

Company Law Updates

- 1. The Companies (Share Capital and Debentures) Amendment Rules, 2018. MCA Notification dated 10.04.2018:** According to the amended rules, “(3) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed company secretary:
Provided that in case the company has a common seal it shall be affixed in the presence of persons required to sign the certificate.
Explanation: For the purposes of this sub-rule, it is clarified that, -
(a) In case of an One Person Company, it shall be sufficient if the certificate is signed by a director and the company secretary or any other person authorised by the Board for the purpose.
(b) A director shall be deemed to have signed the share certificate if his signature is printed thereon as facsimile signature by means of any machine, equipment or other mechanical means such as engraving in metal or lithography or digitally signed but not by means of rubber stamp, provided that the director shall personally responsible for permitting the affixation of his signature thus and the safe custody of any machine, equipment or other materials used for the purpose.
- 2. Designation of Special Court in the State of UP (Notification dated 23rd April, 2018):** The 9th Court of Additional District and Sessions Judge, Kanpur Nager has been designated as the Special Court in the State of Uttar Pradesh for the purposes of providing speedy trial of offences punishable with imprisonment of two years or more.
- 3. Deferred tax assets or deferred tax liability for a period 7 years now shall now omitted:** Earlier by way of Principal Notification dated 5th February, 2018 (S.O. 529(E) directed that provisions of Accounting Standard 2 or Accounting Standards 12 relating to deferred tax asset or deferred tax liability shall not apply for a period 7 years to a Government Company which is Public Financial institution or is a NBFC and which is engaged in the business of infrastructure. Now as per Notification dated 2nd April, 2018, the period of seven years shall be omitted.
- 4. Upcoming Amendments in Rules:** It is proposed to amend shortly, the Companies (Registration Offices and Fees) Rules 2014 to levy additional fee **@Rs.100 per day** for filings under Section 92 (Annual Return) or 137 (Annual Financial Statement) of the Companies Act, 2013. Once notified, the additional fee @Rs.100 per day (beyond the normal date of filing) shall become payable in respect of **23AC,23ACA,23AC XBRL,23ACA**

XBRL,20B,21A, MGT-7, AoC-4,AoC-4 XBRL and AoC-4 CFS. Stakeholders are advised to take note and plan accordingly.

5. **MCA Amendment in Table F & H of schedule I of Companies Act, 2013, in context of MOA and AOA. MCA Notification dated 10.04.2018:** Every certificate as may be issued by the Company, shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary.
6. **Steering Committee on CSR:** The Ministry of Corporate Affairs has constituted a steering committee on Corporate Social Responsibility (CSR) to review the functioning of CSR enforcement and to recommend a uniform approach for its enforcement. The committee shall submit report to the Ministry within 60 days of its constitution (4th April, 2018) after inviting the comments of the general public through the National CSR Data Portal.