

Editorial

India's compliance framework is tightening fast. By 2026, stronger enforcement, digital monitoring, new labour codes, and unified securities regulation will leave little room for error. Compliance failures will no longer be seen as minor lapses but as serious governance breakdowns.

Organisations that rely on manual processes and reactive fixes will struggle. Those that embed compliance into strategy, systems, and leadership culture will not just survive, but lead.

In the new regulatory era, compliance is no longer support. It is strategy.

Please share your feedback on this newsletter with us at contact@cimplyfive.com, we eagerly look forward to it.

Happy Reading,
Team CimplyFive
January 05, 2026

What's more in this month's issue…

- ***What is Hot in Company Law?***
- ***Article of the Month***
- ***BLISS Tips for the Month***
- ***Test your Gray Matter!***
- ***Compliance Calendar***
- ***Regulatory Changes in the Month***

OPINION:

What is Hot in Company Law?

Our free to use website www.ca2013.com has the unique distinction of providing an integrated view of the Companies Act, 2013 ("Companies Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ("SEBI (LODR)") and Insolvency and Bankruptcy Code, 2016 ("IB code"). Our website has crossed **59 million page-views** as on date and attracts about 15,000 users accessing around 45,000 pages a day. List of the most viewed sections in the Companies Act, SEBI (LODR) and IB Code in the month of December 2025 here is based on visitors to our website is as follows:

For the Month of December, 2025
Companies Act, 2013 Top 5 Chartbusters

Rank in Nov	Change in Rank	Rank in Dec	Section	Section Title
1	↔	1	188	Related Party Transactions
3	↑	2	186	Loan and Investment by the Company
2	↓	3	179	Powers of Board
4	↔	4	62	Further Issue of capital
5	↔	5	149	Company to have Board of Directors

There has been no new changes in the rankings for the month of December 2025.

SEBI (LODR) Top 5 Chartbuster Regulations

Rank in Nov	Change in Rank	Rank in Dec	Regulation	Regulation title
1	↔	1	30	Disclosure of Events or Information
2	↔	2	23	Related party transactions
3	↔	3	17	Board of Directors
N	↑	4	29	Prior Intimations
N	↑	5	6	Compliance Officer and his/her Obligations

Regulations 33 and 12 has been replaced with Regulations 29 and 6 respectively for the month of December 2025.

IB Code Top 5 Chartbusters

Rank in Nov	Change in Rank	Rank in Dec	Section	Section Title
1	↔	1	5	Part 2-Chapter 1 Definitions
4	↑	2	6	Persons who may initiate corporate insolvency resolution process.
N	↑	3	30	Submission of Resolution Plan
3	↓	4	3	Part 1 Definitions
5	↔	5	33	Initiation of liquidation.

Regulation 7 has been replaced with Regulation 30 for the month of December 2025.

Article-India's Evolving Compliance Landscape: Are You Prepared for 2026?

Introduction

India's regulatory ecosystem is at a turning point. We are moving from a world of "file it and forget it" to a continuous, tech-heavy framework where accountability is the new office favorite. By 2026, compliance won't be that quiet department in the basement; it is going to be the main character in every company's survival story.

For businesses today, the question isn't "What does the law require?" but "How fast can we align and comply before the system flags us?

A Structural Shift in India's Regulatory Framework

India is not just tweaking laws; it is giving the entire system a massive update. Consolidation, digitisation, and stricter enforcement are making the old ways look like dial-up internet in a 5G world.

Unified Securities Regulation: The "One Ring" Approach

The **Securities Markets Code Bill, 2025 introduced on December 18, 2025** is trying to take a dozen laws and combine them into one sleek framework. It reduces confusion, but it also means there is nowhere to hide.

- **The Reality:** Listed companies are now under a single high-definition lens.
- **The Ouch Factor:** A single "oops" in governance can now trigger a domino effect of enforcement across your entire business.

Data Protection: From "Policy" to "Penalty"

Data governance has officially graduated from a "Best Practice" to a "Binding Legal Obligation." Under the Digital Personal Data Protection Act, you are now responsible for every byte of data you touch.

Impact of non-compliance:

Non-compliance won't just get you a stern email; it will get you massive penalties, a PR disaster, and a total loss of consumer trust.

Sector-Specific Laws Expand the Compliance Perimeter

Fintech, online gaming, and digital platforms now have their own "special" rules. These frameworks cover everything from consumer protection to financial integrity, proving that if you are doing business online, the regulator has a personalized playlist for you.

