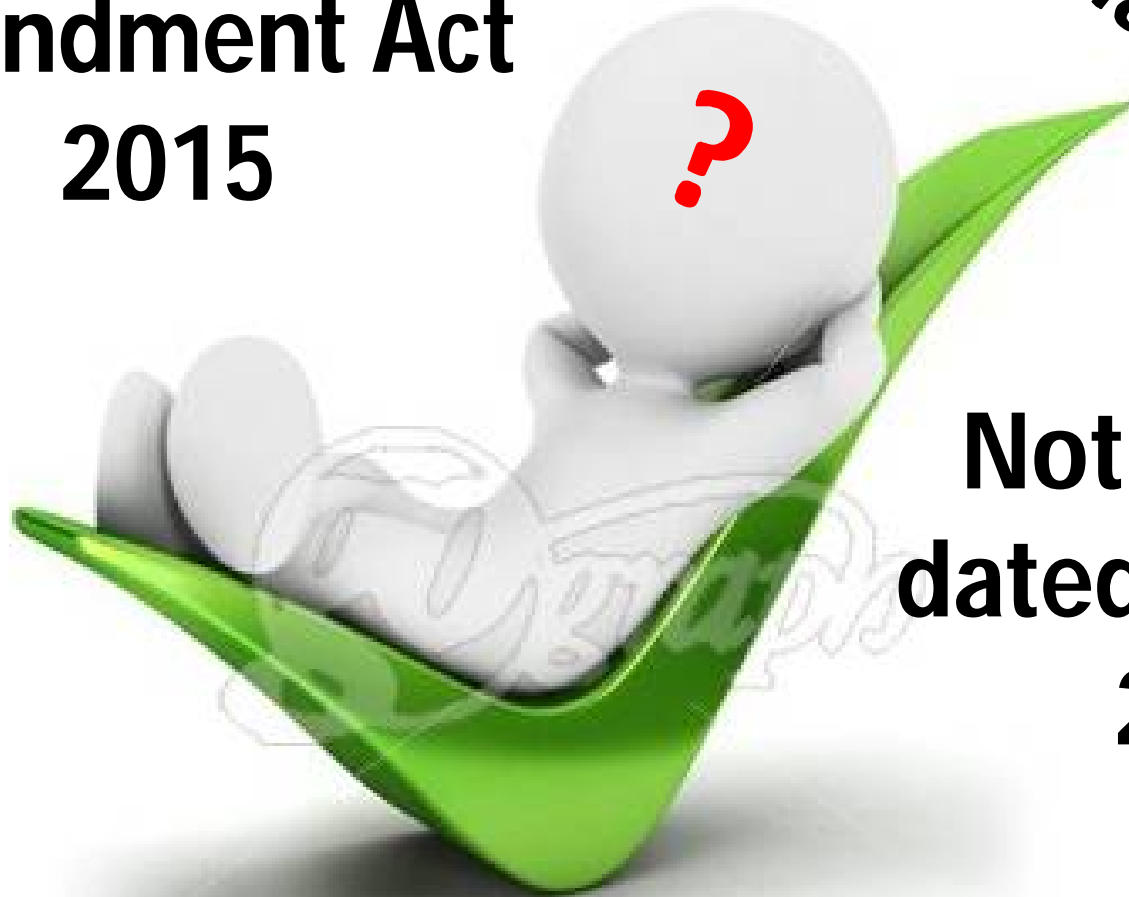


# Companies Amendment Act 2015

Relaxations



Notification  
dated 5th June  
2015

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# Let us start the journey with RPT

## Four RPT reliefs at a glance

1. HSA and fellow subsidiary ..... totally exempt...Private limited company
2. Limited company..... holding to wholly owned subsidiary exempt
3. Interested member concept removed
4. Audit committee can approve many (omnibus) approval of transactions subject to conditions to be notified.

## Section 2 (76) (viii) – Related Party

### As per Companies Act 2013: (before relaxation )

Related party with reference to a company means

(i) to (vii)...

