

MINISTRY OF CORPORATE AFFAIRS**NOTIFICATION**

New Delhi, the 1st February, 2021

G.S.R. 91(E).— In exercise of the powers conferred by 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. (1) These rules may be called the **Companies (Incorporation) Second Amendment Rules, 2021**.

(2) They shall come into force on the **1st day of April, 2021**.

2. In the Companies (Incorporation) Rules, 2014,-

I. in rule 3, _

(a) in sub-rule (1),-

(i) for the words, “and resident in India” the words “whether resident in India or otherwise” shall be substituted;

(ii) in *Explanation I*, for the words “one hundred and eighty two days” the words “one hundred and twenty days” shall be substituted;

(b) sub-rule (7) shall be omitted.

II. for rule 6, the following rule shall be substituted, namely:-

“6. Conversion of One Person Company into a Public company or a Private company.-

(1) The One Person company shall alter its memorandum and articles by passing a resolution in accordance with sub-section (3) of section 122 of the Act to give effect to the conversion and to make necessary changes incidental thereto.

(2) A One Person company may be converted into a Private or Public Company, other than a company registered under section 8 of the Act, after increasing the minimum number of members and directors to two or seven members and two or three directors, as the case may be, and maintaining the minimum paid-up capital as per the requirements of the Act for such class of company and by making due compliance of section 18 of the Act for conversion.

(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, along with fees as provided in the Companies (Registration offices and fees) Rules, 2014 by attaching documents, namely:-

(a) Altered MOA and AOA;

(b) copy of resolution;

(c) the list of proposed members and its directors along with consent;

(d) list of creditors; and

(e) the latest audited balance sheet and profit and loss account.

(4) On being satisfied that the requirements stated herein have been complied with, the Registrar shall approve the form and issue the Certificate.

III. in rule 7,-

(a) in sub-rule (1), the words “ having paid up share capital of fifty lakhs rupees or less and average annual turnover during the relevant period is two crore rupees or less” shall be omitted.

(b) in sub-rule (4), in clause (i), the words “,the paid up share capital company is fifty lakhs rupees or less or average annual turnover is less than two crores rupees, as the case may be” shall be omitted.

IV. In the Annexure,

(a) the e-Form No.INC-5 shall be omitted.

(b) for the e-Form No.INC-6, the following form shall be substituted, namely:-

e-FORM NO INC-6

[Pursuant to section 18 of the Companies Act, 2013 and Rule 6 and 7(4) the Companies (Incorporation) Rules, 2014]


One Person Company and Private company– Application for Conversion

Form language o English o Hindi

Refer the instruction kit for filing the form.

1. *Application for o Conversion of OPC into private company
o Conversion of OPC into public company
o Conversion of Private company into OPC

2. (a) *Corporate identity number (CIN) of the company

Pre-Fill

- (b) Global location number (GLN)

3. (a) Name of the company

- (b) Category

- (c) Sub-category of the company

- (d) Address of Registered office of the company

- (e) Date of incorporation of the company

- (f) email ID of the company

- (g) Whether company is having share capital or not

4. *Name of the company at the time of incorporation (to be displayed in the certificate)

Part A

5. *Existing number of directors in the company

(after addition)

(Number of directors shall be minimum 2 in case of conversion into private company or 3 in case of conversion into private company)

6. Particulars of special resolution

- (a) *SRN of Form MGT-14

- (b) *Date of filing MGT-14

- (c) *Date of passing the special resolution

7. I. Capital structure of the company

(a) Authorized capital of the company (in Rs.)

* (i) Number of equity shares Nominal amount per equity share

Total amount of equity shares (in Rs.)

* (ii) Number of preference shares Nominal amount per preference share

Total amount of preference shares (in Rs.)

* (b) Paid up capital of the company (in Rs.)

(i) Number of equity shares Nominal amount per equity share

Total amount of equity shares (in Rs.)

(ii) Number of preference shares Nominal amount per preference share

Total amount of preference shares (in Rs.)

