

de tempête Limited

Shape Accounting, Grow Business



Company Compliance: 2021-2022



Company Compliance

At least, there are some mandatory compliances for the company in Bangladesh specifically Private Limited must maintain.

Contents

- ☐ Secretarial
- ☐ VAT & Tax
- ☐ Other Regulatory



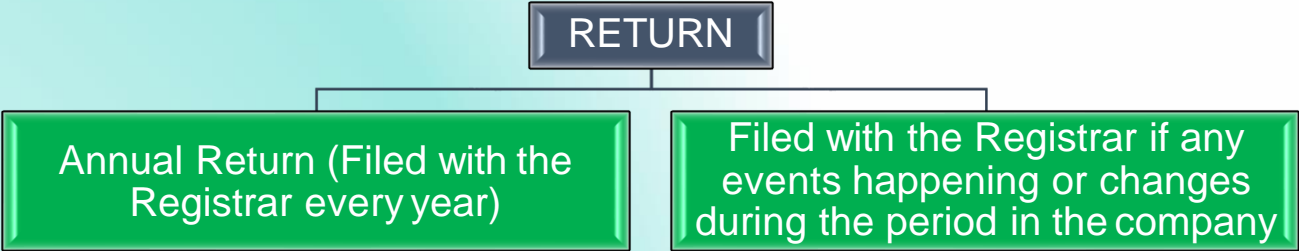
✓ Secretarial

❑ History of Companies Act 1994

- **Companies Act 1994** ([Act XVIII of 1994](#)) govern Company law in Bangladesh. It received the assent of the President of the People's Republic of Bangladesh on 11 September 1994. Before its enactment in 1994, Company law was governed by the Companies Act 1913 which was amended in 1915, 1920, 1926, 1930, 1932, 1936, 1938, 1949 and 1969, 1973 and 1984

ANNUAL RETURN

Every Company irrespective of their nature, i.e. private is to be required to submit Annual Return with RJSC



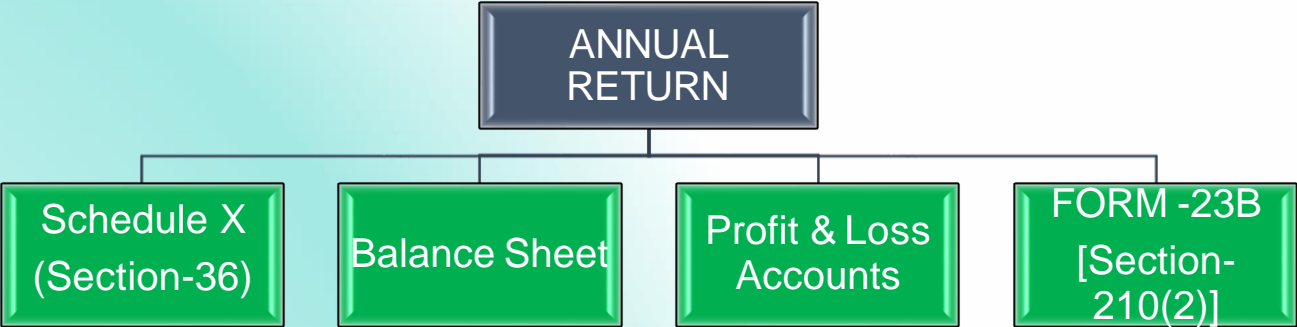
- ❑ *As per the companies Act 1994, above types of companies/Organization should submit the Annual Return/Documents to the RJSC*

Mandatory Compliance

✓ **Secretarial**

Returns Filling of
Private Limited
Company

Every year Private Limited Company shall submit the following Returns to RJSC:



❑ *The Companies (Amendment) Act, 2020. Gazette Published on February 12, 2020*
“Eliminated Company Common Seal”



Mandatory Compliance

✓ Secretarial

Return for Changes (if any)

Every year Private Limited Company shall submit the following Returns to RJSC:

FORM- III (*Section- 53*)

- If changes any share value

FORM- IV (*Section- 56*)

- If increase authorized capital

FORM- VI (*Section- 77*)

- If changes Register Office

FORM- VIII (*Section- 87*)

- If AGM held for Special Resolution

FORM- 117 (*Section- 38*)

- Instrument of Transfer of Share

FORM- XV (*Section- 48*)

- Return on allotment

FORM- XVIII (*Section 159 & 391*)

