

PROCEDURE FOR CHANGE OF NAME OF AN EXISTING COMPANY

29

{Section 13(2) of the Act read with Rule 29 of the Companies (Incorporation) Rules, 2014}

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Relevant Sections, Rules and Forms at a Glance

Particulars	Section(s), Rule(s) and Name of e-Form(s)
The Companies Act, 2013	Sections 4, 13, 15, 110, 117, 118, 173, 179 and 403
The Companies (Incorporation) Rules, 2014	Rules 8, 8A, 8B, 9, 9A and 29
The Companies (Management and Administration) Rules, 2014	Rules 20 and 24
The Companies (Registration Offices and Fees) Rules, 2014	Rules 7, 8 and 12
Secretarial Standard-1 of ICSI	Clauses 3, 4, 5, 6, 7 and 8
Secretarial Standard-2 of ICSI	Clauses 1, 3, 4, 5, 6, 7 and 17
e-Forms to be filed	RUN MGT-14 INC-24

Significant Relevant Approvals and Requirements

- ❖ No objection through board resolution, if name is similar to an existing company.
- ❖ Consent or no objection certificate from the trademark mark owner
- ❖ Central Government, if the proposed name contains specified words or expressions,

- ❖ No objection certificate from proprietor/partners, if the promoters carrying any business with the proposed name under any proprietorship/partnership firm.
- ❖ In principle approval from the concerned sectoral regulator, if applicable
- ❖ Board resolution
- ❖ Special resolution
- ❖ Approval from jurisdictional Registrar of Companies

29.1 PROCEDURE WITH CHECK POINTS

S. No.	Particulars
1.	<p>Ensure that</p> <ul style="list-style-type: none"> • the company has filed its all annual returns and financial statements with the Registrar of Companies and has not defaulted in repayment of matured deposits or debentures or interest on deposits or debentures {<i>Rule 29(1) of the Companies (Incorporation) Rules, 2014</i>}. • change of name shall be effected with the previous approval of the Central Government and members approval by way of special resolution while no approval of the Central Government shall be necessary where the only change in the name of the company is deletion or addition of the word 'Private' consequent on the conversion of any one class of companies to another class in accordance with the provisions of the Companies Act, 2013. • the company is not a listed company or company is an unlisted public company and the number of members is up to 200 or the company is a One Person Company, otherwise, members resolution may be passed through postal ballot {<i>Section 110(1)(b) of the Act</i>}.
2.	Decide proposed name(s) and thereafter check availability of the proposed name(s) at the Ministry of Corporate Affairs and Trademark Authorities Portal.
3.	<p>Ensure that the proposed name is in accordance with provisions of Section 4 of the Companies At, 2013 read with Rules 8, 8A and 8B of the Companies (Incorporation) Rules, 2014, and in brief, ensure that -</p> <ul style="list-style-type: none"> • the proposed name shall not be identical with or resemble too nearly to the name of an existing company registered under the Companies Act, 2013 or any previous company law {<i>Section 4(2)(a) of the Act</i>}. • the proposed name shall not be such that its use by the company will constitute an offence under any law for the time being in force; or is undesirable in the opinion of the Central Government {<i>Sections 4(2)(b)(i) and (ii) of the Act</i>}. • the proposed name of the company shall not contain any word or expression which is likely to give the impression that the company is in any way connected with, or having the patronage of, the Central Government, any State Government, or any local authority, corporation or body constituted by the Central Government or any State Government under any law for the time being in force {<i>Section 4(3)(a) of the Act read with Rule 8 of the Companies (Incorporation) Rules, 2014</i>}. • if the proposed name is similar to an existing company, consent from that company has been obtained to use this name or word by no objection

S. No.	Particulars
	<p>The subscribers, who are individuals in the Memorandum of Association (MOA) shall be deemed as first directors until the directors are duly appointed by the members in accordance with Section 152 of the Companies Act, 2013 and rules made thereunder (Section 152 of the Act).</p> <ul style="list-style-type: none"> • Not the person intended/proposed to be appointed a director of a company has a valid Director Identification Number (DIN) under section 174 or any other number as may be prescribed under section 174 of the Companies Act, 2013, however, in case of first directors of a new company, the DIN up to 3 (three) persons can be obtained through incorporation with integrated form SPICe+ (INC-32) (Section 152 of the Act read with rule 152 of the Companies Incorporation Rules, 2014). • Not a total number of directors, at least one director has stayed in India for a total period of not less than 182 days during the financial year. Provided that in case of newly incorporated company, residential status shall be determined proportionately. However, it is not required in case the director is appointed by the Central Government or State Government (Section 152 of the Act). • A person, who is intended to be appointed, shall not be eligible for appointment, if he/she has any disqualification for appointment under section 164 of the Act (Section 164 of the Act read with companies provisions a government company and regulations in COA 2012 about COA 2012). • A person proposed to be appointed as a director in a company other than a company registered under Section 8 (non-profit company) of the Companies Act, 2013 (Section 152 of the Act) <ul style="list-style-type: none"> - shall not hold office as a director including any alternate directorship in more than 20 companies including directorship in dormant companies. - shall not hold office in more than 10 public companies including the private companies which are holding or subsidiary of public company.
2.	In case of one person company, an individual being sole member is deemed to be the first director of the company, if the articles of association has not mentioned the names of first directors (Section 152 of the Act).
3.	Forms created in writing, on or before appointment, from the appointed director to act as director in the company as Form 208-2 (Part 2 of the Companies Appointment and Qualification of Directors) Rule, 2014.
4.	Forms in electronic in writing, on or before appointment, from the appointed director as Form 208-2 regarding that he/she is not disqualified under Section 164 of Companies Act, 2013, to act as a Director (Section 164 of the Act read with rule 17 of the Companies Appointment and Qualification of Directors) Rule, 2014.
5.	The particulars of first directors to be integrated with Form SPICe+ (INC-32) at the time of incorporation of company.

For the detailed procedure, please refer Company Law Procedures & Compliances by Dr. Sanjeev Gupta, 2nd edn, 2021. You can buy from your bookseller or online at www.bharatlaws.com

[COMPANY LAW Procedures & Compliances \(in 2 vols.\)](#)