

# ROC COMPLIANCES



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**GMJ**



*Annual  
compliances*



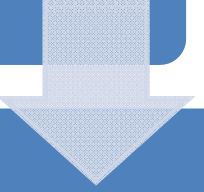
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# ***ROC Compliances for the financial year 2015-16 for Private Companies***

Form AOC-4- Financial statement required to be filed within 30 days of AGM



Form MGT-7- Annual Return of the company required to be filed within 60 days of the AGM



Form ADT-3- Intimation of appointment of Auditor required to be filed within 15 days of the AGM

# ***ROC Compliances for the financial year 2015-16 for Public Companies***

Form AOC-4-  
Financial statement  
required to be filed  
within 30 days of  
AGM

Form MGT-7-  
Annual Return  
required to be filed  
within 60 days of  
the AGM

Form ADT-3-  
Auditor's  
appointment to be  
filed within 15  
days of the AGM

MGT-14 Resolution  
accounts approval  
and Board report  
within 30 days of  
the Board meeting

MGT-14 Resolution  
for appointment of  
Secretarial Auditor  
and Internal  
Auditor

## Internal Auditor : Applicable to every listed Company and following Companies

| Any one of the Criteria  | Private Companies     | Unlisted Public Companies |
|--|-----------------------|---------------------------|
| Paid up Share capital during the preceding financial year  | No such criteria      | Rs. 50 Crores or more     |
| outstanding deposits at any point of time during the preceding financial year  | No such criteria      | Rs. 25 Crores or more     |
| outstanding loans or borrowings from banks or financial institutions, at any point of time during preceding financial year | Rs. 100 crore or more | Rs. 100 crore or more     |
| Turnover during the preceding financial year   | Rs. 200 crore or more | Rs. 100 crore or more     |

## Secretarial Auditor: Applicable to every listed Company and

every public company having a paid-up share capital of Rs. 50 Crore or more ; or

every public company having a turnover of Rs. 250 Crore or more;

If private company is subsidiary of Public Company and following under above limit then Secretarial audit shall be applicable to such company .

## ***Due date of filing of Annual filing Forms for the F.Y. 2014-15 with the ROC***

| <b>Particular of Forms</b>  | <b>Due Date</b>           | <b>Due date extended via circular No. 10/2015</b> |
|---|---------------------------|---|
| Form AOC-4 and Form AOC-4 XBRL  | Within 30 days of the AGM | 31.10.2015  |
| Form MGT-7  | Within 60 days of the AGM | 31.10.2015  |
| Form for Consolidated Financial Statement (Applicable to Company which does not require to file its financial statement in XBRL format and CFS is applicable) | Within 30 days of the AGM | 30.11.2015  |

## *Applicability of XBRL*

Applicable to every listed Company and

All Companies having paid up share capital of Rs. 5 Crore or more; or

All Companies having turnover of Rs. 100 Crore or more;

**Exemption:** NBFC, Banking Companies, Power Companies, Insurance Companies.

XBRL once applicable then Company needs to file return in XBRL form only.





*Annual Return*  
*(Section 92)*

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## Annual Return (Section 92) Corresponding to Section 159 to 162 of the 1956 Act

New Annual Return Format is much elaborate with non financial information (Form MGT 7)

Annual Return to contain information up to the date of **closure of FY i.e. 31<sup>st</sup> March** and not up to AGM date.

Annual Return divided into 15 parts.

Certificate from the Practising Company Secretary is also required.

## Annual Return (Section 92)

### Details to be included:

**Principal business activities** of the Company (activities contributing 10% or more of turnover with their %);

**Particulars of holding, subsidiary and associate companies;**

**Other Securities** issued by the Company (in addition to shares & debentures) Change in promoters shareholding;

**Change in shareholding of Top 10 Shareholders (other than Directors and Promoters);**

**Change in shareholding of Directors or KMP;**

## Annual Return (Section 92)

### Details to be included:

**Indebtedness** (secured & unsecured), addition and reduction & interest due but not paid and interest accrued but not due;

**Promoters, KMP along with changes** since the closure of the last FY;

**Meetings** of Members, Board and its Committees with **dates and attendance at the meeting;**

**Remuneration of the Directors and KMP** (salary, perquisites, stock option, sweat equity, as % of profits, other commission, others to specify),

