

**LIST OF COMPLIANCES
FOR UNLISTED PUBLIC COMPANY
ON THE BASIS OF PAID-UP CAPITAL,
TURNOVER, BORROWINGS, ETC.**

R-9

A. ON THE BASIS OF PAID-UP SHARE CAPITAL

Amount (in `)	Compliances	Relevant Section	Relevant Rules	Constitution/ Notes	Time Period for Compliances
5 Cr. and above	Filing of financial statement through XBRL mode ¹	137	Rule 3 of the Companies (Filing of Documents and Forms in Extensible Business Reporting Language) Rules, 2015	Applicable on the basis of latest audited financial statement to be adopted at the Annual General Meeting	Within 30 days of annual general meeting
10 Cr. and above	Annual Return certification (MGT-8)	92(2)	Rule 11 (2) of the Companies (Management and Administration) Rules, 2014	To be filed with the annual return, in e-Form MGT-7, of the company	Within 60 days of the annual general meeting
	Appointment of Independent Director ²	149(4)	Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014	At least 2 Independent Directors	Within 1 year form the date of the applicability of the Act/ Rules
	Appointment of Managing/ Whole Time Director/ Chief Financial Officer/ Company Secretary as	203(1)	Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	Appointment of Managing Director/ Wholetime Director/ CFO/ CS as KMP by other companies can be done	Appoint within 6 months from the date of applicability of provisions or such vacancy

- 1** Non-banking financial company, housing finance company and company engaged in the business of banking and insurance sectors are exempted
- 2** (i) Not applicable for a section 8 (non-profit) company {Notification No. GSR 466(E) dated 05.06.2015}
- (ii) Not applicable on Specified IFSC unlisted public company {Notification No. GSR 8(E) dated 04.01.2017}

Amount (in `)	Compliances	Relevant Section	Relevant Rules	Constitution/ Notes	Time Period for Compliances
	Key Managerial Personnel ^{1, 2}			under section 196 of Companies Act, 2013	
	Constitution of Audit Committee ³	177(1)	Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014	Minimum 3 directors with majority of Independent Directors ⁴	Within 1 year form the date of applicability of the Act/Rules
	Constitution of Nomination and Remuneration Committee ⁵	178(1)	Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014	Minimum 3 or more non-executive directors out of which not less than one half shall be independent directors.	Within 1 year form the date of applicability of the Act/Rules
	Rotation of Auditor ⁶	139(2)	Rule 5 of the Companies (Audit and Auditors) Rules, 2014	—	Individual Auditor -One term of five years Auditor's firm - Two terms of five consecutive years
50 Cr. and above	Appointment of Internal Auditor ⁷	138(1)	Rule 13(1) of the Companies (Accounts) Rules, 2014	The internal auditor may or may not be an employee of the company;	Within 6 months form the date of applicability of the Act/Rules
	Appointment of Secretarial Auditor and	204(1)	Rule 9 of the Companies (Appointment	To be enclosed with board report	Before the signing of board report

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- 1 Refer Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for applicability
 - 2 Provisions of section 203(1) shall not apply to MD/CEO/Manager or in their absence a WTD of a government company {Notification No GSR 463(E)dated 05.06.2015}
 - 3 Not applicable on Specified IFSC unlisted public company {Notification No. GSR 8(E) dated 04.01.2017}
 - 4 Majority of Independent Directors not applicable in section 8 company {Notification No. GSR 466(E)dated 05.06.2015}
 - 5 (i) Shall not apply on section 8 company {Notification No GSR 466(E) dated 05.06.2015}
(ii) Not applicable on Specified IFSC unlisted public company {Notification No. GSR 8(E) dated 04.01.2017}
 - 6 Refer Rule 5 of the Companies (Audit and Auditors) Rules, 2014 for applicability.
 - 7 (i) Not applicable on Specified IFSC unlisted public company {Notification No. GSR 8(E) dated 04.01.2017}
(ii) Refer Rule 13(1) of the Companies (Accounts) Rules, 2014 for applicability

