

# Memorandum of Association [section 4]

## SS 1 - Contents of MOA

## SS 2 - Provision in relation to name of company

The company shall not be registered with a name:

- (a) Identical
  - or
  - (b) too nearly resemble
- } → already registered company
- (c) **offensive**
  - (d) **undesirable** in the opinion of C.G.

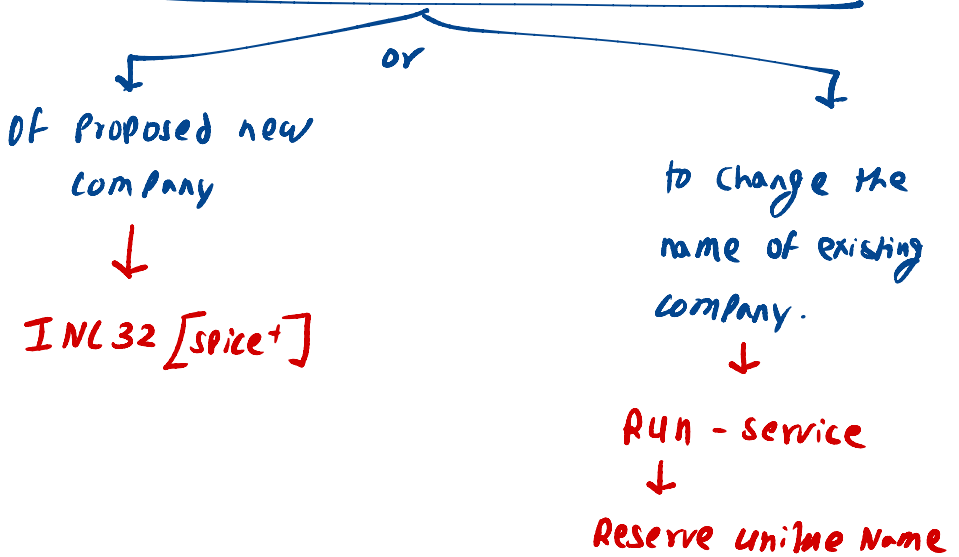
## SS 3 - Approval of C.G. in case of use of **certain names**

The company shall not be registered with a name which shows that company is connected or having patronage with

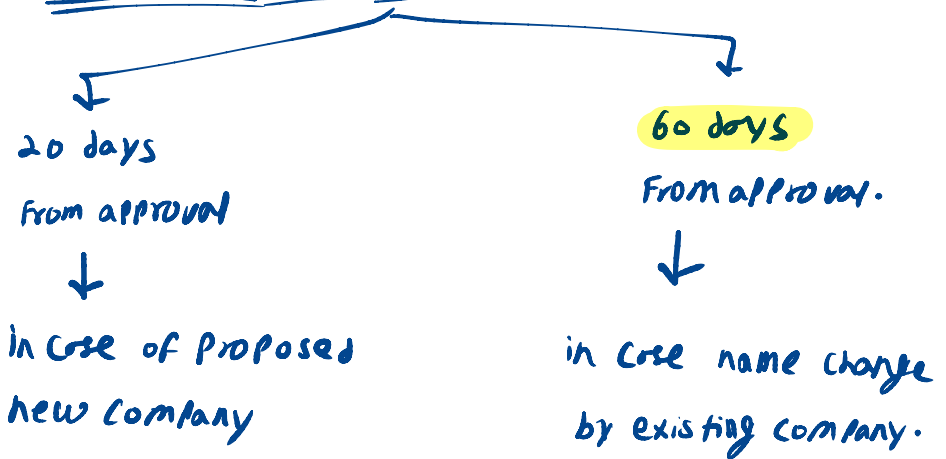
- (a) C.G.
- (b) S.G.
- (c) Local authority
- (d) Body incorporated or incorporated under special.

Unless previous approval of C.G. is obtained.

SS 4 - Application to ROC for reservation of name



SS-5 - Reservation of name by ROC.



Extension of reservation of name



↓  
Condition: APPLY for extension

Fees: ₹ 1000

↓  
= // =

Fees: ₹ 2000

Proviso of subsec 5

↓

Name reserved by giving false information  
and  
Company

↓  
Incorporated

- Ch direct - Name change by passing OR within 3 months.
- R.O.C. may strike <sup>off</sup> name <sub>^</sub> of Company.
- ROC may file petition for winding up.

↓  
Not incorporated.

