

Amita Desai & Co.

UPDATES ON AMENDMENTS IN THE COMPANIES ACT, 2013 DURING THE CALENDAR YEAR 2020

1. January 01, 2020: EXTENSION OF LAST DATE OF FILING OF FORM NO. BEN-2 AND BEN-1 UNDER COMPANIES ACT 2013

MCA extended the time limit for filing e-form BEN-2 till March 31, 2020 without payment of additional fees and thereafter fee and additional fee will be charged.

http://www.mca.gov.in/Ministry/pdf/Circular1_01012020.pdf

2. January 03, 2020: THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2020

MCA notified the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2020 pursuant to which Rule 8A & Rule 9 (1) has been substituted and amended respectively.

(a) The Company having paid –up share capital of Rs.10 Crore or more to have whole time Company Secretary from 1st April, 2020

(b) Every Company (Private or Public) having outstanding loans or borrowings from banks or public financial institutions of Rs.100 Crores or more (existing on the last date of latest audited financial statement shall be taken into account) shall require to have Secretarial Audit Report from 1st April, 2020

http://www.mca.gov.in/Ministry/pdf/AmdtRules_06012020.pdf

3. January 24, 2020: THE COMPANIES (WINDING UP) RULES, 2020

MCA notified the Companies (Winding Up) Rules, 2020 which was effective from April 1, 2020, which consisted of Rule 1 to 191 and Forms WIN 1 to WIN 95, pertaining to the winding up of a Company under the Companies Act, 2020.

http://www.mca.gov.in/Ministry/pdf/Rules_28012020.pdf

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

4. January 30, 2020: THE COMPANIES (ACCOUNTS) AMENDMENT RULES, 2020

MCA notified the two new e-forms namely:

1. AOC-4 NBFC (Ind AS) &
2. AOC-4 CFS NBFC (Ind AS)

which were deployed on January 31, 2020 & February 17, 2020 respectively. It has extended the time limit for filing the above two e-form till March 31, 2020 without payment of additional fees.

MCA also amended the Companies (Accounts) Rules, 2014 and came up with Companies (Accounts) Amendment Rules, 2020, wherein Rule 12(1A) was inserted.

http://www.mca.gov.in/Ministry/pdf/Circular_30012020.pdf

http://www.mca.gov.in/Ministry/pdf/Rules_31012020.pdf

5. January 30, 2020: CONDONATION OF DELAY FOR LLP

In exercise of the powers conferred by Section 67 (1) of Limited Liability Partnership (LLP) Act, 2008 (6 of 2009), the Central Govt. has directed that the provisions of Sec 460 of Companies Act, 2013 shall apply to LLP's.

http://www.mca.gov.in/Ministry/pdf/NotificationLLP_31012020.pdf

6. January 31, 2020: EXTENSION OF LAST DATE IN FILING OF AOC-4 & MGT-7 IN UNION TERRITORIES OF J&K AND LADAKH

In continuation to its General Circular No. 15/2019 dated November 28, 2019, MCA extended the due date for filing e-form AOC-4, AOC-4 CFS, AOC-4 XBRL & MGT-7 upto March 31, 2020 for companies having jurisdiction in UT of J&K and Ladakh without levy of any additional fee.

http://www.mca.gov.in/Ministry/pdf/Circular_31012020.pdf

7. February 03, 2020: NIDHI (AMENDMENT) RULES, 2020

MCA notified the Nidhi (Amendment) Rules, 2020, while came into force w.e.f. February 10, 2020. This amendment has brought changes in the form NDH-1, form NDH-2 and NDH-3 such as Financial year end date, attachments such as List of all members, Amount of deposits accepted from each member etc.

http://www.mca.gov.in/Ministry/pdf/Rules2_04022020.pdf

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

8. February 03, 2020: THE COMPANIES (COMPROMISE, ARRANGEMENTS AND AMALGAMATIONS) AMENDMENT, RULES, 2020

MCA notified the Companies (Compromises, Arrangements and Amalgamations) Amendment Rules, 2020. Rule 3(5) was inserted in the In the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

http://www.mca.gov.in/Ministry/pdf/Rules1_04022020.pdf

9. February 03, 2020: THE NATIONAL COMPANY LAW TRIBUNAL (AMENDMENT) RULES, 2020

MCA notified the National Company Law Tribunal (Amendment) Rules, 2020. Rule 80A [Application under Section 230(12)] was inserted in the National Company Law Tribunal Rules, 2016. Also, in Annexure-B, S.No. 12A was inserted.

http://www.mca.gov.in/Ministry/pdf/Rules3_04022020.pdf

http://www.mca.gov.in/Ministry/pdf/Notification_04022020.pdf

10. February 13, 2020: THE COMPANIES (ISSUE OF GLOBAL DEPOSITORY RECEIPTS) AMENDMENT RULES, 2020

MCA notified the Companies (Issue of Global Depository Receipts) Amendment Rules, 2020.

In the Companies (Issue of Global Depository Receipts) Rules, 2014:

In Rule 2: Instead of “Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993”, the word “Depository Receipts Scheme, 2014” was substituted.

Rule 5(1) was substituted. In Rule 5(3) the word “abroad” was omitted.

In Rule 7, the proviso was inserted and in Rule 9(1) the word “abroad” was omitted.

http://www.mca.gov.in/Ministry/pdf/notices_13022020.pdf

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

11. February 14, 2020: NIDHI (SECOND AMENDMENT) RULES, 2020

MCA notified the Nidhi (Second Amendment) Rules, 2020. In the Nidhi (Second Amendment) Rules, 2020, Rule 23A, for the words “six months” the words “nine months” was substituted.

http://www.mca.gov.in/Ministry/pdf/rule_14022020.pdf

12. February 17, 2020: FILING OF FORMS ON MCA-21 BY THE INSOLVENCY PROFESSIONAL APPOINTED UNDER INSOLVENCY BANKRUPTCY CODE, 2016

MCA stated that the IRP/ RP/ Liquidator would have to first file the NCLT order approving him as the IRP/RP/Liquidator in form INC-28 on the MCA21 portal. Once, the INC-28 form is approved, only the IP (IRP/ RP/ Liquidator) shall thereafter be allowed to file any form on behalf of the company by taking into consideration the certain instructions as mentioned in the Circular.

http://www.mca.gov.in/Ministry/pdf/Circular_17022020.pdf

13. February 18, 2020: COMPANIES (REGISTRATION OFFICES AND FEES) AMENDMENT RULES, 2020

MCA notified the Companies (Registration offices and Fees) Amendment Rules, 2020. With this amendment now e-form GNL-2 can also be filed for the Red Herring Prospectus. However, the following purposes have been deleted from the e-form GNL-2;

- Circular for inviting Deposits
- Circular in the form of advertisement for inviting Deposits
- Return of Deposits
- Declaration of Solvency

http://www.mca.gov.in/Ministry/pdf/rule_19022020.pdf

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

14. February 23, 2020: THE COMPANIES (INCORPORATION) AMENDMENT RULES, 2020

MCA released new incorporation Form 'SPICe+' which is an integrated Web Form that will have two Parts, 'Part A' for reservation of Name of Company and 'Part B' for registration related services. Further, it is important to note that the Second part of the form viz. "Part B" of the form has been now made mandatory for the new companies to apply for "Employees Provident Fund Organization (EPFO) Registration", "Employees State Insurance Corporation (ESIC) Registration", "Professional Tax Registration (For Maharashtra)" and "Opening of Bank Account."

