



**A3 ADVISORS LLP**  
ALLEGIANCE - ASTUTE - ADEPT



# **MCA COMPLIANCE**

## **NOTE**

**FORM PAS - 06**

**| DUE DATE: 30<sup>th</sup> MAY & 29<sup>th</sup> NOVEMBER |**

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## ✓ Introduction:

**Form PAS-6 is a half-yearly 'Reconciliation of Share Capital Audit Report'** form. It needs to be submitted by the unlisted public companies to the Registrar of Companies (ROC).

The main objective of Form PAS-6 is to report the details and changes in **the share capital of companies on a half-yearly basis. It needs to be certified by a practicing Company Secretary (CS) or a Chartered Accountant (CA).**

## ✓ Statutory Provision:

**Section 29(1A)** refers to a provision in the Companies Act, 2013, that **mandates the dematerialization of securities for certain unlisted companies.**

Specifically, it requires that the securities of these designated companies **be held and transferred only in a dematerialized form, following the procedures outlined in the Depositories Act, 1996.**

The Ministry of Corporate Affairs (MCA) introduced Form PAS-6 through a **notification dated 10th September 2018.**

**In this notification, the MCA inserted Rule 9A (sub-rule 8) to the Companies (Prospectus and Allotment of Securities), Rules, 2014 through the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2019.**

It provides for the issue of securities only in dematerialized form by **unlisted public companies from 2nd October 2018.**

Under the newly inserted Rule 9B through The Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2023 for private companies, the sub-rule (5) says that "the provisions of sub-rules (4) to (10) of rule 9A shall, mutatis mutandis, apply to the dematerialization of **securities under this rule 9B.**"



## ✓ Dematerialization of Shares:

**Dematerialization** is the process of converting physical securities (like share certificates) into electronic form and storing them in a Demat account.

This process eliminates the need for physical paperwork and makes **trading, investment, and portfolio management** more efficient and convenient.

## ✓ Applicability

Form **PAS-6** applies to **all unlisted public companies that issue shares** in accordance with Rule 9A of the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2019.

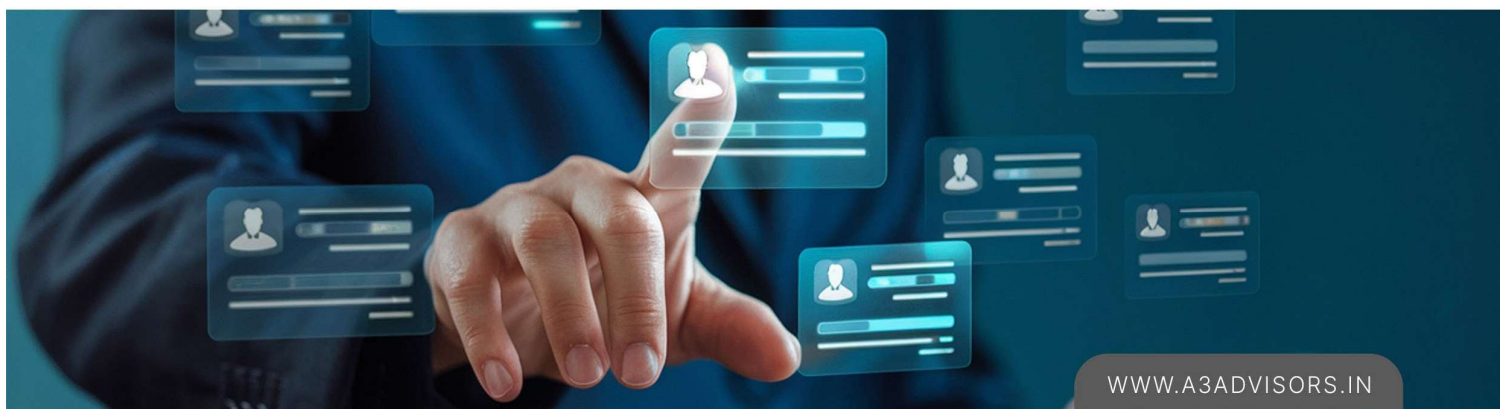
However, the following unlisted public companies need not file from **PAS-6**:

1. Nidhi company.
2. Government company.
3. Wholly owned subsidiary.

Form **PAS-6** becomes applicable even for private companies (**other than small companies**) for **whom demat** has become **mandatory**, including **wholly owned subsidiaries** of private companies and **section 8 companies** having share capital.

