

## Corporate Law & Other Related Laws

December 2025



### Inside this edition

Relaxation of additional fees and extension of time for filing of Financial Statements and Annual Returns under the Companies Act, 2013

DIN (Director Identification Number) KYC Filing Now Required Once Every Three Years

Penalty Proceeding against BADLI LOGISTICS PRIVATE LIMITED for failure to approval and signing of the Financial Statements

The Companies (Specification of definition details) Amendment Rules, 2025

The Securities and Exchange Board of India (Foreign Portfolio Investors) (Second Amendment) Regulations, 2025

The Securities and Exchange Board of India (Intermediaries) (Third Amendment) Regulations, 2025

**& more**

### **Relaxation of additional fees and extension of time for filing of Financial Statements and Annual Returns under the Companies Act, 2013**

The Ministry of Corporate Affairs (MCA) has earlier extended the Annual Filing Due date for the FY 2024-25 to 31.12.2025 vide notification dated 17.10.2025. It has further provided relaxation from the payment of additional fees in filling of their Annual Financial Statements (e-forms AOC-4, AOC-CFS, AOC-4 NBFC (Ind AS), AOC-4 CFS NBFC (Ind AS), AOC-(XBRL) and Annual Return (e-forms MGT-7, MGT-7A), through general circular No 08/2025 , dated 30.12.2025, thereby allowing the filing of Forms without late fees up to 31.01.2026.

### **DIN (Director Identification Number) KYC Filing Now Required Once Every Three Years**

The Ministry of Corporate Affairs through notification dated 31<sup>st</sup> December 2025, has notified the Companies (Appointment and Qualification of Directors) Amendment Rules, 2025. These rules shall come into effect from 31st March 2026.

Every person who holds a Director Identification Number (DIN) as on 31<sup>st</sup> March of a financial year is required to file their KYC details in Form DIR-3KYC Web with the MCA once every three consecutive financial years.

This filing must be completed on or before 30<sup>th</sup> June of the financial year immediately following the completion of such three-year period.

Any change in mobile number, email address, or residential address must be updated by filing Form DIR-3 KYC within 30 days of such change.





**Penalty Proceeding against BADLI LOGISTICS PRIVATE LIMITED for failure to approval and signing of the Financial Statements**

The Ministry of Corporate Affairs, vide Gazette Notification No. S.O. 831(E) dated 24/03/2015, appointed the undersigned as the Adjudicating Officer. This appointment was made in exercise of the powers conferred by Section 454 of the Companies Act, 2013 (hereinafter referred to as the "Act"), read with the Companies (Adjudication of Penalties) Rules, 2014, for the purpose of adjudging penalties under the provisions of the Act.

During the adjudication proceedings, it was observed that Badli Logistics Private Limited (CIN: U45309DL2021PTC379817) failed to comply with the provisions of Section 134(1) regarding the approval and signing of the company's Financial Statements.

The Company filed a Suo-moto application for adjudication via e-form GNL-1 (SRN: N02492551) on 14/10/2024. Upon review, it was noted that the Financial Statements for F.Y. 2021-22, attached to e-form AOC-4 (SRN: F58045600), were not signed by the Directors. As per Section 134(1) of the Act, Financial Statements must be signed by the Chairperson (authorized by the Board) or by at least two Directors. Consequently, the Company and its officers-in-default became liable for penalties under Section 134(8) of the Act. The Company and the officers-in-default admitted to the non-compliance, stating that the default occurred due to an inadvertent clerical oversight during the finalization process. Along with their reply, the Company submitted a duly signed copy of the Financial Statements.

In terms of Section 56(6) of the Act, any default in complying with sub

-sections (1) to (5) attracts a penalty of ₹50,000 on the company and each officer in default.

Iqmetrix Software Development India Private Limited (CIN: U72200KA2022FTC165769) admitted non-compliance with Section 56(4) (a). The company was required to issue share certificates within two months of incorporation (by 06 November 2022) but issued them only on 14 December 2023, resulting in a delay of 403 days.

The company filed a suo-motu adjudication application on 14 November 2024, acknowledging the lapse. A show cause notice was issued on 19 February 2025, followed by replies on 12 March 2025 and a personal hearing on 20 August 2025. The hearing was attended by a practicing Company Secretary and the company's authorized representative, who submitted supporting documents including proof of subscription remittance and bank details.

Based on the adjudication application, submissions, and hearing proceedings, the company and its officers were held in default. Accordingly, penalties under Section 56(6) have been imposed on the company and its directors for failure to issue share certificates within the prescribed timeline. Furthermore, the Company submitted that its paid-up capital is INR 1,00,000/-, thereby qualifying it as a "Small Company" under Section 2(85) of the Act and Rule 2(1)(t) of the Companies (Specification of Definitions Details) Rules, 2014.

