

# Change of Company Name Guide



SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN



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COMMISSION OF PAKISTAN

**Change of Company  
Name Guide**

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## **DISCLAIMER**

This guide has been published with the intention to create awareness of the concept of the relevant matters. However, the guide does not tell everything and the opinions or legal interpretations, contained in the guide are circumstantial and may vary under different situations. If the reader is in doubt or dealing with any specific condition, it is recommended to refer to the Ordinance and relevant laws and consult for seeking advice.



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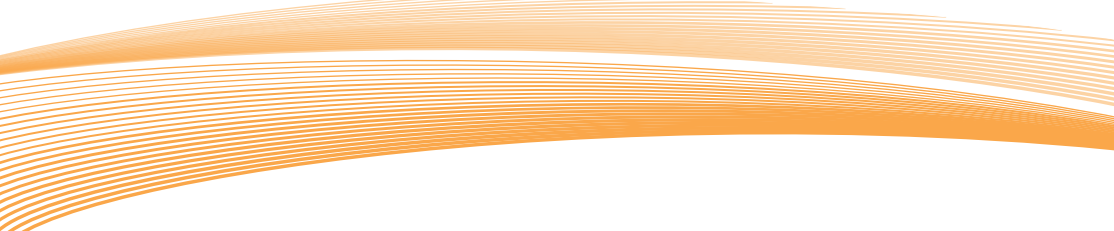
## **Introduction**

Almost every country has its own unique set of laws/rules and requirements for change of company name; however, basic procedures regarding change in company name across jurisdictions are almost the same and commonly understood. In Pakistan, a company name can be changed with the approval of the Registrar.

A company either may on its own, with the approval of the registrar or shall on the direction of the registrar change its name.

A company may change its name due to any valid reason including the following:

- If the company, inadvertently or otherwise, is registered by a name in contravention of the provisions of Section 37 of the Companies Ordinance 1984 (the Ordinance).
- To express their new identity due to their business development in the national and international arena.
- On being taken over by another company, the members may choose the name of the acquiring company, combine the two old company names, or adopt a new name altogether .
- On change of management.
- To carry out some other appropriate/suitable business.
- If it does not match, with the business specified in its memorandum of association.
- If the name does not remain attractive in the market, so company seeks to change its name according to new market trends and conditions.
- Any other given reason/ reasons.



The Registrar may direct a company to change its name if the company, through inadvertence or otherwise, is registered by a name in contravention of the provisions of Section 37 of the Ordinance.

This Guide has been developed to provide overall guidance and also to describe the stepwise procedure for change of name of a company. This guide must be read with the relevant legislation. You will find the relevant law in Section 39 of the Ordinance.

This guide has been divided in 3 parts for the convenience of users:

- (i) Company's Internal Procedure
- (ii) Application Procedure
- (iii) Post Submission

## **Part 1: Company's Internal Procedure**

This part of the guide explains the circumstances leading to company name change and company's internal procedure for changing its name.

### **A. Circumstances of Changing a Company name:**

#### **1. Change of name by a company under section 39 of the Ordinance**

A company may, if it so desires, change its name with the approval of registrar by adopting procedures as laid down under the law and fulfilling requirements.

#### **2. Change of name by a company on the direction of the Registrar of Companies under section 38 of the Ordinance**

A company which, through inadvertence or otherwise, is registered by a name in contravention of the provisions of Section 37 of the Ordinance,

- (i) may change its name on its own, and
- (ii) shall change its name on the direction of Registrar.

For both the situations, the approval of the Registrar is mandatory. Other details and stepwise procedure/requirements are given in this guide.

### **B. Where approval of registrar is not required for change in a company's name:**

Any change in name of a company involving the deletion or addition as the case may be, of the parenthesis and word "(Private)", as a result of its conversion from a private limited company into a public company or vice versa, shall not be deemed as a change of name. In such cases, approval of registrar is not required.

### **C. Step Wise internal procedure for changing name of company.**

An application for change of name of a company can be submitted through any of the following two processes.


- i. **Offline-** Manual submission of application
- ii. **Online-** by using eServices of SECP

Like many of our online services, online change of name process requires no paper work and enables the company to submit application without visiting SECP. The process involves simple and easy steps for company name change application submission, by using eServices portal.

