CA Inter Law ALL Amendments

January 2027

Ch. No.	Chapter Name	Amendment Topics
1	Preliminary	Definition of Small Company
9	Accounts of Companies	Form AOC-1 and AOC-2 becomes e-form AOC-1 and e-form AOC-2 Section 134: Few Additions in Board Report Section 137: Attachments in pdf with AOC-4 and e-Form Extract of Board Report, Extract of Auditor's Report (Standalone & Consolidated) Sec 135: CSR through Zero Coupon Zero Principal (ZCZP) instruments on Social Stock Exchange (SSE)
10	Audit & Auditors	Section 143 (12): Online filing of e-form ADT-4

Chapter 1 – Definition of Small Company

Section 2 (85): Small Company: means a company, other than a Public Company:

(i) **Paid-Up Share Capital** of which does not exceed **₹ 10 crores** or such higher amount as may be prescribed which shall not be more than **₹ 10 crores** AND

(ii) **Turnover** of which as per profit and loss account for the immediately preceding financial year does not exceed **₹ 100 crores** or such higher amount as may be prescribed which shall not be more than **₹ 100 crores.**

Proviso: Provided that nothing in this clause shall apply to: (i) A holding company or a subsidiary company. (ii) a company registered under section 8; or (iii) a company or body corporate governed by any special Act.	**Twin Conditions:** PUSC ≤ ₹ 10 crores AND Turnover ≤ ₹ 100 crores

Chapter 9 – Accounts of Companies (Amendment in Yellow Box only)

Form AOC-1 and AOC-2 becomes **e-form AOC-1 and e-form AOC-2**

Section 134 + Rule 8, 8A: Financial Statement, Board Report, etc. (BR)

Board Report: Board Report shall be attached to the FS laid before company in GM. It includes :-

Section 134 (3) (q): Such other matters as may be prescribed (Rule 8):-

(x)	Statement that company has complied with constitution of **Internal Complaints Committee** under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 with: - (a) number of complaints of sexual harassment received in the year; (b) number of complaints disposed off during the year; and (c) number of cases pending for more than 90 days.
(xiii)	A statement w.r.t compliance of provisions relating to the **Maternity Benefit Act 1961**.

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Section 137 (1) + Rule 12: Filing of FS with ROC

Filing of FS with ROC: A copy of FS, CFS, along with all Annexures & Attachments, **duly ADOPTED at AGM**, shall be filed with ROC within 30 days of AGM in the following Forms **(Rule 12)** :-

Type of Company	Form of FS	Form of CFS
(1) All Listed Companies and their Indian subsidiaries. (2) All companies having PUSC ≥ ₹ 5 crores (3) All companies having Turnover ≥ ₹ 100 crore (4) All companies required to follow IndAS Rules, 2015 **Rule 3(1A):** Companies which have filed their FS in XBRL, shall also attach a copy of signed FS duly authenticated u/s 134 (including Board's report, auditors' report and other documents) in **PDF format** in e-Form AOC-4 XBRL. Once they report in XBRL format, they shall continue to do so in succeeding years also, even if criteria mentioned above is not met in succeeding years. **Exemption from filing XBRL format:** NBFC | Housing Finance Co. | Banking Co | Insurance Co	Companies (XBRL) Rules, 2015 They shall mandatorily file FS in Extensible Business Reporting Language (XBRL) format in **e-form AOC-4 XBRL.** By using Taxonomy in :- Annexure-II (for AS) and Annexure-II A (for IndAS) of	
NBFC companies that are required to follow IndAS	AOC-4 NBFC (IndAS)	AOC-4 CFS NBFC (IndAS)
Every Other Company not covered above	AOC – 4	AOC – 4 (CFS)
Every company covered u/s 135(1) shall	Shall furnish a "Report on CSR" in Form CSR-2 as an addendum to Form AOC-4.	

Rule 12 (1C): Every company, along with relevant e-Form No. AOC-4, AOC-4 CFS, AOC-4 XBRL, AOC-4 NBFC (Ind AS) or AOC-4 CFS NBFC (Ind AS) and **respective attachments in PDF** as required, shall also file **e-Form Extract** of Board Report, Extract of Auditor's Report (Standalone & Consolidated):
Provided that a copy of signed FS duly authenticated u/s 134 (including Board's Report, Auditors' Report & other documents) in **PDF** shall also be attached with XBRL Forms.

