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# WINS

(WHITESPAN INFORMATION AND NEWS SERVICES)

A GATEWAY TO KNOWLEDGE

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Monthly Newsletter  
JANUARY 2026

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HAPPY

NEW  
YEAR  
2026

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## MESSAGE FROM THE CHIEF EDITOR

**"Quality is never an accident; it is always the result of intelligent effort."— John Ruskin**

We are delighted to present the **104<sup>th</sup> Edition of "WINS – E-Newsletter"** for **January 2026**, marking yet another step in our ongoing effort to deliver timely, relevant, and practical updates to the professional community.

This edition reaffirms our commitment to providing a comprehensive and concise digest of the most significant legal and regulatory developments released during the month. It features carefully curated updates from key regulatory bodies, including the **Ministry of Corporate Affairs (MCA)**, **Securities and Exchange Board of India (SEBI)**, **Reserve Bank of India (RBI)**, **Central Board of Indirect Taxes and Customs (CBIC)**, and the **Central Board of Direct Taxes (CBDT)**, among others.

This edition brings you a concise and insightful summary of **key legal and regulatory developments** from **December 2025**, along with thought-provoking articles, case laws, and a compliance calendar for **January 2026**.

### **In This Special Edition, You'll Find:**

-  **Corporate Updates** from *MCA, SEBI, RBI, CBIC, CBDT*, and other regulatory bodies
-  **Featured Articles** from respected professionals
-  **Important Case Laws**
-  **Compliance Checklist** for January 2026



## MESSAGE FROM THE CHIEF EDITOR

### 👉 A Heartfelt Thank You to our valued readers.

We also extend our sincere gratitude for:

- 📘 Reading and sharing this newsletter
- 💬 Offering thoughtful, constructive feedback
- 💡 Inspiring us with your suggestions and ideas

Your continued engagement drives us to raise the bar—delivering **better content, sharper insights, and more value**, month after month.

### ✉️ Submit your article or get in touch:

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**Let's continue building this platform together—one insightful edition at a time.**

## Meet Our Editorial Board

We are proud to be guided by a distinguished panel of professionals who bring a wealth of knowledge, practical insight, and editorial excellence to every edition of **WINS – E-Newsletter**.

◆ **Mr. Vinay Shukla -Co-founder, Whitespan Advisory (WsA)**

**FCS | LL.B | B.Com | MBA**

A Fellow Member of the Institute of Company Secretaries of India (ICSI), with over 30 years of corporate experience. Mr. Shukla holds degrees in Law, Commerce, and Management, and leads with deep expertise across a wide spectrum of corporate functions.

◆ **Ms. Jaya Yadav**

**FCS | LL.B | B.Com**

A practicing Company Secretary based in Gurgaon, Ms. Yadav is a Fellow Member of ICSI, and a graduate in Law and Commerce from Delhi University. She brings a strong legal and governance perspective to the editorial desk.

◆ **Ms. Shweta Chaturvedi**

**ACS | M.Com**

An Associate Member of ICSI and a postgraduate in Commerce from CSJMU, Kanpur. Ms. Chaturvedi provides sharp editorial insights and supports content development across compliance and regulatory domains.

 *Their collective guidance ensures that WINS maintains the highest standards of quality, relevance, and professional value for its readers.*



# Ministry of Corporate Affairs (MCA)

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

**Date of Notification:** December 01, 2025

**Effective date:** December 01, 2025

**Link:**

<https://www.mca.gov.in/bin/dms/getdocument?mds=CViJxHWXV1QAr0wxTM5ICA%253D%253D&type=open>

The Ministry of Corporate Affairs has notified the Companies (Specification of Definition Details) Amendment Rules, 2025, effective from the date of publication in the Official Gazette.

The amendment revises the definition of a “**small company**” under the Companies Act, 2013 by increasing the thresholds as follows:

- **Paid-up share capital:** not exceeding ₹10 crore
- **Turnover:** not exceeding ₹100 crore

These revised limits apply for the purposes of Section 2(85)(i) and (ii) of the Act.