**(viii) Any company which is—**

(A) a holding, subsidiary or an associate company of such company; or

(B) a subsidiary of a holding company to which it is also a subsidiary;

## Section 2 (76) (viii) – Related Party (cont...)

**Exemption as per notification dated 05/06/2015**

### **Relief – 1**

Serial No	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
1.	Chapter I, Section 2, Clause (76), Sub Clause (viii)	Shall not apply with respect to Section 188

#### **Background:**

*u/s 188 BOD resolution required.*

*Prior SR required (proviso 1)(rule 15(3))*

## Section 2 (76) (viii) – Related Party (cont...)

### Inference:

They are no longer to be treated as relative for private limited company. Which means transaction with HSA or fellow subsidiary can be done without complying with 188.

So invest 20% and you are out of RPT

## Section 188 (1) – RPT

### As per Companies Act 2013: (before relaxation )

188 (1) Except with the consent of the Board of Directors given by a resolution at a meeting of the Board and subject to such conditions as may be prescribed, no company shall enter into any contract or arrangement with a related party with respect to—(a) to (g)

**Provided that** no contract or arrangement, in the case of a company having a paid-up share capital of not less than such amount, or transactions not exceeding such sums, as may be **prescribed rule 15(3)**, shall be entered into except with the prior approval of the company by a **special resolution**:

### **RELIEF 2:**

#### **Amendment**

**Special resolution to be replaced with “ordinary resolution”**

# Section 188 (1) – RPT (cont...)

**(proviso 2...188)** *(before relaxation)*

**Provided further** that no member of the company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the company, if such member is a related party:

*Relief :Exemption as per notification dated 05/06/2015*

S. No.	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
15	Chapter XII, Section 188, Sub-Section (1), second proviso	Shall not apply.

# Section 188 (1) – RPT (cont...)

## Place of profit (just for reference)

Explanation.— In this sub-section,—

(a) the expression “office or place of profit” means any office or place—

(i) where such office or place is held by a director, if the director holding it receives from the company anything by way of remuneration over and above the remuneration to which he is entitled as director, by way of salary, fee, commission, perquisites, any rent-free accommodation, or otherwise;

(ii) where such office or place is held by an individual other than a director or by any firm, private company or other body corporate, if the individual, firm, private company or body corporate holding it receives from the company anything by way of remuneration, salary, fee, commission, perquisites, any rent-free accommodation, or otherwise;

## Rule 18(iii)(b)

“appointment to any office or place of profit in the company its SHA at a monthly remuneration exceeding two and half lakhs as mentioned in 188(1)(f)”



# RELIEF 3

## RPT amendment in section 177

### Earlier law

#### 177(4) Every audit committee shall act

#### (iv) approval or any subsequent modification of transaction of the company with the related party

### Modification

**In section 177** of the principal Act, **in sub-section (4), in clause (iv)**, the following proviso shall be inserted, namely:—

"Provided that the Audit Committee may make omnibus (including many things or different type of things) approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed;".

## RELIEF 4

2. **In section 188** of the principal Act,—

(a) **in sub-section (1)**,—

(i) for the words "**special resolution**", at both the places where they occur, the word "**resolution**" shall be substituted;

(ii) after the third proviso, the following proviso shall be inserted, namely:—

"Provided also that the requirement of passing the resolution under first proviso shall not be applicable for transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.";

(b) **in sub-section (3)**, for the words "special resolution", the word "resolution" shall be substituted.

# Recap.....RPT

## Four RPT reliefs at a glance

1. HSA and fellow subsidiary ..... totally exempt...Private limited company
2. Limited company..... holding to wholly owned subsidiary exempt
3. Interested member concept removed
4. Audit committee can approve many (omnibus) approval of transactions subject to conditions to be notified.

## Sec 43 – Kinds of Share Capital (cont...)

As per Companies Act 2013: *(before relaxation)*

The share capital of a company limited by shares shall be of two kinds, namely:—

### (a) Equity share capital—

- (i) with voting rights; or
- (ii) with differential rights as to dividend, voting or otherwise in accordance with such rules as may be prescribed; and

### (b) Preference share capital:

Provided that nothing contained in this Act shall affect the rights of the preference shareholders who are entitled to participate in the proceeds of winding up before the commencement of this Act.

## Sec 43 – Kinds of Share Capital (cont...)

Explanation.—For the purposes of this section,—

(i) “equity share capital”, with reference to any company limited by shares, means all share capital which is not preference share capital;

### *Exemption as per notification dated 05/06/2015*

Serial No	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
2.	Chapter IV, Section 43	Shall not apply where memorandum or article of association of private company so provide.