Based on the submissions, it is observed that while the physical Financial Statements were signed by the Directors, an unsigned copy was



## Notifications & Updates

mistakenly attached to the e-form. This constitutes a non-compliance with Rule 8(3) of the Companies (Registration Offices and Fees) Rules, 2014.

The Adjudicating Officer notes that since this specific default was committed by the Director certifying the e-form and not by the Company itself, the benefit of a reduced penalty under Section 446B is not applicable.

In view of the aforementioned facts, it is established that the Financial Statements for F.Y. 2020-21 (filed via SRN: F58045600) were unsigned, in violation of Rule 8(3).

Accordingly, a penalty is hereby imposed on the Director certifying the e-form under Section 450 of the Act. This order is subject to the condition that the penalty be disclosed in the forthcoming Board Report to ensure necessary compliance with Corporate Governance disclosure requirements.

### **The Companies (Specification of definition details) Amendment Rules, 2025**

The Ministry of Corporate Affairs (MCA) has notified the Companies (Specification of definition details) Amendment Rules, 2025 wherein the criteria of "Small Company" have been revised.

The revised threshold for small company is as follows:

- Paid-up Share Capital: Up to Rs. 10 Crore (Earlier Rs. 4 cr.)
- Turnover: Up to Rs. 100 Crore (Earlier Rs. 40 cr.)

This amendment significantly expands the scope of entities eligible for Small-Company benefits, thereby reducing their Compliance burden and supporting ease of doing business for MSMEs and growing enterprises.

### **The Securities and Exchange Board of India (Foreign Portfolio Investors) (Second Amendment) Regulations, 2025**

The SEBI (foreign Portfolio Investors) (Second Amendment) Regulations, 2025 these amendments were notified on 1<sup>st</sup> December 2025 and are aimed at Simplifying the FPI regime, improving ease of access, and rationalizing compliance, they shall come into force on the one hundred eightieth day from the date of publication in the official gazette.

SEBI has introduced the Single Window Automatic and Generalised Access for Trusted Foreign Investors ("SWAGAT-FI) regime.

Under this framework, certain foreign investors benefit forms a unified registration and access route, eliminating duplicative approvals across different investor categories..SWAGAT-Fis enjoys simplified rules, including exemptions from specified investment threshold and restrictions under the FPI and FVCI regulations. Under the new regime, qualified investors are exempt from certain investment thresholds and streamlined compliance and reporting requirements.

### **The Securities and Exchange Board of India (Intermediaries) (Third Amendment) Regulations, 2025**

The Securities and Exchange Board of India (Intermediaries') (Third Amendment) Regulations, 2025 were notified on 3 December 2025 to further amend the SEBI (Intermediaries) Regulations, 2008. They shall come into force on the thirtieth day from the date of their publication in the Official Gazette.





## Notifications & Updates

Expansion of “not fit and proper criteria: SEBI has inserted a new clause (da) in Regulation 30A (1) that expands the grounds on which an entity may be considered not fit and proper to act as a registered intermediary. This includes:

- Failure to maintain the prescribed minimum net worth or minimum liquid net worth requirements,
- Inability to meet minimum revenue generation from permitted activities (subject to exemptions specified by SEBI), and
- Failure to transfer specified activities into separate business units as required by the Board.

These changes are intended to strengthen SEBI’s regulatory oversight by ensuring that intermediaries maintain appropriate financial strength, operational standards, and structural segregation of business activities.

### The Securities and Exchange Board of India (Substitution of Registered Post with Speed Post) (Amendment) Regulations, 2025

The Securities and Exchange Board of India (Substitution of Registered Post with Speed Post) (Amendment) Regulations, 2025 were notified on 3<sup>rd</sup> December 2025, they shall come into force on the date of their publication in the Official Gazette.

To modernise and standardize the Mode of Communication across key SEBI regulatory frameworks by replacing references to the traditional “registered post” with “Speed Post with Registration” (and, where applicable, “Speed Post with Registration with Acknowledgement Due”) for

official dispatch and delivery of statutory documents.

The amendments apply across multiple existing SEBI regulations, including:

- SEBI (Collective Investment Schemes) Regulations, 1999
- SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003
- SEBI (Intermediaries) Regulations, 2008 and
- SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

All instances of “registered post” or “Registered A.D.” in the above regulations have been substituted with “Speed Post with Registration or “Speed Post with Registration with Acknowledgement Due” as applicable.





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