



Annual Compliance Calendar - **PUBLIC LIMITED COMPANY**

Dated: March 29, 2025,
Editorial No 963

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 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 01st April, 2014 when the Companies Act, 2013 came into effect.

After the commencement of the Companies Act, 2013, from 01st April 2014, the Compliance requirement of the Companies have been increased like MSME-1, BEN-2, Dematerialization of Shares etc.

Even no exemptions have been granted to the Public Limited Companies under the Companies Act, 2013.

Meaning of a Public Company:

"Public Company" means a Company which—

(a) is not a Private Company

Provided that a company which is a subsidiary of a Company, not being a Private Company, shall be deemed to be Public Company for the purposes of this Act even where such subsidiary Company continues to be a Private Company in its articles;

Important Features of Public Limited Companies:

- i. No need of Minimum Capital Requirement.
 - ii. All shares should be in Demat w.e.f 02nd October, 2018.
 - iii. If certain Limit of the Turnover, Net worth is crossed then the provisions of the Secretarial Auditor shall be applicable on the Public Companies.
 - iv. Minimum Number of 7 members is required in Public Companies.
 - v. Quorum for the General Meeting shall be presence of at least 5 members.
 - vi. Loan to the Directors and relative of the Directors are strictly prohibited.
 - vii. Needs to file MGT-14 for all the resolutions passed u/s 179(3).
 - viii. Provisions of KMP, MD and WTD are Applicable on Public Limited Companies.
 - ix. Remuneration to the Directors are restricted as per Section 197 of the Companies Act, 2013.
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Major Changes are as follow:

1. **Directors' Report:** There are a lot of changes in the Directors' Report of a Public Company. A Public Company needs to follow Section 134 read with rules and other compliances of other Acts.
 2. **Annual Return (MGT-7):** Annual Return is the Form MGT-7. This is a very lengthy form.

* Annual Return [MGT-7] of a Public Company mandatorily requires the signature of a Practicing Company Secretary or the Company Secretary in employment. Annual Return can be file with the ROC with the Digital Signatures of the Directors and the Company Secretary in employment or a Practicing Company Secretary.
 3. **Secretarial Standard:** From 1st July 2015 onwards, every meeting of the Board of Directors and the Shareholders shall be conducted in consolidation with the provisions of the Secretarial Standards and Companies Act, 2013. It needs a lot of Concentration and documentation. Secretarial Standard applies to the Small Companies as well
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ANNUAL COMPLIANCES FOR
PUBLIC COMPANY:

S. No.	Forms	Section & Rules	Particular of Compliance	
QUARTER- APRIL TO JUNE				
1.	Receipt of MBP-1 (DG)	184(1)	Form MBP- 1	Every Director of the Company in First Meeting of the Board of Director in each Financial Year shall disclose his interest in 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)	Form DIR - 8	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	MSME-1	Delay in the Payment to MSME Vendor: 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

				<p>pending for period more than half year)</p> <ul style="list-style-type: none"> • October to March - 30th April • April to Sep- 31st October
4.	<p>Half Yearly Return</p> <p>(May)</p> <p>(DG)</p>	<p>Rule 9A</p> <p>(3)</p>	PAS-6	<p>Reconciliation of Share Capital Audit Report. Company is required to submit the reconciliation share capital Audit report with the ROC audited by a practicing Company Secretary as at end of half-year:</p> <ul style="list-style-type: none"> • October to March - 30th May • April to Sep - 30th November
5.	<p>Yearly Return</p> <p>(June)</p> <p>(DG)</p>	<p>Section 73</p> <p>Rule 16</p>	<p>E-form</p> <p>DPT-3</p>	<p>Return of Deposit: Company is required to file this form every year on or before 30th June in respect of return of Deposit and Particulars not considered as Deposit as on 31st March.</p>

QUARTER- JULY TO SEPTEMBER				
6.	Approval of Financial Statement (DG)	134	Preparation and Approval of Financial Statement. The auditors' report shall be attached to every financial statement	
7.	Directors' Report (DG)	134	Directors' Report shall be prepared by mentioning all the information required for the Company under Section 134 read with relevant rules and relevant provisions of other Acts.	
			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 MD, if there is any.	
8.	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.	
9.	Filing of Resolution with ROC (DG)	Section 117 read with 179	MGT-14	Public Company required filing this form with the ROC within 30 days of the approval of the Directors' Report and the Financial Statement with ROC.

