Contents

			PAGE
Aboi	ut the auth	iors	I-5
Prefa	асе		I-7
Ackn	iowledgen	ient	I-9
	oter-heads		I-11
		1	
		CONSTITUTION OF THE COMPANIES	
1.1	Incorpo	oration of Companies	3
	1.1.1	Company vs. Other Forms of Business	3
	1.1.2	Incorporation process	4
	1.1.3	Integrated Process	7
	1.1.4	Procedure after filing incorporation related forms	8
	1.1.5	Conversion into Companies	9
1.2	Memor	andum of Association	10
	1.2.1	General Provisions	10
	1.2.2	Clauses of Memorandum	11
	1.2.3	Alteration of Memorandum	14
1.3	Articles	s of Association	16
	1.3.1	General Provisions	16
	1.3.2	Entrenchment related provisions	18
	1.3.3	Shareholder Agreements and Articles	19
1.4	Types o	of Companies	20
	1.4.1	One Person Companies	22
	1.4.2	Small Companies	30
	1.4.3	Private Companies	33
	1.4.4	Public Companies	62

		CONTENTS	I-14
			PAGE
	1.4.5	Not for profit Companies (Section 8 Companies)	64
	1.4.6	Government Companies	70
	1.4.7	Foreign Companies	76
	1.4.8	Associate/Joint Venture companies	82
	1.4.9	Holding -Subsidiary Companies	84
	1.4.10	Registered Office	92
	1.4.11	Common Seal	97
	1.4.12	Conversion of Companies into LLP	98
		2	
		FINANCE OF COMPANIES	
2.1	Mode of	raising funds	102
	2.1.1	Preferential Issue	104
	2.1.2	Private Placement	110
	2.1.3	Public Issue	123
	2.1.4	Rights Issue	129
2.2	Class of	Securities	133
	2.2.1	Issue of equity shares with differential rights	135
	2.2.2	Sweat Equity Shares	139
	2.2.3	Bonus Issue	145
	2.2.4	Preference shares	151
	2.2.5	Employee stock option scheme	157
	2.2.6	Reduction of share capital	164
	2.2.7	Buyback of shares	167
	2.2.8	Restrictions on purchase by company or giving of loans by it for purchase of its shares	175
	2.2.9	Certificate of shares	179
	2.2.10	Other Relevant Sections	184
	2.2.11	Debentures	186
	2.2.12	Deposits	213
2.3	Charges		229
	2.3.1	Meaning and requirement	229
	2.3.2	Registering charge	230
	2.3.3	Register of Charges	237
	2.3.4	Satisfaction of charge	238

CORPORATE DEMOCRACY

I-15 CONTENTS

			PAGE
	3.1.1	Types of meetings	240
	3.1.2	Annual General Meeting	242
	3.1.3	Extraordinary General Meeting	249
	3.1.4	Notice of General Meeting	252
	3.1.5	Quorum	259
	3.1.6	Proxies	260
	3.1.7	Minutes	263
	3.1.8	Chairman	265
3.2	Rights	of Members	267
	3.2.1	Voting Rights	267
	3.2.2	Transfer/Transmission of shares	268
	3.2.3	Electronic and postal voting	277
	3.2.4	Postal Ballot	287
	3.2.5	Dividend Rights	293
	3.2.6	Class Action	302
	3.2.7	Freeze Action	309
		4	
		ACCOUNTING AND REPORTING	
4. 1	Mainte	nance of books of account	313
4. 2	Financi	al Statements and Consolidated financial statements	315
4.3	Financi	al Statements - Disclosures and Filings	321
4. 4	Revisio	n of Financial Statements	324
		5	
	(CORPORATE SOCIAL RESPONSIBILITY	
5.1	Applica	ability	325
5.2		ommittee	327
5.3	CSR M	eetings	330
5.4	CSR Po	_	331
5.5		spenditure	332
5.6		isclosure and Reporting	342
		6	
		CORPORATE GOVERNANCE	
6.1	Boards	and Composition	346
6.2		n Director	349