- Creation of Mortgages & charges

FORM- XIX Section (*167 (3) & 319*)

- Modification of Mortgages & charges

FORM- XXVIII (*Section- 172 & 391*)

- Satisfaction of Mortgages & charges

Mandatory Compliance

✓ Secretarial

Compliance	Authority	Period	Penalty	Reference
Board Meetings	Registrar of Joint Stock Companies & firms (RJSC)	<ul style="list-style-type: none"> Quarterly As per the Companies Act 1994, a company must hold minimum one Board Meeting each calendar quarter (excluding private company). 		Company Act, Section 96
Annual General Meeting		<ul style="list-style-type: none"> Annual Within 18 months from the date of incorporation. The time gap between one AGM and the next shall, in no case, exceed 15 months. 	The company and officers of the company will be fined with an amount extending up-to Tk 10,000. In case of a continuing default, a further fine of Tk 250 per day will be added	Company Act, Section 81
Annual Company Return (Schedule X) Filing		<ul style="list-style-type: none"> Annual Within 30 days of holding the Annual General Meeting Must be Audited of Financial Statements 	Fine not exceeding Tk 200 for every day during which the default continues	Company Act, Section 36

Mandatory Compliance

✓ Secretarial

Compliance	Authority	Period	Penalty	Reference
Authentication of Financial Statement	Registrar of Joint Stock Companies & firms (RJSC)	<ul style="list-style-type: none">▪ Annual▪ Every balance sheet and every profit and loss account or income and expenditure account shall be signed on behalf of the Board of Directorsi. In the case of Banking Company, by the manager, or managing agent, if any, and, where there are more than three directors of the company, by at least three of those directors or, where there are not more than three directors, by all the directorsii. In the case of any other Company, by its managing agent, manager or secretary, if any, and by not less than two directors of the company one of whom shall be the Managing Director where there is one	The company and every liable officer shall be penalize for 6 months imprisonment or fine of Tk. 2,000 or both (maximum penalty)	Company Act, Section 189(4)
Balance Sheet and Profit & Loss		<ul style="list-style-type: none">▪ Annual▪ Within 30 days from the end of each AGM	Fine not exceeding Tk 100 for every day during which the default continues	Company Act, Section 190

Mandatory Compliance

✓ Secretarial

Compliance	Authority	Period	Penalty	Reference
Financial Statements (Audited)	Registrar of Joint Stock Companies & firms (RJSC)	<ul style="list-style-type: none">▪ Annually▪ Within 21 days of Annual General Meeting	<ul style="list-style-type: none">▪ Tk 200 for each day of default.	Company Act, Section 36(3), (5)
FORM -23B	Bangladesh Bank (BB)	<ul style="list-style-type: none">▪ Auditor appointment▪ Within 30 day of AGM		Section-210(2)

Mandatory Compliance



Compliance	Authority	Period	Penalty	Reference
Corporate Tax Return	National Board of Revenue (NBR)	<ul style="list-style-type: none"> Annual Within 15 day of 7 month following the end of the income year or the 15 day of September following the end of the income year where the said 15 day falls before 15 day of September 	<p>Higher of:</p> <ul style="list-style-type: none"> 10% of tax imposed on last assessed income Tk 1,000 <p>In case of continuing default, a further penalty of Tk 50 will be added for every day.</p>	Section 75[Rule 24] and Sec 124(1) of ITO 1984
Return of Withholding Tax		<ul style="list-style-type: none"> Half yearly Within 31 January and 31 July of each year 	<p>Higher of:</p> <ul style="list-style-type: none"> 10% of tax imposed on last assessed income Tk 5,000 <p>In case of continuing default, a further penalty of Tk 1000 will be added for every month.</p>	Section 75A [Rule 24A] and Sec 124(2) of ITO 1984
Salary Return Under Section 108		<ul style="list-style-type: none"> Annual 31 August of each year 	<p>Higher of:</p> <ul style="list-style-type: none"> 10% of tax imposed on last assessed income Tk 5,000 <p>In case of continuing default, a further</p>	Section 108 and 124(2) of ITO 1984