http://www.mca.gov.in/Ministry/pdf/rule_22022020.pdf

15. February 25, 2020: THE COMPANIES (AUDITOR'S REPORT) ORDER, 2020

MCA notified the Companies (Auditor's Report) Order, 2020 (CARO, 2020) which shall be applicable for the eligible companies for the F.Y. commencing on or after 1st April, 2019. The Auditors have to report more disclosures on core aspects of financials statement such as loan defaults, cash losses, Immovable properties etc. CARO, 2020 is far more detailed including 21 broad items, out of which at least 10 are new items or new details in existing items.

http://www.mca.gov.in/Ministry/pdf/Orders_25022020.pdf

16. February 28, 2020: THE COMPANIES (APPOINTMENT AND QUALIFICATION OF DIRECTORS) AMENDMENT RULES, 2020

MCA notified the Companies (Appointment and Qualification of Directors) Amendment Rules, 2020. The amendments are made in Rule 6 in the Companies (Appointment and Qualification of Directors) Rules, 2014 of the related to "Creation and maintenance of databank of persons offering to become independent directors."

http://www.mca.gov.in/Ministry/pdf/rule_28022020.pdf

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

17. March 02, 2020--- Amendment to Exemption Notification dated 5th June, 2015

The Central Government vide MCA notification no. G.S.R. 151(E) has further amended the MCA notification no. G.S.R. 463(E) dated the 5th June, 2015, in Part-II, Section 3(i) as below:

Sr. No		Particulars
i. For Serial No. 1 the following serial no. and entries are substituted		
1	Chapter I, clause (45) of section 2.	In clause (45), the following Explanation shall be inserted, namely:- Explanation.- For the purposes of this clause, the “paid-up share capital” shall be construed as “total voting power”, where shares with differential voting rights have been issued.
1A	Chapter II, section 4.	In section 4(1)(a), the words “in the case of a public limited company, or the last words “Private Limited” in the case of a private limited company’ is omitted.”
ii. For serial no. 26 the following serial no. and entries is substituted		
26	Chapter XII, first and second proviso to subsection (1) of section 188.	Shall not apply to - (a) a Government company in respect of contracts or arrangements entered into by it with any other Government company, or with Central Government or any State Government or any combination thereof; (b) a Government company, other than a listed company, in respect of contracts or arrangements other than those referred to in clause (a), in case such company obtains 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 before entering into such contract or arrangement.”.

http://www.mca.gov.in/Ministry/pdf/Notification_02032020.pdf

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

18. March 02, 2020----- Nidhi Rule – Corrigendum Notification

MCA vide notification no. G.S.R. 150(E) has notified that in the Nidhi (Second Amendment) Rules, 2020, at page 2, in line 9, for “rule 23A” to be read as “rule 23A and first proviso to rule 23B”.

http://www.mca.gov.in/Ministry/pdf/rule_02032020.pdf

19. March 02, 2020—IND DIR/ NON Promoters , NED and NON KMP--- No criminal prosecution

General Circular No.5 / 2020 dt 2nd March 2020

MCA vide its general circular no.5/2020 issues clarification that prosecution proceedings will not be initiated against Independent Directors (IDs) and Non-Executive Directors (NEDs) unless there is strong evidence of their complicity in frauds committed by the companies.

At the time of serving notices to the Company by the Registrar of Companies (ROC) & Regional Director (RD), in case where lapses are attributable to the decisions taken by the Board or its Committees, all care must be taken to ensure that civil or criminal proceedings are not unnecessarily initiated against the IDs or the NEDs, unless sufficient evidence exists to the contrary.

http://www.mca.gov.in/Ministry/pdf/Circular_03032020.pdf

20. March 06, 2020 - CONSTITUTION OF HIGH LEVEL COMMITTEE FOR PREPARATION OF INVESTIGATION MANUAL FOR SERIOUS FRAUD INVESTIGATION OFFICE (SFIO):

MCA had on March 06, 2020 constituted 12 member Committee under the Chairmanship of Mr. Injeti Srinivas, Secretary MCA to prepare an Investigation Manual for SFIO. Mr. Ashish Garg, President of Institute of Company Secretary of India (ICSI) is also one of the member of this Committee. The time line for preparing this Manual is 45 days from the first meeting of the Committee and submit it to MCA.

Click on the following link to view our detailed article on the same:

<https://www.amitadesai.com/uploads/Article%20SFIO%20%20-%2015032020%20Amita%20Desai.pdf>

21. March 06 2020--- Filing of Forms with RoC by Insolvency professionals

General Circular No.8 / 2020 dt 6th March 2020

MCA vide general circular no. 08/2020 dated March 06, 2020 issued a clarification that IP (IRP/RP/Liquidator) would have to file the NCLT order approving him/ her as IP in e-form

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

INC-28 through the MCA21 portal and once the same is approved IP will be allowed to file any form for and on behalf of the company.

- a) The IP shall choose his designation as “Chief Executive Officer” (CEO), for the purpose of filing various e-forms.
- b) The Master Data for the company will accordingly be changed from "Active"/ "In-active" to “CIRP/ Liquidation or CIRP/Liquidation” which shall be effected on the basis of Formal Change Request Form submitted by IBBI to e-governance Cell.
- c) The IRP/ RP/ Liquidator shall be responsible for filing all the e-forms in the MCA portal and sign the form in the capacity of CEO. However, this shall in no way affect his/her legal status as IRP/ RP/ Liquidator.
- d) All filings of e-forms including AOC-4 and MGT-7 shall be filed through e-form GNL-2 by way of attachments till the company is under CIRP. In GNL-2, IRP/ RP/ Liquidator will choose radio button "Filings under IBC".

http://www.mca.gov.in/Ministry/pdf/Circular8_06032020.pdf

22. March 11, 2020 EXEMPTION TO BANKING COMPANY

MCA vide its notification dated March 11, 2020, announced that Central Government exempts ***Banking Companies from the application of the provisions of Sections 5 and 6 of the Competition Act, 2002***, in public interest for a period of five years from the date of publication of this notification in the Official Gazette i.e. March 11, 2020.

- a) Section 5 of competition Act, 2002 prescribes about the acquisition of one or more enterprises by one or more persons or merger or amalgamation of enterprises shall be a combination of such enterprises and persons or enterprises.
- b) Section 6 of competition Act, 2002 prescribes that No person or enterprise shall enter into a combination which causes or is likely to cause an appreciable adverse effect on competition within the relevant market in India and such a combination shall be void.
- c) Thus through this notification the Banking companies are exempted from the Section 5 &6 of the Competition Act 2002.

http://www.mca.gov.in/Ministry/pdf/BankingNotification_11032020.pdf

23. March 12, 2020- RELAXATION OF ADDITIONAL FEES AND EXTENSION OF LAST DATE IN FILING OF FORMS MGT-7 (ANNUAL RETURN) AND AOC-4 (FINANCIAL STATEMENT) UNDER THE COMPANIES ACT, 2013-UT OF J&K AND UT OF LADAKH:

General Circular No.9 / 2020 dt 12th March 2020

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

MCA vide its general circular no. 09/2020 dated March 12, 2020, has extended the due date up to June 30, 2020 for filing of e-form AOC-4, AOC-4 (CFS), AOC-4 XBRL and e-form MGT-7 for the F.Y. ended on March 31, 2019, without levy of any additional fee, by the companies incorporated under UT of J&K and UT of Ladakh

http://www.mca.gov.in/Ministry/pdf/Circular_12032020.pdf

24. March 12, 2020---- GNL 2

MCA notified the Companies (Registration of Offices and Fees) Second Amendment Rules, 2020 and made certain amendment if form GNL-2 which is for submission of documents with the Registrar.

