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IN THE HIGH COURT OF DELHI AT NEW DELHI

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W.P.(C) 13933/2025 & CM Appl. 57015/2025

KAMDHENU STEELS AND ALLOYS LIMITEDPetitioner

Through: Ms. Swathi Sukumar, Sr. Adv. with
Mr. Sujoy Dutta, Ms. Nishtha
Khurana, Mr. Aarsheya Sharda, Mr.
Ankur Sudan, Mr. Ishaan Dhingra,
Ms. Vidhi Jain and Mr. Ritik, Advs.

versus

UNION OF INDIA & ORS.

.....Respondents

Through: Mr. Ranjeev Khatana, SPC with Ms.
Muskan Khatana, Adv. for R- 1 & 3.
Mr. Mohit Goel, Mr. Abhishek
Kotnala, Ms. Somya Khandelwal and
Mr. Shashwat Mukherjee, Advs. for
R-2.

CORAM:

HON'BLE MS. JUSTICE TARA VITASTA GANJU

ORDER

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10.09.2025

CM Appl. 57016/2025/Exemption from filing typed copies/

1. Allowed, subject to the Petitioner filing typed copies of the annexures within a period of three weeks.
2. The Application stands disposed of.

W.P.(C) 13933/2025 & CM Appl. 57015/2025/Stay/

3. The present Petition has been filed under Article 226 of the Constitution of India, 1950 read with Section 151 of the Code of Civil Procedure, 1908 [hereinafter referred to as "CPC"] impugning the order no. RDNR/2462 dated 02.04.2025 passed by the Respondent No. 1 and digitally signed on 19.06.2025 [hereinafter referred to as the "Impugned Order"]. By the Impugned Order, the following directions were passed:

"i. The company KAMDHENU STEEL AND ALLOYS LIMITED shall



change its name within a period of three months from the date of this order and by following the due process as required under the provisions of Chapter II of the Companies Act, 2013 and Rules made thereunder.

ii. The Registrar of Companies, Delhi to take necessary action if, the Respondent company does not change its name within 3 months from the date of this order.

iii. A copy of this order should be filed with the Registrar of Companies within the statutory timeline defined under the Act.”

4. Learned Senior Counsel for the Petitioner submits that the order dated 19.06.2025 has been passed without jurisdiction. Relying on the provisions of Section 16(1)(b) of the Companies Act, 2013 [hereinafter referred to as “Act”], she submits that there is a statutory bar on an application for a direction of change of name and that such an application must be filed within three years from the date of incorporation or registration or change of name of the company in terms of the Act. She further submits that this aspect was brought to the attention of Respondent No. 1 and finds mention in the Impugned Order. However, there is no finding in this behalf.

4.1 Learned Senior Counsel for the Petitioner further seeks to rely upon the judgment passed by this Court in ***Panchhi Petha Store v. Union of India & Ors.***, 2024 SCC OnLine Del 8188, as well as the judgment of the Coordinate Bench of High Court of Madras in ***M/s T.T. Limited v. Union of India***; W.P. Nos. 52/2022 and ***Sri Krishna Sweets and Food Products (Chennai) P. Ltd. v. Joint Director, Ministry of Corporate Affairs & Anr.***; (2023) 237 Comp Cas 655, to submit that where the statute is unambiguous, there is no question of its interpretation to the contrary. Thus, it is contended that the Impugned Order cannot be sustained.

5. Learned Counsel for Respondent No. 2, who appears on advance service, submits that there is trade mark dispute also pending between the



parties and the Commercial Court had deemed it apposite to give a finding of misuse of the trade mark by the Petitioner, which finding has not yet been interdicted by the Appellate Court. In addition, it is contended that the application filed before the Registrar of Companies was within time.

