NEWSLETTER

January 2021

J P Chawla & Co. LLP

Chartered Accountants

Taxation | Audit | Outsourcing | Regulatory | Transaction Advisory | Business Intelligence



INDEX



1. The Month That Was	3
2. Goods And Service Tax	4
3. Direct Tax	7
4. Assurance & Accounting	8
5. Regulations	10
6. Tax Calender	13
7. About Us	14

THE MONTH THAT WAS



With India's first home-produced COVID-19 vaccine, India has started to accomplish its vision to give 1.3 billion people vaccinations. When it comes to growth, India has started to make its growth rate strong again after COVID-19 with a projection of an impressive 11.5 percent growth rate in 2021.

Economic and Trade highlights in January 2021:

- Kerala becomes the 8th State to complete ease of doing business reforms Kerala has become the 8th State in India to successfully undertake "Ease of Doing Business" reform stipulated by the Department of Expenditure, Ministry of Finance. Thus, the State has become eligible to mobilise additional financial resources of Rs. 2,373 crore (US\$ 323.06 million) through Open Market Borrowings.
- 11 Indian companies in top-500 globally by value, country ranked 10th: Report According to a survey, a total of 11 private Indian companies have made it to the list of 500 most valuable companies in the world, and India is ranked 10th on the ranking. The overall value of these 11 companies increased by 14% and amounted to US\$ 805 billion, or almost a third of India's GDP. In 2020, barring tobacco major ITC and second-largest private sector lender ICICI Bank, all these businesses in the list of non-state corporations have gained in value, according to the "Hurun Global 500" study.
- Cabinet approves MOU between India and Uzbekistan in the field of Solar Energy The Union Cabinet chaired by
 Prime Minister Mr. Narendra Modi was apprised of the signing of Memorandum of Understanding(MoU) between
 India and Uzbekistan for cooperation in the field of Solar Energy. Based on mutual agreement, both parties would
 work for implementation and deployment of pilot project in International Solar Alliance (ISA) member countries.
- India and Japan Sign MoU to Enhance Cooperation in the Field of ICT- India and Japan signed MoU to enhance cooperation
 in the field of Information and Communications Technologies. It expresses the commitment of Government of Japan towards
 mutual cooperation and investments in India.
- Passenger vehicle sales grew 13.6% in December 2020 A sales growth data of 13.59% revealed by the industry body SIAM (Society of Indian Automobile Manufacturers) in Passenger vehicles (PV) during December 2020, with 252,998 units compared to 222,728 units in December 2019. This is a significant improvement in PV sales after a growth of 4.65% was recorded in November.
- Cabinet approves MoU between India and UAE for Scientific and Technical Cooperation The Union Cabinet, chaired by
 the Prime Minister, Mr. Narendra Modi, has given its approval to the Memorandum of Understanding (MoU) on Scientific
 and Technical Cooperation between the National Centre of Meteorology (NCM), United Arab Emirates (UAE) and Ministry
 of Earth Sciences (MoES) India.
- IMF projects an impressive 11.5 per cent growth rate for India in 2021- The IMF has projected an impressive 11.5 per cent
 growth rate for India in 2021, making the country the only major economy in the world to register double-digit growth this
 year amidst the coronavirus pandemic.
- India and Denmark launches unique Green Strategic Partnership India and its Northern European partner Denmark have embarked on a new era in the context of a "far-reaching Green Strategic Partnership" to allow Denmark to provide India with sustainable solutions. This relationship would expand on and strengthen the current agreement between India and Denmark.

GOODS AND SERVICE TAX



Goods and Service Tax

Notification No. 01/2021 - Central Tax

Restrict of filling GSTR-1, where the Form GSTR-3B not filed for previous periods.

In order to implement strict compliances of filing returns the government vide this notification has restricted of filing GSTR-1 in case of non-filing of GSTR-3B for the period as mentioned in the below table:

Type of Taxpayer	If GSTR-3B not filed for the period
Monthly filers on which Rule 86B not applicable	Preceding 2 Months
Monthly filers on which Rule 86B applicable	Preceding Tax Period
Quarterly filers	Preceding Tax Period

Rule 86B: The registered person shall not use the amount available in electronic credit ledger to discharge his liability towards output tax in excess of 99% of such tax liability, in cases where the value of taxable supply other than exempt supply and zero-rated supply, in a month exceeds INR 50 lakh.