In serial no. 3 of e-Form GNL-2, instead of “Form 159 of the Companies (Court) Rules,1959”, “Filing under Insolvency and Bankruptcy Code, 2016” is inserted.

The same is enabling IRP/ IP or liquidator to file forms for Companies under CIRP process or under Liquidation

http://www.mca.gov.in/Ministry/pdf/rule1_13032020.pdf

25. March 12, 2020----- INC 28 altered- THE COMPANIES (INCORPORATION) SECOND AMENDMENT RULES, 2020

MCA notified the Companies (Incorporation) Second Amendment Rules, 2020. The amendment has been made in e-Form INC-28 which is filing Notice of the Order of the Court or any other competent authority. In Form No.INC-28, in serial number 5, in clause (a) after sub-clause (ii), the following shall be inserted, namely-

“(iii) Section of Insolvency and Bankruptcy Code, 2016 under which order passed”.”

This change is to enable IP/IRP/Liquidator to file necessary Order of NCLT under IBC 2016

http://www.mca.gov.in/Ministry/pdf/rule_13032020.pdf

26. March 19, 2020: THE COMPANIES (MEETINGS OF BOARD AND ITS POWERS) AMENDMENT RULES, 2020

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

Relaxation to the requirement of physical presence of directors in **Board Meeting**, considering the need to take precautionary steps to overcome the outbreak of the corona virus (Covid-19). The amendment provides **temporary relaxation**, till **30th June, 2020**.

http://www.mca.gov.in/Ministry/pdf/Rules_19032020.pdf

27. March 19, 2020: DECLARATION TO CENTRAL GOVERNMENT IN FORM NDH-4

The Nidhi Companies has to apply to the Central Government for updation of Nidhi company status/declaration in **e-Form NDH-4**. This initiative has been made in order to make regulatory regime for Nidhi Companies more effective and also to accomplish the objectives of **transparency & investor friendliness in corporate environment** of the country.

http://www.mca.gov.in/Ministry/pdf/Nidhi_19032020.pdf

28. March 23, 2020: CLARIFICATION ON SPENDING OF CSR FUNDS FOR COVID-19

General Circular No.10 / 2020 dt 23rd March 2020

The spending of CSR funds by the Companies **spending for COVID-19** under item nos. (i) and (xii) of Schedule VII is eligible as CSR activities.

http://www.mca.gov.in/Ministry/pdf/Covid_23032020.pdf

29. March 24, 2020: SPECIAL MEASURES UNDER COMPANIES ACT, 2013 AND LIMITED LIABILITY PARTNERSHIP ACT, 2008 IN VIEW OF COVID-19 OUTBREAK

General Circular No.11 / 2020 dt 24th March 2020

In view of COVID-19 outbreak in order to support and enable Companies and LLPs in India to focus on taking necessary measures to address the COVID-19 threat, including the economic disruptions caused by it, the following measures have been implemented by the MCA to reduce their compliance burden and other risks.

http://www.mca.gov.in/Ministry/pdf/Circular_25032020.pdf

30. March 24, 2020 CARO 2020 / THE COMPANIES (AUDITOR'S REPORT) SECOND AMENDMENT ORDER, 2020.

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

Every Report made by the Auditor under section 143 of the Companies Act 2013 on the accounts of every company audited by him, to which the CARO, 2020 applies, for the financial years commencing on or after the **1st April, 2020**, shall in addition, contain the matters specified in paragraphs 3 and 4, as may be applicable: Provided this Order shall not apply to the auditor's report on consolidated financial statements except clause (xxi) of paragraph 3. CARO, 2020 applicability is further differed to from 01 April, 2020 onwards.

http://www.mca.gov.in/Ministry/pdf/Notification_25032020.pdf

31. March 28, 2020: CLARIFICATION ON SPENDING OF CSR FUNDS FOR COVID-19

The **PM-CARES Fund** has been set up to provide relief to those affected by any kind of emergency or distress situation and **any contribution made** to the PM CARES Fund **shall qualify as CSR expenditure** under the Companies Act 2013.

http://www.mca.gov.in/Ministry/pdf/Circular_29032020.pdf

32. March 30, 2020: THE COMPANIES FRESH START SCHEME, 2020

General Circular No.12 / 2020 dt 30th March 2020

The Government of India puts efforts to provide relief to defaulting companies **to make good** any filing related defaults, **irrespective of duration of default**, and make a fresh start as a fully compliant entity. In order to facilitate all the defaulting companies registered in India to make a **fresh start** on a clean slate, this Scheme was provided and its started from 01 April, 2020 to 30th September, 2020.

http://www.mca.gov.in/Ministry/pdf/Circular12_30032020.pdf

33. March 30, 2020: THE LLP SETTLEMENT SCHEME, 2020 – MODIFIED

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

General Circular No.13 / 2020 dt 30th March 2020

In order to provide relief to defaulting **LLPs registered in India** to focus on taking necessary measures to address COVID-19 threat and to reduce their compliance burden, the Scheme is modified and extended till 30th September 2020

http://www.mca.gov.in/Ministry/pdf/Circular13_30032020.pdf

34. April 08, 2020: RELAXATION IN CONDUCTING EXTRA ORDINARY GENERAL MEETING THROUGH VIDEO CONFERENCING**General Circular No.14 / 2020 dt 08th April, 2020**

Relaxation for holding **Extra-Ordinary General meeting** (not Annual General meeting) of members of the company **through video conferencing (VC) or other audio-visual means (OAVM)** till June 30, 2020 or till further order whichever is earlier.

http://www.mca.gov.in/Ministry/pdf/Circular14_08042020.pdf

35. April 10, 2020: FAQs ON CORPORATE SOCIAL RESPONSIBILITY (CSR)**General Circular No.15 / 2020 dt 10th April, 2020**

The Circular has provided various clarification in the form of FAQs on the contributions made in certain fund to be treated as **CSR contribution or not**.

http://www.mca.gov.in/Ministry/pdf/Notification_10042020.pdf

36. April 13, 2020: RELAXATION IN FILING FORMS U/S 124 AND 125 OF THE COMPANIES ACT, 2013**General Circular No.16 / 2020 dt 13th April, 2020**

MCA has noted that there are difficulties in complying with the procedures relating to transfer of **money remaining unpaid or unclaimed** for a period of 7 years in terms of provisions, the relaxation is already provided to file the forms **without an additional fee** levied till September 30, 2020.

