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Notice of Striking off of the LLPs under the rule 37(1) r/w (2) of the Limited Liability Partnership Rule.2009.- ROC Delhi

ROC, Delhi & Haryana in its drive to clean the registry has issued notice of striking off of 1171 LLP's under Section 75 of LLP Act, 2008 read with Rule 37 of LLP Rules, 2009. These LLP's have not been carrying on any business or operation for a period of two immediately preceding financial years and have failed to file their Financial Statements (Form — 8) and Annual Return (Form — 11) for the Financial Year 2015-16 and 2016-17. Therefore, the Registrar has reasonable cause to believe the same for the purpose of taking suo-moto action for striking off the name of these LLPs. It is therefore proposes to remove/Strike off the names of the said LLPs from the Register and dissolve them unless a cause is shown to the contrary, within one month from the date of this notice. Any person objecting to the proposed removal/striking off of name of the LLPs from the register of LLPs may send his/her objection to the office address mentioned hereinabove within one month of the date of publication of this notice.

Clarification with regard to provisions under section 135 (5) of the Companies Act, 2013

[MCA has issued Clarification with regard to provisions under Section 135\(5\) of the Companies Act, 2013.](#) The concerns have been raised by some stakeholders regarding non-compliance of the first proviso to sub-section (5) of section 135 of the Companies Act, 2013, which lays down that the company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for Corporate Social Responsibility activities. The Section 135(1) provide that the Board of every company, shall ensure that the company spends, in every financial year, at least 2% of the average net profits of the company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy and preference shall be given to the local area and areas around it where it operates, for spending the amount earmarked for Corporate Social Responsibility activities. It has been clarified and reiterated that the above provisions has to be followed in letter and spirit.

Clarification-Condonation of Delay Scheme, 2018

MCA has issued a General Circular to clarify Condonation of Delay Scheme, 2018 w.r.t Pending Revival applications at NCLT. Ministry has received representations from stakeholders raising doubts regarding filing requirements of e-CODS, 2018, in such cases, where petitions have already been filed before NCLT under section 252 of the Companies Act 2013, during the currency of the scheme and orders are pending before the NCLT and whether such struck off companies can file CODS upon obtaining orders for the same even after 01.05.2018. It is clarified that in the event of defaulting companies whose names have been removed from the register of companies under section 248 of the Act and which have filed applications for revival under section 252 of the Act up to the date of this scheme, the Director's DIN shall be re-activated only after NCLT order of revival subject to the company having filing of all overdue documents. It, is therefore, hereby directed that in such cases the Registrar(s) of Companies shall raise a ticket through Change Requirement Form (CRF) on MCA21 portal along with copy of NCLT order and E-governance shall activate DIN of the directors of such struck off companies that have been revived through NCLT to file e-CODS, 2018. However, the ROC before raising CRF has to ensure that CRFs are raised only for strike off companies and after thorough scrutiny of the NCLT orders and ensuring that such struck off companies had filed overdue documents before filing e-CODS, 2018 and had filed petitions before the NCLT during the validity of CODS Scheme.

Commencement notification

Notification of sections under Companies (Amendment) Act, 2017 and rules made thereunder

S.O. 1833(E).—In exercise of the Power conferred by Sub-Section (2) of Section 1 of the Companies (Amendment) Act, 2017 (1 of 2018), the Central Government hereby appoints the 7th May, 2018 as the date on which the following provisions of the said Act shall come into force, namely:-

#	Section of Companies Amendment Act, 2017	Amended Sections of Companies Act, 2013	Particulars
1	Clause (i) and clause (xiii) of section 2;	Clause (6)	Definitions
2	Section 8;	Section 26	Matters to be stated in prospectus
3	Section 13;	Section 54	Issue of sweat equity shares
4	Sections 18 and 19;	Section 77 & 78	Duty to Register of charges, etc. and Application for Registration of charge
5	Clauses (i) and (ii) of section 21;	Section 89	Declaration in respect of Beneficial Interest in any share
6	Clauses (iii) and (iv) of section 23;	Section 92	Annual return
7	Section 30 and 31;	Section 117	Resolutions and Agreements to be filed
		121	Report on Annual General meeting
8	Section 33;	129	Financial Statement
9	Section 39 and 40;	137	Copy of financial statement to be filed with registrar
		139	Appointment of Auditors
10	Section 46;	149	Company to have Board of Directors
11	Section 49;	157	Company to inform DIN to registrar
12	Section 52;	164	Disqualification for appointment of Directors
13	Sections 54 to 58 (both inclusive);	167	Vacation of office of Directors
		168	Resignation of Director