Circular No. 143/13/2020 - GST

Quarterly Returns and Monthly Payment Scheme(QRMP)

Earlier government vide various notifications introduced the new quarterly return scheme where a taxpayer is required to furnish details of B2B invoices and payment of tax on a monthly basis. Now government vide this circular clarified the various issues relating to such scheme. The various issues and the clarification are discussed below.

1. Eligibility: As per notification 84/2020-Central Tax, the person whose aggregate turnover does not exceed Rs. 5 Crore in the preceding financial year can opt for QRMP Scheme.

Issue: How the calculation of aggregate turnover shall be made

Clarification: It is clarified that the aggregate annual turnover for the preceding financial year shall be calculated in the common portal taking into account the details furnished in the returns by the taxpayer for the tax periods in the preceding financial year. This new Scheme will be effective from 01.01.2021. Further, in case the aggregate turnover exceeds 5 crore rupees during any quarter in the current financial year, the registered person shall not be eligible for the Scheme from the next quarter.

2. Exercising option for QRMP Scheme

Facility to avail the Scheme on the common portal would be available throughout the year. A registered person can opt-in for any quarter from the first day of second month of preceding quarter to the last day of the first month of the quarter. In order to exercise this option, the registered person must have furnished the last return, as due on the date of exercising such option.

The option once availed shall continue for the future tax periods unless the said option is revised on the portal.

For the first quarter i.e., January 2021 to March 2021 whose aggregate turnover for the F.Y.2019-20 is up to 5 Crore Rupees and who has furnished the return in FORM GSTR-3B for the month of October 2020 by 30th November, 2020 shall be migrated on the common portal as below:

Class of Registered Person	Default Option
Registered Person having turnover up to 1.5 Crore Rupees and furnish GSTR-1 on Quarterly Basis	Quarterly Return
Registered Person having turnover up to 1.5 Crore Rupees and furnish GSTR-1 on Quarterly Basis	Monthly Return
Registered Person having turnover more than 1.5 Crore and up to 5 Crore Rupees in 2019-20	Quarterly Return

It is further clarified that the option to avail the QRMP Scheme is GSTIN wise and therefore, distinct persons as defined in Section 25 of the CGST Act (different GSTINs on the same PAN) have the option to avail the QRMP Scheme for one or more GSTINs. In other words, some GSTINs for that PAN can opt for the QRMP Scheme and remaining GSTINs may not opt for the Scheme.

3. Furnishing of Details of Outward Supplies

The registered person is required to file GSTR-1 quarterly as per rule 59 of the CGST Rule.

For each of the first and second months of a quarter, such a registered person will have the facility (Invoice Furnishing Facility-IFF) to furnish the details of such outward supplies to a registered person, between the 1st day of the succeeding month till the 13th day of the succeeding month. The said details of outward supplies shall, however, not exceed the value of fifty lakh rupees in each month.

It may be noted that after 13th of the month, this facility for furnishing IFF for the previous month would not be available. As a facilitation measure, continuous upload of invoices would also be provided for the registered persons wherein they can save the invoices in IFF from the 1st day of the month till 13th day of the succeeding month. The facility of furnishing details of invoices in IFF has been provided so as to allow details of such supplies to be duly reflected in the FORM GSTR-2A and FORM GSTR-2B of the concerned recipient.

It is re-iterated that said facility is not mandatory and is only an optional facility made available to the registered persons under the QRMP Scheme.

The details furnished in IFF get auto-populated in GSTR-1.

4. Monthly Payment of Tax

The registered person opting for QRMP scheme shall require to pay tax due in each of the first two months of the quarter by depositing the cash in the electronic cash ledger by the 25th of the next month of the quarter. While generating the challan, taxpayers should select "Monthly payment for the quarterly taxpayer" as reason for generating the challan. There are two methods of calculating the amount of payment.

- **Fixed Sum Method:** A prefilled Challan in Form GST PMT-06 for an amount equal to 35% of the tax paid in cash in the preceding quarter where returns filed are quarterly or 100% of the tax paid in cash in the preceding month where returns filed monthly in preceding periods.
- **Self-Assessment Method:** The person can pay the tax amount on self-assessment basis considering the outward liability and inward supplies as appear in GSTR-2B for every month.

Where the balance in electronic cash ledger or electronic credit ledger is sufficient to pay the tax liability for any month then such person is not required to pay tax amount as per the above method.

