

# CHANGE OF NAME AND OBJECT

## UNDER COMPANIES ACT 2013

RAAM & ASSOCIATES LLP

**CHECK LIST FOR CHANGE OF NAME & {OBJECT & ADOPTION OF NEW AOA }AS PER CA 2013**

STEP	ACTIVITY	APPLICABLE SECTION	FORM	ATTACHEMENT WITH FORM
1	Check whether provision for Increase in Authorised Capital in the AOA			
2	<b>Calling a Board Meeting</b> 1) To change of name; 2) To change of object; 3) To adopt new set of AOA;  2) To fix the EGM 3) To approve the Notice of EGM 4) To authorise the Directors or CS for issue of Notice			
3	Issue notice of EGM			
4	<b>Holding a EGM</b> pass necessary Ordinary / Special Resolution			
6	File Form <b>MGT-14</b> with ROC within 30 Days of passing Special resolution If altered in AOA		MGT-14	1) CTC-Resolution

## CHANGE OF NAME

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS THE FOLLOWING RESOLUTION AS A **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to Section 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authority as may be necessary, the consent of the members be and is hereby accorded to change the existing name of the Company from “\_\_\_\_\_PRIVATE LIMITED” to “\_\_\_\_\_PRIVATE LIMITED” or any other name as may be approved by the Central Government, Registrar of Companies, of Mumbai and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

**RESOLVED FURTHER THAT** the name \_\_\_\_\_Private Limited where ever appearing in the Memorandum and Articles of Association, letterheads, communications, papers and any documents etc. be substituted by the new name \_\_\_\_\_PRIVATE LIMITED upon approval of the same by the Central Government.

**RESOLVED FURTHER THAT** any one Director be and is hereby authorized to file necessary forms for change of name and to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.”

**CHANGE OF MAIN OBJECT AND ALTERATION / ADOPTION OF OBJECT CLAUSE OF THE  
MOA OF THE COMPANY AS PER COMPANIES ACT-2013**

**TO CONSIDER AND IF THOUGHT FIT TO PASS THE FOLLOWING RESOLUTION AS  
SPECIAL RESOLUTION:**

**“RESOLVED THAT** in pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable Rules and Regulations made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies, consent of the members be and is hereby accorded to replace existing sub clause (1) and sub clause (2) of clause III (A) of the Memorandum of Association of Company by following sub clause(1) and sub clause(2) and also existing Clause III(B) & (C) be and are hereby entirely substituted by inserting Clause III (B) from 3 to 31 under the head **Matters which are necessary for furtherance of the objects specified in Clause III (A)** as per draft MOA.

1.

2.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, \_\_\_\_\_, Director of the Company be and is hereby 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.”

**ALTERATION ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY AS  
PER COMPANIES ACT, 2013**

TO CONSIDER AND IF THOUGHT FIT TO PASS THE FOLLOWING RESOLUTION AS **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of section 5, 14 and other applicable provisions, if any, of Companies Act, 2013, read with the applicable Rules and Regulations made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association, be and are hereby approved, adopted and substituted in the place of existing Articles of Association of the Company.

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized on to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

## EXPLANATORY STATEMENT

The Board of Directors of the Company in its meeting held on \_\_\_\_ decided to enter into new line of business activities in providing solutions in all the fields \_\_\_\_\_ and in order to reflect the main business activities your management intends to change the name of the company by having the word “\_\_\_\_” in propose name which give value of our reputed brand goodwill in the market.

Your Directors believe that the change in the name of the Company which is being undertaken is to reflect the main object of the company and would make the name of the Company simple, sharp and focused.

The name “\_\_\_\_**PRIVATE LIMITED**” has been duly approved and made available for changing the name by the Registrar of Companies, Mumbai vide its name approval letter dated \_\_\_\_ which is valid for \_\_\_\_ days.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

Further the existing Memorandum of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 (“New Act”).

It is necessary to change the main object by inserting new sub clause (1) & (2) under Clause III (A) of Memorandum of Association reflecting the new business activities pertaining to provide solutions \_\_\_\_\_, in place of the existing clause of the Memorandum of Association of the Company. Hence the Board of Directors proposed to adopt amended Memorandum of Association in place of existing Memorandum of Association of the Company and seek shareholders' approval for the same.

A copy of the proposed amended Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. upto the conclusion of the Extra Ordinary General Meeting.

Hence, the resolution is put up for shareholder's approval.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.