#### **Common Procedure:**

1. For offline submission, availability of name application is submitted with challan of Rs 500. For Online submission, fees for seeking availability of name is Rs 200. Approval by the board of directors for change of name of the company.
2. Send at least a 21 days notice, to the members for holding of the general meeting. However, shorter period notice with the approval of registrar in case of an emergency may be given. The draft special resolution for change of name and statement of material facts, shall also be sent along with the said notice to members. In case of a listed company, notice is also required to be published at least in one issue each of a daily newspaper in English language and a daily newspaper in Urdu language having circulation in the Province in which the stock exchange on which the company is listed is situated.
3. Pass a special resolution with a majority if not less than three-fourth of the members entitled to vote are present in person or through proxy in the general meeting.



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4. File a copy of the said special resolution on prescribed Form 26 (Format available on SECP website) along with paid challan of prescribed filing fee.
  5. Submit application to the registrar concerned online/offline.

## Part 2: Application Procedure

This part of the guide explains the procedure, relevant documents to be submitted with offline application and stepwise procedure to file online application.

### D. Documents to be Submitted with the Offline Application for Change of Company Name:

The application must be accompanied with the documents, as mentioned in the specimen of the application attached as under:

The Registrar of Companies, Company Registration Office,

To,

Form A-3

The Registrar,  
Company Registration Office.....

Sub: APPLICATION FOR CHANGE OF NAME

#### 1. Payment details

Name of the Bank

Branch

Fee paid  Mode of payment

Challan No.  Date of payment

#### 2. Applicant's details

Name of the company

CUIN No.

Telephone No.  E-mail address

Website

Registered office address

Authorized capital  Paid-up capital  Per share value

Total number of members in case of company having no share capital

3. Details relating to change of name

Name proposed to be changed

Justification for change of name

Particulars of the members objecting to the proposed change of name   
1)  
2)

Details of the objections of dissenting members   
1)  
2)

Details of matters pending in any court, tribunal or in any other forum relating / affecting the issue of change of name or other material issue relating to it.   
1)  
2)  
3)  
4)

Main object of the company

1. Prayer: It is requested to allow the change of name applied for.

2. Signatures

3. Date: DD/MM/YYYY

Every such application shall be accompanied by -

- (a) \*Original Challan evidencing the payment of fee in the authorized branch of the bank.
- (b) Documentary evidence in support of reasons for the change of name.
- (c) Copy of letter of availability of name.
- (d) Authenticated copy of the memorandum and the articles of association incorporating the name that would appear after the change.
- (e) Copy of the special resolution;
- (f) Minutes of the meeting, at which special resolution was passed.
- (g) NOC issued by the associated company if the proposed name has a close resemblance with it.
- (h) NOC / approval, if, required under any law.

\*Challan need not be attached in case the application is of submitted through eService.

## **E. Step-wise Procedure for Online Submission of application for Change of Company Name:**

### **Step 1: Log on to eServices**

#### **In case the company has eServices Login name and Password:**

Connect to eServices <https://eservices.secp.gov.pk/eServices>, and log on to your account using your eServices Login name and Password provided by the SECP.

**Important Note: PLEASE NOTE THAT “SIGN UP” LINK ON eServices WEBPAGE, IS FOR NEW INCORPORATION PROCESS ONLY AND NOT FOR ALREADY INCORPORATED COMPANIES.**

**In case the company has not been provided eServices Login name and Password, please follow the procedure as under:**

1. Apply for an eServices Login name and Password by writing a letter, on the company letterhead, duly signed by the Chief Executive Officer or the Company Secretary, or Chief Financial Officer, or one of the Directors of the company, along with a copy of their CNIC.
2. Mention the email address on which the eServices Login name and Password will be dispatched. Please, only provide POP3 email address such as [abc@comsats.com](mailto:abc@comsats.com), free email address such as hotmail, gmail, or yahoo is not acceptable.
3. The SECP will confirm the validity of the email address, after validation the eServices Login name and Password will be emailed to the specified email address.

4. All letters requesting an eServices User Identification and Password to be addressed to Director (MIS), SECP at one of the following addresses:

**Director (MIS)  
SECP,**

NIC Building, Registration Department, Jinnah Avenue Islamabad,  
Pakistan

email address: [ibtasam.moatisim@secp.gov.pk](mailto:ibtasam.moatisim@secp.gov.pk)

Tel: +92-51-9207091-3 (Ext: 280)

**Deputy Director (MIS) SECP,**

NIC Building, Registration Department, Jinnah Avenue Islamabad,  
Pakistan

email address: [salman.lodhi@secp.gov.pk](mailto:salman.lodhi@secp.gov.pk)

Tel: +92-51-9207091-3 (Ext: 286)

Help Line: +92-51-9206052, 9206006

**Step 2: Enter Information**

A successful logon to eServices by entering Login name and password will display a list of available and unavailable processes.