# Securities Exchange Board of India (SEBI)



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

**Date of Regulation:** December 03, 2025

**Effective date:** January 01, 2026

**Link:**

[https://www.sebi.gov.in/legal/regulations/dec-2025/securities-and-exchange-board-of-india-substantial-acquisition-of-shares-and-takeovers-amendment-regulations-2025\\_98211.html](https://www.sebi.gov.in/legal/regulations/dec-2025/securities-and-exchange-board-of-india-substantial-acquisition-of-shares-and-takeovers-amendment-regulations-2025_98211.html)

The Securities and Exchange Board of India (SEBI), in exercise of the powers conferred under section 30 read with clause (h) of sub-section (2) of section 11 of the SEBI Act, 1992, has notified amendments to the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The amendments are formally titled the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2025. These regulations are intended to further modify and strengthen the existing takeover framework governing substantial acquisition of shares and takeovers of listed companies.

For further information, please refer the above-mentioned link.

## ■: Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) (Second Amendment) Regulations, 2025

**Date of Regulation:** December 03, 2025

**Effective date:** January 01, 2026

**Link:**

[https://www.sebi.gov.in/legal/regulations/dec-2025/securities-and-exchange-board-of-india-share-based-employee-benefits-and-sweat-equity-second-amendment-regulations-2025\\_98214.html](https://www.sebi.gov.in/legal/regulations/dec-2025/securities-and-exchange-board-of-india-share-based-employee-benefits-and-sweat-equity-second-amendment-regulations-2025_98214.html)

The Securities and Exchange Board of India (SEBI), exercising its powers under the SEBI Act, 1992 and the Companies Act, 2013, has issued the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) (Second Amendment) Regulations, 2025.

These regulations amend the existing SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 in accordance with the relevant provisions of the Companies Act and the Companies (Share Capital and Debentures) Rules, 2014.

For further information, please refer the above-mentioned link.

## ▪: Clarification on the Digital Accessibility circulars of SEBI

**Date of Circular:** December 08, 2025

**Effective date:** December 08, 2025

**Link:**

[https://www.sebi.gov.in/legal/circulars/dec-2025/clarification-on-the-digital-accessibility-circulars-of-sebi\\_98238.html](https://www.sebi.gov.in/legal/circulars/dec-2025/clarification-on-the-digital-accessibility-circulars-of-sebi_98238.html)

SEBI has issued a clarification on its earlier circulars relating to digital accessibility requirements for Regulated Entities (REs). The clarification provides that the investors' right to digital accessibility will be incorporated into the relevant Investor Charters published by SEBI. Instead of appointing an accessibility auditor by 14 December 2025, REs are now required to submit a status report on their readiness and compliance with accessibility requirements for each investor-facing digital platform by 31 March 2026 to the specified reporting authorities, with entities reporting to SEBI required to share the status at [digital\\_acc@sebi.gov.in](mailto:digital_acc@sebi.gov.in) in the prescribed format. Investors can lodge accessibility-related complaints on SCORES under a dedicated "Accessibility" category, and REs must remediate such issues for complaint closure. Further, all REs are required to conduct periodic accessibility audits of their websites, mobile applications and portals through certified accessibility professionals, in exercise of SEBI's powers under Section 11(1) of the SEBI Act, 1992.

## ■: Provisions relating to Strengthening Governance of Market Infrastructure Institutions (MIIs)

**Date of Circular:** December 12, 2025

**Link:**

[https://www.sebi.gov.in/legal/circulars/dec-2025/provisions-relating-to-strengthening-governance-of-market-infrastructure-institutions-miis-\\_98329.html](https://www.sebi.gov.in/legal/circulars/dec-2025/provisions-relating-to-strengthening-governance-of-market-infrastructure-institutions-miis-_98329.html)

SEBI has issued a circular to strengthen the governance framework of Market Infrastructure Institutions (MIIs) such as stock exchanges, clearing corporations and depositories. The circular focuses on enhancing oversight, accountability and independence by mandating the appointment of senior executive directors for critical operations and regulatory/risk functions, realigning reporting structures of key functionaries, and strengthening board and committee supervision, with the objective of ensuring that MIIs operate in a robust, transparent and public-interest-oriented manner.

## **Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025**

**Date of Regulation:** December 15, 2025

**Effective date:** December 15, 2025

**Link:**

[https://www.sebi.gov.in/legal/regulations/dec-2025/securities-and-exchange-board-of-india-registrars-to-an-issue-and-share-transfer-agents-regulations-2025\\_98477.html](https://www.sebi.gov.in/legal/regulations/dec-2025/securities-and-exchange-board-of-india-registrars-to-an-issue-and-share-transfer-agents-regulations-2025_98477.html)

SEBI has notified the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025, effective from the date of publication in the Official Gazette.

