



Annual Return: Section 92 of Companies Act, 2013

Annual Return

Annual Return is a publicly available document prepared by a company every year with the information available as on the close of the financial year, to be filed with the Registrar of Companies. It is not a financial document rather it contains general information about the company, its members, activities of the company & other useful information. It is required to be prepared by every company.



Contents of Annual return

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The annual return of a company shall contain the following details:

1. Details of its Registered office.
2. Principal Business activities.
3. Details of holding, subsidiary and associate companies.
4. Details of members, debenture holders and other security holders & their shareholding pattern.
5. Particulars of promoters, directors and Key Managerial Personnels(KMPs).
6. Its Indebtedness.
7. Details of Board Meetings & committee meetings and their attendance particulars.
8. Details of meeting of members or class thereof along with attendance particulars.
9. Particulars of remuneration of directors & KMPs.
10. Details of any penalty or punishment imposed on the company, its directors & officers.
11. Details of compounding or appeals.
12. Details of shares held by or on behalf of Foreign Institutional Investors (FIIs).
13. Such other particulars as maybe prescribed.

Format of Annual Return

The format of Annual return is e-Form MGT-7. This form is available for download on the MCA website. Annual return is required to be filed by the company to the Registrar within 60 days from the date of the AGM or within 60 days from the date on which it should have been held.

Signing of Annual Return

Annual Return shall be signed by a director and the Company Secretary of the Company or in case of absence of the Company Secretary by a Company Secretary in Practice.

Provided that in the case of a small company or an OPC not having a company secretary, the annual return shall be signed by the director of the company.

Certificate of Correctness

Every listed company and public companies having paid-up share capital of 10 crore rupees or more or turnover of 50 crore rupees or more are required to take certification from a Practicing Company Secretary regarding the correctness of the facts stated in the Annual return in Form MGT-8.

Extracts of Annual Return

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The extracts of the Annual Return shall form the part of the Board's Report. The format of extracts of Annual Return is Form MGT-9.

Penalty for Non-Filing

Where a company fails to file annual return before the due date it shall be liable to a penalty which shall not be less than fifty thousand rupees but which may extend to five lakh rupees and every officer of the company who is in default shall be punishable with imprisonment which may extend to six months or with fine which shall not be less than fifty thousand rupees but which extend to five lakh rupees or both.

Text of Section 92 of Companies Act, 2013

(1) Every company shall prepare a return (hereinafter referred to as the annual return) in the prescribed form containing the particulars as they stood on the close of the financial year regarding—

(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;

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- (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, and signed by a director and the company secretary, or where there is no company secretary, by a company secretary in practice:

Provided that in relation to One Person Company and a small company, the annual return shall be signed by the company secretary, or where there is no company secretary, by the director of the company.

(2) The annual return, filed by a listed company or, by a company having such paid-up capital and turnover as may be prescribed, shall be certified by a company secretary in practice in the prescribed form, stating that the annual return discloses the facts correctly and adequately and that the company has complied with all the provisions of this Act.

(3) An extract of the annual return in such form as may be prescribed shall form part of the Board's report.

(4) Every company shall file with the Registrar a copy of the annual return, within sixty days from the date on which the annual general meeting is held or where no annual general meeting is held in any year within sixty 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 annual general meeting, with such fees or additional fees as may be prescribed, within the time as specified, under section 403.

(5) If a company fails to file its annual return under sub-section (4), 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 fifty thousand rupees but which may extend to five lakhs rupees and every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to six months or with fine which shall not be less than fifty thousand rupees but which may extend to five lakh rupees, or with both.

(6) 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 fifty thousand rupees but which may extend to five lakh rupees.



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