↓  
Name - cancelled

Penalty = ₹ 1 lakh

# Memorandum of Association [sec 4]

## SS 1 - Contents of MOA

Other than OPC.	<u>OPC</u>
I N.C.	I
II R.O.C.	II
III O.C.	III
IV L.C.	IV
V C.C.	V
VI A.C.	VI · subscriber clause
	VII Nominee clause.

### I - Name Clause

Pvt Co → ACT **Pvt Ltd** → End of the name

PubCo → ACT **Ltd**

Charity Co/sec 8 → ACT foundation ~~Ltd~~ ~~Pvt Ltd~~ → Not required.

IFSC → A/C Finance Ltd [IFSC] <sup>→ suffix.</sup>

Pvt co or public co - Both the companies can become Govt Co.

Pvt company + Govt co → ~~ACT Pvt Ltd~~  
ACT Ltd.

Name should not be identical

Example :- Tata sons Ltd | Tata sons Limited

Tata sons Ltd | Tata daughters Ltd.

Name should not be too nearly resemble

Example :- ACT Ltd | ACC Ltd

Name should not be offensive

Example :- Legal betting India Pvt Ltd.

Drug mafia Ltd

SS2

Name Should not be undesirable in the opinion of C.G.

Example:- National Bank of India Pvt Ltd.

SS2

# Alteration of Memorandum - Section 13

① N.C.

② R.O.C.

③ O.C.

④ L.C.

Alteration  
↓

Section 13

⑤ C.C.

→ Section 61

↓

Chapter IV

⑥ Subscriber Clause / Association Clause

⑦ Nominee Clause

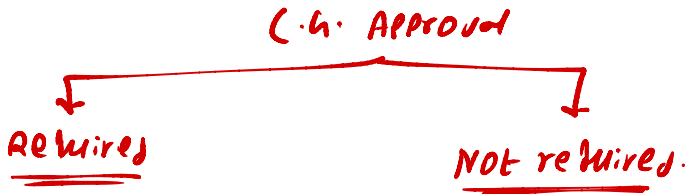
Sec 3(1) +  
Proviso 5

## Section 13 - Alteration of MoA

SS1 - special resolution is required to alter MoA + comply procedure U/S 13.

SS2 - Alteration of name

- shall be subject to sec 4(2) and 4(3)
- Requires approval of C.G. [13(2)]



ACT PUT LTD → ACC PVE LTD      ACT PVE LTD → ACT LTD  
ACT LTD → ACT PUT LTD

If the only change is addition or deletion of the word private

SS3 - New certificate by new name shall be issued by R.O.C.

SS4 - Alteration of Registered office clause

- From one state to another state.
- Approval of regional director is required.
- Application to R.D.

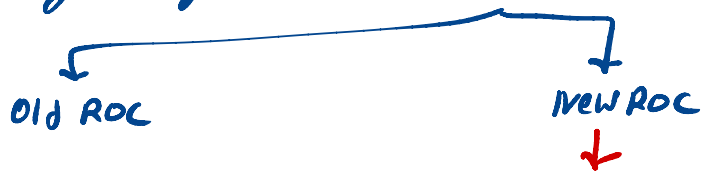
SS5 - RD shall dispose off application within 60 days

SS6 - Notice to ROC

(a) SR 13(1) → MHT-14 - 30 days of SR.

(b) C.G approval for name change, if required.

SS7 - Certified true copy of the order of RD approving change in state File within 30 days



Within 30 days



certificate.

## SS 8 - Alteration of Object Clause

- Advertisement of SR - 2 NW.
- Justification of change in object
- Exit opportunity to dissenting shareholder.

**SS 9** - Registration of change in object by ROC. within 30 days. Issue certificate.

SS 10 - No alteration shall take effect until registered by R.O.C. and issued certificate.

## Alteration of N.C.

- ① SR 13(1)
- ② 13(6) → SR → ROC
- ③ 13(2) → N.C. NV

## Alteration of R.O.C.

- ① SA 13(1)  $\xrightarrow{\text{MAT 14 } \overset{13(6)}{\text{}}}$  Old ROC
- ② RD approval 13(4)
- ③ 60 days 13(5)
- ④ C.T.C. 13(6)  $\rightarrow$  Old ROC  
 $\rightarrow$  New ROC.
- ⑤ NIW ROC - Cert 13(7)

## Alteration of object

- ① 13(1) - SR  $\xrightarrow{\text{MAT 14 } \nearrow 13(6)}$  ROC
- ② AOV 13(8) + Justification + Exit  $\rightarrow$  Certificate (13(9))

# Affirmation of L

① 13 (1) - SR

