

**Subject – Secretarial Practices**  
**Subject code- BBA603 / BCH603**  
**Lecture 3**

**Appointment of company secretary**

As per Section 203 of Companies Act, 2013 read with rule 8 & 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2013 states that the following Companies need to appoint a Whole Time Company Secretary 1. Listed Companies. 2. Public Companies having paid-up share Capital of Rs. 10 Crore or more. 3. Every Private Company having paid-up share capital of Rs. 10 Crore or more.

**As Per Company Secretaries Act, 1980:**

“Company Secretary” means a person who is a member of the Institute of Company Secretaries of India.

The requirement to appoint a Company Secretary in Private Limited Company is governed by the Provision of Rule 8A and in Public / Listed Company by the provisions of Rule 8 of The Companies “Appointment and Remuneration of Managerial Personnel” Chapter XIII under Section 203 of the Companies Act, 2013.

**Following Companies need to appoint whole time company secretary (mandatory):**

1. All Listed Companies (Rule 8 Companies Appointment & Remuneration of Managerial Personnel Rules,2014)
2. Every Public Company having paid-up share capital of Rs. 10 Cr. or More(Rule8)
3. Every other Company having paid-up share capital of Rs. 5 Cr. or More (Rule8A)

**Steps to be followed for appointment of Company Secretary:**

- Pass a Board Resolution for Appointment of Company Secretary
- Term sand Condition of Appointment ,Remuneration and Membership No.
- Receive consent from Company Secretary to act as Company Secretary
- Details of Company Secretary must be recorded in the register of Key Managerial Personnel.
- FormDIR-12shallbfiledwiththeROCwithin30daysfromtheappointment

- MGT-14 within 30days of the passing of Board Resolution with Consent Letter and CTC of Board Resolution.
- MR-1 within 60daysofthepassingofBoardResolution,with CTC of Board Resolution and Consent Letter.
- If such company is listed then give intimation to all the Stock Exchange where the company's securities are listed.