**Commission and sitting fees to ID and non-executive directors;**

## Annual Return (Section 92)

### Details to be included:

**Penalties or Punishment imposed on the company, its directors/officers**, compounding of offences and appeals made against penalty/punishment – *under the Companies Act*;

**Details of certification of compliances** (with due date, SRN, reason of delay);

**Disclosures** relating to **closure of register of members, inter corporate loans & investment, Related Party Transactions**, details of resolutions passed by postal ballot.;

Details of **shares held by or on behalf of FIIs** indicating their names, addresses, countries of incorporation, registration and % of shareholding held by them;

## Annual Return (Section 92)

### Details to be included:

**Disclosures for CSR** – Amount spent, amount spent as % of average net profit calculated as per Section 198 of preceding 3 FY;

**Limits** with brief description **u/s 186** for loans & investment made by Company;

**Limits** with brief description **u/s 180(1)(c)** restriction on powers of Board to borrow;

## Annual Return (Section 92)

### Other requirements :

Form MGT 7: **Every Company** shall file the Annual Return duly **signed by Director and CS (and if there is no CS, then by a CS in practice) (Section 92(1))**;

However, signing of MGT-7 by CS is not applicable to **OPC and Small Company**.

**Form MGT 8:** Return to be certified by ***CS in practice*** also stating that company has complied all provisions of the Act [u/s 92(2) read with Rule 11] for following companies:

- **All Listed Companies and;**
- **Company with paid up share capital of Rs 10 crores or more or;**
- **Company with turnover of Rs 50 crores or more.**

**Form MGT 9:** **Extracts** of Annual Return shall be made part of the Directors' Report.

## Annual Return (Section 92) Penalties u/s 92(5)



If the company fails to *file return within 60* days of AGM and before of expiry of period specified u/s 403 with additional fee (i.e. 240 days of due date) :

**Company** : Rs. 50K to Rs. 5 Lakh

**Officer in default** : Imprisonment upto 6 months **or** fine from Rs. 50K to Rs. 5 Lakhs **or** with both.

If **CS in practice** certifies return *which is not in conformity with the Act & Rules*, he is punishable with Fine from Rs. 50K to Rs. 5 Lakh.





*Board's Report*



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# *Board Report*

*Board Report shall includes:*



- Items mentioned under Section 134



- Items mentioned at other places



- Items mentioned in Rules

***Items mentioned under Section 134***



# Items mentioned under Section 134

The extract of the annual return as provided under sub-section (3) of Section 92 i.e. Form MGT-9

Composition of Board of Directors, committees and meetings.

Directors responsibility statement

A statement of declaration given by independent directors under sub-section (6) of section 149

Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178

## Items mentioned under Section 134

explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made—

(i) by the auditor in his report; and

(ii) by the company secretary in practice in his secretarial audit report;

particulars of loans, guarantees or investments under section 186;

particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the prescribed form; [Form **AOC-2**]

# Items mentioned under Section 134

the state of the company's affairs ;

the amounts, if any, which it proposes to carry to any reserves;

the amount, if any, which it recommends should be paid by way of dividend;

material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report;

the conservation of energy, technology absorption, foreign exchange earnings and outgo, in such manner as may be prescribed;

## Items mentioned under Section 134

a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company ;

the details about the policy developed and implemented by the company on corporate social responsibility initiatives taken during the year ;

in case of a listed company and every other public company having such paid-up share capital as may be prescribed, a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors;



*Items mentioned at other places*



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## *Items mentioned at other places in the Act*

| Provisions                           | Disclosures  |
|--------------------------------------|--|
| Section 177(8)                       | Disclosure of composition of the Audit committee and where the Board had not accepted any recommendation of the Audit committee. |
| Section 177(10) proviso              | The details of establishment of vigil mechanism shall be disclosed in the Boards report.   |
| Section 178 proviso of sub section 4 | Disclosure of the policy formulated by the Nomination and Remuneration committee shall be disclosed in the Boards report.        |

## *Items mentioned at other places in the Act*

| Provisions                      | Disclosures  |
|---------------------------------|--|
| Section 67(3)<br>proviso        | Disclosures in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates.  |
| Section 131(1)<br>Third proviso | If there is any revision in the Board's Report or the Financial statement then the detailed reasons for revision of such financial statement or report.  |
| Section 149(10)                 | An independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report. |