DIRECT TAX



Direct Tax

Faceless Penalty Scheme

The Central Government has introduced "Faceless Penalty Scheme". All the penalty proceedings will be covered under this scheme. The Government has notified the process of how the penalty proceedings will be conducted in this scheme.

-[Notification 02/2021]

CBDT launches e-portal for filing complaints

CBDT had launched an e-portal for filing complaints regarding tax evasion, Benami properties and undisclosed foreign assets. The portal has been launched as a step towards e-governance and encouraging the participation of citizens as stakeholders in curbing tax evasion. The complaint can be filed through the income tax e-filing portal.

-[Press Release]

Clarification regarding Amount of Remuneration prescribed u/s 9A(3)(m)

Section 9A(3)(m) of Income Tax Act, 1961 prescribes the payment of remuneration by an eligible investment fund to the eligible fund manager in respect of fund management activity undertaken by him on behalf of the fund.

Rule 10V was amended from 01/04/2019 vide a notification dated 27/05/2020which allows the remuneration paid by the fund can be lower than the amount calculated u/s 9A(3)(m) by seeking Board's approval.

Various representations have been received by CBDT regarding remuneration to be paid to Fund manager for FY 2019-20 as the notification was issued in FY 2020-21. Therefore, CBDT has allowed for lower remuneration for FY 2019-20 and FY 2020-21 if the amount paid is at arm's length price.

-[Circular 1/2021]

Assurance and Accounting



Assurance and Accounting

Indian Accounting Standards/International Financial Reporting Standards

Discussion Paper on Business Combinations under Common Control

IFRS 3 Business Combinations set outs reporting requirements for mergers and acquisitions-referred to as business combinations in IFRS Standards. However, that Standard does not specify how to report transactions that involve transfers of businesses between companies within the same group. Such transactions are common in many countries around the world.

As a result of this gap in IFRS Standards, companies report these combinations in different ways. In some cases, they use the acquisition method. That method measures the assets and liabilities received in the combination at fair value and recognises goodwill. In other cases, companies use a book-value method. That method measures those assets and liabilities at their existing book values. There is a variety of book-value methods used in practice. Furthermore, companies often provide little information about these combinations. This diversity in practice makes it difficult for investors to understand the effects of such transactions on companies that undertake them and to compare companies that undertake similar transactions.

For this, International Accounting Standards Board (IASB) of IFRS Foundation has issued Discussion Paper on Business Combinations under Common Control for public comments. The IASB's aim is to explore possible reporting requirements that would reduce diversity in practice and provide users of the receiving company's financial statements with better information about these combinations. The IASB's view is that companies should provide similar information about similar business combinations when the benefits of that information to investors outweigh the costs of providing it. Specifically, the IASB is suggesting that the acquisition method should be used when a business combination under common control affects non-controlling shareholders.

The Accounting Standards Board (ASB) of ICAI has also invited comments from public. This discussion paper is hosted on https://resource.cdn.icai.org/62735asb50718.pdf and comment can be given by July 15, 2021, on https://www.icai.org/comments/asb/

Standards of Auditing

Release of Standard on Assurance Engagements (SAE) 3410 - Assurance Engagements on Greenhouse Gas Statements

Sustainability Reporting Standards Board (SRSB) of the Institute of Chartered Accountants of India (ICAI) has released Standard on Assurance Engagements (SAE) 3410 - Assurance Engagements on Greenhouse Gas Statements. This Standard on Assurance Engagements (SAE) deals with assurance engagements to report on an entity's GHG statement. The objective of this SAE is practitioner:

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- To obtain either reasonable assurance or limited assurance, as appropriate, about whether the GHG statement is free from
 material misstatement, whether due to fraud or error, thereby enabling the practitioner to express a reasonable assurance
 or limited assurance conclusion;
- To report, in accordance with the practitioner's findings, about whether in the case of a reasonable assurance engagement, the GHG statement is prepared, in all material respects, in accordance with the applicable criteria; or In the case of a limited assurance engagement, anything has come to the practitioner's attention that causes the practitioner to believe, on the basis of the procedures performed and evidence obtained, that the GHG statement is not prepared, in all material respects, in accordance with the applicable criteria; and
- To communicate as otherwise required by this SAE, in accordance with the practitioner's findings.

