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Introduction

Companies often change names as part of strategic rebranding - for example after mergers, acquisitions, diversifying into new markets or repositioning their business focus. However, a name change is not just a marketing exercise; it has legal sanctity under the Companies Act 2013. Under Section 12(3), every company is required to affix its name and registered office address on its premises in legible letters. A corporate name acts as its legal identity: once changed, the old name is effectively replaced by the new one in the ROC's register, and the change is effective only when the Registrar issues a fresh certificate of incorporation with the new name. Failing to update the name on signboards, letterheads or in corporate documents attracts penalties. In fact, Section 12(8) stipulates a penalty of ₹1,000 per day (up to a maximum of ₹1 lakh) for every day of non-compliance with this requirement. Similarly, Section 15 mandates that any change in the Memorandum or Articles shall be noted in *every copy* of those documents - otherwise there is a penalty of **₹1,000 for each copy** issued without the update. In short, an official name change is a legal process with strict regulatory steps; doing it right avoids compliance fines and protects the company's legal standing.

Consequences of non-compliance: Besides the fines under Section 12(8) (for e.g., leaving old nameplate unaltered) and Section 15(2) (for distributing unmodified MOA/AOA copies), an incorrect or incomplete name change can invalidate contracts or licenses. For example, bank accounts and statutory registrations (GST, PAN, IEC, FSSAI, etc.) are tied to the company's legal name. Using an old name on invoices or agreements can expose the company to disputes. Moreover, the ROC can refuse name-change applications if the company is in default (e.g., pending annual filings or dues) as per Rule 29 of the Companies (Incorporation) Rules, 2014. Thus, careful planning and strict adherence to the Companies Act provisions (especially Sections 4, 12, 13, 15 and 117) and the corresponding rules is mandatory to ensure a smooth, lawful rebranding.

1. Pre-Application Checklist

Before initiating a name change, the company shall vet several legal requirements:

Name availability and uniqueness (Rule 8, Companies (Incorporation) Rules, 2014):

The proposed new name shall not be *identical or too nearly resembling* any existing company/LLP name. Rule 8 provides detailed tests: for instance, differences such as adding "(P) Ltd.", spelling variants or punctuation are ignored. (E.g., "ABC Ltd." vs "A.B.C. Ltd." or "Tech Solutions Pvt Ltd." vs "Tech Solutions Ltd." would be considered the same). The Registrar will disregard suffixes like "Private/Pvt", "Ltd", "LLP", plural/singular forms, articles ("the", "a"), or minor spelling variations when checking similarity. Only genuinely distinctive names are allowed. Therefore, conduct thorough searches of the MCA "Check Company Name" service. Also ensure the name does not violate **Section 4** of the Act: it shall not be "undesirable" or imply any unlawful object, nor falsely suggest government patronage or association.

Restricted or “prohibited” words:

Certain words require prior approvals. For example, terms like “**Bank**”, “**Insurance**”, “**Banking**”, “**Venture Capital**”, “**Mutual Fund**”, etc., are subject to regulatory control. Inclusion of such words in the name or business objects can trigger a rejection unless the company obtains consent from the relevant regulator (e.g. RBI for banks, IRDAI for insurance). Similarly, use of words referring to national institutions or caste names may be restricted. Refer to Section 4(3) and Rule 8B of the Incorporation Rules for a full list of controlled terms.

Trademark clearance:

The new name shall not infringe on any existing trademark. MCA specifically requires that if a proposed name includes a registered trademark, the company shall attach a **No Objection Certificate (NOC)** or consent from the trademark owner. In practice, always perform a trademark search on the IP India database to avoid conflicts. If a similar mark exists, obtain an NOC (along with the owner’s board resolution and KYC) to strengthen the name application. Failure to do so can lead to the ROC rejecting the name (as a name similar to a trademark is deemed *undesirable* without permission).

Board Resolution (Authority to proceed):

A board meeting shall be convened (proper notice to directors as per Section 173) to propose the name change. The resolution should authorize an officer (director or company secretary) to apply for name reservation and subsequently file forms. At least **two directors** shall be present for a valid quorum. The board should also approve any changes to the Memorandum/Articles relating to the name change. *Tip:* Draft the resolution clearly stating the existing and proposed names and authorizing e-filing. Prepare the Board’s note and explanatory statement to include in the EGM notice (as required by Section 102).