CONTENTS I-16

			PAGE
6.3	Appoint	tment & qualification of directors	351
6.4	Small Sh	nareholder Directors	356
6.5	Managii	ng Director	358
6.6	Special I	Notice under section 160	361
6.7	Indepen	dent Directors	367
	6.7.1	Meeting of IDs	390
6.8	Vacation	n of office of director	396
6.9	Casual V	Vacancy, Resignations etc.	400
6.10	Board M	leetings	403
6.11	Board's	powers	414
	6.11.1	Section 179	414
	6.11.2	Section 181	418
6.12	Vigil Me	echanism	419
6.13	Key Mar	nagerial Personnel	420
	6.13.1	Identifying KMPs	420
	6.13.2	Ensuring compliance with section 203	427
	6.13.3	Deciding the optimal mix of KMPs	432
	6.13.4	Manner of appointment of KMP	434
	6.13.5	Eform filing and other procedural requirements	436
	6.13.6	Chairman	440
	6.13.7	KMP a related party	442
	6.13.8	Amendment of AoA pursuant to section 203	445
6.14	Manage	rial Remuneration	445
	6.14.1	Applicability of and comparison with provisions in CA, 1956	445
	6.14.2	Meaning of the term "managerial personnel"	448
	6.14.3	Understanding provisions pertaining to managerial remuneration	449
	6.14.4	Payment of sitting fee	451
	6.14.5	Rendering services in professional capacity	452
	6.14.6	Role of Nomination and Remuneration Committee	453
	6.14.7	Minimum remuneration for the purpose of managerial remuneration	453
	6.14.8	Receipt of remuneration from more than two companies	454
	6.14.9	Appointment of foreign director	455
	6.14.10	E-form filing for managerial personnel	456
	6.14.11	Seeking CG's approval	456
	6.14.12	Disclosure requirements for the purpose of managerial remuneration	459
	6.14.13	Certification requirements	461

I-17 CONTENTS

			PAGE
6.15	Commi	ttees of board	461
	6.15.1	Audit Committee and NRC	462
	6.15.2	Stakeholders Relationship Committee	468
	6.15.3	Delegation of power to Committee	469
	6.15.4	Committee Meetings	470
	6.15.5	Penalty	472
		7	
		AUDIT AND AUDITORS	
7.1	Statutor	ry Audits	473
	7.1.1	Requirement of Rotation	473
	7.1.2	Eligibility for appointment/re-appointment	476
	7.1.3	Process for appointment	492
	7.1.4	Casual Vacancy	493
	7.1.5	Resignation/Removal of Auditors	494
	7.1.6	Negative Listed services	496
	7.1.7	Fraud reporting	498
	7.1.8	Auditors to attend general meetings	500
	7.1.9	Companies (Auditor's Report) Order, 2015	502
	7.1.10	Penalty	503
7.2	Internal	Audits	504
7.3	Secretar	rial Audits	505
	7.3.1	Appointment	505
	7.3.2	Functions	506
	7.3.3	Penal Provisions	507
7.4	Cost Au	adit	508
		8	
		BOARD'S POWERS	
8.1	Prohibit	tion on lending to directors and its related entities	514
8.2		ions on loans and advances	524
8.3	Restrict	ions on Related Party Transactions	546
	8.3.1	Meaning and determination of related parties	547
	8.3.2	Approval for Related Party Transactions	553
	8.3.3	RPTs on arm's length basis	560
	8.3.4	Role of Audit Committee	563
	8.3.5	Procedural compliance	565

CONTENTS	1-18

	0.0.6	E 1 (D1(1) (IDDE	PAGE
	8.3.6	Examples of Related parties and RPTs	569
0.1	8.3.7	Contravention of provisions	582 584
8.4	Pronibiti	on on Insider Trading	584
		9	
		GENERAL COMPLIANCES	
9.1	Disclosu	res	587
9.2	Registers	3	599
9.3	Filings		606
		10	
		MISCELLANEOUS	
10.1	Frauds		612
	10.1.1	Meaning and Consequences	612
	10.1.2	Fraud liability of a company u/s 36	613
	10.1.3	Fraud liability against a company	614
10.2	Offence		615
	10.2.1	Meaning	615
	10.2.2	Types of offences under CA, 2013	617
	10.2.3	Consequence of an offence	619
	10.2.4	Cognizable and Bailable Offences under CA 2013	619
10.3	-	nding of Offences under CA 2013	623
	10.3.1	Meaning and types	623
	10.3.2	Procedure for compounding of offence	626
	10.3.3	Penalty & Fine	633
	10.3.4	Adjudication & Prosecution	636
		<u>11</u>	
		LISTING AGREEMENT	
Claus	e 1 – Lette	r of Allotment, Regret & Right	639
Claus	e 4 - Deno	minations	641
		row Account	641
		orsement on Transfer	642
		Amount charged to members	642
		nsfer of securities, Registration	643
		nsfer of securities, Rejection of Registration	644
		- Closure of Transfer Books	646
Claus	es 19 to 22	- Intimation to Stock Exchanges	647