Section 135 + CSR Policy Rules, 2014: Corporate Social Responsibility (CSR)

SCHEDULE VII: Activities which may be included by companies in CSR Policies (ICAI Book)	
(xiii)	**Subscription to Zero Coupon Zero Principal (ZCZP) instruments on Social Stock Exchange (SSE)**

Companies (CSR Policy) Rules, 2014

Rule 2: Important Definitions

(1) **Not for Profit Organization:** NPO has the same meaning as in Regulation 292A (e) of SEBI (ICDR) Regulations, 2018.

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(2) **Zero Coupon Zero Principal instrument:** ZCZP means an instrument declared as a security that is issued by a Not for Profit Organization (NPO) registered with the Social Stock Exchange segment of a recognised Stock Exchange in accordance with SEBI regulations.

Rule 4A: CSR Implementation through ZCZP Instrument

(1) A company may carry out CSR activities through ZCZP instrument:

Proviso: CSR Expenditure through ZCZP instrument shall not exceed 10% of Total CSR expenditure for that FY.

(2) The company that has subscribed in a ZCZP instrument shall be EXEMPTED from undertaking "Impact Assessment" of any project funded by such instrument.

(3) The Not for Profit Organization (NPO) issuing the ZCZP instrument and raising fund therefrom shall:

(a) undertake a project with a "duration not more than 3 succeeding FYs" from the issue of ZCZP instrument; and

(b) on termination of Listing of such ZCZP instrument, transfer the unspent amount to any Schedule VII Fund and submit its compliance report to SEBI.

(4) The provisions of Rule 4 on CSR in Collaboration, except sub-rules (5) and (6) shall apply to CSR Implementation through ZCZP Instrument.

Siddharth Sir Explanation:

- **Zero Coupon Zero Principal (ZCZP) Instrument:** It is a special instrument used by Not-for-Profit Organisations (NPOs) to raise money through a Social Stock Exchange (SSE). It looks like a security, but economically it works much more like a donation for a specific social project. SEBI's rules provide that ZCZP instruments have a specified tenure, pay no coupon, and repay no principal at maturity.
- **Minimum Application Size** was reduced by SEBI from ₹10,000 to ₹1,000
- **Social Stock Exchange (SSE):** It is a separate segment of NSE and BSE to connect social enterprises with people or institutions willing to fund social causes.
- **NO trading:** ZCZP is LISTED on the Social Stock Exchange, but NOT TRADED on the Social Stock Exchange.
- **Example**: SGBS Unnati Foundation is the first ZCZP issued on Social Stock Exchange (NSE) in India to raise 1.8 crore for skill development.

Zero Coupon = No Interest
Zero Principal = No Money Back
Only Return = Social Return

Chapter 10 – Audit & Auditors (Amendment in Yellow Box only)

Section 143 (12) to (15) + Rule 13: Fraud Reporting by Auditor

Rule 13: Manner of Reporting Frauds by Auditor where Fraud ≥ ₹ 1 crore

(a) **Inform AC /BOD:** Auditor shall report the matter to AC /BOD, immediately but not later than 2 days of his knowledge of fraud, seeking their reply or observations within 45 days;

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(b) **Reply received:** Auditor shall forward his REPORT (along with the REPLY or observations of AC /BOD) and his COMMENTS to CG within 15 days from the date of receipt of such reply or observations;

(c) **Reply NOT received:** If no reply from AC /BOD is received within 45 days, he shall forward his REPORT to CG along with a note containing the details of his report sent to AC /BOD;

(d) **Format of Report: The report shall be filed electronically in Form ADT-4.**

~~(e) **Report to Whom:** Secretary, MCA in a sealed cover by "Registered Post with Acknowledgement Due" or "Speed Post" followed by "an e-mail in confirmation of the same"; [RPAD /SP + Email]~~

~~(f) **Contact Details in the Report:** Report on Auditor's Letter-head containing postal address, e-mail address, contact telephone /mobile number. It shall be signed by Auditor with his Seal and Membership Number;~~

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