



Annual Compliance Calendar

SECTION 8 COMPANY

Dated: March 29, 2025,
Editorial No 965

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 of 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 Companies have been increased. But 5th June 2015 and 13th June 2017 notification have been provided “EXEMPTIONS” to the Section 8 Companies.

Meaning of Section 8 Company:

Under sub-section (1) of this section a person or an association of persons proposed to be registered under this Act as a limited company must—

- a) Have in its objects the promotion of commerce, art, science, sports, education, research, social welfare, religion, charity, protection of environment or any such other object
- b) Intend to apply its profits, if any, or other income in promoting its objects; and
- c) Intend to prohibit the payment of any dividend to its members.

d) Important Features of Section 8 Companies:

A Section 8 company comprises of the following distinct features that most other kinds of companies do not have:

- i. **Charitable objectives:** Section 8 companies do not aim to make profits. Their objectives are purely charitable in nature. They aim to further causes like science, culture, research, sports, religion, etc.
 - ii. **No minimum share capital:** Section 8 companies, unlike all other companies, do not require a prescribed minimum paid-up share capital.
 - iii. **Limited liability:** Members of these companies can only have limited liability. Their liabilities cannot be unlimited in any case.
 - iv. **Government license:** Such companies can function only if they have the Central Government's license. The Government can revoke this license as well.
 - v. **Privileges:** Since these companies possess charitable objectives, the Companies Act has accorded several benefits and exemptions to them.
 - vi. **Firms as members:** Apart from individuals and associations of persons, Section 8 also allows firms to be members of these companies
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ANNUAL COMPLIANCES FOR **SECTION 8 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 other entities.
				Every Director is 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.
2.	Receipt of DIR- 8 (DG)	164(2) 143(3)(g)	Form DIR - 8	Every Director of the Company in each Financial Year will file with the Company disclosure of non-disqualification.
3.	Half Yearly Return (DG)	Section 405	MSME-1	Delay in the Payment to the MSME Vendor: Company have to file this return half yearly in respect of the pending payments to

				MSME vendors as at end of half year. April to Sep - 31st October October to March - 30th April
4.	Half Yearly Return (May) (DG)	Rule 9A (3)	PAS-6	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: • October to March - 30th May April to Sep - 30th November
5.	Annual Form- Return of Deposit (June0) (DG)	Section 73 Rule 16	E-form DPT-3	Return of Deposit: Company is required to file this form every year on or before 30th June in respect of the return of Deposit and Particulars not considered as Deposit as on 31st March.

QUARTER – II - 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 Act.
			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.
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.	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.

10.	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"> • Directors, • Members, • Auditors • Debenture Trustees, if any. 	
11.	Circulation of Financial Statement & other relevant Doc (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 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.	
12.	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 – III - OCTOBER TO DECEMBER

13.	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>
14.	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>

15.	Certification of Annual Return (DG)	92	MGT-8	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 – IV - JANUARY TO MARCH				
There is no mandatory compliance for this quarter				
16.	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 the two meetings should not be more than 120 (One hundred twenty) days.	
17.	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 	
18.	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 18 (Eighteen) Compliances are mandatory annual compliances for the Section 8 Company.

Except above 18 (Eighteen), there may be event-based compliances for the Section 8 Company.

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