>>>>>Step towards ease of doing business

Write in articles of association ... section 43 shall not be applicable...

## Sec 43 – Kinds of Share Capital (cont...)

### Note on relief to private company,

Section 85 of 1956 Act did not apply to private company unless it was a subsidiary of a public company as section 90 of 1956 Act provided such exemption. **That meant that such company could create and issue any other kinds of share capital and on any terms as it might think fit.**

However, there was no such explicit exclusion under the 2013 Act; therefore, a private company would be treated at a par with public company with respect to applicability of these provisions. As a result, private company can issue only two kinds of share capital – equity (including those with differential rights) and preference.

## Sec 43 – Kinds of Share Capital (cont...)

### IMPACT OF AMENDMENT

Shares of any kind include shares carrying differential rights, other than dividend right. For example, a company's business may consist of several divisions or silos, and share of different classes may provide the shareholders rights over assets and profits of different divisions. **This, globally known as multi-cell or cellular companies,**

### CONSEQUENT AMENDMENT IN SECTION 47

Evidently, therefore, even the provisions pertaining to differential voting right will not be applicable to private companies – such companies may issue share with differential voting rights without complying with the provisions of the Rule. **That is why section 47 was also put in “not applicable” category.**

## Sec 47 – Voting Rights (EQUAL OR DIFFERENT)

### As per Companies Act 2013: (before relaxation)

(1) Subject to the provisions of section 43 and sub-section (2) of section 50,—

(a) every member of a company limited by shares and holding equity share capital therein, shall have a right to vote on every resolution placed before the company;  
and

(b) his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the company.



## Sec 47 – Voting Rights (EQUAL OR DIFFERENT) (cont...)

*Exemption as per notification dated 05/06/2015*

Serial No	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
2.	Chapter IV, Section 47	Shall not apply where memorandum or article of association of private company so provide.

Sec 47 – Voting Rights (EQUAL OR DIFFERENT)  
(cont...)

>>>>> Step towards ease of doing business

Voting rights can be different... suppose there are two partners.. one is technocrat and second is financier. So technocrat cant make much investment... then share can be allotted with different voting rights.

Sec 62 (1) (a) (i) - Further Issue of Share  
Capital (cont...)

As per Companies Act 2013: (before relaxation)

- (i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being **less than fifteen days and not exceeding thirty days** from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

**Exemption as per notification dated 05/06/2015**

Serial No	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
3.	Chapter IV, Section 62, Sub-Section (1), Clause (a), Sub-Clause (i)	<p>Shall apply with following modifications:- In clause (a), in sub-clause (i), the following proviso shall be inserted, namely:</p> <p>Provided that notwithstanding anything contained in this sub-clause and sub section (2) of this section, in case ninety percent. Of the members of a private company have given their consent in Writing or in electronic mode, the periods lesser than those specified in the said sub-clause or sub-section shall apply,</p>

## Sec 62 (1) (a) (i) - Further Issue of Share Capital (cont...)

>>>>>Step towards Ease of doing business

1. The shares (equity only because sec 62(1) applies to equity only) can be allotted immediately on receipt of cheque. No need to wait for three days as provided in sub section 2 or fifteen days as provided in subsection 1... only rider is have consent in writing of 90% of members (including equity as well preference.)
2. Just for knowledge... sec 54...sweat equity and sec 63.. bonus shares.. and both the sections stand as it is.

## Section 62 (2) - Further Issue of Share Capital (cont...)

As per Companies Act 2013: (before relaxation)

(2) The notice referred to in sub-clause (i) of clause (a) of sub-section (1) shall be despatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue

## Section 62 (2) - Further Issue of Share Capital

Exemption as per notification dated 05/06/2015

(cont..)

S. No.	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
3.	Chapter IV, Section 62, Sub-Section (2)	Shall apply with following modifications:- In clause (a), in sub-clause (i), the following proviso shall be inserted, namely: Provided that notwithstanding anything contained in this sub-clause and sub section (2) of this section, in case ninety percent. Of the members of a private company have given their consent in Writing or in electronic mode, the periods lesser than those specified in the said sub-clause or sub-section shall apply,

## Section 62 (1) (b) - Further Issue of Share Capital (cont...)

As per Companies Act 2013: (before relaxation)

to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed;

Exemption as per notification dated 05/06/2015 z

Serial No	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
4.	Chapter IV, Section 62, Sub-Section (1), Clause (a)	In clause (b), for the words "special resolution", the words "ordinary resolution" shall be substituted.