### *Note:*

*Even if there is no change in capital structure during the period, the form PAS-06 still needs to be filed with //NIL//updates*





## ✓ Eligibility Criteria

Aspect	Criteria
Share Capital	Company must have issued equity share capital (or securities convertible into equity)
Demat Requirements	Should have complied with Rule 9A(1) - i.e., securities must held in dematerialized form only for any issue after 02-10-2018
ISIN	Mandatory - obtain from NSDL/CDSL through a Registrar & transfer Agent (RTA)
Depository Connectivity	Company must have functional interface with depositories (NSDL.CDSL) via RTA or directly

## ✓ PENALTY:

Aspect	Penalty
Company	<p>A one-time penalty of <b>Rs.10,000</b> is imposed on the company for the delay in filing form PAS-6.</p> <p>Additionally, a penalty of <b>Rs.1,000 per day</b> subject to the extent of Rs. 2,00,000.</p>
Defaulting Officer	<p>A one-time penalty of <b>Rs.10,000</b> is imposed on the company for the delay in filing form PAS-6.</p> <p>Additionally, a penalty of <b>Rs.1,000 per day</b> subject to the extent of <b>Rs. 50,000</b>.</p>



## ✓ Due Date

Period for which Form PAS-6 is filed	Due Date
For April-September period	29 <sup>th</sup> November
For October-March period	30 <sup>th</sup> May

The Companies shall submit Form PAS-6 duly certified by a Company Secretary in practice or Chartered Accountant in practice to the ROC **within 60 days from the conclusion of each half year.**

## ✓ Contents of the Form PAS -06

### 1. Basic Identifiers

- >> Company Identification Number (CIN)
- >> ISIN(s) for each class of security

### 2. Capital Summary

- >> Issued equity share capital (no. of shares)

### 3. Demat vs. Physical Holdings

- >> Shares with NSDL
- >> Shares with CDSL
- >> Shares in physical form + reason

### 4. Reconciliation Check

- >> Shares with NSDL
- >> Shares with CDSL
- >> Shares in physical form + reason

### 5. Half-Year Capital Movements

- >> Bonus, rights, ESOP, private placement, conversion, M&A, reduction, buy-back, forfeiture, etc.



## 6. Insider Holdings

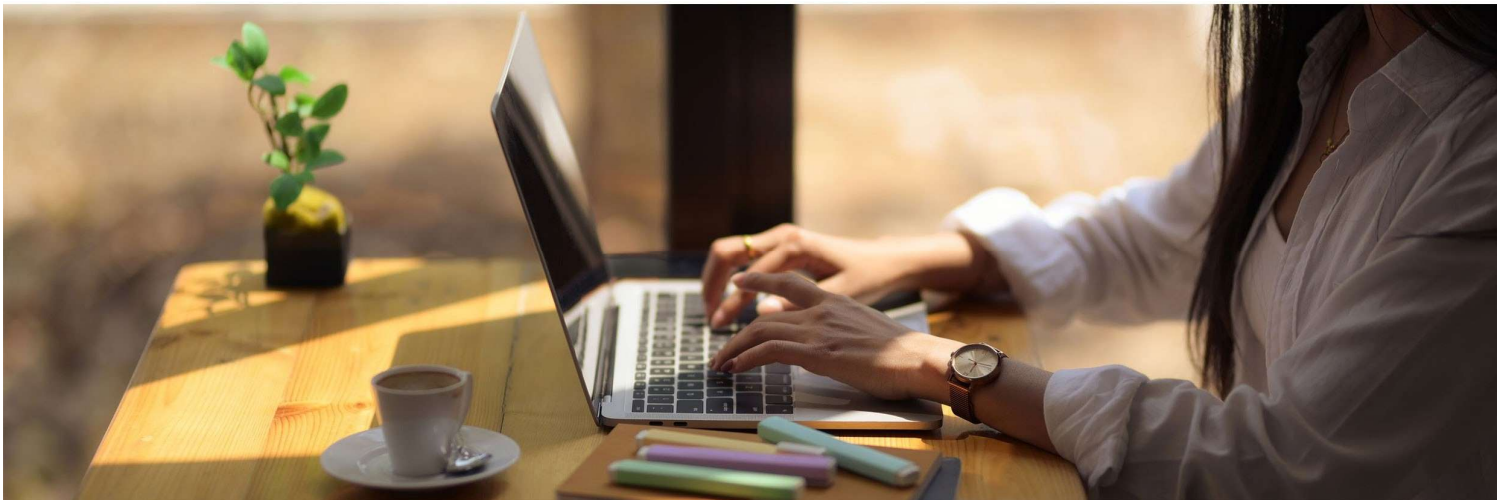
- Shares (demat & physical) held by promoters, directors, and KMPs

## 7. Demat Request Status

- Requests confirmed within 21 days
- Requests pending > 21 days + reasons

## 8. Certification & Authorization

- Details of in-house CS (if any) and practicing CS/CA certifying the form
- Board resolution date & number authorizing the filing



## How A3 Advisors LLP can help

**A3 Advisors LLP** bridges the gap between regulatory compliance and practical understanding by offering end-to-end support to companies required to file Form PAS-6 as well as other ROC compliances.

We assist in the consolidation of necessary documentation, coordination with depositories and RTAs, verification of shareholding details, and ensure accurate and timely filing in compliance with MCA regulations. Our proactive approach simplifies complex requirements, ensuring that your business remains compliant with confidence and clarity.



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