

## Change of Name by a Listed Entity

Sr. No.	Governing Provisions:
1.	Section 4, 5, 13, 14, 96, 100, 101, 102, 108, 110, 173 & 174 of Companies Act, 2013 (CA, 2013)
2.	Rule 8, 9, 9A & 29 of the Companies (Incorporation) Rules, 2014 (Incorporation Rules) Rule 18, 20, 22 & 24 of Companies (Management and Administration) Rules, 2014
3.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)
4.	Secretarial Standards 1 & 2 (SS-1 and SS-2)
5.	SEBI, NSE, BSE & MCA Circulars (Circulars)
6.	MCA Notification (Notification)

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## Procedure for Buy Back of Shares or Specified Securities through Tender offer

### 1. **Issue notice of Board Meeting:** [Ref: Section 173(3) & SS-1]

The Company has to issue 07 days' notice or shorter notice, for convening a board meeting to pass a board Resolution for ascertaining availability of proposed name and authorizing Director(s) or Compliance Officer to submit application for the same with Registrar of Companies (RoC) subject to approval of Registrar of Companies and subject to approval of Stock Exchange(s) & Shareholders of the Company through General Meeting/ Postal Ballot by passing Special Resolution and alteration of Memorandum of Association (MOA) & Articles of Association (AoA) & decide 'Cut off' date for sending notice of General Meeting/ Postal Ballot, if any.

### 2. **Convene a Board Meeting:** [Ref: Section 174& SS-1]

The Company has to convene BoD Meeting for passing a board Resolution for ascertaining availability of proposed name and authorizing Director(s) or Compliance Officer to submit application for the same with Registrar of Companies (RoC) subject to approval of Registrar of Companies and subject to approval of Stock Exchange(s) & Shareholders of the Company through General Meeting/ Postal Ballot by passing Special Resolution and alteration of Memorandum of Association (MOA) & Articles of Association (AoA) & decide 'Cut off' date for sending notice of General Meeting/ Postal Ballot, if any.

### 3. **Submission of Outcome of BoD Meeting:** [Ref: Reg. 30 read with Stock Exchanges' circulars] [Pdf Mode]

The Company has to submit the outcome of BoD Meeting with the Stock Exchange(s), 30 Minutes from conclusion of BoD Meeting including altered MOA and AOA.

### 4. **Submit an application to Central Registration Centre (CRC) in form RUN:** [Ref: Section 4(4) read with rule 9 of Incorporation Rules] [Power delegated to ROC vide notification dated 21.05.2014]

The Company has to submit an application to Central Registration Centre (CRC) in form RUN for reservation of proposed name and copy of Board Resolution and trademark approval, if any.

**5. Issuance of 'Name Approval Certificate' by Central Registration Centre (CRC): [Ref: Proviso to Section 4(5)]**

The Central Registration Centre (CRC) may approved the proposed name and the reserve the proposed name for 60 days from date of approval.

**6. Advertisement in newspapers regarding GM being held through VC/OAVM facility & e-voting facility: [Ref: MCA Circulars dated 05.05.2020, 08.04.2020 & 13.04.2020]**

The Company has to cause a public notice by way of an advertisement to be published, **before sending the notice of General Meeting** for the meeting, but at least twenty-one days before the date of general meeting, at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated, and having a wide circulation in that district, and at least once in English language in an English newspaper having country-wide circulation.

**7. Submission of Newspapers' copies to Stock Exchange(s): [Ref: Reg. 30(6) read with para 12 of part A Sch. III read with Annexure-II of SEBI Circular dated 13.07.2023] [Pdf mode]**

The Company has to submit copies of newspapers publication, within 12 hours from publication to Stock Exchange(s).