		173	Meetings of Board
		177	Audit Committee
		178	Nomination and Remuneration Committee and Stakeholders Relationship committee
14	Sections 61 and 62;	185	Loan to Directors, etc.
		186	Loan and Investment by company
15	First Proviso to clause (i) of section 80 a	403	Fee for filing etc.
16	Section 83	410	Constitution of appellate tribunal
17	Sections 86 to 89 (both inclusive).	435	Establishments of special courts
		438	Application of code to proceedings before special court
		439	Offences to be non-cognizable
		440	Transitional Provisions

In lieu of the above notified sections, the following rules have been also notified w.e.f. May 07, 2018

#	Particulars
1	Companies (Prospectus and Allotment of Securities) Amendment Rules, 2018
2	Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018
3	Companies (Meetings of Board and its Powers) Amendment Rules, 2018
4	Companies (Audit and Auditors) Amendment Rules, 2018
5	Companies (Share Capital and Debentures) 2nd Amendment Rules, 2018
6	Companies (Specification of Definition Details) Amendment Rules 2018
7	Companies (Registration of Office and Fees) 2nd Amendment Rules 2018

Companies (Prospectus and Allotment of Securities) Amendment Rules, 2018

Amendment relating to prospectus and allotment of securities:

MCA has amended [the Companies \(Prospectus and Allotment of Securities\) Rules, 2014](#). The amendment prescribes omission of rule 4 - Reports to be set out in the Prospectus, rule 5- Other matters and reports to be stated in the prospectus and rule 6- Period for which information to be provided in certain cases.

Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2018

Norms for appointment of Independent Directors:

MCA has amended [the Companies \(Appointment and Qualification of Directors\) Rules, 2014](#) whereby amendment has been made to Rule. The revised norm provides that in case of appointment of Independent Director, none of the relatives of such independent director should be indebted to the company, its holding subsidiary or associate Company or their promoters, or directors; or has given a guarantee or provided any security in connection with indebtedness of any third person to its holding, subsidiary or associate company or their promoter or directors for an amount of Rs. 50 Lakhs at any time during the two immediately preceding financial years or during current financial year.

Companies (Meetings of Board and its Powers) Amendment Rules, 2018

Amendment relating to meeting of board and its powers:

MCA has amended [the Companies \(Meetings of the Board and its Powers\) Rules, 2014](#). A new provision has been inserted to Rule 4 of the said rules providing that any other director may participate through video conferencing or other audio visual means if there is quorum in a meeting through physical presence of directors.

Companies (Audit and Auditors) Amendment Rules, 2018

No more ratification of appointment of Auditor in AGM:

MCA has amended [the Companies \(Audit and Auditors\) Rules, 2014](#). Amendment has been made to rule 3 whereby proviso to sub-rule 7 of Rule 3 and explanation thereunder have been omitted. Which means that the requirement of ratification of appointment of Auditor in every annual general meeting (AGM) till the conclusion of sixth AGM has been removed. Further Rule 9 of the said rules has been omitted. Rule 10A and Rule 14 have also been amended.

Companies (Share Capital and Debentures) 2nd Amendment Rules, 2018

MCA has amended [the Companies \(Share Capital and Debentures\) Rules, 2014](#). In the Companies (Share Capital and Debentures) Rules, 2014, in the principal rules, in rule 8, in sub-rule (1), in the Explanation, in clause (i) in sub-clause (a), the words “for at least last one year” shall be omitted.

Companies (Specification of Definition Details) Amendment Rules 2018

MCA has amended [the Companies \(Specification of Definitions Details\) Rules, 2014](#). In the Companies (Specification of Definitions Details) Rules, 2014, in rule 2, in sub-rule (1), clause (r) shall be omitted.

Companies (Registration of Office and Fees) 2nd Amendment Rules 2018

Additional fee payable on delayed annual filing:

- 1. An amendment has been made in Annexure I of [the Companies \(Registration Office and Fees\) Rules, 2014](#) prescribing additional fee of Rs. 100 per day effective from July 1, 2018 for delayed in filing of annual return and financial statements. The additional fee shall also be applicable to revised financial statement or board report as well as Secretarial audit report.**
- 2. 15 days' time for re-submission in case of reservation of name through RUN:**

MCA has amended [the Companies \(Registration Office and Fees\) Rules, 2014](#). A new provision has been inserted under to Rule 10(3) providing that - Registrar shall allow fifteen days' time for re-submission in case of reservation of name through web service -RUN for rectification of defects if any. Earlier re-submission was not allowed in case of re-submission of application through RUN.