

Annual Return

Annual Return (Section 92)

- 1) **Applicability** - Every company shall prepare a return in E-form MGT 7 containing the required particulars as they stood on the close of the financial year.
- 2) **Signature** -
 - a) **One Person Company and Small Company** - By the company secretary, or where there is no company secretary, by the director of the company
 - b) **Other Companies** - By a director and the company secretary, or where there is no company secretary, by a company secretary in practice.
- 3) **Certification** -

Applicability -

- a) a listed company or,
- b) a company having paid-up capital of ₹ 10 crore or more or Turnover of ₹ 50 crore or more,

By whom - By a company secretary in practice, stating that the annual return discloses the facts correctly and adequately and that the company has complied with all the provisions of this Act.

4) Filing of Annual Return -

- a) The copy of Annual Return to be filed with the Registrar.
 - b) AR to be filed within 60 days from the date
 - on which the AGM is held or
 - where no AGM is held in any year within 60 days from the date on which the annual general meeting should have been held together with the statement specifying the reasons for not holding the AGM, with such fees or additional fees as may be prescribed, within the time as specified, under section 403.
- 5) An extract of the annual return in E-form MGT-9 shall be attached to the Director's Report prepared u/s 134.

6) Contents of Annual Return

The Annual Return shall contain the following particulars:

- (a) its registered office, principal business activities, particulars of its holding, subsidiary and associate companies;
- (b) its shares, debentures and other securities and shareholding pattern;
- (c) its indebtedness;
- (d) its members and debenture-holders along with changes therein since the close of the previous financial year;

- (e) its promoters, directors, key managerial personnel along with changes therein since the close of the previous financial year;
- (f) meetings of members or a class thereof, Board and its various committees along with attendance details;
- (g) remuneration of directors and key managerial personnel;
- (h) penalty or punishment imposed on the company, its directors or officers and details of compounding of offences and appeals made against such penalty or punishment;
- (i) matters relating to certification of compliances, disclosures as may be prescribed;
- (j) details, as may be prescribed, in respect of shares held by or on behalf of the Foreign Institutional Investors indicating their names, addresses, countries of incorporation, registration and percentage of shareholding held by them; and
- (k) such other matters as may be prescribed,
- 7) **Penalty on Company** - If a company fails to file its annual return before the expiry of the period specified under section 403 with additional fee, the company shall be punishable with fine which shall not be less than ₹ 50,000 but which may extend to ₹ 5,00,000 and every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to 6 months or with fine which shall not be less than ₹ 50,000 but which may extend to ₹ 5 lacs, or with both.

Company	Minimum ₹ 50,000 Maximum ₹ 5,00,000
Every Officer who is in default	Up to 6 months or Fine Minimum ₹ 50,000 Maximum ₹ 5,00,000 or Both

- 8) **Penalty on CS** - If a company secretary in practice certifies the annual return otherwise than in conformity with the requirements of this section or the rules made thereunder, he shall be punishable with fine which shall not be less than ₹ 50,000 but which may extend to ₹ 5,00,000.