

**GOVERNMENT OF INDIA
CORPORATE AFFAIRS
LOK SABHA**

UNSTARRED QUESTION NO:2532
ANSWERED ON:29.03.2012
RESOLUTION BY SHAREHOLDERS
Rathod Shri Ramesh

Will the Minister of CORPORATE AFFAIRS be pleased to state:

- (a) whether it is a fact that the mere passing of resolution by shareholders will not entail a company to make alterations in Memorandum of Association (MoA) unless the same is registered with the Registrar of Companies (RoC);
- (b) if so, the details thereof;
- (c) whether it is also true that the resolution becomes altered, only on the date the resolution is registered with RoC; and
- (d) if so, the details thereof?

Answer

THE MINISTER OF STATE IN THE MINISTRY OF CORPORATE AFFAIRS (SHRI R.P.N. SINGH)

(a) to (d). Alterations in Memorandum of Association of a Company may pertain to five clauses, namely, Name clause, Object clause, Situation clause, Liability clause and Capital clause. However, alterations in Object clause, Situation clause and Liability clause, they become effective only from the date of registration of resolutions by the Registrar of Companies (RoC). The alteration in the name clause becomes effective from the date of issue of certificate by the RoC. Alteration in Capital clause for increase in authorised capital becomes effective when the special resolution to this effect is passed in the general meeting of the shareholders.