

Prepared by:

CS Ankur Garg

<https://www.facebook.com/#!/ankur.gargcs>

Procedure for change in Name of the Company

Dear Professional Colleague,

A company's name is considered as identity of the company (Public or Private), which may be changed with the approval of members in the general meeting. According to section 13(1) of the Companies Act, 2013, a special resolution is required to be passed at the general meeting since change in name of the Company involves alteration in Memorandum of Association. As per Section 13(2) for change in name of the Company approval of the Central Government shall also be required (Powers have been delegated to the Registrar of Companies).

This Article contains the procedure for change in Name of the Company under Companies Act, 2013 with detailed documentation required. I hope this document would be of some help w.r.t. your professional working.

Procedure for change in Name clause of the Company involves alteration in the Memorandum of Association (hereinafter referred to as "**Memorandum**") of the Company. Hence it is necessary to discuss some basis information about Memorandum of the Company.

As per section 4(6) the Memorandum of a company shall be in respective forms specified in **Tables A, B, C, D and E in Schedule I** as may be applicable to such company. As per section 4(1) Memorandum contains following important clauses:

- (a) **Name Clause** which contains name of the Company,
- (b) **Registered Office Clause** which contains State of India where registered office of the company is situated.
- (c) **Objects clause** of the Company and matters considered necessary in furtherance thereof,
- (d) **Liability Clause** which defines liability of members of the company; and
- (e) **Share Capital clause** which defines Authorized share capital of the company.

Alteration of Memorandum of Association

Alteration of Memorandum of Association may be of following kinds:

1. Alteration in the name clause [Section 13 (2) and (3)]
2. Alteration in the Registered Office Clause [Section 13 (4) (5) and (7)]
3. Alteration in the object clause [Section 13 (8) and (9)]
4. Alteration in the Capital clause [Section 61 read with section 64]

ALTERATION OF MEMORANDUM OF ASSOCIATION DUE TO CHANGE IN NAME CLAUSE

Change in Name clause of the Company involves alteration of Memorandum of Association (hereinafter referred to as "**Memorandum**") of the Company. Main provisions related to alteration of Memorandum are given in Section 13 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014.

Applicability of Section 13:

Section 13 of Companies Act 2013 regulates the overall process for amendment in Memorandum of Association and it is applicable to all companies. All clauses of Memorandum except Capital clause can

Prepared by:

CS Ankur Garg

<https://www.facebook.com/#!/ankur.gargcs>

be altered by following the provisions of Section 13 of Companies Act, 2013 by passing special resolution.

For alteration of any of the clauses of Memorandum, consent of members by way of Special Resolution is required. However, in case of alteration of capital clause, consent of members by way of Ordinary Resolution as stated in section 61 is required.

Kindly check my Article, available at the link below, for Alteration in the registered office Clause and Share Capital clause:

[Procedure for Alteration in Registered Office Clause](#)

[Procedure for Increase in Authorised Share Capital](#)

PROCEDURE FOR CHANGE IN NAME CLAUSE

Secretarial procedure for alteration in Name clause is given below:

1. **Calling of Board Meeting:** Issue notice in accordance with the provisions of section 173(3) of the Companies Act, 2013, for convening a meeting of the Board of Directors to consider the need and reason for changing name of the company and give its in-principal approval for change in name of the Company;
2. **Seeking name availability for proposed new name from the ROC**

As per section 4(4) read with **Rule-9** of Companies (Incorporation) Rules, 2014, application for the reservation/availability of name shall be in Form no. **INC.1** along with prescribed fee of Rs. 1,000/-. In selection of Company name should be in accordance with name guidelines given in **Rule-8** of Companies (Incorporation) Rules, 2014.

After approval of name ROC will issue a Name availability letter w.r.t. approval for availability of name for a proposed company. As per section 4(5), available name will be valid for a period of 60 Days from the date on which the application for Reservation was made.

3. **Approval of members in general meeting**

After getting name availability from the ROC, the Board shall convene a general meeting of members for the purpose of getting member's approval through passing special resolution. Find below stepwise procedure for calling General Meeting:

- a. Fix date, time and place for holding Extra-ordinary General meeting (EGM) to get approval of shareholders, by way of Special Resolution, for amendment in Name clause of Memorandum. This amendment in Name clause of Memorandum shall be in accordance with the requirement of section 13 of the Companies Act, 2013;
- b. To approve notice of EGM along with Agenda and Explanatory Statement to be annexed to the notice of General Meeting as per section 102(1) of the Companies Act, 2013;
- c. To authorise the Director or Company Secretary to issue Notice of the Extra-ordinary General meeting (EGM) as approved by the board under clause 1(c) mentioned above.

Prepared by:

CS Ankur Garg

<https://www.facebook.com/#!/ankur.gargcs>

4. **Issue of EGM Notice:** Issue Notice of the Extra-ordinary General meeting (EGM) to all Members, Directors and the Auditors of the company in accordance with the provisions of Section 101 of the Companies Act, 2013;
5. **Holding of General Meeting:** Hold the Extra-ordinary General meeting (EGM) on due date and pass the necessary Special Resolution under section 13(1) of the Companies Act, 2013, for change in Name clause of Memorandum.