## *Items mentioned at other places in the Act*

| Provisions       | Disclosures  |
|------------------|--|
| Section 197 (12) | Every Listed Company shall disclose in the Boards report , the ratio of remuneration of each director to the medians employees remuneration.   |
| Section 197(14)  | Any Director who is in receipt of commission from the company and who is a managing or whole-time director of the company shall not be disqualified from receiving any remuneration or commission from any holding company or subsidiary company of such company subject to its disclosure by the company in the Board's report. |
| Section 204(1)   | Secretarial Audit Report.  |

## *Items mentioned at other places in the Act*

| Provisions        | Disclosures  |
|-------------------|--|
| Section 168(1)    | The fact of resignation of director shall be stated in the directors report .  |
| Section 135(2)    | Composition of CSR Committee   |
| Section 135(4)(a) | The Board of every Company shall after taking into account the recommendations made by CSR Committee, approve the CSR policy for the company and disclose contents on such policy in the Boards report |

# *Items mentioned at other places in the Act*

| Provisions                                   | Disclosures  |
|--|--|
| Section 135(5)<br>second<br>proviso)         | If the company fails to spend 2% of the average net profits of the company made during the immediately preceding financial year in pursuance of CSR , reasons to be disclosed.   |
| Section 188(2)                               | Every contract or arrangement entered into under sub-section (1) shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or arrangement (repetition, also mentioned in section 134.) |
| Schedule V<br>Part II Section<br>II point IV | Disclosure with regard to Corporate Governance   |



*Items mentioned in the rules*



# Items mentioned in the rules

| Provisions                | Disclosures  |
|---------------------------|--|
| Chapter IV,<br>Rule 4(4)  | Details of Shares issued with differential rights;   |
| Chapter IV,<br>Rule 16(4) | Disclosures in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates (details mentioned in the Rules); |
| Chapter IV,<br>Rule 8(13) | Details of Sweat Equity Shares;  |
| Chapter IV,<br>Rule 12(9) | Details of the Employees Stock Option Scheme;  |

# *Items mentioned in the Rules*

the financial summary  
or highlights

the change in the  
nature of business, if  
any

Details  
mentioned in  
Rule 8(5)

the details of directors or  
key managerial personnel  
who were appointed or  
have resigned during the  
year

the names of companies  
which have become or  
ceased to be its Subsidiaries,  
joint ventures or associate  
companies during the year



# *Items mentioned in the Rules*

the details relating to deposits, covered under Chapter V of the Act

which are not in compliance with the requirements of Chapter V of the Act

Details mentioned in Rule 8(5)

the details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

the details in respect of adequacy of internal financial controls with reference to the Financial Statements



*Other Provisions related to  
Board's Report*



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## Other Provisions

To be prepared based on stand alone financial statement of the company [Rule 8(1) of the Companies Accounts Rules, 2014];

Contain a separate section on report on the performance and financial position of each of the subsidiaries, associates and joint venture companies [Rule 8(1) of the Companies Accounts Rules, 2014];

Signed by Chairperson, if authorized else by two directors, one of them should be MD, if there is one [Section 134 (6)];

**Penalty [Section 134 (8)];**

**Company** :Punishable with fine Rs. 50k to Rs. 25 Lakh and

**Officer in default:** Imprisonment for term upto 3 years **OR**  
Fine Rs. 50k to Rs. 5 Lakh **OR BOTH.**



*Exemption to OPC*



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# Exemption to OPC Companies

|  |  |
|--|--|
| <b>Definition</b>                                | As per sub Section 62 of Section 2 OPC means a company which has only one person as a member   |
| <b>Exemption:</b>                                |  |
| <b>NO requirement of holding general meeting</b> | Only the resolution shall be communicated by the member of the company and entered in the minutes book and signed and dated by the member and such date shall be deemed to be the date of meeting. |
| <b>Only 2 Board meeting in a year</b>            | Two board meeting One in each half calendar month (Gap should exceed 90 days).   |
| <b>Minutes</b>                                   | No need to hold Board Meeting in case where OPC has one Director. If transactions entered into minutes book it deemed to be passed at the Board meeting.   |
| <b>Quorum</b>                                    | Section 174 shall not be applicable in which there is only one director  |
| <b>Rotation of Auditor</b>                       | Is not applicable.   |
| <b>ROC filing fees</b>                           | u/s. 403 of the Companies Act, 2013 is also comparatively lower for the OPC.   |