10.	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.	
11.	Circulation 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"> • Directors, • Members, • Auditors • Debenture Trustees. 	
12.	Circulation of Financial Statement & other relevant Documents (DG)	136	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. In case the AGM is called on the shorter notice then above mentioned documents shall be circulated on such shorter period. For holding of the AGM on shorter notice companies need to take the proper approvals as per the Act.	
13.	Annual Form (DG)	Rule 12A	DIR-3 KYC	KYC of Directors: All the Directors of the Company shall file this form on or before 30 th September every year.

QUARTER- OCTOBER TO DECEMBER				
14.	E- Forms- Annual Form (DG)	137	E-form: AOC-4	<p>Financial Statement: Company is required to file its Balance Sheet along with the Statement of Profit and Loss Account, Cash flow statement, Directors' Report and Auditors' Report in this form within 30 days of holding of the Annual General Meeting.</p> <p>Attachment: Balance Sheet, Statement of Profit & Loss Account, Cash Flow Statement, Directors' Report, Auditors' Report and the Notice of the AGM.</p>
15.	E- Forms Filing Requirements Annual Form (DG)	92	E-form: MGT-7	<p>Annual Return: Every Company will file its Annual Return within 60 days of holding of the Annual General Meeting.</p> <p>Annual Return will be for the period from 1st April to 31st March.</p> <p>Annual Return of Every Public Company should be signed by a Company Secretary in Practice or in employment</p>

16.	Certification of Annual Return (DG)	92	MGT-8	Public Company having paid up share capital of 10 Crore or more or turnover of Rs. 50 crore or more shall be certified by a Company Secretary in Practice.
QUARTER- JANUARY TO MARCH There is no mandatory compliance for this quarter.				
17.	Board Meetings (DG)	173 & SS-I	Every Company shall hold a minimum number of FOUR meetings of its Board of Directors every year in such a manner that maximum gap between two meetings should not be more than 120 (One hundred twenty) days.	
18.	Maintenance of Statutory Registers (DG)	88 and other sections	Company will maintain the following mandatory Registers: <ul style="list-style-type: none"> • Register of Director, • Registers of Director Shareholding, • Registers of Members • Registers of Transfer Registers of Related Party transaction etc 	
19.	Appointment of Auditor (DG)	139	E-form ADT-1	The Auditor will be appointed for 5 (Five) years and form ADT-1 will be filed for a 5-year appointment within 15 days of the Annual General Meeting.

Above mentioned 17 (Seventeen) Compliances are mandatory annual compliances for the Public Company.

Except above 17 (Seventeen), there may be event-based compliances for the Public Company.

LIMIT BASED ANNUAL COMPLIANCES FOR
PUBLIC LIMITED COMPANIES:

S. No.	Forms	Section & Rules	Particular of Compliance	
20.	E- Forms Filing Requirements	196	MR-1	Return of the Appointment and Re-appointment of the Managing Director or the Whole Time Director or the Manager or KMP.
21.		117	MGT-14	Appointment and change in any term of appointment of Managing Director
22.		149	DIR- 12	Appointment of the Independent Director.
23.		149	DIR- 12	Appointment of the Women Director.
24.		138	MGT-14	Appointment of the Internal Auditor.
25.	Secretarial Audi	204	<p>All the below mentioned Company are required to obtain a Secretarial Audit report from the Practicing Company Secretary such report will be part of the Directors' Report (MR-3).</p> <p>a) All the Listed Companies b) Every Public Company having;</p> <ul style="list-style-type: none"> • Paid-Up Share Capital of Rs. 50 Crore (fifty crore rupees) or more; or • Every Public Company having a Turnover of Rs. 250 Crore (two hundred fifty crore rupees) or more • every company having outstanding loans or borrowings from banks or public financial institutions of one hundred crore rupees or more 	

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