http://www.mca.gov.in/Ministry/pdf/Circular16_13042020.pdf

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

37. April 13, 2020: RELAXATION IN CONDUCTING EXTRA ORDINARY GENERAL MEETING THROUGH VIDEO CONFERENCING

General Circular No.17 / 2020 dt 13th April, 2020

MCA issued the clarification on various difficulties faced by the Company in serving Notice for conducting EGM and gave more clarity on modalities/mechanism to follow while conducting EGM or transacting items through Postal Ballot without conducting EGM.

http://www.mca.gov.in/Ministry/pdf/Circular17_13042020.pdf

38. April 21, 2020: RELAXATION IN HOLDING ON AGM BY COMPANIES WHOSE F.Y. ENDED ON 31ST DECEMBER, 2019

General Circular No.18 / 2020 dt 21st April, 2020

Relaxation to the Companies whose financial year (other than first financial year) has ended on 31st December, 2019, to hold their Annual General Meeting (AGM) for such financial year within a period of **nine months from the closure of the financial year** (i.e. by 30th September, 2020), the same **shall not** be viewed as a **violation**.

http://www.mca.gov.in/Ministry/pdf/Circular18_21042020.pdf

39. April 22, 2020: PERIOD/DAYS OF EXTENSION FOR NAMES RESERVED AND RESUBMISSION OF FORMS

Considering the difficulties faced during lockdown period, the names expiring any day between **March 15, 2020 to May 03, 2020** would be extended by 20 days beyond May 03, 2020. Also, the resubmission falls between **March 15, 2020 to May 03, 2020** would be extended by additional 15 days beyond May 03, 2020.

http://www.mca.gov.in/Ministry/pdf/Extension_22042020.pdf

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

40. April 29, 2020: THE COMPANIES (APPOINTMENT AND QUALIFICATION OF DIRECTORS) SECOND AMENDMENT RULES, 2020.

MCA notified an amendment in the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) as the Companies (Appointment and Qualification of Directors) Second Amendment Rules, 2020 (“the 2nd Amendment Rules, 2020”).

- a. The 2nd Amendment Rules, 2020 has brought amendment in Rule 6 which deals with compliances required by any individual who is eligible and willing to be appointed as an Independent Director to apply online with the Indian Institute of Corporate Affairs at Manesar, for inclusion of his name in the data bank within seven months (earlier it was five months) . This seven months is from December 1, 2019 when the 5th amendment Rules 2019 was notified. Now the extension of time is given and the new date to apply online with institute for inclusion of name in the Data Bank of Independent Director is June 30, 2020.
- b. On 22nd October, 2019, Rule 6 was of the Rules was amended as the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019 which was made effective from December 1, 2019, notifying a new requirement of passing of proficiency test in one year from the date of application of inclusion of name online with the Indian Institute of Corporate Affairs at Manesar, an Institute, which will be creating and maintaining data base for Independent Director. Such application to the Institute to be made in 3 months from the date of notification that is three months from December 01, 2019 so by February 28, 2020 . He can include his name for a period of 1 year or 5 year or for his life-time and from time to time he shall take steps to renew it as long as he continues hold the office as an Independent Director in any company.
- c. However , further on February 28, 2020 , MCA has notified and extended the period of making such application with the Institute for a further period of 5 months (earlier it was 3 months).This five months is from December 1st 2019 when the 5th amendment Rules 2019 was notified. The extension of time was given till April 30, 2020.

http://www.mca.gov.in/Ministry/pdf/Rules_29042020.pdf

41. April 30, 2020: EXTENSION FOR FILING OF FORM NFRA-2

General Circular No.19 / 2020 dt 30th April, 2020

MCA has extended the time limit for filing of Form NFRA-2 for the reporting period F.Y. 2018-19. The said period will be **210 days from the date of deployment** of this form on NFRA website.

http://www.mca.gov.in/Ministry/pdf/Circular19_30042020.pdf

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

42. May 05, 2020: CLARIFICATION ON HOLDING OF AGM THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS

General Circular No.20 / 2020 dt 05th May , 2020

Relaxation to Companies to conduct the Annual General Meeting (AGM) of their members through Video Conferencing (VC) or Other Audio Visual Means (OAVM), during the calendar year 2020 which the Companies are required to conduct as per Section 96 of the Companies Act, 2013, subject to the compliance of this Circular which has various conditions.

http://www.mca.gov.in/Ministry/pdf/Circular20_05052020.pdf

43. May 11, 2020: CLARIFICATION FOR DISPATCH OF NOTICE OF RIGHT ISSUES OPENING UP TO JULY 31, 2020

General Circular No.21 / 2020 dt 11th May , 2020

MCA has clarified that, in case of listed companies, for rights issues opening upto 31st July, 2020 inability to dispatch the notice to its shareholders through registered post or speed post or courier would not be viewed as violation.

http://www.mca.gov.in/Ministry/pdf/Circular21_11052020.pdf

44. May 11, 2020: FURTHER EXTENSION FOR NAMES RESERVED AND RESUBMISSION OF FORMS

Considering the difficulties faced during lockdown period, the names expiring any day between **March 15, 2020 to July 31, 2020** would be extended by 20 days beyond July 31, 2020. Also, the resubmission falls between **March 15, 2020 to July 31, 2020** would be extended by additional 15 days beyond July 31, 2020.

http://www.mca.gov.in/Ministry/pdf/Extension_22042020.pdf

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

45. May 26, 2020: AMENDMENT OF ITEM NO.(VIII) IN THE SCHEDULE VII OF THE COMPANIES ACT,2013—Reference to CSR activities

In Schedule VII, item (viii), after the words “Prime Minister’s National Relief Fund”, the words “or Prime Minister’s Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund)” shall be inserted.

http://www.mca.gov.in/Ministry/pdf/Notice_27052020.pdf

http://www.mca.gov.in/Ministry/pdf/Notice_27052020.pdf

46. June 05, 2020: THE COMPANIES (SHARE CAPITAL AND DEBENTURES) AMENDMENT RULES, 2020

The Companies (Share Capital and Debentures) Amendment Rules, 2020 and amendment for **start -up company and listed companies**, this is to conserve cash with the company.

http://www.mca.gov.in/Ministry/pdf/Rule_08062020.pdf

47. June 15, 2020: EXTENSION OF TIME FOR CONVENING EGM THROUGH VC/OAVM TILL 30TH SEPTEMBER 2020

General Circular No.22 / 2020 dt 15th June, 2020

MCA has **further extended** the relaxation which was given earlier till **June 30, 2020** is now protracted upto **September 30, 2020** for convening the Extra Ordinary General Meeting (EGM) of its members through VC/OAVM or transacting items through Postal Ballot.

http://www.mca.gov.in/Ministry/pdf/Circular22_15062020.pdf

48. June 17, 2020: SCHEME FOR RELAXATION OF TIME FOR FILING CHARGE RELATED FORMS UNDER THE COMPANIES ACT, 2013

General Circular No.23 / 2020 dt 17th June, 2020

MCA has introduced a Scheme relaxing the additional fees for delay in filing documents for Charges named as "***Scheme for relaxation of time for filing forms related to creation or modification of charges under the Companies Act, 2013***".