The New Labour Law Regime: HR Just Got a Seat at the Big Table

One of the most under-prepared areas is the implementation of the new labour codes. Think of it as 29 old laws being smashed into four comprehensive "mega-codes":

- Industrial Relations Code
- Code on Wages
- Social Security Code
- Occupational Safety, Health and Working Conditions Code

By 2026, these codes will be fully operational, and they aren't just for people in suits.

Why Labour Compliance Will Define 2026 Readiness

- **Expanded Workforce Coverage**

  These codes now recognize gig and platform workers. Everyone gets a piece of the social security pie.

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- **Stricter Employer Accountability**
  You need to ensure accurate wage calculations and social security contributions. The days of "creative" bookkeeping are over.
- **Digital Inspections and Reduced Discretion**
  System-based inspections mean "The Inspector" is now an algorithm. It is much harder to argue with a computer that says your records don't match.
- **Consequences of Non-Compliance**
  Failure to comply can lead to prosecution of officers, suspended operations, and serious reputational damage.

Compliance Trends That Will Define 2026

From Paper Governance to Outcome-Based Oversight

Regulators are increasingly assessing whether governance frameworks work in practice. Boards are now expected to actively oversee compliance risks, ethical conduct, labour practices, and data governance, rather than merely approving policies on paper.

Technology as the Backbone of Compliance

Manual compliance processes are rapidly becoming obsolete. Regulators now expect real-time accuracy, reliable digital audit trails, and system-driven reporting across securities, labour, data protection, and tax laws.

Compliance as a Reputation Multiplier

In a transparent, always-connected environment, compliance failures quickly enter the public domain. Regulatory action, data breaches, or labour disputes can damage brand equity far more quickly than they can be repaired.

The Real Cost of Non-Compliance

Non-compliance in today's regulatory environment rarely occurs in isolation.

- Financial exposure through escalating penalties and corrective costs
- Operational disruption affecting fundraising, expansion plans, contracts, and licensing
- Strategic setbacks due to diminished investor confidence and regulatory credibility
- Leadership liability, with increased scrutiny on directors and key managerial personnel

By 2026, compliance failures will no longer be viewed as procedural lapses. They will be treated as governance failures.

Preparing for 2026: A Strategic Compliance Roadmap

- **Integrate Compliance into Business Strategy**
  Every expansion, product launch, workforce model, and technology adoption should be evaluated through a compliance lens at the outset.
- **Modernise Compliance Infrastructure**
  Organisations should move towards integrated compliance management systems covering corporate, labour, data, and sector-specific obligations within a single framework.
- **Build Capability, Not Just Checklists**
  Continuous training for leadership, HR, legal, and compliance teams is essential, particularly in areas such as labour codes, data protection, and governance reforms.
- **Embed a Culture of Accountability**
  Compliance cannot succeed without ethical leadership. Behaviour, incentives, and performance metrics must consistently reinforce transparency and responsibility.

Conclusion: Compliance as a Competitive Advantage

India's compliance landscape in 2026 will be more demanding, more visible, and far less forgiving. With new labour laws, strengthened data protection

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requirements, unified securities regulation, and expanding sectoral oversight, organisations that treat compliance purely as a defensive obligation are likely to struggle.

Those that approach compliance as a strategic capability will build resilience, earn trust, and secure long-term advantage.

The future belongs not to those who merely react to regulation, but to those who are prepared for it.

BLISS Tips for the Month

BLISS Tips #333: Migrate Statutory Registers to BLISS with a Single-Click

BLISS allows users to migrate all Statutory Registers from the date of incorporation into BLISS in an electronic format that fully complies with the requirements of the Companies Act, 2013.
To do this, users must have the necessary statutory register data available in an Excel file. The 'Template' option in the Registers module helps users upload this Excel data into BLISS and generate PDF Statutory Registers in the format prescribed under the Companies Act, 2013.

Additionally, since the data is stored electronically, users can generate customized reports for any date range and across all fields in the register.

BLISS Tips #334: Meetings Start Before the Meeting - Never Miss a Pre-Read Before a Meeting

With BLISS, you can Access all meeting related presentations, related attachments and pre-read notes along with Draft/Final Agenda from a single, centralized records screen much prior to the meeting date - accessible from anywhere & anytime. Directors & Invitees can even comment on the items or make notes which could be personal or public or shared with specific group. These comments and notes can be viewed easily during the meeting ensuring better participation for effective discussions and decision making of the proposed Agenda items.

