

# Annual Compliance Calendar

## SMALL COMPANY



**Dated: March 29, 2025,**  
**Editorial No 961**

### **BACKGROUND:**

In this Flash editorial, the Author begins by referring to the provisions of the Companies Act, 2013, read with all the Amendment Acts and the rules mentioned there till March 2025.

As per the latest Amendments, Companies requirements for the compliances have been changed in comparison to the Compliance requirement as on 01<sup>st</sup> April 2014 when Companies Act, 2013, came into effect.

### **Meaning of Small Company:**

Section 2(85) defines a Small Company as –“Small Company” means a Company, other than a Public Company,—

1. Paid-Up Share capital of which **does not exceed four Crore rupees** or such higher amount as may be prescribed which shall not be more than Ten Crore Rupees

AND

2. Turnover of which as per the profit and loss account for the immediately preceding financial year **does not exceed forty crore rupees** or such higher amount as may be prescribed which shall not be more than one hundred crore rupees:

Provided that nothing in this clause shall apply to—

- (A) A Holding Company or a subsidiary company;
- (B) A Company registered under section 8; or
- (C) A Company or body corporate governed by any special Act;

**Important Note:**

- i. Only a Private Company can be classified as a Small Company. If a Company doesn't cross the above-mentioned limits, however, such a Company is a holding Company or a Subsidiary Company of any other Company then such a Company cannot be considered as a Small Company.
  - ii. A Public Company cannot be a Small Company.
  - iii. A Section 8 Company cannot be a Small Company.
  - iv. For a Small Company, both the conditions are needed to be fulfilled i.e. the paid-up capital should not exceed Rs. Four Crore or the turnover as per last statement of profit & loss should not exceed Rs. Forty Crore. If any of the given limits crossed at any point of time then such a Company shall be out of the preview of a Small Company.
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The status of a company as "Small Company" may change from year to year. Thus the benefits which are available during a particular year may stand withdrawn in the next year and become available again in the subsequent year.

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**Major Changes are as follow:**

1. **Directors' Report:** There are a lot of changes in the Directors' Report of a Small Company. By amendment in the Companies Act, 2013, MCA has introduced the abridged format of the Directors' Report for a Small Company as per Rule 8A of The Companies (Accounts) Rules, 2014.
2. **Annual Return (MGT-7A):** Annual Return is the Form MGT-7. This is a very lengthy form. MCA has proposed the abridged format of the Annual Return for a Small Company, however, same is not notified yet.  
\* Annual Return [MGT-7A] doesn't require the signature of a Practicing Company Secretary. Annual Return can be filed with the ROC only with the Digital Signature of the Directors.
3. **Secretarial Standards:** From 1<sup>st</sup> July 2015 onwards, every meeting of the Board of Directors and Shareholders shall be conducted in

consolidation with the provisions of the Secretarial Standards and the Companies Act, 2013. It needs a lot of Concentration and documentation. Secretarial Standards applies to Small Companies as well.

### **ANNUAL COMPLIANCES FOR A SMALL COMPANY:**

S. No.	Forms	Section & Rules	Particular of Compliance	
QUARTER – I - APRIL TO JUNE				
1.	Receipt of MBP-1 (DG)	184(1)	Form MBP- 1	Every Director of the Company in the First Meeting of the Board of Director in each Financial Year shall disclose his interest in the other entities.
				Every Director is required to submit with the Company a fresh MBP-1, whenever there is a change in his interest from the earlier given MBP-1.  MBP-1 is not required to file with ROC.

2.	Receipt of DIR- 8 (DG)	164(2) 143(3)(g)	<b>Form DIR - 8</b>	Every Director of the Company in each Financial Year will submit with the Company disclosure of non-disqualification.
3.	Half Yearly Return (DG)	Section 405	<b>MSME-1</b>	<p><b>Delay in the Payment to MSME Vendor:</b></p> <p>Company have to file this return half-yearly in respect of pending payments to the MSME vendors as at end of half-year. (only for payment pending or made after 45 days)</p> <ul style="list-style-type: none"> <li>• <b>October to March - 30<sup>th</sup> April</b></li> <li>• <b>April to Sep - 30<sup>th</sup> October</b></li> </ul>
4.	Yearly Return  (June) (DG)	Section 73  Rule 16	<b>E-form DPT-3</b>	<p><b>Return of Deposit:</b></p> <p>Company is required to file this form every year on or before 30<sup>th</sup> June in respect of return of Deposit and Particulars not considered as Deposit as on 31<sup>st</sup> March.</p>

