



THE INSTITUTE OF CHARTERED ACCOUNTANTS OF INDIA

(Set up by an Act of Parliament)

Corporate Laws & Corporate Governance Committee

The Institute of Chartered Accountants of India

23rd July, 2021

ANNOUNCEMENT

Sub: **Commencement notification of provisions of Companies (Amendment) Act, 2020 relating to Rectification of name of Company and insertion of Rule 33A in Companies (Incorporation) Rules, 2014 w.e.f. 01st September, 2021**

This is to inform you that the Central Government has appointed 01st September, 2021 as the date on which Section 4 of the Companies (Amendment) Act, 2020 i.e., amendment in Section 16 of the Companies Act, 2013 shall come into force.

Further, pursuant to amendment in section 16 of the Act, the Central Government has incorporated Rule 33A in the Companies (Incorporation) Rules, 2014 for prescribing provisions for allotment of a new name to the existing company under section 16(3) of the Act.

The provision of Rule 33A shall also come into force from 01st September, 2021.

The analysis of the amendment in section 16 of the Act and Rule 33A in the Companies (Incorporation) Rules, 2014 have been given below:

S No	Section/Rule	Pre-Amendment	Post Amendment
1.	Section 16 of the Companies Act, 2013	1 If, through inadvertence or otherwise, a company on its first registration or on its registration by a new	1 If, through inadvertence or otherwise, a company on its first registration or on its

		<p>name, is registered by a name which—</p> <p>a. in the opinion of the Central Government, is identical with or too nearly resembles the name by which a company in existence had been previously registered, whether under this Act or any previous company law, it may direct the company to change its name and the company shall change its name or new name, as the case may be, within a period of three months from the issue of such direction, after adopting an ordinary resolution for the purpose;</p> <p>b. on an application by a registered proprietor of a trade mark that the name is identical with or too nearly resembles to a registered trade mark of such proprietor under the Trade Marks Act, 1999, made to the Central Government within three years of incorporation or registration or change of name of the company, whether under this Act or</p>	<p>registration by a new name, is registered by a name which—</p> <p>a. in the opinion of the Central Government, is identical with or too nearly resembles the name by which a company in existence had been previously registered, whether under this Act or any previous company law, it may direct the company to change its name and the company shall change its name or new name, as the case may be, within a period of three months from the issue of such direction, after adopting an ordinary resolution for the purpose;</p> <p>b. on an application by a registered proprietor of a trade mark that the name is identical with or too nearly resembles to a registered trade mark of such proprietor under the Trade Marks Act, 1999, made to the Central Government within three years of incorporation or registration or change of name of the company, whether under this Act or any previous company law, in the opinion of</p>
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		<p>any previous company law, in the opinion of the Central Government, is identical with or too nearly resembles to an existing trade mark, it may direct the company to change its name and the company shall change its name or new name, as the case may be, within a period of six months from the issue of such direction, after adopting an ordinary resolution for the purpose.</p> <p>2 Where a company changes its name or obtains a new name under sub-section (1), it shall within a period of fifteen days from the date of such change, give notice of the change to the Registrar along with the order of the Central Government, who shall carry out necessary changes in the certificate of incorporation and the memorandum.</p>	<p>the Central Government, is identical with or too nearly resembles to an existing trade mark, it may direct the company to change its name and the company shall change its name or new name, as the case may be, within a period of three months from the issue of such direction, after adopting an ordinary resolution for the purpose.</p> <p>2 Where a company changes its name or obtains a new name under sub-section (1), it shall within a period of fifteen days from the date of such change, give notice of the change to the Registrar along with the order of the Central Government, who shall carry out necessary changes in the certificate of incorporation and the memorandum.</p> <p>3 If a company is in default in complying with any direction given under sub-section (1), the Central Government shall allot a new name to the company</p>
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			<p>in such manner as may be prescribed and the Registrar shall enter the new name in the register of companies in place of the old name and issue a fresh certificate of incorporation with the new name, which the company shall use thereafter:</p> <p>Provided that nothing in this sub-section shall prevent a company from subsequently changing its name in accordance with the provisions of section 13.</p>
2.	Rule 33A of Companies (Incorporation) Rules, 2014	N.A.	<p>New Insertion</p> <p>33A. Allotment of a new name to the existing company under section 16(3) of the Act.</p> <p>1 In case a company fails to change its name or new name, as the case may be, in accordance with the direction issued under sub-section (1) of section 16 of the Act within a period of three months from the date of issue of such direction, the letters "ORDNC" (which is an abbreviation of the words "Order of Regional</p>

			<p>Director Not Complied”), the year of passing of the direction, the serial number and the existing Corporate Identity Number (CIN) of the company shall become the new name of the company without any further act or deed by the company, and the Registrar shall accordingly make entry of the new name in the register of companies and issue a fresh certificate of incorporation in Form No.INC-11C.</p> <p>Provided that nothing contained in sub-rule (1) shall apply in case e-form INC-24 filed by the company is pending for disposal at the expiry of three months from the date of issue of direction by Regional Director, unless the said e-form is subsequently rejected.</p> <p>2 A company whose name has been changed under sub-rule (1) shall at once make necessary compliance with the provisions of section 12 of the Act and the statement, “Order of Regional Director Not Complied (under section 16 of</p>
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			the Companies Act, 2013)" shall be mentioned in brackets below the name of company, wherever its name is printed, affixed or engraved Provided that no such statement shall be required to be mentioned in case the company subsequently changes its name in accordance with the provisions of section 13 of the Act.
3.		N.A.	In the Annexure, after Form No.INC-11B, form No.INC-11C shall be inserted.

Commencement Notification of Section 16 of the Companies Act, 2013 is available at the link-
<https://www.mca.gov.in/bin/dms/getdocument?mds=%252BrVndsNHmju%252FOHCLaLZgVA%253D%253D&type=open>

Notification of Companies (Incorporation) Fifth Amendment Rules, 2021 is available at the link-
<https://www.mca.gov.in/bin/dms/getdocument?mds=xBAf0oY7R3foZZqFw4y0A%253D%253D&type=open>

Members may note the above.

Sincerely Yours,

Chairman and Vice Chairman
Corporate Laws & Corporate Governance Committee
The Institute of Chartered Accountants of India