*Exemption to small  
Companies*

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## ***Meaning of Small Companies***

**Definition : As per Section 2(85) small company means :**

- i) Which is not a public company , holding or subsidiary company and
- ii) Is not registered under Section 8 Company and
- iii) It is not governed by any other special Act and
- iv) It has a total paid up share capital of less than Rs. 50 lakh and
- v) It has turnover of not more than two crore rupees .

## *Exemption to Small Companies*

| <b>Signatures in the Annual returns:</b>  | <b>CS alone and where there is no CS by Director</b>  |
|---|---|
| <b>Board meetings:</b>                    | No need to hold 4 meetings, only 2 meetings in each of half calendar year (Gap should exceed 90 days).                          |
| <b>Financial statement:</b>               | No requirement to include the Cash Flow Statement as a part of its financial statement.   |
| <b>Auditor regulations:</b>               | The provision regarding mandatory rotation of the auditor is not applicable.  |
| <b>Merger Process:</b>                    | The merger process of more small companies has to be approved on a fast track basis.  |
| <b>Consolidated financial statements:</b> | Its Applicable when small companies have associate or joint venture company   |
| <b>ROC filing fees</b>                    | Fees for filings and other formalities u/s. 403 of the Companies Act, 2013 is also comparatively lower for the small companies. |





*Exemption to private  
companies (Via notification GSR  
464 (E ) dated 5<sup>th</sup> June, 2015)*



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# *Exemption to private companies and its impact*

| Exemption Provisions   | Existing requirements   | Impact   |
|--|---|--|
| Sub Section (76) of section 2 – Shall not apply with respect to section 188. | Section 188(1) specifies: <ul style="list-style-type: none"><li>• Certain type of related party transactions requires approval of Board of Directors</li><li>• Disclosure of matters in agenda of board meeting,</li><li>• interested director shall not remain present during discussion, and</li><li>• where it's value is beyond prescribed limits, such transactions also requires prior approval of shareholders by way of a special resolution.</li></ul> | Private companies are exempted from applicability of said requirements so far as related party transactions are with <ul style="list-style-type: none"><li>• holding company,</li><li>• subsidiary company,</li><li>• fellow subsidiary company or</li><li>• an associate company.</li></ul> |

## *Exemption to private companies and its impact*

| Exemption Provisions   | Existing requirements                                    | Impact   |
|--|--|--|
| section 43 and section 47 – shall not apply where memorandum or articles of association so provides. | Section 43- Kind of Capital<br>Section – 47 Voting Right | Private Companies may have equity or preference share capital if MOA or AOA so provides.<br><br>private companies can determine voting rights of its equity shareholders and preference shareholders in any manner it desires by incorporating suitable provision in its MOA or AOA. |

# *Exemption to private companies and its impact*

| Exemption Provisions         | Existing requirements   | Impact   |
|------------------------------|---|--|
| Section 62(1)(a)(i) and (2). | to send notice alongwith offer letter to its equity shareholders and the offer shall remain open for subscription for minimum 15 days and maximum 30 days | <p>Now, relaxation is provided that</p> <ul style="list-style-type: none"><li>• the offer can be kept open for lesser than 15 days and</li><li>• notice can be sent even lesser than 30 days before the issue opens,</li></ul> <p>provided 90% of the members agree in writing (consent can be even by electronic mode).</p> |

## *Exemption to private companies and its impact*

| Exemption Provisions  | Existing requirements                               | Impact  |
|---|---|---|
| Clause (b) of sub-section (1) of section 62. – In clause (b), for the words “special resolution”, the words “ordinary resolution” shall be substituted. | Approval shareholders by way of special resolution. | Now, ordinary resolution from shareholders would suffice. |

