



**Change in name of the Company** refers to change in name clause of the Memorandum of Association of the Company which is first clause. As per section 13 of Companies Act, 2013, approval of Shareholders is required by way of Special Resolution for changing its name.

*Special Resolution refers to Approval of more than 75% of Shareholders*

**Reasons for Change in name:** The Company may, on its own, decide to change the name of the company to reflect the new or additional business objects or for other branding reasons. The company can also apply change in name to avoid a potential IPR Conflict or the ROC can also make an order directing the change in the name of company subsequent to a complaint filed by any other company claiming priority of use of name or Trademark

**When Company can not change its Name:** The Section 13 (2) of the Companies Act, 2013, read with Rule 29(2) of the Companies (Incorporation) Rules, 2014, does not permit name change if the company has not filed ROC Annual Return, Financial Statement or any other report/documents to ROC on time.

## Procedure to be followed:

- 1. Hold Board Meeting:** (As per section 173 and SS-1) The board of directors decides the proposed name, passes a Resolution for Name Change, and authorises the filing of RUN Application for name reservation for the new company name.

The screenshot shows the MCA21 portal homepage. The 'MCA SERVICES' menu is expanded, displaying various services categorized into DSC, DIN, Master Data, LLP, Company, Document Related, Fee and Payment, Complaints, and Investor Services. The 'RUN-LLP (Reserve Unique Name)' service is highlighted with a 'NEW' tag.

The screenshot shows the 'Company Details' form for a RUN application. The form includes fields for CIN, Proposed Name 1, and Proposed Name 2. There is an 'Auto Check' button and a 'Comments' section. The form also includes a 'Browse...' button for uploading documents. The 'Submit' button is at the bottom right.

## ATTACHMENTS:

- a copy of the Board Resolution and;
- NOC from the Trademark Owner (if applicable) is also filed. The government fee for filing the RUN application is Rs. 1000/-.

## FORMAT OF BOARD RESOLUTION FOR APPLYING CHANGE IN NAME

*CERTIFIED TRUE COPY OF BOARD RESOLUTION PASSED AT THE ...(NO OF MEETING) MEETING OF BOARD OF DIRECTORS OF THE COMPANY(NAM EOF THE COMPANY) HELD ON .....DAY OF.....20..... AT REGISTERED OFFICE OF THE COMPANY AT .....AM/PM CONCLUDED AT ...AM/PM*

*RESOLUTION FOR APPLICATION FOR RESERVATION OF NAME FOR CHANGING THE NAME OF THE COMPANY*

*“RESOLVED THAT pursuant to Section 4(4), section 13 read with rule 29 of companies (incorporation) rules, 2014 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) subject to the approval of Registrar of Companies, and subject to the consent of shareholders in the general meeting , the consent of the Board be and is hereby accorded, to change the name of company from “.....” to “.....”*

*RESOLVED FURTHER THAT Board of directors of the company be and is hereby authorize to apply Central Registration Center (CRC) for ascertaining the availability of the proposed name mentioned aforesaid and to prepare, file and submit the necessary e-forms, applications, declarations, undertaking and other documents for change of name, suggest any alternate names , if the above mentioned name is not made available by CRC and also authorized to obtain necessary approvals, permissions from the CRC , MCA and other concerned authorities in this regard.”*

2. Hold Board Meeting to Approve Notice calling Extra-Ordinary General Meeting (EGM): Once approval is received regarding availability of name, next step is to take approval from Shareholders by calling EGM by giving 21 clear days notice or by shorter notice as the case may be.

*Please be noted that name is available for 60 days only.*

3. Call EGM and pass Special Resolution for change in name clause of the Company.
4. File E Form MGT-14 (as per section 117 of Companies Act, 2013) within 30 days of passing the special resolution, along with given documents:-

### **ATTACHMENTS:-**

- Certified True Copies of the special resolution along with explanatory statement;
- Copy of the Notice calling general meeting send to members along with all the annexure
- Altered MOA/ AOA
- Attendance Sheet of EGM
- Consent for shorter notice, if any

5. File E Form INC-24- The application to change the company's name is filed in Form INC-24.

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*Be noted that :*

*1-with the approval of MGT-14 and INC-24, the ROC issues a fresh Certificate of Incorporation with the changed name and the new name becomes effective from the date mentioned in Certificate of Incorporation.*

*2-the old name has to be displayed along with the new name for one year in all the letterheads, hoardings and banners.*

**Post Change Compliances:** Changing the company's name does not alter the rights and obligations attached to the Company. Consequent to the new Certificate of Incorporation with the new name, the company is obligated to make changes in the following documents and registrations.

1. The Common Seal of Company (If applicable)
2. Official seal of company, directors and authorised signatories
3. Promissory notes, bills of exchange, etc.
4. Updation of Change in the name in the Bank Account
5. Updation of Change in the name with Tax authorities, PF & ESI department, etc.
6. Change name on Website and Social Media Accounts
7. Amend company PAN and TAN
8. On company letterheads, business cards, etc.
9. Company Statutory Registers
10. Disclosure in Board Report

# FAQs

## **1. Will change in name results in change in GST Number?**

*Since due to change in name of Company, constitution of the Company remains same and hence there is no change in GST Number*

## **2. When Company can use new name?**

*With the approval of MGT-14 and INC-24, the ROC issues a fresh Certificate of Incorporation with the changed name and the new name becomes effective from the date mentioned in Certificate of Incorporation.*

## **3. How can Company change its name on PAN?**

*You can check our article on up-dation of changed name on Company PAN - <https://blogging.godaddy.com/blog/354639ea-3ac4-4558-95d7-f8ccfd804f47/posts/a18b9075-8ca7-4b93-bf00-99be50e527db>*

## **4. When can a Company change its name?**

*A company's name can be changed at any time after its incorporation by following specified procedure given under Companies Act, 2013.*

**Thank You**

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