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

However , the readers to note that the Scheme shall not apply in following cases:

1. The filing of e-Forms CHG-1 and/or CHG-9 is done before June 17, 2020.
2. The timeline for filing of e-Forms CHG-1 and/or CHG-9 has already expired prior to March 01, 2020 (that is 120 days from the date of creation or modification of charge).
3. If filing of e-Forms CHG-1 and/or CHG-9 is delayed beyond 120 days from October 01, 2020 , despite the relaxation given of time till September 30, 2020
4. Filing of e-Form No. CHG -4, for the Satisfaction of Charge.

http://www.mca.gov.in/Ministry/pdf/Circular23_17062020.pdf

49. June 19, 2020: EXTENSION OF TIME FOR CREATION OF DEPOSIT REPAYMENT RESERVE AND TO INVEST OR DEPOSIT AMOUNT OF DEBENTURES

General Circular No.24 / 2020 dt 20th June, 2020

MCA has **further extended** the time till **September 30, 2020** (which was till **June 30, 2020**) for.

- (i) Requirement to create the deposit repayment reserve of 20% of deposits maturing during the financial year 2020-21 before 30th April, 2020 shall be allowed to be complied with till 30th Sept , 2020.
- (ii) Requirement to invest or deposit at least 15% of amount of debentures maturing in specified methods of investments or deposits before 30th April, 2020, may be complied with till 30th Sept, 2020

http://www.mca.gov.in/Ministry/pdf/Circular24_20062020.pdf

50. June 23, 2020: BOARD CAN HAVE MEETING THROUGH VC FACILITY-THE COMPANIES (MEETINGS OF BOARD AND ITS POWERS) SECOND AMENDMENT RULES, 2020

MCA has allowed the Companies to pass the matters which are **generally not allowed** to pass by way of **Circular Resolution** till September 30, 2020.

MCA had notified the amendment in The Companies (Meeting of Board and its Powers) Amendment Rules, 2020 and allowed the Companies to pass following matters which are generally not allowed to pass by way of Circular Resolution till September 30, 2020 (earlier it was allowed till June 30, 2020)

- a. the approval of the annual financial statements;
- b. the approval of the Board's report;
- c. the approval of the prospectus;
- d. the Audit Committee Meetings for consideration of financial statement including consolidated financial statement, if any, to be approved by the Board under sub-section (1) of section 134 of the Act ; and

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

e. the approval of the matter relating to amalgamation, merger, demerger, acquisition and takeover.

http://www.mca.gov.in/Ministry/pdf/Rule1_25062020.pdf

51. June 23, 2020: INDEPENDENT DIRECTOR-THE COMPANIES (APPOINTMENT AND QUALIFICATION OF DIRECTORS) THIRD AMENDMENT RULES, 2020

MCA has extended the time limit for inclusion of name of Independent Director in the Data Bank of Independent Director from “*seven months*” to “*ten months*” that is till September 30, 2020.

http://www.mca.gov.in/Ministry/pdf/Rule2_25062020.pdf

52. June 23, 2020: CSR SPENDS – AMENDMENT IN SCHEDULE VII OF COMPANIES ACT, 2013

MCA has notified that spending amount for **Central Armed Police Forces (CAPF)** and **Central Para Military Forces (CPMF)** veterans, and their dependents including widows is covered as **CSR activities in Schedule VII** of the Companies Act, 2013.

<http://egazette.nic.in/WriteReadData/2020/220133.pdf>

http://www.mca.gov.in/Ministry/pdf/NotificationCompAct_10072020.pdf

53. June 29, 2020: THE COMPANIES (REMOVAL OF NAMES OF COMPANIES FROM THE REGISTER OF COMPANIES) AMENDMENT RULES, 2020

A Government Company or Wholly owned subsidiary of a Government Company at the time of filing of **Form STK-2** (for strike off of its name from the Register maintained by RoC) submit a **duly notarized Indemnity Bond in Form STK-3A** (Format of Indemnity Bond), given by an authorized representative, **not below the rank of Under Secretary or its equivalent.**

http://www.mca.gov.in/Ministry/pdf/Rule3_30062020.pdf

54. July 06, 2020: EXTENSION OF THE LAST DATE OF FILING OF FORM NFRA-2

General Circular No.26 / 2020 dt 06th July 2020

MCA has extended the time limit for filing of Form NFRA-2 for the reporting period F.Y. 2018-19. The said period will be **270 days from the date of deployment** of this form on NFRA website.

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

http://www.mca.gov.in/Ministry/pdf/GeneralCircularNo.26_06072020.pdf

55. July 24, 2020: THE COMPANIES (INDIAN ACCOUNTING STANDARDS) AMENDMENT RULES, 2020

MCA has issued rules to amend the Companies (Indian Accounting Standards) Rules, 2015. The changes are made under following Indian Accounting Standards:

1. Ind AS-103 (Business Combinations)
2. Ind AS-107 (Financial Instruments: Disclosures)
3. Ind AS-109 (Financial Instruments)
4. Ind AS-116 (Leases)
5. Ind AS-1 (Presentation of Financial Statements)
6. Ind AS-8 (Accounting Policies, Changes in Accounting Estimates and Errors)
7. Ind AS-10 (Events occurring after Reporting Period)
8. Ind AS-34 (Interim Financial Reporting)
9. Ind AS-37 (Provisions, Contingent Liabilities and Contingent Assets)

http://www.mca.gov.in/Ministry/pdf/Rule_24072020.pdf

56. July 24, 2020: ESTABLISHMENT OF A NEW SPECIAL COURT IN THE STATE OF ASSAM

MCA notified that the **Court of Chief Judicial Magistrate**, Kamrup (M) at Guwahati, Assam is designated as Special Court for the purposes of providing speedy trial of offences under the Companies Act, 2013 in the state of Assam.

http://www.mca.gov.in/Ministry/pdf/NotificationCompAct_28072020.pdf

57. July 24, 2020: THE NATIONAL COMPANY LAW TRIBUNAL AND NATIONAL COMPANY LAW APPELLATE TRIBUNAL (PROCEDURE FOR INVESTIGATION OF MISBEHAVIOUR OR INCAPACITY OF CHAIRPERSON, PRESIDENT AND OTHER MEMBERS) RULES, 2020

MCA has notified rules for **investigating complaints alleging any definite charges of misbehaviour or incapacity to perform the functions of the office** against any Chairperson, President and Member of National Company Law Tribunal (NCLT) and National Company Law Appellate Tribunal (NCLAT).

<http://egazette.nic.in/WriteReadData/2020/220734.pdf>

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

58. August 03, 2020: EXTENSION OF TIME FOR DISPATCH OF NOTICE UNDER SECTION 62(2) OF COMPANIES ACT, 2013 FOR RIGHT ISSUES OPENING BY THE LISTED COMPANIES UPTO 31ST DECEMBER, 2020

General Circular No.27 / 2020 dt 03rd August 2020

MCA clarified that, in case of listed companies, for rights issues opening upto 31st December, 2020 inability to dispatch the notice to its shareholders through registered post or speed post or courier would **not be viewed as violation of section 62(2)** of the Companies Act, 2013.

http://www.mca.gov.in/Ministry/pdf/GeneralCircularNo.25_03082020.pdf

59. August 17, 2020: CLARIFICATION ON EXTENSION OF ANNUAL GENERAL MEETING (AGM) FOR THE FINANCIAL YEAR ENDED AS AT 31.03.2020- COMPANIES ACT, 2013-REG.

