

**Conversion of Deemed Public Company into Private Company after Companies  
Amendment Act, 2000**

**Related Provisions**

<u>Provisions</u>	<u>Particulars</u>
<b>Section 43A</b>	Private company to become public company in certain cases

**Procedure**

- I. Articles of Association of the deemed company contain all the three restrictive clauses earlier applicable to a private company.
  1. Convene a board meeting and consider the following items:
    - (i) Addition of the fourth restrictive sub-clause in its Articles of Association prohibiting the invitation or acceptance of deposits from persons other than its members, directors, or their relatives [clause (d) inserted in section 3 (1) (iii) vide Companies (Amendment) Act, 2000]
    - (ii) Change in the company's name by adding the term 'private' to its name and approval of the draft notice of the general meeting.
  2. Send 21 days clear notice of the general meeting in writing to all the eligible members of the Company, alongwith the notice attach suitable explanatory statement for the proposed special resolutions
  3. Consider the following items at the general meeting:
    - a) Passing of special resolution for addition of the fourth restrictive sub clause in its articles of association.
    - b) Passing of special resolution for change of name by adding the term 'private'
  4. Submit an application with the Registrar of Companies for the amendment of its Certificate of Incorporation
  5. Registrar of Companies would amend the Certificate of Incorporation within 4 weeks of such an application.

II. Articles of Association of the deemed company do not contain all the four restrictive clauses applicable to a private company.

1. Convene a board meeting and consider the following items :
  - a) Alterations in the articles for inclusion of the four restrictive clauses in its articles of association .
  - b) Change in the company's name by adding the word 'private' to its name and approval of the draft notice of the general meeting.
2. Send 21 days clear notice of the general meeting in writing to all the eligible members of the Company, alongwith the notice attach suitable explanatory statement for the proposed special resolutions.
3. In the General meeting pass a special resolution for alteration of articles of association and for change of name by addition of the word 'private' to its name.
4. Submit an application to the Registrar of Companies for amendment of Certificate of Incorporation.

**Documentation**

1. Application to Registrar of Companies for amending Certificate of Incorporation.
2. Board Resolution for Alteration of Articles / Change in Name.
3. Special Resolution at General Meeting for
  - a). *To alter the articles of association.*
  - b). *To change the name of the company.*