Amount (in `)	Compliances	Relevant Section	Relevant Rules	Constitution/ Notes	Time Period for Compliances
	Secretarial Audit ¹		and Remuneration of Managerial Personnel) Rules, 2014		
100 Cr. and above	Appointment of Woman Director ²	149(1)	Rule 3 of the Companies (Appointment and Qualification of Director) Rules, 2014	—	1. Within a period of 6 months from the date of incorporation. 2. Intermittent vacancy to be filled at the earliest but not later than immediate next board meeting or 3 months from such vacancy whichever is later

B. ON THE BASIS OF TURNOVER

Amount (in `)	Compliances	Relevant Section	Relevant Rules	Constitution/ Notes	Time Period for Compliances
50 Cr and above*	Annual Return Certification (MGT-8)	92(2)	Rule 11(2) of the Companies (Management and Administration) Rules, 2014	To be enclosed with board report	On or before the signing of board report
100 Cr and above	Appointment of Independent Director ³	149(4)	Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014	At Least 2 (Two) Independent Director	Within 1 year from the date of applicability of the Act/Rules
	Constitution of	177(1)	Rule 6 of the	Minimum 3	Within 1 year

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- 1 Refer Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for applicability
 - 2 (i) Refer Rule 3 of the Companies (Appointment and Qualification of Director) Rules, 2014 for applicability
(ii) Not applicable on Specified IFSC unlisted public company {Notification No. GSR 8(E) dated 04.01.2017}
 - 3 (i) Not applicable for a section 8 (non-profit) company {Notification No. GSR 466(E) dated 05.06.2015}
(ii) Not applicable on Specified IFSC unlisted public company {Notification No. GSR 8(E) dated 04.01.2017}

Amount (in `)	Compliances	Relevant Section	Relevant Rules	Constitution/ Notes	Time Period for Compliances
	Audit Committee ¹		Companies (Meeting of Board and its Powers) Rules, 2014	(three) directors with majority of Independent Directors ²	from the date of applicability of the Act/Rules
	Constitution of Nomination and Remuneration Committee ³	178(1)	Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014	Minimum 3 (three) or more non-executive directors out of which not less than one half shall be independent directors.	Within 1 year from the date of applicability of the Act/Rules
	Filing of Financial Statement through XBRL mode ⁴	137	The Companies (Filing of Documents and Forms in Extensible Business Reporting Language) Rules, 2015	Applicable on the basis of latest audited financial statement to be adopted at the Annual General Meeting	Within 30 days of annual general meeting
200 Cr. and above	Appointment of Internal Auditor ⁵	138(1)	Rule 13(1) of the Companies (Accounts) Rules, 2014	The internal auditor may or may not be an employee of the company;	Within 6 months from the date of applicability of the Act/Rules
250 Cr. and above	Appointment of Secretarial Auditor and Secretarial Audit ⁶	204(1)	Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel)	To be enclosed with board report	Before the signing of board report

- 1 Not applicable on Specified IFSC unlisted public company {Notification No. GSR 8(E) dated 04.01.2017}
- 2 Majority of Independent Directors not applicable in section 8 company {Notification No. GSR 466(E) dated 05.06.2015}
- 3 (i) Shall not apply on section 8 company {Notification No GSR 466(E) dated 05.06.2015}
(ii) Not applicable on Specified IFSC unlisted public company {Notification No. GSR 8(E) dated 04.01.2017}
- 4 Non-banking financial company, housing finance company and company engaged in the business of banking and insurance sectors are exempted
- 5 (i) Not applicable on Specified IFSC unlisted public company {Notification No. GSR 8(E) dated 04.01.2017}
(ii) Refer Rule 13(1) of the Companies (Accounts) Rules, 2014 for applicability
- 6 Refer Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for applicability

Amount (in `)	Compliances	Relevant Section	Relevant Rules	Constitution/ Notes	Time Period for Compliances
			Rules, 2014		
300 Cr. and above	Appointment of woman director ¹	149(1)	Rule 3 of the Companies (Appointment and Qualifications of Directors) Rules, 2014	—	Within a period of 6 months from the date of incorporation and Intermittent vacancy to be filled at the earliest but not later than immediate next board meeting or 3 months from such vacancy whichever is later
1000 Cr. and above	Constitution of Corporate Social Responsibility Committee ²	135(1)	Rule 3 of the Companies (Corporate Social Responsibility Policy) Rules, 2014	Consisting of 3 or more directors out of which at least 1 independent director	As soon as the provisions of the Act/ Rules become applicable