General Circular No.28/ 2020 dt 17th August 2020

MCA issued a clarification on extension of Annual General Meeting (AGM) for the Financial Year ended as at March 31, 2020. The Companies which are unable to hold their AGM for the F.Y. ended on 31 March, 2020, such Companies are advised to file their applications in **Form No. GNL-1 for seeking extension of time in holding of AGM for 2020**, with the concerned Registrar of Companies (RoC) on or before September 29, 2020 and the RoC are advised to consider all such applications liberally in view of the hardships faced by the stakeholders and to grant extension for the period as applied for (upto three months) in such applications.

http://www.mca.gov.in/Ministry/pdf/GeneralCircularNo.28_17082020.pdf

60. August 24, 2020: AMENDMENT IN ITEM NO. (IX) IN SCHEDULE VII OF THE COMPANIES ACT, 2013

MCA has allowed certain expenditure made by the Company as CSR Expenditure, if the Contribution is given:

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

1. for research and development projects in the field of science, technology, engineering and medicine under item no. (ix) (a) and
2. to Department of Biotechnology (DBT); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (**AYUSH**) in (ix) (b) is inserted.

http://www.mca.gov.in/Ministry/pdf/NotificationCompAct_26082020.pdf

61. August 24, 2020: THE COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) AMENDMENT RULES, 2020

MCA Notified the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2020 and made the amendment in the Companies (Corporate Social Responsibility Policy), Rules, 2014. "CSR Policy" relates to the activities to be undertaken by the company in areas or subjects specified in Schedule VII to the Act and the expenditure thereon, excluding activities undertaken in pursuance of normal course of business of a company;

Provided that any company engaged in research and development activity of new vaccine, drugs and medical devices in their normal course of business may undertake research and development activity of new vaccine, drugs and medical devices related to COVID-19 for financial years 2020-21, 2021-22 and 2022-23 subject to the conditions.

http://www.mca.gov.in/Ministry/pdf/NotificationCompAct_26082020.pdf

62. August 28, 2020: NOTIFICATION OF PROVISION OF CLAUSE (II) OF SECTION 23 OF THE COMPANIES (AMENDMENT) ACT, 2017

MCA Notified the provision of clause (ii) of section 23 of the Companies (Amendment) Act, 2017, and accordingly amendment is made in existing provisions u/s 92(3) of the Companies Act, 2013. Every company shall place a copy of the annual return on the website of the company, if any, and the web-link of such annual return shall be disclosed in the Board's report.

http://www.mca.gov.in/Ministry/pdf/NotificationCompAct_29082020.pdf

http://www.mca.gov.in/Ministry/pdf/CAAct2017_05012018.pdf

63. August 28, 2020: THE COMPANIES (MANAGEMENT AND ADMINISTRATION) AMENDMENT RULES, 2020.

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

MCA Notified the Companies (Management and Administration) Amendment Rules, 2020 and made the amendment in the Companies (Management and Administration) Rules, 2014 by adding proviso to Rule 12 (1).

Existing Rule reads that the extracts of the Annual Return to be attached with the Board's Report shall be in Form No. MGT 9.

Now after this amendment a company shall not be required to attach the extract of the Annual Return with the Board's Report in Form MGT 9, in case the web link of such annual return has been disclosed in the Board's Report in accordance with sub-section (3) of section 92 of the Companies Act, 2013.

Hence, If the company has website, it need to upload MGT 7 on its website and give the link in Directors Report and if the company does not have website, it can give MGT 9 in Directors Report.

http://www.mca.gov.in/Ministry/pdf/Rule_29082020.pdf

64. SEPTEMBER 07, 2020: THE COMPANIES (ACCEPTANCE OF DEPOSITS) AMENDMENT RULES, 2020

MCA notified, the Companies (Acceptance of Deposits) Amendment Rules, 2020 and made the following amendments for Start up Companies :

- (i) An amount of Rs.25 lakh or more received by a start-up Company, by way of a convertible note [convertible into equity shares or repayable within a **period not exceeding 10 years (earlier it was 5 years)** from the date of issue] in a single tranche, from a person, **will be treated as an Exempt Deposit as per rule 2(1)(c)(xvii)** of Companies (Acceptance of Deposit) Rules, 2014.
- (ii) Start-up Company is defined as a private company incorporated under the Companies Act, 2013 or Companies Act, 1956 and recognized as such in accordance with notification number **G.S.R. 127 (E), dated the 19th February, 2019 issued by the Department for Promotion of Industry and Internal Trade** [Earlier definition of Start-up Company was as per Notification dated February 17, 2016 bearing number GSR 180(E)].
- (iii) Maximum limit in respect of deposits to be accepted from members by Private Company as prescribed in Rule 3 of Companies (Acceptance of Deposit) Rules, 2014, **shall not apply** to a Private Company which is a **Start-up, for 10 years from the date of its incorporation(earlier it was 5 years)**.

http://www.mca.gov.in/Ministry/pdf/Rule_25092020.pdf

65. September 10, 2020: RELAXATION OF ADDITIONAL FEES AND EXTENSION OF LAST DATE OF FILING OF CRA-4 (FORM FOR FILING OF COST AUDIT REPORT) FOR FY 2019-20 UNDER THE COMPANIES ACT, 2013

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

General Circular No.29 / 2020 dt 10th September, 2020

In view of extra ordinary disruption caused due to the pandemic, it has been decided that if Cost Audit Report for F.Y 2019-20 by the Cost Auditor to the Board of Directors of the Companies is submitted by 30th November, 2020, then the same would not be viewed as violation of rule 6(5) of Companies (cost records and audit), Rules, 2014.

http://www.mca.gov.in/Ministry/pdf/circular_10092020.pdf

66. September 17, 2020- MEDIATION AND CONCILIATION PANEL FOR APRIL 20 TO MARCH 21

http://www.mca.gov.in/Ministry/pdf/Rule_21092020.pdf

67. September 17, 2020: EXTENSION OF TENURE OF COMPANY LAW COMMITTEE

MCA has ordered that Company Law Committee ("CLC") constituted on September 18, 2019 for a term of 1 year be extended to one more year that is till September 17, 2021.

http://www.mca.gov.in/Ministry/pdf/ExtensionNotice_17092020.pdf

68. September 28, 2020: EXTENSION OF TIME FOR COMPANY FRESH START SCHEME, 2020 (CFSS)**General Circular No.30 / 2020 dt 28th September 2020**

MCA has extended the time limit for Company Fresh Start Scheme, 2020 ("CFSS 2020") till **December 31, 2020**.

http://www.mca.gov.in/Ministry/pdf/GeneralCircularNo.30_28092020.pdf

69. September 28, 2020: EXTENSION OF TIME FOR LLP SETTLEMENT SCHEME, 2020**General Circular No.31 / 2020 dt 28th September 2020**

MCA has extended time limit of LLP Settlement Scheme, 2020 till **December 31, 2020**.

