

**REGISTERS/DOCUMENTS/RETURNS/
BOOKS OF ACCOUNTS TO BE KEPT AND
MAINTAINED BY EVERY COMPANY**

118

Synopsis

118.1 Registers, etc. and books of accounts to be kept and maintained by every company	2081
118.2 List of registers to be maintained by every company	2101
118.3 List of documents/return to be maintained under the Companies Act, 2013	2104

Relevant Sections, Rules and Registers at a Glance

Particulars	Section(s), Rule(s) and Name of e-Form(s)
The Companies Act, 2013	Sections 7, 13, 14, 42, 46, 54, 56, 62, 68, 73, 85, 88, 89, 90, 92, 118, 119, 128, 170, 171, 186, 187, 189 and 190
The Companies (Incorporation) Rules, 2014	Rules 11, 13, and 38
The Companies (Share Capital and Debentures) Rules, 2014	Rules 5, 6, 8, 11, 12, 14 and 17
The Companies (Appointment and Qualification of Directors) Rules, 2014	Rule 17
The Companies (Management and Administration) Rules, 2014	Rules 3, 4, 5, 6, 7, 9, 14, 15, 25, 26, 27, 28 and 29
The Companies (Meeting of Board and its Powers) Rules, 2014	Rules 12, 14 and 16
The Companies (Acceptance of Deposits) Rules, 2014	Rule 14
The Companies (Registration of Charges) Rules, 2014	Rule 10

118.1 REGISTERS, ETC. AND BOOKS OF ACCOUNTS TO BE KEPT AND MAINTAINED BY EVERY COMPANY

S. No.	Particulars
1.	Note that— <ul style="list-style-type: none"> registers under the Companies Act, 2013 and rules made thereunder, are registers that contain the specific record of the company's shareholders, directors, deposits, loan and guaranty, etc. and are placed at the registered office of the company and a company shall maintain only those Statutory Registers which apply to them according to the business and transactions. book or paper include books of account, deeds, vouchers, writings, documents, minutes and registers maintained on paper or in electronic form

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	<ul style="list-style-type: none"> • books of account includes records maintained in respect of— <ol style="list-style-type: none"> (i) all sums of money received and expended by a company and matters in relation to which the receipts and expenditure take place; (ii) all sales and purchases of goods and services by the company; (iii) the assets and liabilities of the company; and (iv) the items of cost as may be prescribed under section 148 in the case of a company which belongs to any class of companies specified under that section
A. REGISTERS AND MINUTES BOOK	
REGISTER OF SECURITY HOLDERS <i>{Section 88 of the Act read with Rules 3, 4, 5, 6, 7, 8, 14, 15, 27, 28 and 29 of the Companies (Management and Administration) Rules, 2014}</i>	
2.	<p>Every company shall keep and maintain the following registers including index of the names included therein, namely:—</p> <ol style="list-style-type: none"> (a) register of members indicating separately for each class of equity and preference shares held by each member residing in or outside India; (b) register of debenture-holders; and (c) register of any other security holders. <p>Register of Members {Rule 3 and 15(1)}—</p> <ul style="list-style-type: none"> • every company limited by shares shall, from the date of its registration, maintain a register of its members in Form No. MGT 1 and in the case of a company existing on the commencement of the Act, the particulars as available in the register of members maintained under the Companies Act, 1956 shall be transferred to the new register of members in Form No. MGT-1 and in case additional information, required as per provisions of the Act and these rules, is provided by the members, such information may also be added in the register as and when provided. • every company not having share capital shall, from the date of its registration, maintain a register of its members which shall contain the following particulars, in respect of each member, namely:— <ol style="list-style-type: none"> (a) name of the member; address (registered office address in case the member is a body corporate); e-mail address; Permanent Account Number or CIN; Unique Identification Number, if any; Father's/Mother's/Spouse's name; Occupation; Status; Nationality; in case member is a minor, name of the guardian and the date of birth of the member; name and address of nominee; (b) date of becoming member; (c) date of cessation; (d) amount of guarantee, if any; (e) any other interest if any; and (f) instructions, if any, given by the member with regard to sending of notices etc: <p>and in the case of a company existing on the commencement of the Act, the particulars as available in the register of members maintained under</p>

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	<p>The subscribers, who are individuals in the Memorandum of Association (MOA) shall be deemed as first directors until the directors are duly appointed by the members in accordance with Section 152 of the Companies Act, 2013 and rules made thereunder (Section 152 of the Act).</p> <ul style="list-style-type: none"> • Not the person intended/proposed to be appointed a director of a company has a valid Director Identification Number (DIN) under section 174 or any other number as may be prescribed under section 174 of the Companies Act, 2013, however, in case of first directors of a new company, the DIN up to 3 (three) persons can be obtained through incorporation with integrated form SPICe-1 (INC-11) (Section 152 of the Act read with rule 152 of the Companies Incorporation Rules, 2014). • Not a total number of directors, at least one director has stayed in India for a total period of not less than 182 days during the financial year. Provided that in case of newly incorporated company, residential status shall be determined proportionately. However, it is not required in case the director is appointed by the Central Government or State Government (Section 152 of the Act). • A person, who is intended to be appointed, shall not be eligible for appointment, if he/she has any disqualification for appointment under section 164 of the Act (Section 164 of the Act read with company provisions of government company and regulations in COA 2012 about COA 2012). • A person proposed to be appointed as a director in a company other than a company registered under Section 8 (non-profit company) of the Companies Act, 2013 (Section 152 of the Act) <ul style="list-style-type: none"> - shall not hold office as a director including any alternate directorship in more than 20 companies including directorship in dormant companies. - shall not hold office in more than 10 public companies including the private companies which are holding or subsidiary of public company.
2.	In case of one person company, an individual being sole member is deemed to be the first director of the company, if the articles of association has not mentioned the names of first directors (Section 152 of the Act).
3.	Forms created in writing, on or before appointment, from the appointed director to act as director in the company as Form 208-2 (Part 2 of the Companies Incorporation and Qualification of Directors Rules, 2014).
4.	Form as mentioned in writing, on or before appointment, from the appointed director as Form 208-3 regarding that he/she is not disqualified under Section 164 of Companies Act, 2013, to act as a Director (Section 164 of the Act read with rule 17 of the Companies Incorporation and Qualification of <u>Directors</u> Rules, 2014).
5.	The particulars of first directors to be integrated with Form SPICe-1 (INC-11) at the time of incorporation of company.

For the detailed procedure, please refer Company Law Procedures & Compliances by Dr. Sanjeev Gupta, 2nd edn, 2021. You can buy from your bookseller or online at www.bharatlaws.com

[COMPANY LAW Procedures & Compliances \(in 2 vols.\)](#)