Test your Gray Matter!! Take our Quiz to find out!

1. With effect from 21 November 2025, how many existing Central labour laws have been rationalised under the four Labour Codes?

A. 24
B. 26
C. 29
D. 32

2. Under the Code on Social Security, 2020, which category of workers is now covered for social security benefits for the first time?

A. Only permanent employees
B. Only organised sector workers
C. Gig, platform and unorganised workers
D. Only MSME workers

3. Which of the following is now mandatory for *all workers* to promote transparency and formalisation of employment?

A. Biometric attendance
B. Written appointment letters
C. Employment bonds
D. Fixed working hours only

4. Under the Labour Codes, after how many years of service do *Fixed-Term Employees (FTEs)* become eligible for gratuity?

A. 5 years
B. 3 years
C. 2 years
D. 1 year

5. Which of the following changes directly promotes higher participation of women in the workforce under the new Labour Codes?

A. Reservation of jobs for women
B. Restriction on night shifts
C. Permission to work night shifts with consent and safety measures
D. Optional equal pay provisions

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Board Leaders Integrated Software Solution

BLISSPLUS

BLISSPLUS is a Cloud hosted software that automates the routines, provides an e-repository, timely alerts, and a real-time dashboard, all aimed at ensuring compliance and good corporate governance. By doing so, it provides complete peace of mind to the Board of Directors and assurance to professionals by providing them with real-time compliance status with respect to the Companies Act, 2013. It also has multiple premium features like Directors view, facility to store past Secretarial records, automated compliance tracker for size- based compliance under the Companies Act, 2013.

BLISSLISTED

BLISSLISTED is an advanced variant of BLISSPLUS for Listed Companies with Companies Act,2013 and SEBI's LODR 2015 compliances integrated to provide a single point compliance automation, risk manager & e-repository for secretarial records including past secretarial records.

BLISSDOCS

BLISSDOCS is an Android/IOS based Board app for Directors which provides secure access to Board documents on Tablets/mobile phones, enhancing Directors productivity and making the Board meetings efficient & effective

CIMPLYBEST

CimplyBest is a tailormade software for Indian Corporates in conducting Corporate Board Evaluation which will optimize Board's Time & Effort with confidentiality assured.

Clear Compass

Clear Compass is an All-law Compliance Software to ascertain, track and manage all the applicable state, central and industry-specific laws.

CAIRR LODR Integrated

CAIRR is a free to use website from CimplyFive that provides at your fingertips, an integrated view of the Companies Act, 2013, IB Code, 2016 and LODR, 2015. The site and app are updated every business day by 11 AM for changes in the Act & Regulations. For more details, please visit www.ca2013.com

Compliance Calendar for the month of January 2026

Compliance for Companies under SEBI PIT Regulations, 2015			
Sl. No	**Compliance Requirement**	**Section/Rule**	**Due Date**
1	SDD Compliance Certificate by the company's Compliance Officer or a Practising Company Secretary (PCS)	Regulation 3(5)	Within 21st January 2026
Compliances under Companies Act, 2013			
1	Filing of Financial Statements (Form AOC-4 / AOC-4 XBRL/AOC-4 CFS)	Section 137 of the Companies Act, 2013 read with Rule 12 of the Companies (Accounts) Rules, 2014	Extended till January 31, 2026
2	Filing of Annual Return (Form MGT-7 / MGT-7A)	Section 92 of the Companies Act, 2013 read with Rule 11 of the Companies (Management and Administration) Rules, 2014	Extended till January 31, 2026
Compliances under SEBI (LODR) Regulation, 2015			
1	Shareholding Pattern	Regulation 31 (1) (b)	Within 21st January 2026
2	Integrated Filing - Governance	Regulation 13(3): Statement on redressal of investor grievances and 27(2): Compliance Report on Corporate Governance and few provisions of Regulation 30	Within 30th January 2026
Compliances under SEBI (Depositories and Participants) Regulations, 2018			
1	Reconciliation of share capital audit report	Regulation 76	Within 30th January 2026

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Gist of regulatory changes in Companies Act, 2013, SEBI (LODR) 2015, SEBI (PIT) Regulations, 2015 and Insolvency & Bankruptcy Code, 2016 in the month of December, 2025.

- **02/12/2025**

MCA has notified the Companies (Specification of definition details) Amendment Rules, 2025. w.e.f. December 01, 2025.