These regulations aim to consolidate and amend the regulatory framework governing the registration of Registrars to an Issue and Share Transfer Agents (RTAs). They also specify the general obligations and responsibilities of such intermediaries, along with provisions for matters connected or incidental thereto, in exercise of SEBI's powers under the SEBI Act, 1992.

For further information, please visit the above-mentioned link.

## **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2025**

**Date of Regulation:** December 15, 2025

**Effective date:** December 15, 2025

### **Link:**

[https://www.sebi.gov.in/legal/regulations/dec-2025/securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-sixth-amendment-regulations-2025\\_98408.html](https://www.sebi.gov.in/legal/regulations/dec-2025/securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-sixth-amendment-regulations-2025_98408.html)

The Securities and Exchange Board of India (SEBI), exercising its statutory powers under sections 11, 11A(2) and 30 of the SEBI Act, 1992, read with section 31 of the Securities Contracts (Regulation) Act, 1956, has notified amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

These amendments are formally titled the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2025. The regulations are issued to further modify and strengthen the regulatory framework governing listing obligations and disclosure requirements applicable to listed entities.

For further information, please visit the above-mentioned link.

## ▪ Ease of doing investment - Review of simplification of procedure and standardization of formats of documents for issuance of duplicate certificates

**Date of Circular:** December 24, 2025

**Effective date:** December 24, 2025

**Link:**

[https://www.sebi.gov.in/legal/circulars/dec-2025/ease-of-doing-investment-review-of-simplification-of-procedure-and-standardization-of-formats-of-documents-for-issuance-of-duplicate-certificates\\_98668.html](https://www.sebi.gov.in/legal/circulars/dec-2025/ease-of-doing-investment-review-of-simplification-of-procedure-and-standardization-of-formats-of-documents-for-issuance-of-duplicate-certificates_98668.html)

SEBI has reviewed and further simplified the procedure for issuance of duplicate securities certificates, building upon its earlier circular dated May 25, 2022 and the Master Circular for RTAs dated June 23, 2025. With the objective of making the process more efficient and investor-friendly, SEBI has increased the threshold for simplified documentation from ₹5 lakh to ₹10 lakh, prescribed a standardised Affidavit-cum-Indemnity bond, rationalised documentation for securities valued above ₹10 lakh, and dispensed with notarisation of the Affidavit-cum-Indemnity bond for cases involving securities up to ₹10,000. The circular mandates that all duplicate securities be issued only in dematerialised form, applies to both new and ongoing requests with immediate effect, and seeks to facilitate ease of doing investment, restitution of investor rights, and increased dematerialisation.



# RESERVE BANK OF INDIA (RBI)



## **RBI releases Draft Circular on Disclosure of Transaction Cost for Foreign Exchange Transactions**

**Date of Notification:** December 09, 2025

**Effective Date:** December 09, 2025

**Link:**

[https://www.rbi.org.in/Scripts/BS\\_PressReleaseDisplay.aspx?prid=61782](https://www.rbi.org.in/Scripts/BS_PressReleaseDisplay.aspx?prid=61782)

The Reserve Bank of India has released a **Draft Circular on Disclosure of Transaction Cost for Foreign Exchange Transactions** and invited comments from banks, market participants and other stakeholders by January 09, 2026. The draft aims to enhance transparency in the foreign exchange market by proposing mandatory disclosure by Authorized Dealers of all transaction cost components—such as remittance fees, foreign exchange rates and currency conversion charges—associated with foreign exchange cash, tom and spot contracts offered to retail users. This proposal builds on the January 2024 requirement for disclosure of mid-market, bid and ask prices for derivative contracts, and feedback may be submitted to the RBI either by post or via email with the specified subject line.



