

MCA Notifies the Expanded Scope for Fast-Track Mergers

The MCA has introduced significant Amendments to the **Companies (Compromises, Arrangements and Amalgamations) Rules, 2016**, through a Notification dated **September 4, 2025** (G.S.R. 603(E)). These changes primarily aim to widen the Scope of Fast-Track Mergers under Section 233 of the Companies Act, 2013, streamlining the process for several Classes of Companies.

Key Amendments introduced includes:

- Substitution of provisions relating to **Notice of Scheme under Section 233(1)(a)** to be issued in **Form CAA.9**, with mandatory Intimation to concerned Sectoral Regulators (RBI, SEBI, IRDAI, PFRDA, etc.) and Stock Exchanges, wherever applicable.
- Introduction of New Categories of Companies eligible for **Fast-Track Mergers**, including:
 1. Unlisted Companies (Non-Section 8) with Outstanding Loans, Debentures or Deposits not exceeding Rs. 200 Crores and No Repayment Defaults;
 2. A Holding Company and its Subsidiary (Listed or Unlisted), provided the Transferor Company is Unlisted;
 3. Two or more Subsidiaries of the same Holding Company where the Transferor Company is Unlisted; and
 4. Merger of a Foreign Holding Company with its Indian Wholly Owned Subsidiary
- Requirement to file an **Auditor's Certificate in Form CAA.10A** confirming specified Financial Thresholds for eligibility under Rule 25 (1A) (iii).
- Revision of provisions regarding filing of Schemes and related Reports in **Form CAA.11 (as attachment to Form RD-1)**, with Additional Disclosures on how Objections / Suggestions of Regulators or Exchanges have been addressed.
- Clarification that provisions of Rule 25 will mutatis mutandis apply to **Schemes of Division or Transfer of Undertaking**.
- Substitution of Statutory Forms – **CAA.9, CAA.10, CAA.10A, CAA.11 and CAA.12** – to align with the amended Rules.

This is a major step towards simplifying and expediting Corporate Restructuring, Reducing the Burden on the National Company Law Tribunal (NCLT) and improving the overall ease of doing business.

Reference of MCA Update:

[MCA Notification_04.092025_Fast Track Merger](#)

Vishnu Daya & Co LLP, Chartered Accountants

MCA Updates Continued Permission for Virtual AGMs & EGMs

The MCA has issued **General Circular No. 03/2025**, dated **September 22, 2025**, bringing significant Clarity to the conduct of Company Meetings.

The Circular clarifies that Companies are permitted to hold their Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till further Orders. This effectively makes the practice a permanent option, superseding previous time-bound relaxations.

A Key Clarification is that this Circular does not grant any extension to the Statutory timelines for holding AGMs under the Companies Act, 2013. Companies must still adhere to the prescribed deadlines and failure to do so will result in Legal Action.

The Ability to conduct EGMs via VC / OAVM or Postal Ballot also remains in effect, in line with prior Circulars. All other requirements under the Companies Act, 2013 remain unchanged.

Reference of MCA Update:

[General Circular-03/2025_22.09.2025_AGM & EGM to hold through VC or OVAM](#)

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MCA Extends the Due Date for DIR-3 KYC Filing upto 15th October 2025

In a move to provide Relief to Stakeholders, the MCA has issued **General Circular No. 04/2025**, dated **September 29, 2025**.

The Circular extends the Due Date for filing **e-Form DIR-3-KYC** and **Web-Form DIR-3-KYC-WEB** without a Late Fee. The New Deadline is now **15th October 2025** (i.e., change from the previous Date of September 30, 2025).

Henceforth, All Directors are advised to use this extended window to ensure timely compliance and avoid a Late Fee of Rs. 5,000/-.

Reference of MCA Update:

[General Circular-04/2025_29.09.2025_Due Date Extension of DIR-3 KYC Forms till 15 Oct 2025](#)

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