

**[TO BE PUBLISHED IN THE GAZETTE OF INDIA, EXTRAORDINARY, PART II, SECTION 3, SUB-SECTION (i)]**

**GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS**

**NOTIFICATION**

**New Delhi the 10<sup>th</sup> January, 2023**

**G.S.R. \_\_\_ (E).** - In exercise of the powers conferred under section 3, section 4, sub-sections (5) and (6) of section 5, section 6, sub-sections (1) and (2) of section 7, sub-sections (1) and (2) of section 8, clauses (a) and (b) of sub-section (1) of section 11, sub-sections (2), (3), (4), (5) and (9) of section 12, sub-sections (3), (4) and proviso to sub-section (5) of section 13, sub-section (2) of section 14, sub-section (1) of section 17, sub-sections (1) and (2) of section 20 read with sub-sections (1) and (2) of section 469 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules further to amend the Companies (Incorporation) Rules, 2014, namely:-

1. Short title and commencement.- (1) These rules may be called the Companies (Incorporation) Amendment Rules, 2023.

(2) They shall come into force with effect from 23<sup>rd</sup> January 2023.

2. In the Companies (Incorporation) Rules, 2014 (hereinafter referred to as the said rules) in rule 4,-

(i) for sub-rule (2), the following sub-rule shall be substituted, namely:-

“(2) The name of the person nominated under sub-rule (1) shall be mentioned in the memorandum of One Person Company and such nomination details along with consent of such nominee shall be filled in Form No. INC-32 (SPICe+) as a declaration and the said Form alongwith fee as provided in the Companies (Registration offices and fees) Rules, 2014 shall be filed with the Registrar at the time of incorporation of the company along with its e-memorandum and e-articles.”;

(ii) in proviso to sub-rule (3), for the words, letters and figure, “in Form No. INC.3” the words, letters and figure, “which shall be filed in form of a declaration in Form no. INC.4.” shall be substituted;

(iii) in sub-rule (4), for the words, letters and figure, "in Form No. INC.3", the words, letters and figure, "in form of a declaration in Form No. INC-4" shall be substituted;

(iv) in sub-rule (5), for the words, letters and figure, "prior consent of such another person in Form No. INC-3", the words, letters and figure, "consent of such another person and his declaration shall be filed in Form No. INC-4" shall be substituted;

(v) in proviso to sub-rule (5), for the words, letters and figure, "written consent of the new nominee in Form No. INC-3" the words, letters and figure, "particulars of consent of new nominee in form of a declaration in Form No. INC-4" shall be substituted;

(vi) in sub-rule (6), for the words, letters and figure, "prior written consent of the person so nominated in Form No. INC-3" the words, letters and figure, "particulars of consent of the person so nominated in form of declaration in Form No. INC-4" shall be substituted;

**3.** In rule 6 of the said rules,-

(i) for sub-rule (3), the following sub-rule shall be substituted, namely:-

"(3) The company shall file an application in e-Form No. INC-6 for its conversion into Private or Public Company, other than under section 8 of the Act, alongwith fees as provided in the Companies (Registration Offices and Fees) Rules, 2014 with altered e-MOA and e-AOA.";

(ii) for sub-rule (4), the following sub-rule shall be substituted, namely:-

"(4) On being satisfied that the requirements have been complied with, the Registrar after examining the latest audited financial statement shall approve the form and issue certificate.";

**4.** In rule 7 of the said rules,-

(i) for sub-rule (4), the following sub-rule shall be substituted, namely:-

"(4) The company shall file an application in e-Form No. INC-6 for its conversion into One Person Company alongwith fees as provided in the Companies (Registration Offices and Fees) Rules, 2014 by attaching the following details or documents, namely:-

(i) altered e-MOA and e-AOA;

(ii) copy of NOC of every creditors with the application for conversion;

(iii) affidavit of directors confirming that all the members of the company have given their consent for conversion.”;

(ii) for sub-rule (5), the following sub-rule shall be substituted, namely:-

“(5) On being satisfied that the requirements stated herein have been complied with, the Registrar after examining the latest audited financial statement shall approve the form and issue certificate.”;

**5.** in rule 19 of the said rules,-

(i) in sub-rule (3),-

(a) in sub-clause (b), the words, letters and figures, “in Form No. INC.14”, shall be omitted;

(b) in sub-clause (d), the words, letters and figures, “in Form No. INC-15”, shall be omitted;

**6.** in rule 20 of the said rules,-

(i) for sub-rule (2), the following sub-rule shall be substituted, namely:-

“(2) The application under sub-rule (1), shall be accompanied by the following details and documents, namely:-

- (a) the e-Memorandum of Association and e-Article of Association of the company;
- (b) the declaration by an Advocate, a Chartered Accountant, Cost Accountant or Company Secretary in Practice, that the memorandum and articles of association have been drawn up in conformity with the provisions of section 8 of the Act and rules made thereunder and that all the requirements of the Act and the rules made thereunder or supplemental thereto have been complied with;
- (c) a statement showing in detail the assets (with the values thereof), and the liabilities of the company, as on the date of the application or within thirty days preceding that date;
- (d) the certified copy of the resolution passed in general or board meetings approving registration of the company under section 8 of the Act; and
- (e) a declaration by each of the persons making the application.”;