# Central Board of Direct Taxes (CBDT)



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**CBDT**

CENTRAL BOARD OF DIRECT TAXES

**There are no updates from CBDT for the month of December 2025**



# CENTRAL BOARD OF INDIRECT TAXES & CUSTOMS (CBIC)





**There are no updates from CBIC for the month of December 2025**



# WHITESPAN

Advisory

# Miscellaneous Laws



# Insolvency and Bankruptcy Board of India

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

**Date of Circular:** December 18, 2025

**Effective date:** December 18, 2025

**Link:**

<https://ibbi.gov.in/uploads/legalframework/dc934e519c330afdf05c2084073bff9.pdf>

The circular introduces a Modification Utility on the IBBI electronic platform to enable Insolvency Professionals (IPs) to correct errors or omissions in CIRP forms already submitted, using an OTP-based authentication process. Modifications made before the due date will not attract any fee, as the fee computation under Regulation 40B begins only after the last due date of the form. Further, the circular notifies the commencement of levy of fees for delayed filing of CIRP forms, providing that for all forms due on or before 31 December 2025 and filed thereafter, a fee of ₹500 per form per calendar month of delay (excluding GST) shall be payable, in exercise of powers under section 196 of the Insolvency and Bankruptcy Code, 2016.

## ► Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) (Seventh Amendment) Regulations, 2025

**Date of Notification:** December 22, 2025

**Effective date:** December 22, 2025

**Link:** <https://ibbi.gov.in/uploads/legalframework/f1f3b9db9d37ed015454d3c1b6d00fc7.pdf>

The Insolvency and Bankruptcy Board of India has notified the IBBI (Insolvency Resolution Process for Corporate Persons) (Seventh Amendment) Regulations, 2025, effective from the date of publication in the Official Gazette. The amendment inserts sub-regulation (3A) in Regulation 38, mandating that every resolution plan must include a statement of beneficial ownership detailing all natural persons who ultimately own or control the resolution applicant, along with the shareholding structure and jurisdictions of intermediate entities, in a format to be prescribed by the Board, and an affidavit confirming the resolution applicant's eligibility or ineligibility for the benefit of Section 32A of the Insolvency and Bankruptcy Code, 2016.

# Bombay Stock Exchange of India

## ■ Mandating periodic disclosure requirements- Securitised Debt Instruments (SDIs)

**Date of Notification:** December 16, 2025

**Effective date:** March 31, 2026

**Link:** <https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20251117-20>

Pursuant to Regulation 11B of the SEBI (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008, SEBI has specified the manner of half-yearly disclosures to be made by the trustee of a special purpose distinct entity. Based on stakeholder consultations, trustees are required to submit prescribed disclosures to SEBI and to the stock exchange where the securitised debt instruments (SDIs) are listed within 30 days of the end of March and September. The disclosure requirements differ based on the nature of underlying exposures, with SDIs backed by loans, listed debt securities or credit facilities covered under Annexure I, those backed by other exposures under Annexure II, and illustrative guidance on weighted average maturity, weighted average rating and average default rate provided in Annexure III.

## ■ Modification in the conditions specified for reduction in denomination of debt securities

**Date of Notification:** December 18, 2025

**Effective date:** December 18, 2025

**Link:** <https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20251222-26>

SEBI through its circular dated July 3, 2024, permitted reduction in the denomination of debt securities and non-convertible redeemable preference shares, leading to amendments in the NCS Master Circular dated October 15, 2025. The reduced face value of ₹10,000 was allowed for such securities without structured obligations, subject to conditions including that they be interest or dividend bearing, which had the effect of excluding zero-coupon debt securities. Market participants have highlighted that zero-coupon debt securities, though not carrying periodic interest, are issued at a discount and redeemed at par, with investor returns arising from the price difference at maturity, resulting in compounded returns and making them attractive instruments for portfolio diversification.



# Article 1

## BEST JUDGMENT ASSESSMENT

### INTRODUCTION

The Indian Income-tax Act mandates that every assessee maintain accurate books of account and cooperate with tax authorities during assessment. When the assessee fails to do so or furnishes unreliable data, the Assessing Officer (AO) is empowered to estimate income based on the **best of his judgment** under Section 144. This is known as a **Best Judgment Assessment**.

It is a protective mechanism to prevent revenue loss while ensuring fairness to taxpayers. Courts have repeatedly emphasized that although the AO has wide discretion, it is not unfettered, and must be exercised reasonably, based on relevant material.

#### 1. Statutory Basis – Section 144

Best judgment assessment can be invoked in the following situations:

##### (a) Failure to File Return

If the assessee does not file a return of income under:

- Section 139(1) (original return),
- Section 139(4) (belated return), or
- Section 139(5) (revised return).

