

ENERGY EFFICIENCY SERVICES LIMITED (EESL)
(SCM DEPARTMENT)

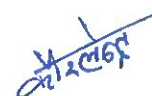
Circular No. 22

REF.: EESL/2022-23/SCM/PS/Circular

DATED: 02.09.2022

Subject: Process for change of name of Bidder/Contractor.

1. The names of the firms (Contractors/ Bidders) undergo change at the pre-award/ post-award stages. Such cases, which may be attributable to many reasons, are required to be dealt in line with the procurement policy and this Circular
2. To harmonize the processing of the cases of name change, a Standard Checklist as per **Annexure-I** may be referred to. The check list shall, however, be for the purpose of reference only and documents listed therein shall be applicable depending upon the case in question. For effecting change of name, contractor/bidder is required to submit applicable data/details/documents as per the Annexure-I.
3. This is issued with the approval of Competent Authority.



Kaushalendra Singh
DGM (SCM)

CIRCULATION:

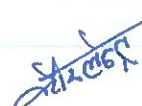
All Department Heads/ Business Unit Heads (BUH) and Cluster Heads

Copy for kind information to:

- GED (P & BD)
- GED (Commercial)
- CEO, EESL

List of Documents/Details to be submitted by the Contract/Bidder

- (a) Change of Name request along with reasons and justification from the entity,
- (b) List of EESL's Contracts wherein name change is to be effected,
- (c) Legal Opinion from in-house as well as Independent Legal Practitioner indicating the purpose of the change, the prescribed legal provisions pursuant to which said name change has taken place and compliance thereof. (A Certificate submitted from Advocate in lieu of Legal Opinion from Independent Legal Practitioner & attached along with Legal Opinion from in-house)
- (d) Certified True Copy of the Resolution passed by the Board of Directors of ex-ante entity approving change in name from ex-ante entity to ex-post entity and alteration of name clause of Memorandum of Association and alteration of Articles of Association of the Company pursuant to provisions of Section 13 and 14 of the Companies Act, 2013,
- (e) Certified True Copy of Memorandum and Articles of Association of ex-ante entity,
- (f) Certified True Copy of Memorandum and Articles of Association of ex-post entity,
- (g) Certified True Copy of Resolution passed by the Shareholders of ex-ante entity approving change in name from ex-ante entity to ex-post entity and alteration of Memorandum of Association and Articles of Association of the Company pursuant to provisions of Section 13 and 14 of the Companies Act, 2013,
- (h) Copy of Forms and documents filed with Registrar of Companies as prescribed under the Companies Act, 2013 relating to such change in name from ex-ante entity to ex-post entity,
- (i) Copy of Certificate of Incorporation pursuant to change in name issued by the Registrar of Companies,



- (j) Undertaking from ex-post entity to fulfil and perform all obligations EESL's Contracts by ex-post entity,
- (k) Copy of latest Audited Financial Results of ex-ante entity and ex-post entity,
- (l) Sale Deed / Transfer Agreement, if applicable,
- (m) Scheme of Arrangement in case of Amalgamation or Merger or Demerger (spin offs/ splits offs / carve outs), Business Transfer Agreement in case of Slump Sale, Brand Assignment Agreement, as the case may be,
- (n) Copy of Order from NCLT (National Company Law Tribunal) in case name is changed pursuant to any scheme of arrangement referred to under Sl. No. (m) above,
- (o) For Vendor Code creation documents such as Bank Details (i.e. *Bank Country, Bank Account No., Account Holder, Bank Key/IFSC Code, Bank Name with CANCEL Cheque etc.*); Signed and Stamped PAN No.; Signed and Stamped GSTIN certificate; Directors' Identification Number (DIN); PAN Number of Director/Partner/Owner may be obtained

Director

Notes:

- (a) *The aforesaid list of documents is guiding in nature. Therefore, in a given case, applicable documents are to be solicited suiting to specific requirement in line with policy and procedures in vogue. It must be stated and confirmed by the applicant that the process for change in the name of the Company has been duly followed and all compliance obligations enlisted by Ministry of Corporate Affairs as well as SEBI regulations (in case of listed entity) are duly fulfilled at the time of requesting EESL for incorporating change of name of the Company.*
- (b) *In case of Foreign entity/Proprietorship/Partnership firm, appropriate documents to be considered. It must be stated and confirmed by the applicant (foreign company) that the requirements/compliances obligations stipulated by Ministry of Corporate Affairs available at website of MCA (Home>MCA Services>Company Services>Change Company Information) (including submission of Online Form FC-2 and Form FC-3) have been duly complied with at the time of requesting EESL for change of name of the Company.*
- (c) *In case of Foreign entities, the effect of Change of Name on Indian entity established by such foreign entity is also be considered appropriately. It must be stated and confirmed by the applicant (foreign company having factory /branch office in India that the requirements /compliances obligations stipulated by Ministry of Corporate Affairs available at website of MCA (Home>MCA Services>Company Services>Change Company Information) (including submission of Form FC-3 by a foreign company for their business established in India) have been duly complied with.*
- (d) *Legal Opinion shall include detailing to the effect that the change of company does not affect the enforceability of legal liability or validity under the agreements, contracts, undertakings, confirmations, obligations and other transactions entered by/on behalf of the company or the status of the company to fulfill its obligations under any contract/agreement by old name. The opinion shall also indicate the prescribed legal provisions pursuant to which such a change is made and compliances to governing laws. It shall also confirm that the enclosed documents are sufficient for the said purpose.*

