

## The Companies Act, 2013

### Chapter-IX Accounts of Companies

#### Section 137: Copy of financial statement to be filed with Registrar.

\*137. (1) A copy of the financial statements, including consolidated financial statement, if any, along with all the documents which are required to be or attached to such financial statements under this Act, duly adopted at the annual general meeting of the company, shall be filed with the Registrar within thirty days of the date of annual general meeting in such manner, with such fees or additional fees [as may be prescribed](#) <sup>1</sup>[\*\*]:

Provided that where the financial statements under sub-section (1) are not adopted at annual general meeting or adjourned annual general meeting, such unadopted financial statements along with the required documents under sub-section (1) shall be filed with the Registrar within thirty days of the date of annual general meeting and the Registrar shall take them in his records as provisional till the financial statements are filed with him after their adoption in the adjourned annual general meeting for that purpose:

Provided further that financial statements adopted in the adjourned annual general meeting shall be filed with the Registrar within thirty days of the date of such adjourned annual general meeting with such fees or such additional fees [as may be prescribed](#) <sup>1</sup>[\*\*]:

Provided also that a One Person Company shall file a copy of the financial statements duly adopted by its member, along with all the documents which are required to be attached to such financial statements, within one hundred eighty days from the closure of the financial year:

Provided also that a company shall, along with its financial statements to be filed with the Registrar, attach the accounts of its subsidiary or subsidiaries which have been incorporated outside India and which have not established their place of business in India.

<sup>2</sup>[Provided also that in the case of a subsidiary which has been incorporated outside India (herein referred to as "foreign subsidiary"), which is not required to get its financial statement audited under any law of the country of its incorporation and which does not get such financial statement audited, the requirements of the fourth proviso shall be met if the holding Indian company files such unaudited financial statement along with a declaration to this effect and where such financial statement is in a language other than English, along with a translated copy of the financial statement in English.]

(2) Where the annual general meeting of a company for any year has not been held, the financial statements along with the documents required to be attached under sub-section (1), duly signed along with the statement of facts and reasons for not holding the annual general meeting shall be filed with the Registrar within thirty days of the last date before which the annual general meeting should have been held and in such manner, with such fees or additional fees [as may be prescribed](#) <sup>3</sup>[\*\*].

(3) If a company fails to file the copy of the financial statements under sub-section (1) or sub-section (2), as the case may be, before the expiry of the period specified <sup>4</sup>[therein], the company shall be

<sup>5</sup>[liable to a penalty] of <sup>6</sup>[ten thousand rupees and in case of continuing failure, with a further penalty of one hundred rupees for each day during which such failure continues, subject to a maximum of two lakh rupees,] and the managing director and the Chief Financial Officer of the company, if any, and, in the absence of the managing director and the Chief Financial Officer, any other director who is charged by the Board with the responsibility of complying with the provisions of this section, and, in the absence of any such director, all the directors of the company, shall be <sup>7</sup>[shall be liable to a penalty of <sup>8</sup>[ten thousand rupees] and in case of continuing failure, with a further penalty of one hundred rupees for each day after the first during which such failure continues, subject to a maximum of <sup>9</sup>[fifty thousand rupees]].

## Reference

\*[Effective from](#) 01.04.2014.

1. Omitted by the [Companies \(Amendment\) Act, 2017](#), w.e.f. 07.05.2018[S.O. 1833(E) dated 07.05.2018], the words “*within the time specified under section 403*”.
2. Inserted by the [Companies \(Amendment\) Act, 2017](#), w.e.f. 07.05.2018[S.O. 1833(E) dated 07.05.2018].
3. Omitted by the [Companies \(Amendment\) Act, 2017](#), w.e.f. 07.05.2018[S.O. 1833(E) dated 07.05.2018], the words “*within the time specified, under section 403*”.
4. Substituted by the [Companies \(Amendment\) Act, 2017](#), w.e.f. 07.05.2018[S.O. 1833(E) dated 07.05.2018], for the words “*in section 403*”.
5. Substituted by the [Companies \(Amendment\) Act, 2019](#), w.e.f. 02.11.2018, for the words “*punishable with fine*”.
6. Substituted by the [Companies \(Amendment\) Act, 2020](#), w.e.f. 21.12.2020[S.O. 4646(E) dated 21.12.2020], for the words “*one thousand rupees for every day during which the failure continues but which shall not be more than ten lakh rupees,*”.
7. Substituted by the [Companies \(Amendment\) Act, 2019](#), w.e.f. 02.11.2018, for the words “*punishable with imprisonment for a term which may extend to six months or with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees, or with both*”.
8. Substituted by the [Companies \(Amendment\) Act, 2020](#), w.e.f. 21.12.2020[S.O. 4646(E) dated 21.12.2020], for the words “*one lakh rupees*”.
9. Substituted by the [Companies \(Amendment\) Act, 2020](#), w.e.f. 21.12.2020[S.O. 4646(E) dated 21.12.2020], for the words “*five lakh rupees*”.

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