6. **ROC Form filing:**

i. **E-form MGT.14**

As per section 13(6), Company is required to file Special Resolution passed by shareholders for alteration of Memorandum with concerned Registrar of Companies. Hence, file form **MGT.14** within 30 days of passing of Special Resolution with the concerned Registrar of Companies, with prescribed fees and along with following **attachments**:

- a. Notice of EGM;
- b. Minutes of EGM
- c. Certified True copy of Special Resolution;
- d. Altered Memorandum of Association;
- e. Certified True copy of Board Resolution may be attached as an optional attachment.

For more clarity about form MGT.14 read my article available at the link mentioned below:

[List of Resolutions to be filed with ROC in Form MGT 14](#)

ii. **E-form INC.24**

Form INC.24 is required to be filed within 30 days of EGM in order to obtain approval of Central Government (power delegated to ROC) for change in Name of the Company. Form INC.24 has been introduced in place of old **E-form-1B** which was required to be filed to obtain approval of Central Government for change in Name of the Company. Find below few points regarding form INC.24:

- a. Form INC.24 is required to be filed after form INC.1 and MGT.14 as form INC.24 has compulsorily asked about SRN of form INC.1 and MGT.14.
- b. You have to attach Minutes of EGM with form INC.24 as compulsory attachment.

Duty of Registrar of Companies

As per Section 13(3), when any change in the name of a company is made under section 13(2), the Registrar shall enter the new name in the register of companies in place of the old name and issue a fresh certificate of incorporation with the new name and the change in the name shall be complete and effective only on the issue of such a certificate.

Concerned Registrar of Companies (ROC) will check the E-forms and attached documents and will give effect to the change in Name clause of the Memorandum.

Prepared by:

CS Ankur Garg

<https://www.facebook.com/#!/ankur.gargcs>

SECRETARIAL PRACTICE / DRAFTING

Sample Board Resolution for Change in Name of the Company

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, and subject to the approval of the Central Government the existing name of the company be changed from **XYZ PRIVATE LIMITED** to **ABC PRIVATE LIMITED** or such other name as may be made available by the Registrar of Companies and agreed upon by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Manoj Agarwal, Director of the Company be and is hereby authorized to make necessary application for obtaining approval to the change of name accordingly to the Registrar of Companies, NCT of Delhi and Haryana.

FURTHER RESOLVED THAT Mr. Manoj Agarwal, Director of the Company be and is hereby also authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of change of name with the Registrar of Companies, NCT of Delhi and Haryana.”

Sample Shareholders Resolution for Change in Name of the Company

1. Specimens of Special Resolutions for change in the name of the company

“RESOLVED THAT pursuant to the provisions of section 13 and other applicable provisions of the Companies Act, 2013 if any, and subject to the availability of name and the approval of the Registrar of Companies the name of the company be changed from **XYZ PRIVATE LIMITED** to **ABC PRIVATE LIMITED** and the Name of XYZ Private Limited, wherever it appears in the Memorandum, Articles, documents, etc. be substituted by the new name 'ABC Private Limited' in due course.”

2. Specimen of Special Resolution for amendment in Clause No. I of MOA regarding change in name:

“RESOLVED THAT Clause I of the Memorandum of Association of the Company be substituted by the following:

'The Name of the company is **ABC PRIVATE LIMITED**'

3. Specimen of Special Resolution for amendment in Clause No. ____ of AOA regarding change in name:

“RESOLVED THAT Clause ____ of the Articles of Association of the company be substituted by the following:

"The Company" means **ABC PRIVATE LIMITED**

Prepared by:

CS Ankur Garg

<https://www.facebook.com/#!/ankur.gargcs>

Other Corporate Secretarial work under Companies Act, 2013

For my other Corporate Law Articles on Companies Act, 2013, kindly refer the links mentioned below:

1. [Useful Interpretations about Companies Act, 2013 - Part-1](#)
2. [List of Resolutions to be filed with ROC in Form MGT.14](#)
3. [Procedure for Appointment of Additional Director in CA 2013](#)
4. [Procedure for Increase in Authorise Share Capital under Companies Act, 2013.](#)
5. [Intimation to ROC for Auditor appointment in form ADT.1](#)
6. [Procedure for Resignation of Director under Companies Act, 2013](#)
7. [Useful Corporate Board Resolutions under Companies Act, 2013](#)
8. [Checklist for Action Points under Companies Act 2013](#)
9. [Useful Interpretations about Companies Act, 2013- Part-2](#)
10. [Procedure for Incorporation of a Company under Companies Act, 2013](#)
11. [Procedure for change in Object clause of the Company](#)
12. [Important Company Law Procedures at one place - Part 1](#)
13. [Shifting of Registered Office from One ROC to another ROC within same State-Part 3](#)
14. [Law and Interpretations related to Corporate Social Responsibility](#)

Disclaimer:

This write up is intended to start academic discussion on few significant interpretations under Companies Act, 2013. It is not intended to be a professional advice and should not be relied upon for real time professional facts. Readers are advised to refer relevant provision of law before applying or accepting any of the point mentioned above. Author accepts no responsibility whatsoever and will not be liable for any losses, claims or damages which may arise because of the contents of this write up.

I am hopeful that this write up would be of some help w.r.t. your professional working and endeavors under Companies Act, 2013. Kindly share your opinion.

Thanks

CS Ankur Garg

[Connect through Facebook](#)

August 28, 2014