

Notification dated 5th June 2015
in
COMPANIES ACT, 2013

Adv. Arun Saxena
Saxena & Saxena Law Chambers
Advocates & Attorneys
603-604, New Delhi House
27, Barakhamba Road,
New Delhi – 110 001.
Mob.: 9810037364
E-mail : advisor@sslclegal.in

Notification dated 5th June, 2015

2

1. Definition of related party 2(76)(viii)

- ▣ Any co. which is holding/sub/associate of co.
- ▣ a sub.co of holding co. to which it is also subsidiary.

(not apply for Related Party Transactions)

2. Kinds of share capital/ voting right 43&47

- ▣ not applicable to private limited companies if MOA/AOA so provides.

Notification dated 5th June, 2015

3

- **Further issue of shares 62(1)(a) & 62(2)**
 - ▣ offer to existing shareholders
 - ▣ no. of 15 days provided for giving offers in these sections can be **reduced** if 90% or more members give consent

- **Offer to employees 62(1)(b)**
 - ▣ For offer under any scheme or stock option .
 - ▣ **Ordinary resolution is required instead of SR.**

Notification dated 5th June, 2015

4

Restriction on purchase of own share by company-67

- Shall not apply to private limited co.
- in whose capital other body corporate has invested any money.
- if borrowing from bank/fls/ body corporate is < twice of capital or Rs.50 crs whichever is less and no default in repayment of such borrowings

Notification dated 5th June, 2015

5

Acceptance of deposits 73(2) a to e

- ❑ Provision of section 73(2) a to e with respect to issue of circular etc. are not applicable to pvt.co. if
- ❑ Acceptance of money from members does not exceeds 100% of capital & reserve and
- ❑ Company inform the details to ROC in prescribed manner.

Notification dated 5th June, 2015

6

General Meeting (101 to 107 & 109)

- ☐ applies to private company unless otherwise provided in respective section or
- ☐ articles otherwise provide.

Filing of resolutions 117(3)(g)

- ☐ Filing of Board Resolution u/s 179(3) not applicable to private limited company.

Notification dated 5th June, 2015

7

Disqualification of Auditor 141(3)(g)

- ❑ Not to hold audit for more than 20 per person.
- ❑ applicable to private co. other than
- ❑ OPC/DC/small co./ private co having capital <100 crores.

Notification dated 5th June, 2015

8

Right of person other than retiring director to stand for directorship 160

- ☐ Not applicable to private cos.

Appointment of directors to be voted individually 162

- ☐ not applicable to private limited company.

Notification dated 5th June, 2015

9

Section 180

- Restriction of Powers of Board section shall not apply to private limited companies.

Notification dated 5th June, 2015

10

Disclosure of interest 184(2)

- Interest of Director in any contracts/ arrangement
 - 1) With body corporate (holds >2% shareholding.
 - 2) With firm in which director is partner/ owner or member.

(Interested director may participate in such meeting after disclosure of his interest)

Notification dated 5th June, 2015

11

- ❑ **Loan to Directors (185)**
- ❑ Section shall not apply to private limited co.
- ❑ In whose capital other body corporate has invested any money.
- ❑ if borrowing from bank/fls/ body corporate is
- ❑ < twice of capital or Rs50 crs whichever is less and no default in repayment of such borrowings at the time of transaction

Notification dated 5th June, 2015

12

Related party transactions 188(1) 2nd proviso

- ❑ Interested member can vote (2nd proviso) is not applicable to private limited co.

Remuneration MD 196(4) &(5).

- ❑ Provisions related to appointment and remuneration of MD not applicable to Pvt. co.



THANK YOU