

[To be published in the Gazette of India, Extraordinary, Part, II, Section 3, Sub-section (i)]

Ministry of Corporate Affairs

NOTIFICATION

New Delhi, the, 2025

G.S.R.(E).— In exercise of the powers conferred by sub-sections (1) and (2) of section 469 read with section 233 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules further to amend the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 namely :-

1. Short title and commencement.- (1) These rules may be called the Companies (Compromises, Arrangements and Amalgamations) Amendment Rules, 2025.

(2) They shall come into force on the date of their publication in the Official Gazette.

2. In the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, in Rule 25, in sub-rule (1A), in clause (ii) for the words “small company”, the following shall be substituted, namely:-

“small company, or

(iii) one or more unlisted company (other than a section 8 company) with one or more unlisted company (other than a section 8 company) where every company involved in the merger meets the following criteria as on a day, not more than 30 days before the date of notice referred to in clause (a) of sub-section (1) of section 233:-

(a) the borrowing of the company from banks or financial institutions or any other body corporate is less than fifty crore rupees and

(b) such a company has no default in repayment of such borrowings; or

Provided that a certificate from the auditor of the company that the company meets the conditions referred to in this clause shall be attached alongwith the application under sub-section (2) of section 233;

(iv) a holding company (listed or unlisted) and its one or more unlisted subsidiary company or companies; or

(v) one or more subsidiary company of a holding company with one or more other subsidiary company of the same holding company where the transferor company or companies are not listed;

(vi) merger of the transferor foreign company incorporated outside India being a holding company with the transferee Indian company being its wholly owned subsidiary company incorporated in India referred to in sub-rule (5) of rule 25A;

[F. No. 2/31/CAA/2013 – CL.V Part]

(Balamurugan D.)

Joint Secretary to the Government of India

Note:- The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i) *vide* number G.S.R 1134(E), dated the 14th December, 2016 and subsequently amended *vide* the following notifications: -

Serial Number	Notification Number	Notification Date
1	G.S.R 368(E)	13 th April, 2017
2	G.S.R. 79(E)	3 rd February, 2020
3	G.S.R. 773(E)	17 th December, 2020
4	G.S.R. 93(E)	1 st February, 2021
5	G.S.R. 401(E)	30 th May, 2022
6	G.S.R.367(E)	15 th May, 2023.
7	G.S.R. 555(E)	9 th September, 2024