Corporate Compliance Check:

Ensure the company is **up-to-date on statutory filings**. Under Rule 29(1) of the Incorporation Rules (ref. Companies Act), a company in default of annual returns, financial statements or payments on matured deposits/debentures will be barred from name change until compliance. In practice, the MCA’s INC-24 filing system will block the form if such defaults exist. Also verify that no other RUN or INC-24 application is pending for the company.

With these checks complete, the company can confidently proceed to the formal application process.

2. Step-by-Step Process & Timeline

The name change involves four main stages. The table below outlines each stage, key actions, expected timeline and required forms:

S. No.	Stage	Action	Timeline	Forms/Documents
1.	Name Reservation	File RUN (Reserve Unique Name) application on the MCA portal proposing the new name. Attach the board resolution authorizing the change. Fee: ₹1,000	1-2 days (subject to CRC processing)	RUN form, Certified Board Resolution, (ensure DIR-3 KYC for directors updated)
2.	Shareholder Approval	Convene an Extraordinary General Meeting and pass a Special Resolution to alter the name clause in the Memorandum/Articles of Association to the new name. (Hold 21 days' notice plus explanatory statement under Sec.102.)	15-30 days (including notice period and meeting)	MGT-14 (file within 30 days of SR); copy of SR, meeting notice/explanatory statement, updated MOA/AOA drafts.
3.	ROC Approval	Submit e-Form INC-24 (Change of Company Name) to the ROC with: <ul style="list-style-type: none"> • Certified copy of the Special Resolution. • Run approval SRN (reserved name letter). • Revised Memorandum & Articles reflecting new name. • Attachments (Board Resolution, DIR-3 KYC, NOCs if any). Pay fees (based on the company's capital. Ensure DSC and DIN of the signing director are valid)	15-30 days (ROC verification)	<ul style="list-style-type: none"> • INC-24; • Certificate of SR; • RUN approval; • Amended MOA/AOA; • Board Resolutions; • director affidavits; • fees.
4.	Post-Approval Compliance	After ROC issues the new Certificate of Incorporation (Name Change), <ul style="list-style-type: none"> ✓ Affix new name on all office premises and vehicles (Sec.12(3)). ✓ Issue fresh rubber stamp and update letterheads, invoices. ✓ Notify banks to update account names and cheque books. ✓ Apply for amendments in GST, PAN, MSME and other licenses to 	Within 60 days of ROC approval (to complete formalities)	<ul style="list-style-type: none"> • Form REG-14 (GST); • Letters to Bank/RBI; • Newspaper affidavit; • Updated licenses (FSSAI, MSME, IEC etc.); • Revised stationery.

S. No.	Stage	Action	Timeline	Forms/Documents
		reflect the new name (e.g., GST REG-14 for GST). ✓ Update statutory registers (minutes of meeting, members register, etc.) with the name change details and date. ✓ Publish notice of name change in a newspaper (as per secretarial practice or ROC requirement).		

Name Reservation (RUN):

Unlike old Form INC-1, the **RUN** web service lets only one name be applied for at a time. It requires no DSC, only the user's login. The fee is ₹1,000. Once submitted, MCA checks the name against existing companies, LLPs and trademarks. If approved, MCA issues a "Name Approval" SRN. For an existing company, this approved name is valid for **60 days** from approval, within which INC-24 shall be filed. If the name is rejected, you shall submit a fresh RUN (each attempt costs ₹1,000).

Shareholder Approval:

Upon name approval, convene an EGM to pass a Special Resolution (2/3 majority) to change the company name clause in the MOA/AOA. The resolution and explanatory statement (per Sec.102) shall specify the **existing** and **proposed** names and reasons. After the meeting, file **Form MGT-14** with the ROC within 30 days. Failure to do so attracts penalties. Filing MGT-14 requires attaching the notice, explanatory statement, and certified copy of the resolution. *Note:* Under Section 117, a copy of the special resolution shall be filed within 30 days of passing.