**8. Issue notice of General Meeting/ Postal Ballot along with explanatory statements: [Ref: Sec. 101, 110 and rule 18, 20 & 22 of Companies (Management and Administration) Rules, 2014, SS-2 and Reg. 44 of LODR 2015] [Pdf mode]**

The Company has to issue **not less than clear 21 days' notice (shorter notice, if any)** of General, to Members available as on "Cut off" date decided by the Company. **[In case of approval is being obtained through Postal ballot process then, 30 days' notice, including the date of dispatch of notice, is applicable].**

**9. Submit Notice of GM/ Postal Ballot to Stock Exchange(s): [Ref: Regulation 30(6) read with para 12 of part A Schedule III read with Annexure-II of SEBI Circular dated 13.07.2023] [Pdf & XBRL mode]**

The Company has to submit Notice of GM/ Postal Ballot, within 12 hours from publication to Stock Exchange(s).

**10. Update website of Company: [Ref: Reg. 46(3) read with reg. 30(8) of LODR, 2015] [Pdf mode]**

The Company has to update its website within 02 work days of change in its contents.

**11. Advertisement in newspapers regarding completion of dispatch of notice: [Ref: Sec. 108, 110 and rule 20 &22 of Companies (Management and Administration) Rules, 2014 read with Reg. 47 of LODR, 2015]**

The Company has to advertise in at least 02 newspapers, once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated and once in English language in an English newspaper having country-wide circulation, **immediately on completion of dispatch of notice.**

**12. Submission of Newspapers' copies to Stock Exchange(s): [Ref: Regulation 30(6) read with para 12 of part A Schedule III read with Annexure-II of SEBI Circular dated 13.07.2023] [Pdf mode]**

The Company has to submit copies of newspapers publication, within 12 hours from publication to Stock Exchange(s).

**13. Prior intimation of e-voting facility provided through SMS/ Email by listed entities: [Ref: Chapter VI-C of SEBI Master Circular dated 11.07.2023][SEBI Master Circular covers AGM only, however, circulars of NSDL/ CDSL covers both AGM & EGM]**

The depository shall send SMS/ email alerts to the demat account holders, atleast 02 days prior to the date of the commencement of e-voting. **[This facilities shall be available to all individual shareholders holding the securities in demat mode]**

**14. Convene General Meeting/ Postal Ballot and pass Special Resolution: [Ref: Section 13(2)(b) read with Reg. 5(i)(b)]**

The Company has to pass special resolution(s) for approval of change of name and alteration of MoA & AOA of the Company.

**15. Submission of outcome of General Meeting/ Proceedings of General Meeting or Outcome of Postal Ballot: [Ref: Reg. 30(6) read with Schedule III(A)(13) read with Annexure-II of SEBI Circular dated 13.07.2023] [Pdf mode]**

The Company has to submit the proceedings of General Meeting including brief details of items deliberated and results thereof and manner of approval proposed for certain items (e-voting etc.) **within 12 hours of conclusion of General Meeting/ Postal Ballot.**

**16. Submission of Voting Results:[Ref: Reg. 30 read with 44(3) of LODR, 2015 read with Stock Exchanges' Circulars [XBRL mode only]**

The Company has to submit voting results along with Scrutinizer's Report, **within 02 working days** from conclusion of its General Meeting/ Postal Ballot to Stock Exchange(s).

**17. File e-form MGT-14 to RoC: [Ref: Section 117 read with rule 24 of the Companies (Management and Administration) Rules, 2014]**

The Company has to file e-form MGT 14 to RoC, within 30 days of passing of special resolution in general meeting along with Notice along with Explanatory Statements, Minutes of General Meeting & Altered in MOA & AOA.

**18. Submit/ File e-Form INC-24 with RoC: [Ref: Section 13 read with rule 29(2) of Incorporation Rules]**

The Company has to submit/ file e-form INC 24 with RoC, within 30 days of passing of special resolution along with Notice along with Explanatory Statements, Minutes of General Meeting , Altered in MOA & AOA & Copy of any approval order obtained from the concerned authorities.