**QUARTER – II - JULY TO SEPTEMBER**

5.	Approval of Financial Statement (DG)	134	Preparation and Approval of Financial Statement. The auditors' report shall be attached to every financial statement
6.	Directors' Report (DG)	134 Rule 8A	Directors' Report shall be prepared by mentioning all the information required for the Company under Rule 8A of The Company (Accounts) Rules, 2014 as Abridged Directors Report.
			It should be signed by the "Chairperson" authorized by the Board, where he is not so authorized by at least 2 Directors, one of them should be a MD, if there is any.
7.	Holding of AGM (DG)	96	Every company shall in each year hold in addition to any other meetings, a general meeting as its annual general meeting.  it shall be held within a period of six months, from the date of closing of the financial year.
8.	Notice of AGM (DG)	101 & SS-II	Every Notice of the Annual General Meeting will be prepared as per Section 101 of the Companies Act, 2013 and Secretarial Standard – II.

9.	Sending of Notice of AGM (DG)	101 & SS	Notice of the Annual General Meeting will be sent to all the : <ul style="list-style-type: none"> <li>• Directors,</li> <li>• Members,</li> <li>• Auditors</li> <li>• Debenture Trustees, if any</li> </ul>	
10.	Circulation of Financial Statement & other relevant Doc (DG)	136	<p>Company will send to the members of the Company approved Financial Statement, Directors' Report and Auditors' Report at least 21 clear days before the Annual General Meeting.</p> <p>In case the AGM is called on shorter notice then above mentioned documents shall be circulated on such shorter period.</p> <p>For holding of the AGM on shorter notice, companies need to take the proper approvals as per the Act.</p>	
11.	Annual Form (DG)	Rule 12A	<b>DIR-3</b> <b>KYC</b>	<b>KYC of Directors:</b> All the Directors of the Company shall file this form on or before 30th September every year.

**QUARTER – III - OCTOBER TO DECEMBER**

12.	Annual Form (DG)	137	<b>E-form:</b>  <b>AOC-4</b>	<b>Financial Statement:</b> Company is required to file its Balance Sheet along with the Statement of Profit and Loss Account, Directors' Report and Auditors' Report in this form within 30 days of holding of the Annual General Meeting.
				<b>Attachment:</b> Balance Sheet, Statement of Profit & Loss Account, Directors' Report, Auditors' Report and the Notice of the AGM
13.	E- Forms Filing Requirements  Annual Form (DG)	92	<b>E-form:</b>  <b>MGT-7A</b>	<b>Annual Return:</b>  Every Company will file its Annual Return within 60 days of holding of the Annual General Meeting.  Annual Return will be for the period from 1 <sup>st</sup> April to 31 <sup>st</sup> March.

				<b>Attachment:</b> <ul style="list-style-type: none"> <li>• List of Directors</li> <li>• List of Shareholders</li> </ul>
	<b>QUARTER – IV - JANUARY TO MARCH</b> There is no mandatory compliance for this quarter.			
14.	Board Meetings (DG)	173 & SS-I	Every Small Company shall hold a minimum number of <b>Two</b> meetings of its Board of Directors every year in such a manner that Minimum gap between the two meetings should not be Less than 90 (Ninety) days.	
15.	Maintenance of Statutory Registers (DG)	88 and other sections	Company will maintain the following mandatory Registers: <ul style="list-style-type: none"> <li>• Register of Director,</li> <li>• Registers of Director Shareholding,</li> <li>• Registers of Members</li> <li>• Registers of Transfer</li> <li>• Registers of Related Party transaction etc</li> </ul>	
16.	Appointment of Auditor (DG)	139	<b>E-form ADT-1</b>	The Auditor will be appointed for 5 (Five) years and form ADT-1 will be filed for 5-year appointment within 15 days of the Annual General Meeting.
Above mentioned 16 (Sixteen) Compliances are mandatory annual compliances for the Small Company.				



Except above 16 (Sixteen), there may be event-based compliances for the Small Company.

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