http://www.mca.gov.in/Ministry/pdf/GeneralCircularNo.31_28092020.pdf

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

70. September 28, 2020: EXTENSION OF TIME OF SCHEME FOR RELAXATION OF TIME FOR FILING FORMS RELATED TO CREATION OR MODIFICATION OF CHARGES UNDER THE COMPANIES ACT, 2013

General Circular No.32 / 2020 dt 28th September 2020

MCA has extended time limit of Scheme of relaxation of time for filing forms related to creation or modification of charges till **December 31, 2020**.

http://www.mca.gov.in/Ministry/pdf/GeneralCircularNo.32_28092020.pdf

71. September 28, 2020: EXTENSION OF TIME FOR CONVENING EGM THROUGH VC/OAVM TILL DECEMBER 31, 2020

General Circular No.33 / 2020 dt 28th September 2020

MCA has extended the relaxation to Companies for convening Extra Ordinary General Meeting (EGM) of its members through VC/OAVM or transacting items through Postal Ballot, without being physical present upto **December 31, 2020**.

http://www.mca.gov.in/Ministry/pdf/GeneralCircularNo.33_28092020.pdf

72. September 28, 2020: BOARD CAN HAVE MEETING THROUGH VC FACILITY -----THE COMPANIES (MEETINGS OF BOARD AND ITS POWERS) THIRD AMENDMENT RULES, 2020

MCA had notified amendment in the **Companies (Meeting of Board and its Powers) Third Amendment Rules, 2020** and allowed the Companies to pass certain matters which are generally not allowed to be dealt in any meeting held through video conferencing or other audio-visual means till **December 31, 2020**.

http://www.mca.gov.in/Ministry/pdf/ThirdAmendmentRules_29092020.pdf

73. September 28, 2020: INDEPENDENT DIRECTOR ---THE COMPANIES (APPOINTMENT AND QUALIFICATION OF DIRECTORS) FOURTH AMENDMENT RULES, 2020

MCA had notified amendment in The **Companies (Appointment and Qualification of Directors) Fourth Amendment Rules, 2020** ("The 4th Amendment Rules, 2020") and extended

the time limit for inclusion of name of Independent Director in data bank of Independent Director from **“ten months” to “thirteen months”** that is till **December 31, 2020**.

http://www.mca.gov.in/Ministry/pdf/FourthAmendmentRules_29092020.pdf

74. September 28, 2020: NOTIFICATION OF COMPANIES AMENDMENT ACT, 2020 ("CAA 2020")

The Companies Amendment Bill, 2020 has received the Assent of the President of India and become the **Companies Amendment Act, 2020 (CAA 2020)** which has amended the Companies Act, 2013 (CA 2013). Companies Amendment Bill, 2020 was passed in Lok Sabha on September 17, 2020 and in Rajya Sabha on September 22, 2020.

http://www.mca.gov.in/Ministry/pdf/AmendmentAct_29092020.pdf

75. September 29, 2020: EXTENSION OF TIME FOR CREATION OF DEPOSIT REPAYMENT RESERVE AND TO INVEST OR DEPOSIT AMOUNT OF DEBENTURES TILL DECEMBER 31, 2020

General Circular No.34 / 2020 dt 29th September 2020

MCA extended the time limit for creation of Deposit Repayment Reserve and to invest or deposit amount of Debentures till **December 31, 2020**.

http://www.mca.gov.in/Ministry/pdf/GeneralCircularNo.34_29092020.pdf

76. September 29, 2020- RELAXATION FOR FILING OF FORM IEPF TILL 31ST DECEMBER 2020

General Circular No.35 / 2020 dt 30th September 2020

MCA extended the time limit for filing of various IEPF Forms and its verification without additional fees till **December 31, 2020**.

http://www.mca.gov.in/Ministry/pdf/GeneralCircularNo.35_30092020.pdf

77. October 07, 2020: THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) AMENDMENT RULES, 2020

MCA has notified the Companies (Prospectus and Allotment of Securities) Amendment Rules, 2020 and inserted a new proviso as mentioned below after 3rd proviso of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

http://www.mca.gov.in/Ministry/pdf/SecuritiesAmendmentRules_16102020.pdf

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

78. October 16, 2020 : THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) AMENDMENT RULES, 2020

MCA notified, the Companies (Prospectus and Allotment of Securities) Amendment Rules, 2020 and inserted a new proviso as mentioned below after 3rd proviso of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

“Provided also that in case of offer or invitation of any securities to qualified institutional buyers, it shall be sufficient if the company passes a previous special resolution only once in a year for all the allotments to such buyers during the year.”

http://www.mca.gov.in/Ministry/pdf/SecuritiesAmendmentRules_16102020.pdf

79. October 20, 2020: EXTENSION OF RELAXATION FROM THE MANDATORY RESIDENCY REQUIREMENT OF 182 DAYS IN A YEAR BY AT LEAST ONE DIRECTOR IN EVERY COMPANY UNDER THE COMPANIES ACT, 2013 AND LLP ACT 2008

General Circular No.36 / 2020 dt 20th October, 2020

MCA extended and clarified that non-compliance of minimum residency in India for a period of at least 182 days in a year, by at least 1 Director in every Company shall not be treated as non-compliance for the financial year 2020-21.

http://www.mca.gov.in/Ministry/pdf/GeneralCircularNo.36_20102020.pdf

80. November 09, 2020: EXTENSION OF TIME FOR LLP SETTLEMENT SCHEME, 2020

General Circular No.37 / 2020 dt 09th November 2020

MCA has permitted the “Defaulting LLP” to file belated documents, which were due for filing till November 30, 2020.

http://www.mca.gov.in/Ministry/pdf/GeneralCircularNo.37_09112020.pdf

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

81. November 27, 2020- ESTABLISHMENT OF SPECIAL COURT U/S 435

Central Government exercising its power u/s 435 (1) of the Act, designated certain Courts in the State of Maharashtra, West Bengal and Tamil Nadu for the purpose of trial of offences under the Companies Act, 2013 , in respect of cases filed by SEBI.

http://www.mca.gov.in/Ministry/pdf/NotificationCompAct_01122020.pdf

82. December 01, 2020: RELAXATION OF ADDITIONAL FEES AND EXTENSION OF LAST DATE OF FILING OF CRA-4 (FORM FOR FILING OF COST AUDIT REPORT) FOR FY 2019-20 UNDER THE COMPANIES ACT, 2013**General Circular No.38 / 2020 dt 1st December 2020**

In view of extra ordinary disruption caused due to the pandemic, it has been decided that if the cost audit report for F.Y 2019-20 is submitted by the cost auditor to the Board of Directors of the Companies by 31st December, 2020, then the same would not be viewed as violation of rule 6(5) of Companies (cost records and audit), Rules, 2014.

http://www.mca.gov.in/Ministry/pdf/GeneralCircularNo.38_01122020.pdf

83. December 21, 2020: CERTAIN SECTIONS OF THE COMPANIES AMENDMENT ACT, 2020 NOTIFIED

In exercise of the powers conferred by sub-section (2) of section 1 of the Companies (Amendment) Act, 2020 (29 of 2020), the Central Government hereby appoints the 21st day of December, 2020 as the date on which the following provisions of the said Act shall come into force, namely

http://www.mca.gov.in/Ministry/pdf/CommencementNotification_24122020.pdf

84. December 31, 2020: RELAXATION IN HOLDING EGM OR POSTAL BALLOT TILL 30TH JUNE 2021**General Circular No.39 / 2020 dt 1st December 2020**