**[The SRN of e-form MGT-14 will be required in e-form INC-24]**

**19. Issuance of "Fresh Certificate of Incorporation" by ROC: [Ref: Section 13 read with rule 29(2) of Incorporation Rules]**

A **Fresh Certificate of Incorporation** in **Form INC 25**, will be issued by ROC after successfully consideration of e-form INC-24.

**20. Submit Document with Depositories:**

The Company has to submit the following document (s) / information along with their application:

- 1) Certified true copy of Certificate of Incorporation pursuant to name change.
- 2) Certified true copy of Board Resolution approving name change of company.
- 3) Letter / Notice issued by the concerned Stock Exchange(s), where the company is listed.
- 4) Company PAN Number, CIN Number and TAN Number

## 21. Obtain "Final Approval" for Change of Name from Stock Exchange(s):

The Company has to submit an application to Stock Exchange(s) along with following documents :

Documents required to be submitted with NSE	Documents required to be submitted with BSE
<ol style="list-style-type: none"><li>1. Application for Change in Name to the Stock Exchange.</li><li>2. Certified true copy of the resolution passed at the Board Meeting for Change of name of the Company.</li><li>3. Certified true copy of the notice seeking shareholders' approval for change in name along with Explanatory Statement.</li><li>4. Certified true copy of the resolution passed at the AGM/EGM/Postal Ballot for Change in name of the Company.</li><li>5. Confirmation from Company Secretary of the Company that the Company has complied with conditions mentioned under Reg. 45(1) of LODR.</li><li>6. Fresh Certificate of Incorporation consequent on Change of Name.</li><li>7. Certified true copy of the Amended Memorandum and Articles of Association of the Company consequent on Change of Name of the Company.</li><li>8. The procedure by which the name change has been effected in the share certificates i.e. any of the following:<ol style="list-style-type: none"><li>a) Issue of new share certificates</li><li>b) Affixation of stickers on the existing share certificates</li><li>c) Rubber- stamping on the existing share certificates</li></ol></li><li>9. A Confirmation that the old share certificates are also good for delivery.</li><li>10. Date of last name change of the Company, if applicable or latest certified Certificate of Incorporation of the Company.</li><li>11. <b>Processing Fees:</b></li></ol>	<ol style="list-style-type: none"><li>1. Certificate of Incorporation subsequent to change in name of the Company.</li><li>2. A statement of detailed reasons for change in the name of the company as submitted to the Registrar of Companies for obtaining a fresh certificate of incorporation consequent to change in the name of the Company.</li><li>3. Three copies of specimen of printed stickers for affixing on share certificates (Showing new name).</li><li>4. Copy of receipt of payment of the Annual Listing Fees for the current year and arrears, if any.</li><li>5. Undertaking from the Managing Director/Company Secretary of the Company that the share certificates not corrected with the new name of the Company shall also be good delivery in the market, as per the Guidelines for Good and Bad Delivery of documents, approved by SEBI.</li><li>6. Undertaking from the Managing Director/Company Secretary of the Company that the share certificates not corrected with the new name of the Company shall also be good delivery in the market, as per the Guidelines for Good and Bad Delivery of documents, approved by SEBI.</li><li>7. Brief details about the current line of business of the Company.</li><li>8. Date of last name change of the Company.</li><li>9. Undertaking from the Managing Director/Company Secretary of the Company that at least 50% of the total revenue in the preceding 1-year period has been from the activity suggested by the new name</li></ol>



For Main board companies: Rs. 75,000 + 18% GST  
For SME and ITP companies: Rs. 50,000 + 18% GST

of the Company.

