



# वेस्टर्न कोलफील्ड्स लिमिटेड Western Coalfields Limited

(मिनीरत्न कंपनी) (A Miniratna Company)

(कोल इंडिया लि. की अनुषंगी कंपनी)

(A Subsidiary of Coal India Limited)

E-382004



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Ref: NGP/WCL/M&S/Comml./1223

Date: 14.10.2019

## NOTICE

### Sub: Documentary requirement in case of Change of Name/Ownership

It is hereby notified that the companies/firms having Linkage/ FSA and interested in any change involving change of name/ management/ ownership/shareholding pattern/demerger/ amalgamation/ Court Order etc., shall have to fulfil the following documentary requirements:

1. The firm shall have to make application with WCL, intimating such tentative change for prior approval of WCL.
2. Consequent upon the change of name/ management/ ownership/ shareholding pattern etc, the firm shall have to submit documents as per the enclosed list.

Upon satisfactory compliance of the documentary requirements, as enclosed, change of name/ management/ ownership/shareholding pattern etc shall be effected in WCL records.

Consequent upon the change, the consumer shall be solely responsible for ensuring compliance of applicable laws pertaining to supply of coal from WCL.

The consumers/ FSA holders shall unconditionally indemnify WCL in case of any consequences arising out of release of coal in old name as well as new name.

Encl: As above

14.10.19  
HOD (M&S)

Copy to:

S. No.	Documents for change of name/ Change in ownership
1	Copy of linkage order granted by MOC/ FSA Details
2	New as well as old Certificate of Incorporation from Registrar of Companies.
3	Memorandum and Articles of Association of the company in the new as well as old name.
4	Resolution of Board of Directors for change of name of company.
5	GST Registration in the new as well as old name.
6	PAN Card in the new as well as old name.
7	SSI/DI/DGTD/ IEM Registration in the new name deleting the old name.
8	<p>Factory License/ Boiler Certificate/ Consent to Operate (CTO) in the changed name or            In case, amended Factory License/ Boiler Certificate/ Consent to Operate is yet to be received, then acknowledged copy of application made with the relevant Authorities for change of name, along with requisites fees receipt/ challan copy.            Further, an Undertaking that the amended Factory License/ Boiler Certificate/ Consent to Operate shall be submitted at the earliest. In case of default in submission of the amended documents, WCL shall be free to take action including but not limited to suspension of coal supplies/ termination of FSA.</p>
9	<p>Lead Lender certificate certifying that Promoters of Linkage/LOA/FSA holder company should not have divested 50% or more shareholding in the company without achieving significant level of investment in the project. The significant level of investment may be treated as at least 50% of total project cost as certified by lead lender <b>(Applicable for the cases involving change in management / shareholding pattern etc.)</b>(Duly Notarized).</p> <p><i>The documents verifying the details of the lead lender as available on the official website of the lead lender duly attested by Notary public.</i></p>
10	<p>Certificate from Statutory Auditors in case of company and independent auditors in other case certificate certifying that Promoters of Linkage/LOA/FSA holder company should not have divested 50% or more shareholding in the company without achieving significant level of investment in the project. The significant level of investment may be treated as at least 50% of total project cost as certified by lead lender <b>(Applicable for the cases involving change in management / shareholding pattern etc.)</b> (Duly Notarized)</p>
11	<p>Company Secretary/Practicing Company Secretary Certificate (as applicable) certifying that all procedural and legal requirement under the Company Act'2013 have been complied with. <b>(Applicable for the cases involving change in management / shareholding pattern etc.)</b>(Duly Notarized)</p>

	<i>Company which do not have Statutory company secretary, Practicing Company Secretary may issue the certificate containing the seal with registration No.</i>
12	Affidavit as per Annex-A.
13	Affidavit-cum-Indemnity Bond as per enclosed Annex-B1 or B2, as applicable.
14	Latest status of the new company as reflected in the Ministry of Corporate Affairs website, duly notarized.
15	In case of merger/ amalgamation, copy of Court's Order in this regard.
16	Approval of Competition Commission of India, as per Competition Act, if applicable
17	Any other supporting document(s).


The application and all the documents should be duly certified by the MD/CEO/ Authorized Person by Company's Board for this purpose/Partner/Proprietor (whichever is applicable) and duly notarized. If any of the above document(s) are not applicable, it should be clearly stated in the application with reasons. The above list is illustrative and WCL shall be free to seek any other document(s), as may be required, on case-to-case basis.