**Section 67 (old 77)** - Restrictions on purchase by company or giving of loans by it for purchase of its share (cont...)

**Exemption as per notification dated 05/06/2015**

S. No.	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications/Adaptations
5.	Chapter IV, Section 67	<p>Shall not apply to private companies -</p> <p>(a) in whose share capital no other body corporate has invested any money;</p> <p>(b) if the borrowings of such a company from banks or financial institutions or any body corporate is less than twice its paid up share capital or fifty crore rupees, whichever is lower; and</p> <p>(c) such a company is not in default in repayment of such borrowings subsisting at the time of making transactions under this section.</p>

# Sec73 (2), (a) to (e) – Deposits

As per Companies Act 2013: (before relaxation)

Section 73(2)>>>> A company may, subject to the passing of a **resolution in general meeting** and subject to such rules as may be prescribed in consultation with the Reserve Bank of India, accept deposits from its members on such terms and conditions, including the provision of security, if any, or for the repayment of such deposits with interest, as may be agreed upon between the company and its members, subject to the fulfilment of the following conditions, namely:—

(a) issuance of a circular to its members including therein a statement showing the financial position of the company, the credit rating obtained, the total number of depositors and the amount due towards deposits in respect of any previous deposits accepted by the company and such other particulars in such form and in such manner as may be prescribed;

## Sec73 (2), (a) to (e) – Deposits (cont..)

- (b) filing a copy of the circular along with such statement with the Registrar within thirty days before the date of issue of the circular;
- (c) depositing such sum which shall not be less than fifteen per cent. of the amount of its deposits maturing during a financial year and the financial year next following, and kept in a scheduled bank in a separate bank account to be called as deposit repayment reserve account;
- (d) providing such deposit insurance in such manner and to such extent as may be prescribed;
- (e) certifying that the company has not committed any default in the repayment of deposits accepted either before or after the commencement of this Act or payment of interest on such deposits

## Sec73 (2), (a) to (e) – deposits (cont...)

f) **providing security**, if any for the due repayment of the amount of deposit or the interest thereon including the creation of such charge on the property or assets of the company:

Provided that in case **where a company does not secure** the deposits or secures such deposits partially, then, the deposits shall be termed as **“unsecured deposits”** and shall be so quoted in every circular, form, advertisement or in any document related to invitation or acceptance of deposits.

(3) Every deposit accepted by a company under sub-section (2) shall be **repaid with interest** in accordance with the terms and conditions of the agreement referred to in that sub-section.

## Sec73 (2), (a) to (e) – deposits (cont...)

(4) Where a company fails to repay the deposit or part thereof or any interest thereon under sub-section (3), the depositor concerned may apply to the Tribunal for an order directing the company to pay the sum due or for any loss or damage incurred by him as a result of such non-payment and for such other orders as the Tribunal may deem fit.

(5) The deposit repayment reserve account referred to in clause (c) of sub-section (2) shall not be used by the company for any purpose other than repayment of deposits.

**74.** (1) Where in respect of any deposit accepted by a company before the

# Sec73 (2), (a) to (e) – Deposits (cont...)

*Exemption as per notification dated 05/06/2015*

Serial No	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
6.	Chapter V, Section 73, Sub-Section(2), Clause (a) to (e)	<p>Shall not apply to a private company which accepts from its members monies</p> <ol style="list-style-type: none"><li data-bbox="848 1076 1850 1190">1. not exceeding 100% of aggregate of the paid up share capital and free reserves, and</li><li data-bbox="848 1276 1864 1456">2. such company shall file the details of monies so accepted to the Registrar in such manner as may be specified.</li></ol>

# Sec73 (2), (a) to (e) – Deposits (cont..)

## Questions

Q1. Whether exemption is from introductory Para of sub section 2 or exemption is from clause (a) to (e) ??????

Let us read the Para.