*Note that **cost record** and appointment of **cost auditor** is also required on the basis of turnover and services, therefore, please refer section 148 of the Act read with rule 4 of the Companies (Cost Records and Audit) Rules, 2014 and rule 14 of the Companies (Audit and Auditors) Rules, 2014. The brief details of requirement is given in below table:

Amount (Rs.)	Compliances	Relevant Section	Relevant Rule	Constitution/Notes	Time Period for compliances
Turnover of 35 Crore or more	Maintenance of Cost Records	148(1)	Rule 3 of the Companies (Cost Records and Audit) Rules,	Companies engaged in production of the goods or providing services as specified in the Table A for	As soon as the provisions of the Act/Rules become

- 1 (i) Refer Rule 3 of the Companies (Appointment and Qualification of Director) Rules, 2014 for applicability
- (ii) Not applicable on Specified IFSC unlisted public company {Notification No. GSR 8(E) dated 04.01.2017}
- 2 (i) Not applicable on Specified IFSC unlisted public company for a period of 5 years from the commencement of business {Notification No. GSR 8(E) dated 04.01.2017}
- (ii) Refer section 135(1) of the Act for applicability
- (iii) If CSR amount to be spent is Rs. 50 lacs or less than Rs. 50 lacs, CSR Committee is not required to be constituted. However, in any case, if CSR amount is unspent in a year and transferred into CSR Unspent account, in such case the company is required to constitute CSR Committee.

			2014	Regulated Sectors or in Table B for Non-regulated Sectors of Rule 3	applicable
<p>Turnover of 50 Crore or more (overall annual turnover from all products and services)</p> <p>AND</p> <p>Turnover of 25 Crore or more (aggregate turnover of the individual product or products or services for which cost records are required to be maintained under rule 3)</p>	Applicability for Cost Audit	148(2)	Rule 4 (1) of the Companies (Cost Records and Audit) Rules, 2014	For every company covered in Table (A) of Rule 3 of The Companies (Cost Records and Audit) Rules, 2014	As soon as the provisions of the Act/Rules become applicable

<p>Turnover of 100 Crore or more (overall annual turnover from all products and services) AND Turnover of 35 Crore or more (aggregate turnover of the individual product or products or services for which cost records are required to be maintained under rule 3)</p>	<p>Applicability for Cost Audit</p>	<p>148(2)</p>	<p>Rule 4(2) of the Companies (Cost Records and Audit) Rules, 2014</p>	<p>For every company covered in Table (B) of Rule 3 of The Companies (Cost Records and Audit) Rules, 2014</p>	<p>As soon as the provisions of the Act/Rules become applicable</p>
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C. ON THE BASIS OF LOANS AND BORROWINGS FROM BANKS AND PUBLIC FINANCIAL INSTITUTIONS

Amount (in `)	Compliances	Relevant Section	Relevant Rules	Constitution/ Notes	Time Period for Compliances
50 Cr and above	Rotation of Auditor ¹	139(2)	Rule 5 of the Companies (Audit and Auditors) Rules, 2014	—	Individual Auditor -One term of five years, while for Auditor's firm - Two terms of five consecutive years

1 Refer Rule 5 of the Companies (Audit and Auditors) Rules, 2014 for applicability

Amount (in `)	Compliances	Relevant Section	Relevant Rules	Constitution/ Notes	Time Period for Compliances
More than 50 Cr.	Appointment of Independent Director ¹	149(4)	Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014	At Least 2 (Two) Independent Director	Within 1 year from the date of applicability of the Act/Rules
	Constitution of Audit Committee ²	177(1)	Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014	Minimum 3 (three) directors with majority of Independent Directors required ³	Within 1 year from the date of applicability of the Act/Rules
	Constitution of Nomination and Remuneration Committee ⁴	178(1)	Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014	Minimum 3 (three) or more non-executive directors out of which not less than one half shall be independent directors.	Within 1 year from the date of applicability of the Act/Rules
	Establishment of Vigil Mechanism ⁵	177(9)	Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014	—	As soon as the provisions of the Act/ Rules become applicable
Exceeding 100 Cr. and more	Appointment of Internal Auditor ⁶	138(1)	Sub-rule 1 of rule 13 of the Companies (Accounts) Rules, 2014	The internal auditor may or may not be an employee of the company;	Within 6 months from the date of applicability of the Act/Rules