The document of this SAE is available on https://resource.cdn.icai.org/62857srsb50843.pdf

ICAI Announcement

Extension of Condonation Scheme to regularize UDINs

UDIN Directorate of the Institute of Chartered Accountants of India (ICAI) has extended the Condonation Scheme to regularize UDINs announced by the ICAI vide its announcement dated 28th December 2020. Earlier as per the scheme, the documents signed between 1st Feb.2019 till 31st Dec. 2020 the UDINs could have been generated from 1st Jan. 2021 to 31st Jan. 2021.

But after this extension, all the missed UDINs between the period 1st Feb. 2019 to 31st Jan. 2021 can now be generated up to 28th Feb. 2021. However, it may be noted that for all the documents signed from 1st Feb. 2021 onwards, the original guidance for generation of UDIN i.e. on the same day or within 15 days will have to be followed.

REGULATIONS



Regulations

COMPANY/LLP LAW UPDATES

A. Companies (Incorporation) Amendment Rules 2021

Amendment to Companies (Incorporation) Rules 2014 has been brought which has renumbered the clauses (9) (10) (11) of Rule 41 as clause (7) (8) (9) and also substituted renumbered clause (7) where it was stated that if Regional Director fails to approve or reject the conversion application within thirty days of hearing then it shall be considered as deemed approval. This amendment omits the concept of deemed approval.

Further, it has amended the provisions where earlier it was stated that if consensus is not received within stipulated time period then Regional Director shall reject the application. Now as per the amended provisions if consensus is not received within stipulated time period then Regional Director may, with reasons to be recorded in writing, approve the application if he is satisfied that conversion would not be against the interests of the company or is not being made with a view to contravene or to avoid complying with the provisions of the Act.

B. Companies (Corporate Social Responsibility Policy) Amendments

Amendment to Companies (Corporate Social Responsibility Policy) Rules 2014 has been brought in wherein complete CSR provisions were amended and new concepts were introduced as mentioned below:

Major amendments:

- 1. Definition of Administrative overheads has been inserted which shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular Corporate Social Responsibility project or program;
- 2. Activities which shall not be included in CSR have been clearly specified.
- 3. International Organisation and term ongoing project has been defined.
- 4. New Form CSR-1 has been introduced which is to be filed by every entity who intends to undertake any CSR activity and shall register itself with the Central Government by filing this form electronically with the Registrar, with effect from the 01st day of April 2021. Upon the filing of CSR-1, a unique CSR Registration Number shall be generated by the system automatically.
- 5. A company may engage international organisations for designing, monitoring and evaluation of the CSR projects or programmes as per its CSR policy as well as for the capacity building of their own personnel for CSR.
- 6. CSR Committee shall formulate and recommend to the Board an annual action plan in pursuance of its CSR policy.
- 7. Any surplus arising out of the CSR activities shall not form part of the business profit of a company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the company or transfer such surplus amount to a Fund specified in Schedule VII of the Act, within a period of six months of the expiry of the financial year.
- 8. CSR amount may be spent by a company for the creation or acquisition of a capital asset, which shall be held by government authorized establishments.

- 9. The unspent CSR amount, if any, shall be transferred by the company to a fund specified in Schedule VII for said purpose or any fund included in schedule VII of the Act.
- 10. Every company having average CSR obligation of ten crore rupees or more in pursuance of subsection (5) of section 135 of the Act, in the three immediately preceding financial years, shall undertake impact assessment, through an independent agency, of their CSR projects having outlays of one crore rupees or more, and which have been completed not less than one year before undertaking the impact study.
- 11. The impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR.

Companies Amendment Act, 2019 contains the following provisions which has been made effective w.e.f. 22nd January, 2021:

- 1. As per amended provisions, unspent amount unless it relates to any ongoing project shall be transferred to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.
- 2. Any amount remaining unspent pursuant to any ongoing project undertaken by a company in pursuance of its Corporate Social Responsibility Policy shall be transferred by the company within a period of thirty days from the end of the financial year to a special account to be opened by the company in that behalf for that financial year in any scheduled bank to be called the Unspent Corporate Social Responsibility Account. Further such amount shall be spent by the company in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer, failing which, the company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.