I-19 CONTENTS

			PAGE
Claus	se 23 – Rea	sonable Time	649
Claus	se 24 – In l	Principle Approval	649
Claus	se 25 - Gra	enting of Options	651
Claus	se 28 – Cha	anges in form or nature of listed securities	652
Claus	se 30 - No	tifications to Exchange	652
Claus	se 31 - Co ₁	pies of Reports to Exchange	653
Claus	ses 32 and	41(IV) - Change of Name	654
Claus	se 33 – Am	endment of MoA and AoA	655
Claus	se 34 – Res	strictions on the Company	655
Claus	se 35 – Sha	reholding Pattern	656
Claus	se 35B – Pi	rovisions with respect to E-voting	657
Claus	se 36 – Inti	imation of Material Events	658
Claus	se 38 - Lis	ting Fees	659
Claus	se 40 – Mi	nimum Level of Public Shareholding	659
		paration and submission of financial results	660
Claus	se 42 – De _l	posit with Exchange before issue of new securities	664
Claus	se 43 – Sta	tement of Utilization of Funds	665
		otment of Securities	666
Claus	se 47 – Co	mpliance Officer	666
Claus	se 49 – Co1	rporate Governance	667
Claus	se 54 – Fur	nctional website	682
Claus	se 55 – Bus	siness Responsibility Report	683
		<u>12</u>	
		SECRETARIAL STANDARDS	
12.1		Secretarial Standards on Meetings of the Board of	685
	Director		605
	12.1.1	Applicability	685
	12.1.2	Meeting of Committees	686
	12.1.3	Effective	686
	12.1.4	0 0	687
	12.1.5	Notices	692
	12.1.6	Matters to be transacted in the meeting	697
	12.1.7	Frequency of the meetings	698
	12.1.8	Quorum	699
	12.1.9	Adjournment of meeting	700
	12.1.10	Attendance at the meeting	701
	12.1.11	Chairman of meetings	704
	12.1.12	Resolution by Circulation	704

			PAGE
	12.1.13	Minutes	707
	12.1.14	Matters to be transacted	711
	12.1.15	Maintenance of Records	713
12.2	SS-2 - Se	ecretarial Standards on General Meetings	714
	12.2.1	Applicability	714
	12.2.2	Convening a meeting	718
	12.2.3	Relevance of various offices of a company	720
	12.2.4	Notice for the meetings	721
	12.2.5	Quorum for the meetings	723
	12.2.6	Attendance at the meetings	724
	12.2.7	Chairman at the meetings	726
		13	
	SEB	I (PROHIBITION OF INSIDER TRADING)	
		REGULATIONS , 2015	
13.1	Applica	bility	728
13.2	Key terr		729
13.3	Regulat		732
13.4	-	ance Officer	732
13.5		ted Person	734
13.6	-	ished Price Sensitive Information	736
13.7	Trading		739
13.8	-	ance and Disclosures	740
13.9	_	Window	745
13.10	_	in Securities	745
13.11	Penalty		747
		14	
		READY RECKONER - CA, 2013	
14.1	Provisio	ons Applicable only to Public Company	749
	14.1.1	Based on Paid up capital	749
	14.1.2	Based on Turnover	751
	14.1.3	Based on Networth	752
	14.1.4	Based on Net Worth and Turnover	752
	14.1.5	Based on Number of Shareholders	752
	14.1.6	Based on outstanding loans/borrowings/debenture/deposits	752
	14.1.7	Based on outstanding deposits	753

I-21 CONTENTS

			PAGE
	14.1.8	Based on Acceptance of Deposit from public	753
	14.1.9	Miscellaneous	753
14.2	Provision	ns Applicable only to Private Companies	753
	14.2.1	Based on Paid up capital	753
14.3	Provision	ns Applicable to both Public & Private Companies	754
	14.3.1	Based on Paid up capital	754
	14.3.2	Based on Turnover	754
	14.3.3	Based on Net worth	755
	14.3.4	Based on Number of Shareholders/Members	756
	14.3.5	Based on outstanding loans/borrowings/debenture/deposits	757
	14.3.6	Based on borrowings from Banks & PFIs	757
	14.3.7	Based on Net profit	757
	14.3.8	Miscellaneous	757
14.4	Provision	ns Applicable to all Listed Companies	760
14.5	Provision	ns applicable only to an Equity Listed Company	762
14.6	Provision	ns applicable only to a Listed Public Company	762
14.7	Provision	ns Applicable only to One Person Companies	763
14.8	Provision	ns Applicable only to a Small Company	764
14.9	Provision	ns Applicable only to a Dormant Company	764
14.10	Applical	oility of provisions dealing with Shareholder's rights	764
14.11	Applical	oility of provisions dealing with Deposit holder's Rights	765
14.12	Applical	pility of certain provisions to Companies with securities	765
	listed ou	tside India	
14.13	Exempti	ons from certain provisions to certain type of Companies	766
	14.13.1	Exemptions available to all Private Companies	766
	14.13.2	Exemptions to certain class of Private Companies	768
	14.13.3	Exemptions available to One Person Companies	769
	14.13.4	Exemptions available/inapplicability of certain provisions to Section 8 companies	770
	14.13.5	Exemptions available/inapplicability of certain provisions to Dormant companies	773
	14.13.6	Exemptions available/inapplicability of certain provisions to NBFCs registered with RBI	774
	14.13.7	Exemptions available/inapplicability of certain provisions to HFCs registered with NHB	774
	14.13.8	Exemptions available/inapplicability of certain provisions to Banking companies	775
	14.13.9	Exemptions available/inapplicability of certain provisions to Insurance companies	776

