

**Related Party Transactions,
Loans to Directors,
Managerial Remuneration,
Significant Beneficial Owners
&
Other important provisions of introduced by
Companies (Amendment) Act, 2017**

**Interactive discussion & presentation by
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Study Circle Meeting by Thane Chapter of ICSI |

July 27, 2018

2

HOLDING COMPANY

3

What is the impact of the amendment in the definition of ‘Holding Company’

4

Can Company Incorporated Outside India be a Holding Company?

5

Can LLP be a Holding Company?

6

SUBSIDIARY COMPANY

7

What is the impact of the amendment in the definition of ‘Subsidiary Company’

8

Can LLP be a Subsidiary?

9

Can Company Incorporated Outside India be a Subsidiary Company?

10

ASSOCIATE COMPANY

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What is the impact of the amendment in the definition of 'Associate Company'

12

Can Company Incorporated Outside India be an 'Associate Company' of an Indian Company?

13

Can LLP be an Associate of another company – under Cos. Act, 2013

RELATED PARTIES

15

What is the impact of the amendment in the definition of 'Related Party'

16

**Whether Company incorporated outside India –
which is an ‘Associate Company’ – is a ‘Related
Party’ under Cos. Act, 2013**

17

What is the scope of ‘Venturer Company’ & ‘Investing Company’?

AUDIT COMMITTEE

19

Which transactions can Audit Committee recommend to BoD?

20

Which transactions cannot be ratified by Audit Committee?

21

Which transactions do not require the approval of Audit Committee u/s 177 of Cos.Act, 2013?

BORROWING POWERS

23

**What is the impact of the amendment to Sec. 180 of Cos. Act,
2013 on borrowing power of the Company?**

LOANS TO DIRECTORS

25

**Whether the provisions of Sec. 185 of Cos.Act, 2013
(as substituted) are retrospective in nature?**

26

**Co. proposes to give L S G to Director of Company
– Whether such transaction is permitted u/s 185 of
Companies Act, 2013**

27

**Co. proposes to give L S G to a Firm in which
director is a partner – Whether such transaction is
permitted u/s 185 of Companies Act, 2013**

28

Co. proposes to give Loan to a LLP in which director is a partner / designated partner – Whether such transaction is permitted u/s 185 of Cos.Act, 2013

29

Co. proposes to give L S G to a HUF in which director is a Karta or Co-parcener – Whether such transaction is permitted u/s 185 of Cos.Act, 2013

30

Co. proposes to give L S G to a HUF in which director is a Karta or Co-parcener – Whether such transaction is permitted u/s 185 of Cos.Act, 2013

31

Can a Public Co. give L S G to a Private Co. (in which director is common). What are the conditions?

32

A Co. may give L S G to certain parties by passing a Special Resolution. Can such resolution be passed in the form of ratification?

33

Can a Public Co. give L S G to a Public Co. (in which director is common). What are the conditions?

34

**Can a Private Co. give L S G to a Body Corporate
(in which director is common). What are the
conditions?**

35

Can a Public Co. give L S G to a Body Corporate (in which director is common). What are the conditions?

36

**For which transactions, Sec. 185 of the
Act is not applicable at all?**

L / G / S between 2 companies:

**DSC Pvt. Ltd. provides a Loan to XBRL Pvt. Ltd.
There are common directors in both the
companies.**

**DSC Pvt. Ltd. is Holding Co. of XBRL Pvt. Ltd. –
Whether Section 185 of the Act is applicable?**

L / G / S between 2 companies:

**DSC Pvt. Ltd. provides a Loan to XBRL Pvt. Ltd.
There are common directors in both the
companies.**

**XBRL Pvt. Ltd. is WOS of DSC Pvt. Ltd. –
Whether Section 185 of the Act is applicable?**

L / G / S between 2 companies:

**DSC Pvt. Ltd. provides a Loan to XBRL Pvt. Ltd.
There are common directors in both the
companies.**

**DSC Pvt. Ltd. is Holding Co. of XBRL Pvt. Ltd. –
Whether Section 185 of the Act is applicable?**

40

RELATED PARTY TRANSACTIONS

41

Whether the change in definition of 'related parties' has an impact on the compliances for 'Related Party Transactions'

42

**Whether approval process [by the Audit Committee] for
Related Party Transactions has changed by the Cos.
(Amendment) Act, 2017?**

43

**Whether approval process [by the Board of Directors] for
Related Party Transactions has changed by the Cos.
(Amendment) Act, 2017?**

44

Whether approval process [by Shareholders] for Related Party Transactions has changed by the Cos. (Amendment) Act, 2017?

45

LOAN & INVESTMENT BY COMPANIES

46

Whether the amendments to Sec. 186 of the Act are retrospective in nature?

47

**Sub-Section (3) of Sec. 186 of Cos. Act, 2013 has
been amended – What is the impact on compliance?**

48

Whether the amendment to Sec. 196 of the Act has an impact on private companies?

49

Are there any changes in the approval of stakeholders in the Managerial Remuneration u/s 197 of the Act

50

Whether assertive consent of all the stakeholders is approved for the Managerial Remuneration u/s 197 of the Act

51

What is the mode of obtaining the consent of the stakeholders for the Managerial Remuneration u/s 197 of the Act

Brief discussion on the provisions relating to SBO

53

Q & A Session

**Thank you ICSI Thane Chapter for the
wonderful opportunity!! 😊**

Thank you Members for active participation! 😊

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