Companies Amendment Act, 2020 contains the following provisions which has been made effective w.e.f. 22nd January, 2021:

- If the company spends an amount in excess oftherequirements, such company may set off such excess amount against the requirement to spend under this sub-section for such number of succeeding financial years and in such manner, as may be prescribed.
- If a company is in default in complying with the provisions of spending the CSR amount or transferring the unspent CSR Amount, the company shall be liable to a penalty of twice the amount required to be transferred by the company to the Fund specified in Schedule VII or the Unspent Corporate Social Responsibility Account, as the case may be, or one crore rupees, whichever is less, and every officer of the company who is in default shall be liable to a penalty of one-tenth of the amount required to be transferred by the company to such Fund specified in Schedule VII, or the Unspent Corporate Social Responsibility Account, as the case may be, or two lakh rupees, whichever is less.
- Where the amount to be spent to be spent by a company does not exceed fifty lakh rupees, the requirement for
 constitution of the Corporate Social Responsibility Committee shall not be applicable and the functions of such
 Committee shall, in such cases, be discharged by the Board of Directors of such company.

C. Other updates

1. Ministry of Corporate Affairs has brought in clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM) wherein it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021 in accordance with the guidelines provided for conducting meetings through VC or OAVM in general circular no. 20/2020. It was further clarified that such extension of holding the meetings through VC/ OAVM shall not be construed as conferring any extension of time for holding of AGMs by the Companies.

- 2. Ministry of Corporate Affairs has clarified that spending of CSR funds for awareness and public outreach campaigns on Covid-19 Vaccination programme shall be considered as an eligible CSR activity.
- 3. Ministry of Corporate Affairs has decided that the companies which has got restored on the Register of Companies between 01st December 2020 and 31st December 2020 as per NCLT order u/s 252 of the Companies Act, 2013 shall be provided benefit of waiver of additional fees in respect of overdue filings. It shall be effective from 01st February, 2021 and shall last till 31.03.2021.
- 4. Some provisions modified under Companies (Amendment) Act, 2020 notified w.e.f. 22nd January, 2021. Some of them are briefly explained below:
- 5. Exemption to comply with Section 117 (3)(g) in respect of resolution passed to grant loans/ give guarantee/provide security in the ordinary course of business has been provided to banking companies, NBFC and housing finance companies.
- 6. New Section 129A has been made effective which requires a specified class of unlisted companies to prepare financial results on periodical basis, obtain approval of board and complete audit and limited review of such financials and to complete filings of such financials within a period of 30 days of completion of period.
- 7. New 'Extend' functionality shall be introduced as part of SPICe+ Part A in line with Rule 9A 'Extension of reservation of name in certain cases' of the Companies (Incorporation) Third Amendment Rules, 2020 with effect from 26th January 2021.
- 8. Extension for filing of Form AOC-4, AOC-4 (CFS), AOC-4 XBRL and AOC-4 Non-XBRL, in respect of the financial year ended on 31.03.2020, has been provided by ROC till 15.02.2021
- 9. Timeline for transacting the business specified in Rule 4 of Companies (Meetings of Board and its Powers) Rules, 2014 has been extended from 31st December, 2020 to 30th June 2021.

FEMA/RBI Updates

Introduction of Legal Entity Identifier for Large Value Transactions in Centralized Payment Systems

Earlier LEI has been introduced by the Reserve Bank in a phased manner for participants in the over the counter (OTC) derivative and non-derivative markets as also for large corporate borrowers.

Now, the Reserve Bank of India (RBI) has decided to introduce the LEI system for all payment transactions of value ₹50 crores and above undertaken by entities (non-individuals) using Reserve Bank-run Centralised Payment Systems viz. Real Time Gross Settlement (RTGS) and National Electronic Funds Transfer (NEFT). These directions shall be effective from April 1, 2021.

In preparation of the above, member banks are directed to-

- advise entities who undertake large value transactions (₹50 crores and above) to obtain LEI in time, if they do not already
 have one;
- include remitter and beneficiary LEI information in RTGS and NEFT payment messages;
- maintain records of all transactions of ₹50 crores and above through RTGS and/or NEFT.

Insolvency And Bankruptcy Code Updates

The Chennai Bench of National Company Law Appellate Tribunal (NCLAT) will start its functioning from 25.01.2021 through Virtual Mode. Therefore, the filing of Fresh Appeals against the orders of the Benches of the National Company Law Tribunal having jurisdiction in respect of States of Karnataka, Tamil Nadu, Kerala, Andhra Pradesh and Telangana and Union Territories of Lakshadweep and Puducherry shall have to be made before the Chennai Bench of NCLAT w.e.f. 25.01.2021.



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