

# Annual Filing under Companies Act, 2013: Requirements, Mandatory Disclosures & Precautions



Wednesday Wisdom  
10-12-2025

The Companies Act 2013 (“Act”) is a historical law which intends to improve corporate governance and empower shareholders. The Act has incorporated a framework which is based on self-regulation but with enhanced disclosures and accountability on the part of Companies and their Management. The Corporates are required to file accountable compliances and corporate governance on their part to the Ministry of Corporate Affairs (MCA).[1]

‘Annual filing’ is one of the most important and critical statutory responsibilities for Companies registered in India. It ensures transparency, accountability, and continuity of good corporate governance practices. MCA monitors these filings closely, and delays or errors often attract stiff penalties.

### **Annual filing – Why it matters?**

All Companies - Public, Private, Listed, Unlisted, One person Company (OPC’s) and Small Company must file their Financial Statements under Section 137 and Annual Return under Section 92 of the Companies Act 2013 and rules made there under from time to time.

Providing sufficient and correct ‘Disclosures’ to Ministry of Corporate Affairs is the key aspect in entire Annual filing process.

The Companies are required to give various disclosures under Section 134 and 92 of the Companies Act 2013 and other related rules and regulations made thereunder as mentioned below -

[1]The article reflects the general work of the authors and the views expressed are personal. No reader should act on any statement contained herein without seeking detailed professional advice.

**Section 134 of Companies Act 2013** - Board's Report - In Board Report the disclosures under Section 134 of the Companies Act such as state of Company affairs, Material changes and commitments affecting financial position of the Company, Meeting details, Related Party disclosures, CSR details, Directors Responsibility statements, Changes in Directorship, dividend, etc. are required to be given.

**Section 129 of the Companies Act 2013** - Financial Statements (Form AOC 4) - Financial Statements i.e Balance sheet, Profit & Loss Account, Cash flow statements, details of Loans and advance, Trade Receivable and Payables, details of Foreign Exchange income and expenditure etc are required to be given in the format as prescribed under Schedule III of the Companies Act 2013.

**Section 92 of the Companies Act 2013** - Annual Return ( Form MGT 7/7A) -In Annual Return, details of registered office, principal business activity, details of Promoters, Directors/Key Managerial Personnel ( KMP), details of allotment made, transfer of shares, shareholding pattern, details of holding and subsidiary company etc. are required to be given.

The above referred list covers several key disclosures. However, the Company shall ensure all mandatory disclosures as per Sections stated above.

The responsibility of the Company and its Management is not only restricted to filing of the forms with Registrar of Companies but also giving correct disclosures and/or submitting mandatory and legible documents with MCA and if Company fails to the same the Company may face various repercussions.



Through this article we intend to highlight some 'Adjudication order' issued by Registrar of Companies (ROC) to the Companies for inadequate/non-disclosure of mandatory information/attachments.

### **Gist of ROC Adjudication orders -**

- ROC Gwalior issued an adjudication order dated 18<sup>th</sup> September, 2025, in the matter of 'Shrikrishna Impex Ventures Private Limited' violating Section 134 of the Companies Act 2013.[2] The Board Meeting dates were not incorporated in the Board Report of the Company and incomplete Board Report attached to Form AOC 4 and was also not signed by the Directors of the Company. The Adjudication Authority Imposed a penalty of Rs.1,50,000/- on the Company and Rs. 25,000/- each to the Directors in default.
  - This order emphasizes the importance to 'Disclosures' as provided in Section 134 of the Companies, Act 2013. Even a minor mistake such as a non-disclosure of Board Meeting dates may attract higher penalties to the Company.
  
- ROC Bangalore issued an adjudication order dated 17<sup>th</sup> October, 2025 in the matter of 'Reward 360 Global Services Private Limited' for violation of Section 134 (8) of the Companies Act 2013.[3] The Company failed to provide certain disclosures under Section 134( 1) i.e. disclosures regarding financial statements and 134 (3) disclosures with respect to Board Report for the Financial year 2018-2019 to 2020-2021. The Adjudication Authority imposed a penalty of Rs.3,00,000/- on the Company and Rs.50,000/- each to the Directors in default.
  - This order again emphasizes the repercussions faced by the Company for non-disclosures including the imposition of higher penalties.

[2] Order ID: PO/ADJ/09-2025/GL/00652

[3] Order ID: PO/ADJ/10-2025/BL/00792

- ROC Mumbai issued an adjudication order dated 8<sup>th</sup> October, 2025 in the matter of 'Cindy Engineering Private Limited' for violating Section 92 of the Companies Act, 2013. During the year, 2020-2021, the Company convened Eleven (11) Board Meetings.[4] However, due to oversight the number of meetings held in the said financial year was incorrectly mentioned as Eight (8) meetings instead of Eleven (11) meetings in Form MGT 7.
  - The Adjudicating Authority imposed a penalty of Rs.5,000/- each on the Company and the directors in default.

The order emphasizes that even a simple negligence may attract the penalties to the Company and its Officers.

### Precautions –

1. To ensure accurate disclosure, the Company must implement 'Maker Checker concept' internally. 'Maker Checker concept' is a crucial internal control system where one person (Maker) initiates a transaction or change, and a second, independent person (Checker) reviews and approves it before it's finalized.
2. Need to Cross verify all financial figures, directors' details, shareholding of the Company, registered office address etc on all the documents. There should be consistency in all the documents i.e. disclosures made under Financial Statement, Board Report and the data provided in Annual Filing forms ( Form AOC 4 and MGT 7/7A)
3. In case, Company finds any inconsistency/discrepancies in disclosures after filing the forms to the Registrar of Companies, it is always advisable to file suo- moto application for such nondisclosures to the respective Registrar of Companies or any other related Authorities or file revised forms, if the option is available, to avoid any show cause notices from the Authorities.

[4] Order ID: PO/ADJ/10-2025/MB/00725

## CONCLUSION:

‘Disclosure’ plays a vital role in company filing, due to evolving technology and upgradation of overall systems it becomes mandatory to “key in” the valid and precise content, this will ensure to maintain data integrity and lower the risk of facing penalties, scrutiny and other inspections. It is irrespective of what scale of business it is or how big the revenue or turnover is, it is imperative that being corporate owners, adhere to correct and legitimate disclosure.

For any feedback or response on this article, the authors can be reached on [Anagha.Vaidya@ynzgroup.co.in](mailto:Anagha.Vaidya@ynzgroup.co.in) and [kalyani.oak@ynzgroup.co.in](mailto:kalyani.oak@ynzgroup.co.in)

### Author: Anagha Vaidya

Anagha is a Senior Manager - Corporate at Kalyani Oak & Associates and a Company Secretary by profession. With over eight years of experience at the Firm, Anagha specializes in Corporate Secretarial Matters. She also holds a Bachelor's degree in Commerce.



### Co-author: Kalyani Oak

Kalyani is a Proprietor of Kalyani Oak & Associates, a Company Secretaries Firm. She is a practicing Company Secretary for more than 15 years. Experienced in Corporate Secretarial Matters.

She has done post-graduation in Commerce. She is a Company Secretary & Bachelor of Law.