For online processing of change of name of the company, it is necessary that the reservation of a new company name is obtained first.

**Step 2 (a):** Click on “Company name reservation” process. An input page is displayed wherein the following information will be entered by the user.

**i. Company information:**

Enter company's proposed name and select company kind from the drop down list.

**ii. Payment Details:**

Select Bank Branch from the list, where fee will be deposited.

**iii. Applicant information:**

Enter applicant name, C.N.I.C number, telephone number, address, email address and main object.

**iv. Press Continue Link:**

By pressing Continue Link, Process Document Listing Page will be displayed, containing the following links:

**a. Update Form Data:**

Click link if you want to update the data. After updating data, press Continue link again. Process Document Listing Page will be displayed again.

**b. View Company Name Reservation Form:**

System automatically fills out the required form using the data entered by you. You can view this form by clicking on this link.

**c. Fill New Attachment Form:**

In this link, you can attach the required documents (if any) in PDF format and click Save Form. Please note that file size must not exceed 2 MB.

**d. Fill new Bank Challan Form:**

Click link and Bank Challan will be displayed. Bank Challan is automatically populated with prescribed fee and other information by the eServices application.

Press print form button and then save form. Four copies will automatically be printed as original copy, bank copy, SECP copy and depositor copy. The fee shall be deposited in the Bank branch selected by the applicant from the branches of MCB Bank Limited. The bank shall retain the SECP and bank copies and return remaining two copies (original and depositor copy) to the depositor.

## **e. Start Process**

Click Start Process to submit Company name reservation request. An acknowledgment will be displayed after submitting company name reservation request, stating: “Your application has been successfully submitted to SECP. The documents will be processed only after verification that the prescribed fee has been deposited in any of the designated bank branches.”

User will get the response by receiving an email notifying approval, rejection or seeking compliance.

**Step 2 (b):** After receiving approval of company name reservation, connect to eServices and log on to your account by entering login name and password.

Click the "Change of Company Name" process available on the process listing webpage. An input page is displayed wherein the following information will be entered by the user.

### **i. Company information:**

Details of Company Name, Incorporation Number, and date will be automatically generated from the system.

### **ii. Payment Details:**

Select Bank Branch from the list, where fee will be deposited.

### **iii. Resolution Details:**

Fill up the details of the resolution as a result of which the decision of change of company name took place. These include date of dispatch of notice, date of passing of Special Resolution, proposed name for the company and the reason for name change.

**iv. Member Details :**

Fill details of total number of members, members present in the meeting, members voted for and against the motion and their share representation in the company.

**v. Meeting Address:**

Fill details of address, City, Province and Postal Code of the venue where the general meeting took place at which the resolution for change of company name was passed.

**vi. Signatory:**

Enter details of signatory. Signatory could be Chief Executive or one of the Directors or Company Secretary.

**vii. Press Continue Link:**

By pressing Continue Link, Process Document Listing Page will be displayed, containing the following links:

➤ **Update Form Data:**

Click link if you want to update the data. After updating data, press Continue link again. Process Document Listing Page will be displayed again.

➤ **View Form 26:**

System automatically fills out the Form 26 using the data entered by you. You can view this form by clicking on this link.

➤ **Fill New Attachment Form:**

In this link, you can attach the required documents in PDF format e.g., Amended Memorandum and Articles of Association (less than 2 MB), Affidavit etc. Attach the required document and click Save Form.



➤ **Fill Bank Challan Form:**

Click link and bank challan will be displayed. bank challan is automatically populated with prescribed fee and other information by the eServices application. Press Print Form button and then Save Form. Four copies will automatically be printed as original copy, bank copy, SECP copy and depositor copy. The fee shall be deposited in the Bank branch selected by the applicant from the branches of MCB Bank Limited. The bank shall retain the SECP and bank copies and return remaining two copies (original and depositor copy) to the depositor

➤ **Sign Form:**

By clicking Sign Form, the digital Signature Pad window will appear. Form is signed using the digital certificates. Digital Certificates are obtained from the NIFT. Select the eForm available Under “Select for Signature” Column. Now, select the correct Digital Signature from the drop down menu. Press “Sign” button. After you press Sign button, click “Submit to SECP” button. All the documents will be submitted to the SECP and a process reference number will be generated and displayed.