II. Number of members

(a) Maximum number of members

(b) Maximum number of members excluding proposed employees

(c) Number of members

(d) Number of members excluding proposed employee(s)

PART B

8. Particulars of the person who will be sole member of the OPC subsequent upon conversion

Director Identification number(DIN)

*Income-tax permanent account number (PAN)

*First Name

Middle Name

*Surname

Family Name

* O Father's Name O Mother's Name O Spouse's name

*Gender Male Female Transgender

*Nationality *Date of Birth

*Place of Birth (District & State)

*Educational qualification

*Occupation Type Self-employed Professional Homemaker Student Serviceman

Area of occupation

Permanent Address

*Line I

Line II

*City

*State/ Union Territory

*Pin code

ISO Country code

Country

*Phone (with STD/ISD code)

Mobile (with country code)

Fax

*email id

*Whether present address is same as the permanent address Yes No

Present Address

*Line I

Line II

*City

* State/ Union Territory

Pin code

*ISO Country code

Country

*Phone (with STD/ISD code)

Mobile (with country code)

Fax

email id

*Duration of stay at present address year(s) month(s)

If Duration of stay at present address is less than one year then address of previous residence

*Proof of identity

{Values – Voters identity Card, Passport, Driving License, Aadhar Number}

*Residential Proof

{Values: Bank Statement, Electricity Bill, Telephone Bill, Mobile bill}

9. Nomination

I (*Small description box*), the member of * (*Small description box*) do hereby nominate (*Small description box*) who shall become the member of the company in the event of my death or incapacity to contract. I declare that the nominee is eligible for nomination within the meaning of Rule 2.1 of the Companies Rules, 2013.

10. Particulars of the person who will be nominee of the sole member subsequent upon conversion

Director Identification number(DIN)

Pre-Fill

*Income-tax permanent account number (PAN)

Verify Details

*First Name

Middle Name

*Surname

Family Name

* Father's Name Mother's Name Spouse's name*Gender Male Female Transgender

*Nationality

*Date of Birth

*Place of Birth (District & State)

*Educational qualification

*Occupation Type

 Self-employed Professional Homemaker Student Serviceman

Area of occupation

Permanent Address

*Line I

Line II

*City

*State/ Union Territory

*Pin code

ISO Country code

Country

*Phone (with STD/ISD code)

Mobile (with country code)

Fax

*email id

*Whether present address is same as the permanent address Yes No

Present Address

*Line I

Line II

*City

* State/ Union Territory in code

*ISO Country code

Country

*Phone (with STD/ISD code) -

Mobile (with country code)

Fax

email id

*Duration of stay at present address year(s) month(s)

If Duration of stay at present address is less than one year then address of previous residence

*Proof of identity

{Values – Voters identity Card, Passport, Driving License, Aadhar Number}

*Residential Proof

{Values: Bank Statement, Electricity Bill, Telephone Bill, Mobile bill}

Attachments

1. *Altered Memorandum of association
2. *Altered Articles of association
3. *Copy of the duly attested latest financial statement.
4. *Copy of board resolution authorizing giving of notice;
5. Copy of minutes, list of creditors and list of members.
6. Copy of NOC of every creditors with the application for Conversion.
7. Consent of the nominee
8. Copy of PAN card of the nominee and member
9. Proof of identity of the nominee and member
10. Residential proof of the nominee and member
11. Optional attachment(s) - if any.

Attach

Attach

Attach

Attach

Attach

Attach

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Attach

Declaration

I* , a *
(Drop down) {Values: Director/Manager/Company Secretary /CEO/CFO} of the company declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect to the conversion of the company and matters precedent or incidental thereto have been complied with. I am authorized by the board of directors to give this declaration and to sign and submit this Form. It is further declared and verified that

- *Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.
- No objection certificate has been received from the members and creditors allowing conversion from private company into OPC or OPC into Public or Private Company as the case may be.
- *All the required attachments have been completely, correctly and legibly attached to this form.

To be digitally signed byDesignation

DSC BOX

*Director identification number of the director; or
DIN or PAN of the manager/CEO/CFO; or Membership
number of the Company Secretary

DSC BOX

To be digitally signed by

Member (In case of conversion of OPC)

PAN or DIN of member

Note: Attention is drawn to provisions of Section 448 and 449 which provide for punishment for false statement and punishment for false evidence respectively.

<input type="button" value="Modify"/>	<input type="button" value="Check Form"/>	<input type="button" value="Prescrutiny"/>	<input type="button" value="Submit"/>
For office use only:		<input type="button" value="Affix filing details"/>	
eForm Service request number (SRN)	<input type="text"/>	eForm filing date	<input type="text"/> (DD/MM/YYYY)
This e-Form is hereby registered			
Digital signature of the authorising officer	<input type="text"/>	<input type="button" value="Confirm submission"/>	
Date of signing	<input type="text"/>	(DD/MM/YYYY)	

[F. No. 1/13/2013 CL-V, Vol.IV]

K.V.R. MURTY, Jt. Secy.

Note: The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i), vide number G.S.R. 250(E), dated the 31st March, 2014 and last amended vide number G.S.R.44(E), dated the 25th January, 2021.