## ***Exemption to private companies and its impact***

| <b>Exemption Provisions</b>                           | <b>Existing requirements</b>  | <b>Impact</b>   |
|---|---|---|
| Chapter IV, section 67- subject to certain conditions | Restrictions on purchase by companies or giving of loans by it for purchase of its shares | Private companies satisfying following conditions can buy its own shares: <ul style="list-style-type: none"><li>• body corporate (includes foreign company, LLP) have not invested money in share capital of the private company; and</li><li>• borrowings from banks or financial institution or any body corporate is less than twice the paid up share capital or Rs. 50 crore, whichever is lower; and</li><li>• such private company has not made default in repayment of borrowings subsisting at the time of purchase of its own shares.</li></ul> |

## *Exemption to private companies and its impact*

| Exemption Provisions                                 | Existing requirements   | Impact   |
|--|---|--|
| Clauses (a) to (e) of sub- section (2) of section 73 | Acceptance of deposits from members subjects to certain conditions. | Private companies are permitted to accept deposits from its members subject to provision of the Rules and they need not require to satisfy conditions as mentioned in the Rules and Act, subject to following conditions <ul style="list-style-type: none"><li>• amount of deposits from members does not exceed aggregate of the paid-up share capital and free reserves, and</li><li>• details of monies accepted as deposit from members is filed with the ROC.</li></ul> |

## *Exemption to private companies and its impact*

| Exemption Provisions   | Existing requirements              | Impact  |
|--|------------------------------------|---|
| 101- Notice of meeting.<br>102- Statement to be annexed to notice.<br>103- Section Quorum for meetings.<br>104- Chairman of meetings.<br>105- Proxies.<br>106- Restriction on voting rights.<br>107- Voting by show of hands.<br>109- Demand for poll. | As mentioned in the Act and Rules. | Private companies given option to adopt the provisions with respect to section 101-107 and 109.<br><br>AOA of the company shall prevail over Act. |



## ***Exemption to private companies and its impact***

| <b>Exemption Provisions</b> | <b>Existing requirements</b>  | <b>Impact</b>  |
|-----------------------------|---|--|
| Section:117 (3)(g)          | Copy of Resolution passed in pursuance of sub-section (3) of Section 179 required to filing with ROC. | Now there is NO NEED TO FILE FORM MGT-14 for the purposes of resolutions passed u/s 179(3) read with Rule 8 of Companies (Meeting of Board & its power) Rules, 2014.   |
| Section 141 (3)(g):         | Earlier Auditor can't be appoint as auditor in more than 20 Companies.                                | Now under the limit of 20 Companies following will not include: · <ul style="list-style-type: none"><li>• OPC,</li><li>• dormant companies,</li><li>• small companies, and</li><li>• Private Companies having paid-up share capital less than one hundred crore rupees”.</li></ul> |

## ***Exemption to private companies and its impact***

| <b>Exemption Provisions</b> | <b>Existing requirements</b>  | <b>Impact</b>   |
|-----------------------------|---|---|
| Section 160                 | Candidature Required For Appointment of Director at General Meeting | No need to deposit Rs. 100,000/- by the Director at the time of appointment.                                  |
| Section 162                 | Appointment of directors Need not to be voted individually.         | Now more than one director can be appoint via a single resolution.  |
| Section 180                 | Restrictions on powers of Board                                     | Section 180 is not applicable to private companies.   |
| Section 184(2)              | Disclosure of interest by director.                                 | Interested directors can participate in the meeting and vote in the meeting after disclosure of his interest. |

# *Exemption to private companies and its impact*

| Exemption Provisions               | Existing requirements                    | Impact   |
|------------------------------------|--|--|
| Section 185                        | Loan to directors is prohibited          | Private Companies exempted subject to following conditions: <ul style="list-style-type: none"><li>• no other body corporate has invested any money in the share capital ; and</li><li>• the borrowings from banks or financial institutions or any body corporate is less than twice of its paid up share capital or Rs. 50 crore, whichever is lower; and</li><li>• no default in repayment of such borrowings subsisting at the time of making transactions.</li></ul> |
| second proviso to section 188 (1): | Interested members shall not vote or SR. | member who is a related party can cast vote at general meeting on any of the matters enumerated in section 188(1).   |