Under this amendment, the definition of a small company has been substituted with the following:

Paid up capital and turnover of the small company shall not exceed rupees ten crores and rupees one hundred crores respectively.

- **08/12/2025**

Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2025.

Key highlights of the amendments are as follows: -

1. Definition of "Valuer":

The term "valuer" shall have the same meaning as assigned under Section 247 of the Companies Act, 2013, as amended from time to time.

2. Offer Price:

a. Direct Acquisition of Shares / Voting Rights / Control
Where shares of the target company are not frequently traded, the offer price shall now be determined by an independent registered valuer *(earlier determined by the acquirer and the manager to the open offer)*.

b. When Offer Price Cannot Be Determined
In the event the offer price is incapable of being determined - the offer price shall be the fair value of shares of the target company, determined by an independent registered valuer *(earlier determined by the acquirer and the manager to the open offer)*.

c. SEBI-directed Valuation
·SEBI may require valuation of shares by an independent registered valuer, at the expense of the acquirer *(earlier undertaken by the acquirer and the manager to the open offer)*.

d. Ongoing valuation assignments undertaken before commencement of this amendment shall be completed within nine months from the effective date.

3. Mode of payment:

Where listed securities are offered as consideration:
The share exchange ratio must now be certified by a registered valuer. *(earlier certified by the merchant banker (other than the manager to the open offer) or an independent chartered accountant having a minimum experience of ten years)*.

Ongoing valuation assignments prior to commencement must be completed within nine months.

- **17/12/2025**

Securities and Exchange Board of India ("SEBI") notifies the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2025. W.e.f. December 15, 2025.

Standardisation of Terminology to include issue related function in addition to Share Transfer Functions:

The term "Share Transfer Agent" has been substituted with "Registrar to an Issue and Share Transfer Agent (RTA)" throughout the LODR framework.

- **22/12/2025**

Introduction of Modification Utility & Commencement of levy of fee for delayed filing of Forms under Regulation 40B of the CIRP Regulations

Key Highlights of the circular as follows: -

Modification Utility in CP Forms:

a) Insolvency and Bankruptcy Board of India (IBBI) has enabled a Modification Utility on its electronic platform, allowing Insolvency Professionals (IPs) to rectify errors or omissions in already submitted CP forms through an OTP-based authentication process.

b) Where a form is submitted and modified within the prescribed due date, no fee shall be levied, as the delay fee is computed only after the last due date of the form.

Commencement of levy of fee for delayed filing of Forms:

All CIRP (Corporate Insolvency Resolution Process) forms due on or before 31 December 2025, if submitted after the said date, including submissions made by way of correction or updation, shall attract a fee of Rs. 500 per form per calendar month of delay excluding GST until the date of submission**.**

- **24/12/2025**

IBBI has notified the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) (Seventh Amendment) Regulations, 2025 w.e.f. December 22, 2025.

Under this amendment, the following new sub-regulation has been added:

Every resolution plan shall include:

1. A statement of beneficial ownership, in a format to be notified by the Board, covering details of all natural persons who ultimately owns or controls the resolution applicant, together with the shareholding structure and jurisdiction of each intermediate entity; and

2. An affidavit, in the format specified by the Board, confirming the eligibility status for the grant of immunity.

- **30/12/2025**

Format for "Statement of Beneficial Ownership" and Affidavit under Regulation 38(3A) of the CIRP Regulations.

The Insolvency and Bankruptcy Board of India (IBBI) has prescribed standard formats under Regulation 38(3A) of the CIRP Regulations for inclusion in resolution plans, namely:

1. Statement of beneficial ownership
2. Affidavit, confirming the eligibility status for the grant of immunity.

Relaxation of additional fees and extension of time for filing of Financial Statements and Annual Returns.

The Ministry of Corporate Affairs has extended the due date for filing e-form MGT-7/7A, AOC-4, AOC-4 CFS, AOC-4 NBFC (Ind AS), AOC-4 CFS NBFC (Ind AS), AOC-4 XBRL till January 31, 2026, without payment of additional fees.

Solution for Quiz
1. C. 29
2. C. Gig, platform and unorganised workers
3. B. Written appointment letters
4. D. 1 year
5. C. Permission to work night shifts with consent and safety measures

About CimplyFive

Mission

Provide a cost-effective, secure web-based, menu driven, subscription services that provides curated resolutions, timely alerts and informative dashboards to free the management bandwidth for pursuing business goals

Vision

Leverage research and technology to eliminate procedural non-compliance risk for entities regulated by the Indian Companies Act, 2013



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