##### (b) Non-compliance with Notices

- Assessment may be made under Section 144 when the assessee fails to comply with:
- Notice under Section 142(1) (calling for accounts, documents, etc.)
- Directions for special audit under Section 142(2A)
- Notice under Section 143(2) (scrutiny)

**(c) Inaccurate or Unreliable Accounts**

- Even if the assessee files books, assessment under Section 144 can be made when:
- Books are incorrect,
- Accounts are incomplete,
- Proper income cannot be deduced from them,
- Supporting documentation is not maintained.

**Opportunity of Being Heard**

- Before passing an order, the AO must issue a show-cause notice and give reasonable opportunity to explain. Violation of this requirement may invalidate the assessment.

**2. Nature and Scope of Best Judgment Assessment****(1) Quasi-Judicial Power**

- The AO performs a judicial function and must maintain fairness, impartiality, and reasonableness.

**(2) Assessment Not to Be Arbitrary**

- Courts have repeatedly held that best judgment assessment:
- **Cannot be guesswork**,
- Must be based on **evidence**,
- Must be an **honest and reasonable estimate**.

**(3) Reliance on Relevant Material**

- AO may consider:
- Past profit trends,
- Industry averages,
- Comparable data,
- Market conditions,
- Material discovered during survey or search.

#### (4) Burden of Proof Shifts

- Once the AO rejects books or establishes non-compliance, the **burden shifts to the assessee** to show that the AO's estimate is excessive or unreasonable.

#### (5) Not a Punitive Tool

- Section 144 is not meant to penalize; it only compensates for inadequate cooperation. Penalties may be imposed separately under Sections 271, 272A, etc.

### 3. Misuse of Section 144 in Current Assessments

In recent years, there has been a growing trend where some Assessing Officers invoke Section 144 merely because the assessee has reported **lower profit margins, declining profitability, or year-to-year fluctuations**, even when books are properly maintained and supported by documentary evidence. Instead of pointing out specific defects in the accounts, AOs sometimes rely only on industry averages or prior GP/NP ratios to reject books and make **inflated, arbitrary estimations without any rational basis**. Such mechanical invocation of Section 144 ignores established judicial principles that **low profit is not a defect** and that best judgment assessments must rely on objective material, not presumptions. Appellate authorities have repeatedly emphasized that unless concrete inaccuracies, unverifiable entries, or inconsistencies are demonstrated, rejection of books and estimation of income is unjustified. This trend highlights the importance of judicial oversight to ensure that Section 144 is used judiciously rather than as a tool to artificially enhance income.

### 4. Landmark Judicial Pronouncements

#### 1. *Dhakeswari Cotton Mills Ltd. v. CIT (1954) 26 ITR 775 (SC)*

- The AO has wide powers but **cannot make a pure guess** unsupported by any material.
- Natural justice requires that the assessee be given adequate opportunity.
- Assessment must be based on **some evidence**, even if strict rules of evidence do not apply.

## 2. ***State of Kerala v. C. Velukutty (1966) 60 ITR 239 (SC)***

- Best judgment is not arbitrary; it must be based on **intelligence, reason, and relevant data**.
- Though precise accuracy is impossible, the estimate must be realistic.
- Honest estimate—not a wild guess.

## 3. ***Kachwala Gems v. JCIT (2007) 288 ITR 10 (SC)***

- Where books are unreliable or incomplete, rejection of books is justified.
- AO may rely on GP rate of comparable businesses.

## 4. ***Brij Bhushan Lal Parduman Kumar v. CIT (1978) 115 ITR 524 (SC)***

- Estimate must be a **fair and honest** one based on reasonable material.
- AO must consider past profits and industry practices.

## 5. ***CIT v. A. Krishnaswami Mudaliar (1964) 53 ITR 122 (SC)***

- Rejection of books gives AO discretion but **discretion must be judicious**.
- Suspicion cannot replace evidence.

## 5. Key Principles Emerging from Case Law

### (1) Rejection of Books Must Be Justified

- Books cannot be rejected unless:
- They are incomplete,
- Not maintained as per accounting standards,
- Entries are unreliable or unverifiable.