CONTENTS I-22

		PAGE
14.13.10	Exemptions available/inapplicability of certain provisions to all Government companies	777
14.13.11	Exemptions to Government Companies whose entire paid up share capital is held by the Central Government, or by any State Government or Governments or by the Central Government and one or more State Governments	781
14.13.12	Exemptions to such Government Companies that have obtained approval of the Ministry or Department of the Central Government which is administratively in charge of the Company, or as the case may be, the State Government	782
14.13.13	Exemptions to Government Companies engaged in defense production	783
14.13.14	Exemptions to subsidiary whose entire paid up share capital are held by such Government Companies whose entire paid up share capital is held by the Central Government, or by any State Government or Governments or by the Central Government and one or more State Governments	783
	15	
•	LISTING OBLIGATIONS AND DISCLOSURE EQUIREMENTS) REGULATIONS, 2015	
Prelimina	ary	785
	s governing disclosures and obligations (Regulation 4)	787
_	obligations of listed entities	791
15.3.1	Compliance Officer and his obligations (Regulation 6)	791
15.3.2	Share Transfer Agent (Regulation 7)	792
15.3.3	Co-operation with intermediaries registered (Regulation 8)	793
15.3.4	Preservation of Documents (Regulation 9)	794
15.3.5	Payment of Dividend or interest etc. (Regulation 12)	794
15.3.6	Grievance Redressal Mechanism (Regulation 13)	795
Obligation	ons if specified securities are listed	795
15.4.1	Applicability (Regulation 15)	795
15.4.2	Board of Directors (Regulation 17)	797
15.4.3	Audit Committee (Regulation 18)	798
15.4.4	Nomination and Remuneration Committee (Regulation 19)	799

15.1 15.2 15.3

15.4

I-23 CONTENTS

		PAGE	
15.4.5	Stakeholders Relationship Committee (Regulation 20)	799	
15.4.6	Risk Management Committee (Regulation 21)		
15.4.7	Vigil Mechanism (Regulation 22)	800	
15.4.8	Related Party Transactions (Regulation 23)	800	
15.4.9	Approvals under Related Party Transaction	803	
15.4.10	Corporate Governance requirements with respect to subsidiary of listed entity (Regulation 24)	806	
15.4.11	Obligations with respect to Independent Directors (Regulation 25)	807	
15.4.12	Obligations with respect to directors and senior management (Regulation 26)	808	
15.4.13	Other Corporate Governance requirements (Regulation 27)	809	
15.4.14	In-principle approval from recognised stock exchange (Regulation 28)	810	
15.4.15	Prior Intimations (Regulation 29)	811	
15.4.16	Disclosure of events or information (Regulation 30)	813	
15.4.17	Shareholding pattern (Regulation 31)	818	
15.4.18	Reclassification of promoters (Regulation 31A)	818	
15.4.19	Statement of deviation(s) or variation(s) (Regulation 32)	821	
15.4.20	Financial Results (Regulation 33)	822	
15.4.21	Submission of Annual Report (Regulations 34 & 36)	825	
15.4.22	Annual Information Memorandum (Regulation 35)	826	
15.4.23	Scheme of Arrangement - Draft & Final (Regulation 37)	826	
15.4.24	Issuance of proof of securities and dealing with unclaimed securities (Regulation 39)	827	
15.4.25	Transfer or transmission or transposition of securities (Regulation 40)	828	
15.4.26	Record date or Date of closure of transfer books (Regulation 42)	832	
15.4.27	Voting by shareholders (Regulation 44)	833	
15.4.28	Change in name of listed entity (Regulation 45)	833	
15.4.29	Website disclosures (Regulation 46)	834	
15 4 30	Newspaper Advertisements (Regulation 47)	836	

		CONTENTS	I-24
			PAGE
15.5	Procedu	are for Action in case of default	837
	15.5.1	Liability in case of contravention (Regulation 98)	837
	15.5.2	Failure to pay fine (Regulation 99)	837
		16	
		SECRETARIAL STANDARDS	
16.1	Companies (Amendment) Act, 2015		