## *Exemption to private companies and its impact*

| Exemption Provisions  | Existing requirements  | Impact  |
|---|--|---|
| sub-sections (4) and (5) of section 196. – Shall not apply. | Appointment and remuneration to directors require approval in the Board meeting and ensuing general meeting. | <p>Appointment of a MD, WTD or manager and the terms and conditions of such appointment and remuneration payable need not be approved by the BOD at its meeting.</p> <p>And such appointment and remuneration payable which shall not require approval of members by a resolution at the next general meeting of the company and shall not be subject to section 197 of the Act and Schedule V thereto.</p> <p>Consequently, even approval of Central Government would not be required.</p> |



*Companies Amendment  
Act, 2015 (commenced w.e.f.  
26<sup>th</sup> May, 2015)*



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## ***Major changes in Companies Amendment Act, 2015***

| <b>Exemption Provisions</b>            | <b>Impact</b>   |
|--|---|
| <b>Section 2(68) and Section 2(71)</b> | No requirement of minimum paid up capital for Private and Public Companies  |
| <b>Section 9,12 and 223</b>            | <p>Use of Common Seal in not mandatory.</p> <p>Hence following sections also amended:</p> <ol style="list-style-type: none"><li>1. Section 2(22) Execution of bill of exchange shall be made by two director or by a director and the Company Secretary, wherever the company has appointed a Company Secretary.</li><li>2. Section 46: If company does not common seal then share certificates shall be signed by two directors or by a director and Company Secretary</li></ol> |

## ***Major in changes Companies Amendment Act, 2015***

| <b>Provisions</b>                      | <b>Impact</b>  |
|--|--|
| <b>Section 11</b>                      | No requirement of Commencement of Business Certificate.  |
| <b>Section 76A</b>                     | New Section 76A has been added after Section 76 for punishment for deposit accepted in violation of the provisions of the said Act.  |
| <b>Section 117(3)(g)</b>               | Resolution filed under Section 179(3) shall not be available for public inspection .   |
| <b>Sub Section (3)<br/>Section 134</b> | After clause c following shall be inserted:<br>details in respect of frauds reported by auditors under sub-section (12) of section 143 other than those which are reportable to the Central Government |

## ***Major in changes Companies Amendment Act, 2015***

| <b>Provisions</b>     | <b>Impact</b>   |
|-----------------------|---|
| <b>Section 123(1)</b> | After the third proviso of 123(1), the following proviso is inserted. Proviso, No company shall declare dividend unless carried over previous losses and depreciation not provided in previous year or years are set off against profit of the company for the current year.  |
| <b>Section 185</b>    | <p>Exemption provided to the company</p> <p>Any loan made by a Holding Company to its WOS, or any guarantee given or security provided by a Holding Company in respect of any loan made to its WOS Company, or Any guarantee given or security provided by a Holding Company in respect of Loan made by any Bank or financial institution to its subsidiary Company</p> <p>Provided that the loan made as above are utilized by the subsidiary company for its principal business activity.</p> |



## *Major in changes by Companies Amendment Act, 2015*

| Provisions                           | Impact   |
|--------------------------------------|--|
| <b>Sub Section 12 of Section 143</b> | <ul style="list-style-type: none"><li data-bbox="663 408 2002 842">• If any auditor of a company in the course of the performance of his duties as auditor, has reason to believe that an offence of fraud involving such <b>amounts</b> is being or has been committed in the company by its <b>officers or employees</b>, the Auditor shall report to the <b>central government</b> within such time and manner as may be prescribed</li><li data-bbox="663 922 2002 1161">• If a fraud involving lesser than the specified amount, the auditor shall report the matter to the audit committee, if any or to the Board in such time and in manner as may be prescribed</li></ul> |

## *Major in changes by Companies Amendment Act, 2015*

| Provisions         | Impact   |
|--------------------|--|
| <b>Section 188</b> | For the word Special Resolution, “Ordinary Resolution” shall be substituted.   |
| Section 188        | Ordinary resolution shall not be required for transactions entered between a holding company and its WOS whose accounts are consolidated with such holding company and have been placed before the shareholders for their approval . |



**DISCLAIMER:**

Information contained herein is of a general nature and is not intended to address the circumstances of any particular individual or entity. Although we endeavor to provide accurate and timely information, there can be no guarantee that such information is accurate as of the date it is received or that it will continue to be accurate in the future. No one should act on such information without appropriate professional advice after a thorough examination of particular situation.