In continuation to the General Circulars No.14/2020 dated 8th April, 2020, No.17/2020 dated 13th April, 2020, No.22/2020 dated 15.06.2020 and No.33/2020 dated 28.09.2020 , MCA has allowed companies to conduct their EGMs through VC or OAVM or transact items through postal ballot in accordance with

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

the framework provided in the aforesaid Circulars upto 30th June, 2021. All other requirements provided in the said Circulars shall remain unchanged.

http://www.mca.gov.in/Ministry/pdf/GeneralCircularNo.39_31122020.pdf

85. December 17, 2020 : CARO 2020 / THE COMPANIES (AUDITOR'S REPORT) SECOND AMENDMENT ORDER, 2020.

Every Report made by the Auditor under section 143 of the Companies Act 2013 on the accounts of every company audited by him, to which the CARO, 2020 applies, for the financial years commencing on or after the **1st April, 2021**, shall in addition, contain the matters specified in paragraphs 3 and 4, as may be applicable: Provided this Order shall not apply to the auditor's report on consolidated financial statements except clause (xxi) of paragraph 3.

CARO, 2020 applicability is further differed to from 01 April, 2021 onwards.

http://www.mca.gov.in/Ministry/pdf/CompaniesSecondAmdtOrder_22122020.pdf

86. December 17, 2020 THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) SECOND AMENDMENT RULES, 2020

On **December 17, 2020** MCA has notified the *Companies (Compromises, Arrangements and Amalgamations) Second Amendment Rules, 2020* to further amend the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in the following manner: -

- In rule 2(1) on Definitions the following clause shall be inserted, namely:
"(e) "**corporate action**" means any action taken by the company relating to transfer of shares and all the benefits accruing on such shares namely, bonus shares, split, consolidation, fraction shares and right issue to the acquirer".
- Rule 26A shall be inserted regarding **Purchase of minority shareholding held in demat form.**

http://www.mca.gov.in/Ministry/pdf/SecondAmdtRules_18122020.pdf

87. December 18, 2020: THE COMPANIES (APPOINTMENT AND QUALIFICATION OF DIRECTORS) FIFTH AMENDMENT RULES, 2020.

On **December 18, 2020** MCA vide its **notification No. G.S.R. 774(E)** notified *The Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2020* giving certain relaxations to Independent Directors.

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

Key points of the notification are summarised as under:

- Relaxation to take the online proficiency self-assessment test. An individual to pass the test within a period of 2 years from the date of inclusion of their name in the database (earlier it was within a year)
- Expanded eligibility criteria for exemption from taking the test, and eased experience criteria for an individual who has served as a Director/KMP for a total period of not less than 3 years (earlier it was 10 years) in certain Public Companies/Body Corporates or in the Organisations specified by the Central Government
- The passing criteria for the online proficiency self-assessment test has been reduced to 50% from 60%.

http://www.mca.gov.in/Ministry/pdf/FifthAmdtRules_18122020.pdf

88. December 24, 2020 CHANGE IN FORM SH-7 TO REPORT CHANGE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

The Companies (Share Capital and Debentures) Second Amendment Rules, 2020 is published on 24th December 2020. The amendment is change in Form SH-7, which is Notice to Registrar for alteration in Capital.

http://www.mca.gov.in/Ministry/pdf/SecondAmdtRules_24122020.pdf

89. December 24, 2020 VALIDITY OF NAME AVAILABILITY FOR FORMATION OF NEW COMPANY

MCA has notified the Companies (Incorporation) Third Amendment Rules, 2020 which shall be **effective from 26th January, 2021**. Through this amendment, the Rule has been amended by **insertion of new Rule 9A** where the Applicant can apply for extension of period for reservation of Name for incorporation of new company (not for change of name of the company). According to Rule 9 (which was amended on 23rd February 2020) of the Companies (Incorporation) Rules, 2014, an Application for reservation of Name for the company to be made by the Applicant through the web service available at www.mca.gov.in

- For the formation of new company** file **Form SPICe+** (Simplified Proforma for Incorporating Company Electronically Plus: INC-32) along with fee as provided in the Companies (Registration Offices and Fees) Rules, 2014 ; and
- For the change of name of existing company** file **Form RUN** (Reserve Unique Name) using web services along with fee as provided in the Companies (Registration Offices and Fees) Rules, 2014,
- The Registrar, Central Registration Centre (CRC) Manesar, Delhi may either approve or reject it and allow re-submission of such web form within 15 days for rectification of the defects, if any

For Incorporation of new company, the **Name is reserved for 20 days** and for the change of name of existing company, the **Name is reserved for 60 days**

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com

However during Pandemic of Covid- 19, the relaxation was given on 22 April, 2020. Link of the same is http://www.mca.gov.in/Ministry/pdf/Extension_22042020.pdf

Now, new Rule 9A is inserted which empowers Registrar to extend the period of a name reserved under Rule 9 by using web service Form SPICe+ upto following period.

(Note : This is only for the Incorporation of a new company. The change is only for Form SPICe+ and not for Form RUN)

- a. **40 days** from the date of approval of Name, on payment of **fees of Rs.1000/-** made before the expiry of 20 days from the date of **approval under Rule 9;**
- b. **60 days** from the date of approval of Name, on payment of **fees of Rs.2000/-** made before the expiry of 40 days **referred to in clause (a) above;**
- c. **60 days** from the date of approval of Name, on payment of **fees of Rs.3000/-** made before the expiry of 20 days from the date of **approval under Rule 9.**

Part A of SPICe+ is substituted with new Part A.

http://www.mca.gov.in/Ministry/pdf/ThirdAmdtRules_24122020.pdf

90. December 30, 2020 THE COMPANIES (MEETINGS OF BOARD AND ITS POWERS) FOURTH AMENDMENT RULES, 2020

On December 30, 2020 MCA notified the Companies (Meetings of Board and Its Powers) Fourth Amendment Rules, 2020 and allowed the Companies to pass following matters which are generally not allowed to be dealt in any meeting held through video conferencing or other audio visual means till **June 30, 2021** (earlier it was allowed till December 31, 2020)

- a. Approval of the annual financial statements;
- b. Approval of the Board's report;
- c. Approval of the prospectus;
- d. Audit Committee Meetings for consideration of financial statement including consolidated financial statement, if any, to be approved by the Board under Section 134 (1) of the Companies Act, 2013 ; and
- e. Approval of the matter relating to amalgamation, merger, demerger, acquisition and takeover

http://www.mca.gov.in/Ministry/pdf/FourthAmdtRules_30122020.pdf

Off : 1005, 10th Floor, Hubtown Solaris Premises Co-op Soc Ltd, Prof N S Phadke Marg,
Andheri (East), Mumbai-400 069,
Off -91 22-2684 59 19/20/21 Cell 9820177691
website www.amitadesai.com email info@amitadesai.com