MCA21 V2 Portal

- Services can be accessed through My Workspace
- Login via User Id
- Forms are required to be filled and uploaded in the portal
- V2 portal provides only a My Workspace where list of companies in respect of whom any form is filed earlier is displayed.

MCA21 V3 Portal

- Services can be accessed through My Application
- Login via Email id
- Forms are to be filled online
- My Application feature allows one to view all the forms filed by them till date along with the status of the forms



Issues in MCA21 V3 Portal

- Stakeholders are not given an option to “save draft”. As a consequence of this, the user is required to re-fill the entire form repeatedly in case of session time-outs due to any technical or any other reason including network issues.
- Once the form is submitted, PDF versions are generated for affixing DSCs and submitting the final application. However, there is no option to edit the PDF once they are generated and sometimes the DSC box does not appear to affix DSC. This, coupled with the above problem of not being able to save drafts, leads to an unwarranted wastage of time and efforts of users.
- In certain cases, such as during the Filing of Forms we have seen an error popping up as 'attachment error and DSC error', even when the attachments are proper / DSC is properly affixed.
- There seems to be a data validation error concerning the date column in Forms and downloading of forms after submission
- In certain cases, the portal pops up “Invalid LLPIN / CIN/ DIN / DPIN” error even if the LLPIN / CIN / DIN / DPIN entered has been cross-verified with the Master Data and found to be valid.
- The SRNs generated on the new portal are not trackable. When we click on the 'Track SRN status', we are redirected to the old portal and the “Invalid SRN” error is thrown up!

Frequently Asked Questions (FAQ's)

Q) What is V2 Portal of MCA ?

Ans) V2 portal is Version 2 of the MCA portal which was used to file various forms relating to Companies and LLP's . LLP Services and set 1 form covering 9 company forms have been discontinued on V2 portal and have been migrated to V3 portal.

Q) What is V3 Portal of MCA ?

Ans) The MCA is the process of upgrading the present version of the portal from Version 2 to Version 3. This is an enhanced version of the V2 portal and is presently live only for LLP's and set 1 form covering 9 company forms as at the date. The V3 portal presently enables the following for LLP's

- Login & user Registration
- DSC Association
- LLP Form Filing



Frequently Asked Questions (FAQ's)

Q) Who is a Registered User in V3 ?

Ans) Registered users comprise of any individuals. Such users can only perform 2 functions in the LLP module - RUN Form and fillip form.

Q) Who is a Business User in V3 ?

Ans) A business user can be any of the following and they can access and file all the forms. The most suitable category may be selected Company/LLP Director/Designated Partner Manager/Secretary/Authorized Representative Officer in Default Professional



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*Thank
you!*

**CS Shailesh Baheti
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Question
and
Answer