ROC Approval (INC-24):

Next, file e-Form INC-24 with the MCA's Registrar of Companies (via the MCA portal). As per MCA guidelines, INC-24 shall include the SR, name approval, amended MOA/AOA, and attested documents. Ensure the DSC used is registered to the director's DIN. According to MCA instructions, the INC-24 application shall reference the SRN from the approved RUN and the SRN of the MGT-14 (board resolution), confirming the prerequisites are met. The prescribed fees for INC-24 vary by authorized capital. Once submitted, the Registrar reviews the application. On approval, the ROC issues a new **Certificate of Incorporation** in Form INC-25 bearing the new name (replacing the old name in the ROC records). The name change becomes effective only from the date of that certificate.

Post-Approval Compliance:

With the new certificate in hand, carry out administrative updates. Affix the new name on all office premises (Sec.12(3) requirement). Issue new rubber stamps and stationery reflecting the name. Inform all stakeholders (customers, suppliers, investors). Update statutory filings: for example, apply for a **GST amendment (Form GST REG-14)** to change the legal name in GST records (this is a core-fields change). Notify the Income Tax department and update the PAN (no new PAN is needed; just update the name in records). Amend other registrations/licenses (FSSAI, import-export code, MSME, etc.). Many companies also publish a formal name-change advertisement in a local newspaper for public notice. Internally, record the change by inserting minutes of the EGM and the new certificate into corporate records, and enter brief amendment notes in the MOA/AOA photocopies.

3. Critical Compliance Aspects

Delegation of Approval Power (MCA Notification 2014):

Originally, Section 13(2) required Central Government approval for name changes. MCA issued S.O. 4090(E) dated 21 May 2014 to delegate these powers to the ROC (erstwhile the Registrar or the Regional Director for Section 8 companies). This means companies now file INC-24 with the local ROC instead of waiting for central-level clearance. The notification specifically lists Section 13(2) in the delegation order.

(Note: This delegation does *not* relieve compliance with Section 12/15, it only simplifies the approval step.)

Penalties for Non-Compliance:

As noted, failing to update the name triggers automatic penalties:

- ✓ Under **Section 12(8)**, any default in maintaining the registered office address or nameplate is fined at **₹1,000 per day** (max ₹1 lakh). For example, if ROC finds the company's letterhead still bears the old name after a change, it can levy this penalty until rectified.
- ✓ Under **Section 15(2)**, if the company circulates copies of its MOA/AOA without noting the alteration, it is liable to **₹1,000 for each copy** so issued. Companies House orders have upheld these penalties (see case reports) - so it's crucial to complete all formalities promptly to avoid cumulative fines.

Director Identification and Digital Signatures:

All e-forms (RUN, MGT-14, INC-24, etc.) shall be signed using a **Digital Signature Certificate (DSC)** by an authorized director or company secretary. MCA mandates that the DSC shall be registered to the director's own DIN (Director Identification Number) on the portal. In other words, the form-filler's DIN and DSC shall match. Ensure all managing directors have valid DINs (active, KYC-updated) and have registered their DSC on MCA. Failure to attach a valid DSC/DIN pair will cause the e-form to be rejected at submission.

Document Stampings:

Though not strictly a ROC requirement, it is common practice to file signed, notarized copies of the SR and certificate on stamp paper (as per some MCA guidelines) for authenticity, especially for INC-24. Doing this is considered good secretarial compliance. Similarly, updating the footnote in MOA/AOA copies (indicating the change date) is advised by professionals, even though Section 15 already covers it.

Section 13(4) Timelines:

Once the company has passed the SR and filed INC-24, Section 13(4) states the ROC should issue the new certificate *within 60 days*. If the ROC fails to do so, the company can apply to the Regional Director for remedy. In practice, name changes usually clear within a few weeks, but following up promptly (and responding to any queries) keeps the timeline on track.

4. Tips for a Smooth Transition

Amend AoA Simultaneously:

When passing the special resolution, amend the **Articles of Association (AoA)** at the same time as the Memorandum. This avoids having to file a separate change later and ensures internal consistency. In the resolution, alter the first clause (Company name) in both MOA and AoA.