Mandatory Compliance



Compliance	Authority	Period	Penalty	Reference
Salary Return Under Section 108A	National Board of Revenue (NBR)	<ul style="list-style-type: none">▪ Annual▪ Within 30th of April each year	Penalty of Tk 1,000 will be added for every month.	Section 108A and 124(2) of ITO 1984
Employer must ensure all employees file their annual tax return by 30 November			Deduction on account of allowance from income from business or profession shall not be admissible.	Section 108A and 30(aaaa) of ITO 1984
Employer must ensure monthly deduction of tax from salary as per applicable laws		<ul style="list-style-type: none">▪ Monthly▪ Within two weeks from the end of the month of deduction		Section 50 and 30(aa) of ITO 1984

Mandatory Compliance

✓ Tax

Compliance	Authority	Period	Penalty	Reference
Tax Deduction at Source from Payments	National Board of Revenue (NBR)	<ul style="list-style-type: none">▪ Deduction in July to May▪ Within two weeks from the end of the month of deduction	2% per month on the amount due	Rule 13 of ITO 1984 and section 57 of ITO 1984
		<ul style="list-style-type: none">▪ Deduction in the first twenty days of June▪ Within seven days from the day of deduction		
		<ul style="list-style-type: none">▪ Deduction in any other days of June except last 2 working days<ul style="list-style-type: none">▪ On the next following day		
		<ul style="list-style-type: none">▪ Deduction made on last 2 working days of June<ul style="list-style-type: none">▪ On the same day		

Mandatory Compliance



Compliance	Authority	Period	Penalty	Reference
VAT Return	National Board of Revenue (NBR)	<ul style="list-style-type: none">▪ Monthly▪ Within 15 days of next calendar month	Tk 10,000	VAT SRO No – 226 and Section 85 of VAT Act 2012
VAT Deduction Certificate		<ul style="list-style-type: none">▪ Regular▪ Within three days of receiving the VAT challan from Government treasury.	2% per month on the amount due	VAT SRO No – 187 and Section 127 of VAT Act 2012
VAT Deduction at Source from Payments		<ul style="list-style-type: none">▪ Within 15 days of payment of Consideration to vendor.	2% per month on the amount due	VAT SRO No – 187 and Section 127 of VAT Act 2012





13 digit E-BIN is mandatory for all entity

Mandatory Compliance



VAT

Mushak Forms

The VAT Act 2012 changes new templates and forms for VAT compliance and submissions as follows.

Form Name	Descriptions
Mushak 2.1	Registration form for VAT and Turnover Tax
Mushak 2.2	Registration form for Branch/Division
Mushak 2.3	Registration Certificate for VAT/Turnover Tax
Mushak 2.4	Cancellation or Amendment of Registration/ Enlistment
Mushak 2.5	Final Return on Cancellation of Registration/ Enlistment
Mushak 3.1	Registration of VAT Agent
Mushak 3.2	Registration Certificate of VAT Agent
Mushak 3.4	Delegation of Power to VAT Agent by Non- resident Person
Mushak 4.3	Input-Output Coefficient Declaration

Form Name	Descriptions
Mushak 6.1	Purchase Register
Mushak 6.2	Sales Register
Mushak 6.2.1	Purchase-Sale Register
Mushak 6.3	Tax Invoice
Mushak 6.5	Goods Transfer Invoice for Centrally Registered Entity
Mushak 6.6	Withholding Tax Certificate
Mushak 9.1	VAT Return
Mushak 9.2	Turnover Tax Return
Mushak 11.1	Late VAT Return



Mandatory Compliance

✓ Other Regulatory

Compliance	Authority	Period	Penalty	Reference
Trade License Renewal	City Corporation	<ul style="list-style-type: none">▪ Annual▪ Within 30 September of each year	Higher of <ul style="list-style-type: none">▪ 100 Tk of each month Or <ul style="list-style-type: none">▪ 10% surcharge on trade license fees	City Corporation Rules, Section 44(6)
Export Registration Certificate (ERC)	Office of the Chief Controller of Imports & Exports	<ul style="list-style-type: none">▪ Annual▪ Within 30 September of each year	<ul style="list-style-type: none">▪ 1st year 500 Tk▪ 2nd year 1000 Tk▪ & 3rd year 1500 Tk If exceed 3 rd year then fined will be counted by 2 times higher of previous year	
Import Registration Certificate (IRC)			<ul style="list-style-type: none">▪ 1st year 500 Tk▪ 2nd year 1000 Tk▪ & 3rd year 2000 Tk If exceed 3 rd year then fined will be counted by 2 times higher of previous year	



Contact us

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