## **(2) Estimate Must Be Reasonable**

- The AO should consider:
- Historical GP/NP rates,
- Comparable business data,
- Market factors,
- Purchase/sales variations,
- Stock valuation defects.

## **(3) Strict Rules of Evidence Do Not Apply**

- The AO may rely on surrounding circumstances, conduct of assessee, and indirect evidence. However:
- **Some material must exist;** arbitrary additions are prohibited.

## **(4) Opportunity to Assessee**

- The basis of estimation (to the extent possible) must be shared, and the assessee must be allowed to rebut.

## **(5) Not a Substitute for Detailed Assessment**

- Section 144 is invoked only when:
- There is non-cooperation, or
- Books are fundamentally unreliable.

## **6. Practical Situations Leading to Best Judgment Assessment**

- Non-response to scrutiny notice.
- Failure to produce books, vouchers, bills.
- Bogus purchases or unverifiable creditors.
- Huge discrepancies between stock records and accounts.
- Suppressed turnover revealed during survey/search.
- Incorrect method of accounting leading to distorted profits.

## Conclusion

Best Judgment Assessment under Section 144 is a crucial legislative mechanism designed to protect the revenue in cases of non-compliance or unreliable accounting. Courts have consistently balanced the power of the AO with the rights of the taxpayer.

While the AO can make estimations, such estimations:

- must be fair,
- based on relevant material,
- in accordance with natural justice, and
- free from arbitrariness.

The landmark judgments from *Dhakeswari Cotton Mills* to *Kachwala Gems* form the backbone of legal interpretation and ensure that best judgment assessment is used as a fair tool, not an instrument of punishment.

### Author:

Mr. Anuj Tiwari is a seasoned finance and tax professional with over 20 years of experience in corporate and international taxation, tax litigation, and transfer pricing, having worked with Big Four firms and leading multinational organizations. He is a Fellow Member of ICAI and an LL.B., specializing in complex direct tax litigation, cross-border tax advisory, and restructuring across diverse industries.





# Case Laws



## **1. Apex Luminaires Pvt. Ltd. v. Kamal Kishore Sood (Dec 26, 2025)**

### **Background**

A petition alleging oppression and mismanagement was filed under sections 241 and 244 of the Companies Act, 2013 by an individual who had earlier transferred his shares in the company and claimed rights on the basis of a subsequent private arrangement and alleged non-compliance with section 89 regarding declaration of beneficial interest.

### **Question of law**

Whether a person who has ceased to be a member of the company can maintain an oppression and mismanagement petition or seek reliefs concerning the company's affairs on the strength of a private memorandum of understanding and alleged non-compliance with section 89 of the Companies Act, 2013.

### **Judgment and conclusion**

The NCLAT held that a petition under sections 241–244 is not maintainable unless the petitioner establishes that they are a member of the company on the date of filing the petition, and that a former shareholder who has voluntarily transferred his shares has no locus to invoke the oppression and mismanagement jurisdiction. The Tribunal further held that section 89 merely imposes a statutory duty to declare beneficial interest, attracts its own penal consequences, and that non-compliance with section 89 or reliance on a private MOU to which the company is not a party cannot, by itself, constitute oppression and mismanagement or justify interim relief against dealing with company property, leading to dismissal of the appeal and closure of pending applications

## **2. CAPITAL SKYSCRAPER PRIVATE LIMITED v. NCLT (Scheme of Amalgamation, Dec 18, 2025)**

### **Background**

Capital Skyscraper Private Limited (transferor company) and French Buildmart Private Limited (transferee company) moved an application under sections 230–232 of the Companies Act, 2013 seeking approval of a scheme of amalgamation, with the appointed date fixed as 1 April 2022 and supported by board resolutions and auditors' certificates confirming conformity of the accounting treatment with section 133.

### **Question of law**

Whether the scheme of arrangement and the proposed procedure for convening meetings of creditors and unit buyers satisfied the statutory requirements under sections 230–232 and the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, including how the value and number of creditors and unit buyers should be determined for meeting and voting purposes.