Update Public Materials:

After ROC approval, immediately update the company's website, social media, signage, brochures and email templates with the new name. This prevents confusion. Check for any licenses or registrations (shop & establishment, import-export code, trademark registrations, etc.) that still list the old name and get them amended.

Notify Banks and Tax Authorities:

Send the ROC's Name Change certificate to all banks and credit institutions holding your accounts or loans. For GST, file **Form REG-14** for a name change (this typically requires supporting docs like the ROC certificate). Update your PAN profile (often done online) with the new name. For TAN (tax deduction), similarly inform TIN. Failing to update these can lead to issues in invoicing or TDS compliance.

Notify Stakeholders:

Promptly inform clients, vendors, and investors about the name change. A friendly letter or email explaining the change (and reassuring that the legal entity is the same) helps prevent contractual confusion. Use the EGM notice/explanatory statement (Sec.102) to set out the business rationale, so shareholders and other stakeholders understand why the company is rebranding.

Schedule Changeover:

Plan for a short transition window. For example, temporarily accept either name on incoming mail for a month to handle any stragglers. Keep the old domain name (redirects) if customers know you by the old name. Ensure stationery is printed in parallel. This smooth “overlap” avoids operational hiccups immediately after the legal change.

5. FAQs

Q: Can the company reuse its **old** name later?

A: Once the name change is approved and the Registrar issues a new certificate, the old name is removed from the company’s legal record and ceases to be effective. The old name cannot be used by the company unless it again reserves and obtains approval for that name through the normal process. In practice, MCA treats the old name as if it were a “reserved/released” name - it does *not* automatically become available for reuse by anyone without going through RUN/SPICe+ again.

Q: What if the INC-24 application is rejected or queried?

A: The MCA portal will mark the INC-24 as “Resubmission Required” if any document is deficient or information is unclear. In that case, carefully revise the form as directed. The revised INC-24 shall be re-uploaded within **15 days** of being asked to resubmit. Failure to resubmit in time will invalidate the application, requiring a fresh INC-24 with a new fee. Common pitfalls include mismatched dates in attachments or not quoting the RUN and MGT-14 SRNs correctly, so double-check these details.

Q: Is there a limit on how often a name change can be done?

A: There is no explicit limit on frequency in the Act. However, frequent changes can raise red flags with regulators. Each change requires a full compliance cycle, so it’s not a process to be repeated lightly.

Q: Does adding or removing “Private” from the name require Central Government approval?

A: No. Changing from “Private Limited” to “Limited” (i.e., converting to a public company) or vice versa is also treated as a name change but *only* requires the special resolution and INC-24 (and fulfilling conversion requirements, if any). Section 13(2) allows it without separate CG consent (though post-approval filings shall reflect the changed status).

Q: Can I file the name change entirely via SPICe+ (MCA21) instead of separate RUN/INC-24?

A: As of now, **no**. SPICe+ Part A is only for new incorporations or simultaneous name reservation for a new company. Existing companies shall use the **RUN** service for reservation and INC-24

for approval. MCA has not merged these forms into SPICe+ for name change applications as of mid-2025. (Any future MCA notifications would be updated on the portal.)

Q: What if the company forgot to attach something in INC-24?

A: The portal will throw an error or allow resubmission if key documents are missing. It's best to upload all required attachments (notice, minutes extract, SR, MOA/AOA, affidavits) at once. If a deficiency is identified post-submission, use the resubmission window (15 days) to attach the missing document rather than waiting to reapply.

6. Summary:

Changing a Pvt Ltd company's name is like altering its corporate DNA - it requires careful legal and procedural steps. Follow the Act (esp. Sections 4, 12, 13, 15, 117) and the MCA's rules to reserve a new name, get shareholder consent, file the right forms (RUN, MGT-14, INC-24) and then update all records. **Key deadlines** (like 30 days to file MGT-14, 60 days to get the new certificate) shall be met to avoid penalties. For best results, treat the name change as a project: plan the timeline, prepare board/EGM resolutions, coordinate with accountants/tax advisors, and consult a qualified Company Secretary or legal expert. A slight mismatch or oversight can lead to rejected applications or compliance fines, potentially derailing fundraising, contracts or brand efforts - so professional guidance is highly recommended in parallel with this checklist approach.

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