10. Undertaking from the Managing Director/Company Secretary of the Company that at least 50% of the total revenue in the preceding 1-year period has been from the activity suggested by the new name of the Company in specified format.
11. A latest Annual Report.
12. Non-refundable fee of Rs. 59,000/- (Rs. 50,000 towards processing fees plus Rs. 9000 towards GST @ 18.00%) by demand draft/ NEFT/RTGS in favour of **BSE Ltd.** for processing the application. Please find attached, NEFT/RTGS details. Processing Fees payable at In-Principle stage. In case already paid at In-principle stage, share details.
13. Names of Stock Exchanges where the company's securities are presently listed.
14. When a company changes its name and line of business, it should include the turnover, income etc from such new activities separately in the quarterly/annual results for a period of 3 years from the date of change in name of the company.
15. PAN No. of the Company.
16. Certified true copy of the special resolution passed by the shareholders' approving the new name.

**Note:**

- 1) All documents are required to be certified by the Chairman / Managing Director / Company Secretary of the company.
- 2) Contact Details (cell no.) and Email Id of the Company Secretary.
- 3) The submissions of the above mentioned documents should be done via the Listing Centre Module only.

**22. Intimation of approval of Change of Name by Stock Exchange(s) (effective date of new name and Trading Symbol) :**  
**[Ref: Reg. 30]**

The Company has to intimate same day of approval of name change issued by Stock Exchange(s) including effective date of new name and Trading Symbol allotted.

**23. Intimation about "Name Changed" to other concerned authorities :**

The Company has to intimate about "name changed" to other concerned authorities i.e. Income Tax Dept, RBI etc..



## Special points to be noted

### Section 12(3)

Every company shall—

- (a) paint or affix its name, and the address of its registered office, and keep the same painted or affixed, on the outside of every office or place in which its business is carried on, in a conspicuous position, in legible letters, and if the characters employed therefore are not those of the language or of one of the languages in general use in that locality, also in the characters of that language or of one of those languages;
- (b) have its name engraved in legible characters on its seal; if any:
- (c) get its name, address of its registered office and the Corporate Identity Number along with telephone number, fax number, if any, e-mail and website addresses, if any, printed in all its business letters, billheads, letter papers and in all its notices and other official publications; and
- (d) have its name printed on hundies, promissory notes, bills of exchange and such other documents as may be prescribed:

**Provided that where a company has changed its name or names during the last two years, it shall paint or affix or print, as the case may be, along with its name, the former name or names so changed during the last two years as required under clauses (a) and (c):**

## Links of all circulars mentioned under this assignment:

NSE Master Circular dt. 29.04.2024: [https://nsearchives.nseindia.com/web/sites/default/files/inline-files/NSE\\_circular\\_290424\\_0.zip](https://nsearchives.nseindia.com/web/sites/default/files/inline-files/NSE_circular_290424_0.zip)

BSE Master Circular dt. 30.04.2024: <https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20240430-5>

SEBI Master Circular dt. 11.07.2023: [https://www.sebi.gov.in/legal/master-circulars/jul-2023/master-circular-for-compliance-with-the-provisions-of-the-securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-regulations-2015-by-listed-entities\\_73795.html](https://www.sebi.gov.in/legal/master-circulars/jul-2023/master-circular-for-compliance-with-the-provisions-of-the-securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-regulations-2015-by-listed-entities_73795.html)

SEBI Circular dt. 13.07.2023: <https://www.sebi.gov.in/legal/circulars/jul-2023/disclosure-of-material-events-information-by-listed-entities-under-regulations-30-and-30a-of-securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-regulations-201-73910.html>

CDSL Documents: <https://issuercentre.cdslindia.com/Issuer/IssuerCorner>

SEBI Circular dt. 16.06.2011: [https://www.sebi.gov.in/legal/circulars/jun-2011/change-of-name-by-listed-companies\\_19858.html](https://www.sebi.gov.in/legal/circulars/jun-2011/change-of-name-by-listed-companies_19858.html)

MCA Notification: <https://www.mca.gov.in/bin/ebook/dms/getdocument?doc=MTM0MjE=&docCategory=NotificationandCirculars&type=open>

**Refer practical case:** M/s Spice Islands Industries Limited

*Thank you so much & best wishes for future  
Shree Radhe Krishna...*