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- 1 (i) Not applicable for a section 8 (non-profit) company {Notification No. GSR 466(E) dated 05.06.2015}
 - (ii) Not applicable on Specified IFSC unlisted public company {Notification No. GSR 8(E) dated 04.01.2017}
 - 2 Not applicable on Specified IFSC unlisted public company {Notification No. GSR 8(E) dated 04.01.2017}
 - 3 Majority of Independent Directors not applicable in section 8 company {Notification No. GSR 466(E) dated 05.06.2015}
 - 4 (i) Shall not apply on section 8 company {Notification No GSR 466(E) dated 05.06.2015}
 - (ii) Not applicable on Specified IFSC unlisted public company {Notification No. GSR 8(E) dated 04.01.2017}
 - 5 Refer Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 for applicability
 - 6 (i) Not applicable on Specified IFSC unlisted public company {Notification No. GSR 8(E) dated 04.01.2017}
 - (ii) Refer Rule 13(1) of the Companies (Accounts) Rules, 2014 for applicability

D. ON THE BASIS OF OUTSTANDING DEPOSITS

Amount (in `)	Compliances	Relevant Sections	Relevant Rules	Constitution/ Notes	Time Period for Compliances
Accepts Deposit	Establishment of Vigil Mechanism ¹	177(9)	Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014	—	As soon as the provisions of the Act/ Rules become applicable
25 Cr. And above	Appointment of Internal Auditor ²	138(1)	Rule 13(1) of the Companies (Accounts) Rules, 2014	The internal auditor may or may not be an employee of the company;	Within 6 months form the date of the applicability of the Act/ Rules
50 Cr. And above	Rotation of Auditor ³	139(2)	Rule 5 of the Companies (Audit and Auditors) Rules, 2014	—	Individual Auditor -One term of five years, while for Auditor's firm - Two terms of five consecutive years
Exceeding 50 Cr	Appointment of Independent Director ⁴	149(4)	Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014	At least 2 (Two) Independent Director	Within 1 year form the date of applicability of the Act/ Rules
	Constitution of Audit Committee ⁵	177(1)	Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014	Minimum 3 (three) directors with majority of Independent Directors ⁶	Within 1 year form the date of applicability of the Act/ Rules
	Constitution of Nomination and	178(1)	Rule 6 of the Companies	Minimum 3 (three) or more	Within 1 year form the date of

- 1 Refer Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 for applicability
- 2 (i) Not applicable on Specified IFSC unlisted public company {Notification No. GSR 8(E) dated 04.01.2017}
(ii) Refer Rule 13(1) of the Companies (Accounts) Rules, 2014 for applicability
- 3 Refer Rule 5 of the Companies (Audit and Auditors) Rules, 2014 for applicability
- 4 (i) Not applicable for a section 8 (non-profit) company {Notification No. GSR 466(E) dated 05.06.2015}
(ii) Not applicable on Specified IFSC unlisted public company {Notification No. GSR 8(E) dated 04.01.2017}
- 5 Not applicable on Specified IFSC unlisted public company {Notification No. GSR 8(E) dated 04.01.2017}
- 6 Majority of Independent Directors not applicable in section 8 company {Notification No. GSR 466(E)dated 05.06.2015}

Amount (in `)	Compliances	Relevant Sections	Relevant Rules	Constitution/ Notes	Time Period for Compliances
	Remuneration Committee ¹		(Meeting of Board and its Powers) Rules, 2014	non-executive directors out of which not less than one half shall be independent directors.	applicability of the Act/ Rules