Q2. Will the loan from shareholder be deposit or not.. if yes then. DPT 1 to DPT 3 applicable or not ????????



# Notice, Quorum etc. General meetings

## Exemption as per notification dated 05/06/2015

Serial No	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
7.	Chapter VII, Section 101 to 107 and 109	Shall apply unless otherwise specified in respective sections or the articles of the company provide otherwise.



# Notice, Quorum etc. General meetings (cont...)

## Section 101 – Notice of meeting

### *As per Companies Act 2013:*

(1) A general meeting of a company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode in such manner as may be prescribed:

## Section 102 – Statement to be annexed to meeting

### *As per Companies Act 2013:*

(1) A statement setting out the following material facts concerning each item of special business to be transacted at a general meeting, shall be annexed to the notice calling such meeting, namely:—

(a) the nature of concern or interest, financial or otherwise, if any, in respect of each items of—

# Notice, Quorum etc. General meetings (cont...)

## Section 103 – Quorum of meeting

### As per Companies Act 2013:

(1) Unless the articles of the company provide for a larger number,—

(a) in case of a public company,—

(i) five members personally present if the number of members as on the date of meeting is not more than one thousand;

(ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;

(iii) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;

(b) in the case of a private company, two members personally present, shall be the quorum for a meeting of the company

# Notice, Quorum etc. General meetings (cont...)

## Section 104 – Chairman of meeting

### As per Companies Act 2013:

Unless the articles of the company otherwise provide, the members personally present at the meeting shall elect one of themselves to be the Chairman thereof on a show of hands.

## Section 105 – Proxies

### As per Companies Act 2013:

(1) Any member of a company entitled to attend and vote at a meeting of the company shall be entitled to appoint another person as a proxy to attend and vote at the meeting on his behalf:

# Notice, Quorum etc. General meetings (cont...)

## Section 106 – Restriction on voting right.

### *As per Companies Act 2013:*

(1) Notwithstanding anything contained in this Act, the articles of a company may provide that no member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the company has exercised any right of lien.

# Notice, Quorum etc. General meetings (cont...)

## Section 107 – Voting by show of hands.

### As per Companies Act 2013:

At any general meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded under section 109 or the voting is carried out electronically, be decided on a show of hands.

## Section 109 – Demand for poll.

### As per Companies Act 2013:

(1) Before or on the declaration of the result of the voting on any resolution on show of hands, a poll may be ordered to be taken by the Chairman of the meeting on his own motion, and shall be ordered to be taken by him on a demand made in that behalf,—

## Sec 117(3)(g) – Resolutions and agreements to be filed.

### As per Companies Act 2013: (BEFORE RELAXATION)

The provisions of this section shall apply to—

(g) resolutions passed in pursuance of sub-section (3) of section 179; and

### Exemption as per notification dated 05/06/2015

Serial No	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
8.	Chapter VII, Section 117, Sub-Section (3), Clause (g)	Shall not apply.

Sec 141 (3) (g) – Eligibility, qualifications and disqualifications of auditors.

As per Companies Act 2013: (BEFORE RELAXATION)

(3) The following persons shall not be eligible for appointment as an auditor of a company, namely:—

(g) a person who is in full time employment elsewhere or a person or a partner of a firm holding appointment as its auditor, if such persons or partner is at the date of such appointment or reappointment holding appointment as auditor of more than twenty companies;

## Sec 141 (3) (g) – Eligibility, qualifications and disqualifications of auditors. (cont...)

### Exemption as per notification dated 05/06/2015

S.No	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
9.	Chapter X, Section 114, Sub-Section (3), Clause (g)	Shall apply with the modification that the words "other than one person companies, dormant companies, small companies and private companies having paid-up share capital less than one hundred crore rupees" shall be inserted after the words "twenty companies".



Sec 160 – Rights of person other than retiring directors to stand for directorship.

As per Companies Act 2013: (BEFORE RELAXATION)

(1) A person who is not a retiring director in terms of section 152 shall, subject to the provisions of this Act, be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than fourteen days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the **deposit of one lakh rupees** .

## Sec 160 – Rights of person other than retiring directors to stand for directorship (cont...)

### Exemption as per notification dated 05/06/2015

Serial No	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
10.	Chapter XI, Section 160	Shall not apply.

No one lac deposit required.