### **Judgment and conclusion**

The NCLT (in proceedings later referenced in CAPITAL SKYSCRAPER PRIVATE LIMITED v. NCLT) directed convening of meetings of secured and unsecured creditors and unit buyers of both transferor and transferee companies and held that the value and number of creditors and unit buyers for those meetings would be determined on the basis of the companies' books/records or depository records, with any disputes to be decided finally by the Chairperson of the meeting. The Tribunal accepted that the scheme and its accounting treatment were *prima facie* in conformity with the Companies Act, 2013, permitted the process to move forward in terms of the scheme and the directions issued, and left final sanction of the amalgamation subject to the outcome of the creditors' and stakeholders' meetings so convened.

### **3. Saranga A. Aggarwal Versus State Bank of India and Ajit Kumar 19 December 2025 (NCLAT, New Delhi)**

#### **Background**

A corporate-insolvency appeal was filed before NCLAT challenging an order of the adjudicating authority (NCLT) passed under the Insolvency and Bankruptcy Code, 2016, where the appellant questioned the correctness of the NCLT's decision in relation to the corporate debtor's insolvency process and relied on various Supreme Court and NCLAT precedents.

#### **Question of law**

Whether, in light of binding Supreme Court and NCLAT jurisprudence, any error in applying the IBC framework on issues such as limitation, nature of default, or maintainability of the insolvency application had been committed by the adjudicating authority to warrant interference in the appeal.

#### **Judgment and conclusion**

The NCLAT, constituted by Justice Ashok Bhushan (Chairperson) and Mr Barun Mitra (Technical Member), examined the challenge in the context of existing IBC precedents and concluded that no ground was made out to interfere with the order of the adjudicating authority, thereby affirming the NCLT's decision. The appeal was accordingly dismissed on merits, with the effect that the underlying NCLT order in the corporate debtor's insolvency proceedings continued to operate as passed



# Compliance Checklist





## COMPLIANCE CALENDAR FOR THE MONTH OF JANUARY 2026

SUN	MON	TUE	WED	THU	FRI	SAT
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31



### Income Tax Related Compliance

	<p>Due date for deposit of Tax deducted/collected for the month of December 2025. However, all sum deducted/collected by an office of the government shall be paid to the credit of the Central Government on the same day where tax is paid without production of an Income-tax Challan.</p> <p>Due date for deposit of TDS for the period October 2025 to December 2025 (3<sup>rd</sup> Quarter) when Assessing Officer has permitted quarterly deposit of TDS under section 192, 194A, 194D or 194H</p>
	<p>Due date for issue of TDS Certificate for tax deducted under section 194-IA, 194-IB, 194M, and 194S in the month of November, 2025</p>
	<p>Quarterly statement of TCS for the quarter ending December 31, 2025</p> <p>Due date for furnishing of Form 15G/15H declarations received during the quarter ending December, 2025</p>
	<p>Quarterly TCS certificate in respect of quarter ending December 31, 2025</p> <p>Due date for furnishing of challan-cum-statement in respect of tax deducted under section 194-IA, 194-IB and 194M in the month of December, 2025</p>
	<p>Quarterly statement of TDS for the quarter ending December 31, 2025</p> <p>Quarterly return of non-deduction at source by a banking company from interest on time deposit in respect of the quarter ending December 31, 2025</p>

### GST Related Compliance

	GSTR 1 for December-25 (Monthly)
	GSTR 3B for December-25 (Monthly)
	GSTR-1 for 3 <sup>rd</sup> Quarter (Oct-25 to Dec-25) (QRMP)

### Compliance under Prevention of Sexual Harassment at Workplace Act, 2013

	Due Date for Annual filing of POSH Return
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**FEMA Related Compliances**

 Reporting of actual transactions of External Commercial Borrowings (ECB) through AD Bank under FEMA

**RBI Related Compliances**

 Monthly return (NBS-6) on exposure to capital market

 Monthly statement of short-term dynamic liquidity in Form ALM-I

**Economic, Industrial & Labour Law Related Compliance**

 Monthly payment of PF (Non-Corporate)

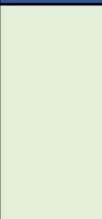
File Monthly Return (Form No.5) for employees leaving / joining during the Previous Month

File monthly return of employees entitled for membership of Insurance Fund (Form No.2(IF))

File monthly Return for members of Insurance Fund leaving service during the previous month (Form No.3(IF))

File monthly return of members joining service during the previous month (Form No.F4(PS))

**MCA Compliances**

 Filing of Form MGT-7 and Form AOC-4 for Financial Year March 31, 2025



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