The process will be initiated as soon as the SECP receives the verification of deposit of fee from the Bank.

User will get the response by receiving an email notifying approval, rejection or seeking compliance.

**F. Persons competent to make an application:**

The Chief Executive, director or secretary of the company, if authorized by the board, may sign or digitally sign in case of online application, the application and all its enclosures, with the affidavit that the contents of the application and its enclosures are true and correct.

## **Part 3: Post Submission**

This part of the guide explains the post submission procedure, issuance of certificate of change of company name and effect of change of company name.

### **G. Issuance of Certificate of Change of Company Name:**

After the approval by the registrar concerned, he issues certificate for change of name of the company and the same is dispatched through Courier

### **H. Effect of Change of Company Name:**

The change must be noted in the memorandum and articles of association and all documents, invoices, letterheads, bills, signboards, seal, etc. The change of name shall not affect any rights or obligations of the company or any legal proceedings by or against the company. Any legal proceeding commenced against the company by its former name shall continue against the company by its new name.

### **Further Information**

The SECP is publishing a series of its Guides. These Guides briefly describe procedures of important matters relating to the Ordinance, and the rules and regulations made thereunder. The statutory forms and guidance booklets are available, on our website, <http://www.secp.gov.pk>.

### **List of Company Registration Offices**

1. Company Registration Office  
4th Floor, State Life Building No.2, Karachi  
Tel: 021-99213272, Fax 021-99213279  
Email: [crokarachi@secp.gov.pk](mailto:crokarachi@secp.gov.pk)

2. Company Registration Office  
3rd & 4th Floors, Associated House  
7-Egerton Road, Lahore  
Tel: 042- 99200274, Fax 042-99202044  
Email: [crolahore@secp.gov.pk](mailto:crolahore@secp.gov.pk)
3. Company Registration Office  
State Life Building, 7-Blue Area, Islamabad  
Tel: 051-9208740, Fax 051-9206893  
Email: [croislamabad@secp.gov.pk](mailto:croislamabad@secp.gov.pk)
4. Company Registration Office  
1st Floor, State Life Building  
The Mall, Peshawar Cantt  
Tel: 091-9213178, Fax 091-9213686  
Email: [cropeshawar@secp.gov.pk](mailto:cropeshawar@secp.gov.pk)
2. Company Registration Office  
63-A, Nawa-i-Waqt Building, Abdali Road, Multan  
Tel: 061-9200530 Fax 061-9200530  
Email: [cromultan@secp.gov.pk](mailto:cromultan@secp.gov.pk)
3. Company Registration Office  
356-A, Al-Jamil Plaza  
1st Floor, Peoples Colony, Small D Ground  
Faisalabad  
Tel: 041-9220284 Fax: 041-9220152  
Email: [crofsb@secp.gov.pk](mailto:crofsb@secp.gov.pk)
4. Company Registration Office  
382/3, (IDBP House), Shahrah-e-Hali, Quetta Cantt  
Tel: 081-2844136 Fax: 081-2899134  
Email: [croqta@qta.paknet.com.pk](mailto:croqta@qta.paknet.com.pk)

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5. Company Registration Office  
House No 28, Hamdard Housing Society  
Airport Road, Sukkur  
Tel: 071-5633757 Fax: 071-5630517  
Email: [croskr@hotmail.com](mailto:croskr@hotmail.com)

### **PUBLIC CONSULTATION**

If you have any suggestions for the development in the legal framework or otherwise, please let us know about your opinion/comments on the following address:

Registrar of Companies  
Securities and Exchange Commission of Pakistan  
NIC building, Jinnah Avenue, Blue Area  
Islamabad, Pakistan  
Comments can also be sent via email at the following  
address: [headquarters@secp.gov.pk](mailto:headquarters@secp.gov.pk)

NIC Building, 63 Jinnah Avenue, Islamabad, Pakistan

Tel: 051-9207091-4, UAN: 111 117 327

Fax: 051-9204915

Website: [www.secp.gov.pk](http://www.secp.gov.pk)

e-mail: [enquiries@secp.gov.pk](mailto:enquiries@secp.gov.pk)