**PROFORMA OF AFFIDAVIT FOR CHANGE OF NAME FOR SLC (LT) CONSUMERS**  
 (Applicable to consumers asking for Coal Supply having LOA/was holding LOA/holding FSA/recommended for issuance of LOA)

I, Shri \_\_\_\_\_ aged about \_\_\_\_\_ years by faith \_\_\_\_\_ by occupation \_\_\_\_\_, resident of \_\_\_\_\_, do hereby solemnly affirm and declare, as follows:

1. That I am the proprietor/Managing Partner /Director of \_\_\_\_\_  
 (New name and Address of the consumer asking for Coal Supply having LOA/was holding LOA/holding FSA, recommended for issuance of LOA)
2. That M/s \_\_\_\_\_ (erstwhile name and address) had applied for coal Supply having LOA/was holding LOA/holding FSA/recommended for issuance of LOA, has since changed its name to \_\_\_\_\_ (New name and Address)
3. That M/s. \_\_\_\_\_ (erstwhile name) has changed its name to \_\_\_\_\_ (New name) for reason of \_\_\_\_\_
4. That notwithstanding the change in the name as aforesaid the subject unit having LOA/was holding LOA/holding FSA/ to be subject of FSA remains the same and the liabilities vis-a-vis CIL/subsidiary of CIL and/or dues to them shall remain the liabilities/dues of M/s \_\_\_\_\_ (New Name)
5. That I, promise to indemnify CIL and/or its subsidiary \_\_\_\_\_ if it suffers any loss or faces any liability whatsoever on account of any \_\_\_\_\_ M/s \_\_\_\_\_ (erstwhile name) to the Government/Financial Institution/Bank etc.
6. That due approval of the appropriate authority/registering authority has been taken for the above mentioned change of name.
7. That I hereby confirm all the relevant Statutory Authorities e.g., Sales tax/Excise/Income tax etc has been duly informed about the change of name as aforesaid.

  
 \_\_\_\_\_

That I promise to indemnify CIL/Subsidiary \_\_\_\_\_ of CIL and confirm that I have obtained "No Objection" from technical Agency like CMPDI/CFRI or any other agency (if involved in the project) regarding change of name of the firm.

9. That henceforth, all business transactions will be carried out in the name and style of \_\_\_\_\_ (New name and address) having its plants address/location at \_\_\_\_\_.

DECLARATION

I hereby declare that all the statements mentioned in paras 1-9, here-in are true to the best of my knowledge and belief.

Identified by me.

(Signature with seal of advocate)

(Deponent)



(Cases not involving any change in management / shareholding pattern etc.)

**DRAFT AFFIDAVIT CUM INDEMNITY BOND – SLC (LT) Consumers**

(To be sworn on non-judicial stamp paper of Rs. 100/- duly notarized by Notary Public)

I, \_\_\_\_\_ S/o \_\_\_\_\_, aged about \_\_\_\_\_ years, r/o \_\_\_\_\_, working as \_\_\_\_\_ at \_\_\_\_\_ do hereby solemnly affirm and declare as under :-

1. That, I have been authorized by the Board of \_\_\_\_\_ (*new name of company*) vide Board Resolution dated \_\_\_\_\_ (copy enclosed) to execute, sign and submit an affidavit to Western Coalfields Limited, Nagpur for and on behalf of \_\_\_\_\_ (*company's new name*).
2. That, the change of name from \_\_\_\_\_ (*old name of company*) to \_\_\_\_\_ (*new name of company*) did not involve any change in its management/shareholding pattern, amalgamation, demerger, Court order etc.
3. That, there is no substantial alteration in the Memorandum and Articles of Association to change the status of the company.
4. That, the plant/unit to which the coal original linkage/LOA/FSA pertain will remain un-altered and its location will not change pursuant to the change in the name of the company.
5. That, conditions pertaining to coal linkage/LOA/FSA will remain unaltered inspite of the change in name of the company. The company under the new name shall remain bound by all the extant terms and conditions of the original coal linkage.
6. That, the new entity/company/firm is fully eligible for coal linkage/LOA/FSA.
7. That, we are expressly agreeing to comply with all the terms & conditions already in force.
8. That, the company/firm is ready to execute necessary agreements as and when required for ensuring coal supplies from WCL.
9. That, the company/firm shall pay all its past dues, if any, related to coal supplies.
10. That, if any statement or assertion made on behalf of \_\_\_\_\_ (*new name of the company*) is found to be false, incorrect or incomplete, WCL will have the right to take action against the company as per prevailing law.
11. That, if in future any change takes place with regard to management/shareholding pattern or in the event of amalgamation, demerger, Court order etc. or in case of any change in the objective/ scope of business which is mandated by the present Memorandum of Association or Articles of Association of \_\_\_\_\_ (*new name of the company*), which significantly impact the business from the particular plant/unit to which the coal linkage/LOA/FSA pertain, the same shall be intimated to the Ministry of Coal, CIL and WCL.