E. ON THE BASIS OF NET PROFIT

Amount (in `)	Compliances	Relevant Section	Relevant Rules	Constitution/ Notes	Time Period for Compliances
5 Cr. and above	Constitution of Corporate Social Responsibility Committee ²	135(1)	Rule 3 of the Companies (Corporate Social Responsibility Policy) Rules, 2014	Consisting of 3 or more directors out of which at least 1 independent director, provided that where a company is not required to appoint an Independent Director, it shall have two or more directors in this committee.	As soon as the provisions of the Act/ Rules become applicable

F. ON THE BASIS OF NET WORTH

Amount (in `)	Compliances	Relevant Section	Relevant Rules	Constitution/ Notes	Time Period for Compliances
250 Cr. and above	Comply with Indian Accounting Standard	133	Rule 4 of the Companies (Indian Accounting Standards) Rules, 2015	Applicability: (a) Companies whose equity or debt securities are listed/are in the process of listing on any stock exchange	As soon as the provisions of the Act/ Rules become applicable

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- 1 (i) Shall not apply on section 8 company {Notification No GSR 466(E) dated 05.06.2015}
(ii) Not applicable on Specified IFSC unlisted public company {Notification No. GSR 8(E) dated 04.01.2017}
- 2 (i) Not applicable on Specified IFSC unlisted public company for a period of 5 years from the commencement of business {Notification No. GSR 8(E) dated 04.01.2017}
(ii) Refer section 135(1) of the Act for applicability.
(iii) If CSR amount to be spent is Rs. 50 lacs or less than Rs. 50 lacs, CSR Committee is not required to be constituted. However, in any case, if CSR amount is unspent in a year and transferred into CSR Unspent account, in such case the company is required to constitute CSR Committee.

Amount (in `)	Compliances	Relevant Section	Relevant Rules	Constitution/ Notes	Time Period for Compliances
				(other than SME Exchange) in India/abroad and having net worth of less than rupees five hundred crore, Or; (b) Unlisted companies having net worth of rupees two hundred and fifty crore or more but less than rupees five hundred crore, Or; (c) Holding, subsidiary, joint venture or associate companies of companies as per clause (a) or (b) above.	
500 Cr. and above	Constitution of Corporate Social Responsibility Committee ¹	135(1)	Rule 3 of the Companies (Corporate Social Responsibility Policy) Rules, 2014	Consisting of 3 or more directors Out of which at least 1 independent director	As soon as the provisions of the Act/ Rules become applicable

G. ON THE BASIS OF MEMBERS(M)/DEBENTURE HOLDERS(DH)/ DEPOSIT HOLDERS(DP)

No. of M/DH/DP	Compliances	Relevant Section	Relevant Rules	Constitution/ Notes	Time Period for Compliances
More than 200 members	Passing of resolution except ordinary business through postal	110 read with clause 16 of SS-2	Rule 22 of the Companies (Management and	Company shall transact prescribed items of resolutions through postal	From the date of applicability of section and SS-2

- 1**
- (i) Not applicable on Specified IFSC unlisted public company for a period of 5 years from the commencement of business {Notification No. GSR 8(E) dated 04.01.2017}
 - (ii) Refer section 135(1) of the Act for applicability.
 - (iii) If CSR amount to be spent is Rs. 50 lacs or less than Rs. 50 lacs, CSR Committee is not required to be constituted. However, in any case , if CSR amount is unspent in a year and transferred into CSR Unspent account, in such case the company is required to constitute CSR Committee.

No. of M/DH/DP	Compliances	Relevant Section	Relevant Rules	Constitution/ Notes	Time Period for Compliances
	ballot		Administrati on) Rules, 2014	ballot	
1000 or more member¹	Voting through electronic means	108	Rule 20 of the Companies (Management and Administrati on) Rules, 2014	Providing facility to its members to exercise their right to vote on resolutions proposed to be considered at a general meeting by electronic means	Where notice for general meeting are issued on or after the commencement of this rule.
More than 1000 (M/DH/ DP)	Constitution of Stakeholders Relationship Committee	178(5)	—	Consisting of a Chairperson who shall be a non-executive director and such other members as board decide.	When at any time number of members/ debenture holders/ deposit holders exceed 1000 during a financial year

¹ A Nidhi, or an enterprise or institutional investor referred to in Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 is not required to provide the facility to vote by electronic means