Sec 162 – Appointment of directors to be  
voted individually.

As per Companies Act 2013: **(BEFORE RELAXATION)**

(1) At a general meeting of a company, a motion for the appointment of two or more persons as directors of the company by a single resolution shall not be moved unless a proposal to move such a motion has first been agreed to at the meeting without any vote being cast against it.

# Sec 162 – Appointment of directors to be voted individually (cont...)

*Exemption as per notification dated 05/06/2015*

Serial No	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
11.	Chapter XI, Section 162	Shall not apply.

## Section 184 (2) – Disclosure of interest by Director.

As per Companies Act 2013: (BEFORE RELAXATION)

(2) Every director of a company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into—

(a) with a body corporate in which such director or such director in association with any other director, holds more than two per cent. shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or

(b) with a firm or other entity in which, such director is a partner, owner or member, as the case may be,

**shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting:**

## Section 184 (2) – Disclosure of interest by Director (cont...)

### Exemption as per notification dated 05/06/2015

Serial No	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
13.	Chapter XII, Section 184 Sub-section (2)	Shall apply with the exemption that interested director may participate in such meeting after disclosure of his interest.

## Sec 180 – Restrictions on power of Board

### As per Companies Act 2013: (BEFORE RELAXATION)

- (1) The Board of Directors of a company shall exercise the following powers only with the consent of the company by a special resolution, namely:—

### Exemption as per notification dated 05/06/2015

Serial No	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
12.	Chapter XII, Section 180	Shall not apply.

## Sec 185 – Loan to directors, etc.

### As per Companies Act 2013: (BEFORE RELAXATION)

(1) Save as otherwise provided in this Act, no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt, to any of its directors or to any other person in whom the director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person:

**Explanation.**—For the purposes of this section, the expression “to any other person in whom director is interested” means—

(a) **any director** of the lending company, or of a company which is its holding company or any partner or relative of any such director;



## Sec 185 – Loan to directors, etc. (cont..)

- (b) **any firm** in which any such director or relative is a partner;
- (c) **any private company** of which any such director is a director or member;
- (d) **any body corporate** at a general meeting of which not less than twenty five per cent. of the total voting power may be exercised or controlled by any such director, or by two or more such directors, together; or
- (e) **any body corporate**, the Board of directors, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company.

# Sec 185 – Loan to directors, etc.

*Exemption as per notification dated 05/06/2015*

Serial No	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
14.	Chapter XII, Section 185	<p>Shall not apply to a private company –</p> <ul style="list-style-type: none"><li>(a) in whose share capital no other body corporate has invested any money;</li><li>(b) if the borrowings of such a company from banks or financial institutions or any body corporate is less than twice of its paid up share capital or fifty crore rupees, whichever is lower;</li><li>(c) such a company has no default in repayment of such borrowings subsisting at the time of making transactions under this section.</li></ul>

Sec 196 (4) – Appointment of managing director, whole-time director or manager.

As per Companies Act 2013: **(BEFORE RELAXATION)**

(4) Subject to the provisions of section 197 and Schedule V, a managing director, whole-time director or manager shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company and by the Central Government in case such appointment is at variance to the conditions specified in that Schedule:

**Sec 196 (4) – Appointment of managing director, whole-time director or manager. (cont...)**

*Exemption as per notification dated 05/06/2015*

Serial No	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
16.	Chapter XIII, Section 196, Sub-Section (4)	Shall not apply.

**Step towards ease of doing business..... MD, WTD, Manager can be appointed without complying with 196(4)... no general meeting ... no MR1.**

**Section 196 (5) – Appointment of managing director, whole-time director or manager (cont..)**

**As per Companies Act 2013:**

(5) Subject to the provisions of this Act, where an appointment of a managing director, whole-time director or manager is not approved by the company at a general meeting, any act done by him before such approval shall not be deemed to be invalid.

**Section 196 (5)** – Appointment of managing director,  
whole-time director or manager. (cont...)

*Exemption as per notification dated 05/06/2015*

Serial No	Chapter / Section number / Sub-Sections in the Companies Act, 2013	Exceptions/ Modifications /Adaptations
16.	Chapter XIII, Section 196, Sub-Section (5)	Shall not apply.

**Consequential amendment.....**

***Thank You***

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