12. That, \_\_\_\_\_ (*new name of the company*) fully indemnifies WCL against any liability, loss or consequences arising out of change of name of company.

DEPONENT

VERIFICATION

I, \_\_\_\_\_ the deponent above named state that the contents of the para 1 to 12 above of this affidavit are true and correct to the best of my knowledge and belief. No part of it is false and nothing has been concealed there from.

Verified at \_\_\_\_\_ on this \_\_\_\_\_ days of 20\_\_\_\_.

**DEPONENT**



(Cases involving change in management / shareholding pattern etc.)

**DRAFT AFFIDAVIT CUM INDEMNITY BOND – SLC (LT) Consumers**

*(To be sworn on non-judicial stamp paper of Rs. 100/- duly notarized by Notary Public)*

I, \_\_\_\_\_ S/o \_\_\_\_\_, aged about \_\_\_\_\_ years, R/o \_\_\_\_\_, working as \_\_\_\_\_ at \_\_\_\_\_ do hereby solemnly affirm and declare as under :-

1. That, I have been authorized by the Board/Proprietor/Partners of \_\_\_\_\_ (*new name of company/firm*) vide Board Resolution/Authorization/Power of Attorney dated \_\_\_\_\_ (copy enclosed) to execute, sign and submit this Affidavit-cum-Indemnity Bond to Western Coalfields Limited (WCL), Nagpur for and on behalf of \_\_\_\_\_ (*company's/firm's new name*).
2. That, the change of name from \_\_\_\_\_ (*old name of company/firm*) to \_\_\_\_\_ (*new name of company/firm*) involved certain change in its management/ownership/shareholding pattern/amalgamation/demerger/Court order etc. (*delete whichever is not applicable*).
3. That, the reasons of change in name from \_\_\_\_\_ (*old name of company/firm*) to \_\_\_\_\_ (*new name of company/firm*) and all relevant details/documents pertaining to the same have been furnished to WCL along with application for change of name, which is on account of \_\_\_\_\_ (State the correct option, viz., amalgamation/take over/divestment of shareholding etc.).
4. That, the plant/unit to which the coal linkage/LOA/FSA pertain will remain un-altered and its location will not change pursuant to the change in the name of the company/firm.
5. That, conditions pertaining to original coal linkage/LOA/FSA and location of plant will remain un-altered due to change in its management/ownership/shareholding pattern/amalgamation/demerger/court order etc. (*delete which-ever is not applicable*). The company under the new name shall remain bound by all the extant terms and conditions of the original coal linkage.
6. That, the new entity/company/firm is fully eligible for coal linkage/LOA/FSA.
7. That, new entity/company/firm is expressly agreed to comply with all the terms & conditions already in force.
8. That, the company/firm shall pay all its past dues, if any, related to coal supplies.
9. That, the company/firm is ready to execute necessary agreements as and when required for ensuring coal supplies from WCL.



10. That, I hereby confirm that I have obtained and submitted a categorical certificate by the company secretary certifying that all the procedural and legal requirements under the Companies Act, 2013 have been complied with.
11. That, I state that the Promoters of original Linkage/LOA/FSA holder Company (whichever is applicable) have not divested 50% or more shareholding in the company without achieving significant level of investment in the project.
12. That, the significant level of investment has been treated as at least 50% of total project cost as certified by lead lender and Statutory Auditors/Independent Auditors (whichever is applicable).
13. That, if any statement or assertion made on behalf of \_\_\_\_\_ (*new name of the company/firm*) is found to be false, incorrect or incomplete, WCL will have the right to take action against the company/firm, as per prevailing law, including determination of the coal linkage.
14. That, if in future any change takes place with regard to management/ownership/shareholding pattern or in the event of amalgamation, demerger, Court order etc. or in case of any change in the present organization/structure/status of the company/firm takes place or in case of any change in objective/ scope of business which is mandated by the present Memorandum of Association or Articles of Association of \_\_\_\_\_ (*new name of the company*), which significantly impact the business from the particular plant/unit to which the coal linkage/LOA/FSA pertain, the same shall be intimated to the Ministry of Coal, CIL and WCL.
15. That, \_\_\_\_\_ (*new name of the company/firm*) fully indemnifies WCL against any liability, loss or consequences arising out of change of name of company/firm.

DEPONENT

VERIFICATION

I, \_\_\_\_\_ the deponent above named state that the contents of the para 1 to 15 above of this affidavit are true and correct to the best of my knowledge and belief. No part of it is false and nothing has been concealed there from.

Verified at \_\_\_\_\_ on this \_\_\_\_\_ days of 20\_\_\_\_.

DEPONENT