6. Issue Notice. Learned Counsel for the Respondents accept Notice.
7. Counter-Affidavit be filed within a period of six weeks.
- 7.1 Rejoinder, if any, be filed within a period of two weeks thereafter.
8. Concededly, the application filed has been filed under Section 16(1)(b) of the Act. It is apposite to reproduce this provision below:

*“16. **Rectification of name of company** — (1) If, through inadvertence or otherwise, a company on its first registration or on its registration by a new name, is registered by a name which—*

(a) in the opinion of the Central Government, is identical with or too nearly resembles the name by which a company in existence had been previously registered, whether under this Act or any previous company law, it may direct the company to change its name and the company shall change its name or new name, as the case may be, within a period of three months from the issue of such direction, after adopting an ordinary resolution for the purpose;

*(b) **on an application by a registered proprietor of a trade mark that the name is identical with or too nearly resembles to a registered** trade mark of such proprietor under the Trade Marks Act, 1999 (47 of 1999), **made to the Central Government within three years of incorporation or registration or change of name of the company, whether under this Act or any previous company law**, in the opinion of the Central Government, is identical with or too nearly resembles to an existing trade mark, it may direct the company to change its name and the company shall change its name or new name, as the case may be, within a 3 [period of three months] from the issue of such direction, after adopting an ordinary resolution for the purpose.*

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[(3) If a company is in default in complying with any direction given under sub-section (1), the Central Government shall allot a new name to the company in such manner as may be prescribed and the Registrar shall enter the new name in the register of companies in place of the old name and issue a fresh certificate of incorporation with the new name, which the company shall use thereafter:



Provided that nothing in this sub-section shall prevent a company from subsequently changing its name in accordance with the provisions of section 13.]”

[Emphasis supplied]

9. The High Court in ***Sri Krishna Sweets*** case, rejects the argument that the 3-year limitation under Section 16(1)(b) should start from the date of knowledge rather than the date of incorporation, stating that such an interpretation would amount to rewriting the law. The provision clearly specifies that the limitation starts from the incorporation date. The Court further notes that a writ of prohibition applies only when there is a jurisdictional error, not just a legal mistake. The relevant extract of the ***Sri Krishna Sweets*** case is reproduced below:

“22. Respondent No. 2 thus urges that the expression “incorporation or registration or change of name of the company” in section 16(1)(b) be understood and interpreted such that the limitation stipulated there, of 3 years, commences from date of knowledge of incorporation of the company.

23. I would straight away reject this argument, seeing as it tantamounts to rewriting the statutory provision. Nowhere does section 16(1)(b) envisage or provide for such a situation and, on the other hand, the provision is categoric that the period of 3 years shall run from date of incorporation.

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50. In the present case, the observations of the court, as extracted above, would only support my conclusion that the jurisdictional fact of bar of limitation is clearly attractive/established. The court has observed that a writ of prohibition is not normally issued for a mere error of law unless the error makes the proceedings fall outside the jurisdiction of the authority.”

[Emphasis supplied]

10. This Court in ***Panchhi Petha*** case while discussing this provision has held that the Regional Director’s role under Section 16 of the Act is limited to addressing cases of identical or similar company names to prevent public confusion. It was further held that since the dispute involves complex issues



of intellectual property and brand ownership between related entities, the Regional Director lacks jurisdiction to examine or decide such trademark-related matters, which fall under the Court's Intellectual Property Division. The relevant extract of the ***Panchhi Petha*** case is set out below:

“9. A Coordinate Bench of this Court in a case titled CGMP Pharmaplan (P) Ltd. v. Regional Director, Ministry of Corporate Affairs has while explaining this provision, relied on a Judgment of the Division Bench in Montari Overseas Ltd. v. Montari Industries Ltd. to explain that the powers of a Civil Court while examining and determining in a passing off action, if one name is confusingly deceptive or similar to another name, is independent of the jurisdiction of the Regional Director in respect of registering of a company's name. It was however held that the Regional Director cannot approach the case, as it would in a trademark dispute. The relevant extract of the CGMP case is below:

“17. The decision in Montari Overseas Limited makes it clear that a civil court exercising its powers in terms of the CPC and determining in a passing-off action if one name is confusingly deceptive or similar to another name, is exercising a jurisdiction independent of the jurisdiction of Respondent No. 1 in respect of the registering of a company's name. The latter is a power vested in the central government in terms of Sections 20 and 22 of the Act. While it is true that the Respondent No. 1 cannot approach the case as it would in a trade mark dispute, it is nevertheless required to come to the conclusion whether the name of which the registration is sought or has been granted too nearly resembles the name of another company. Mr. Chandra is right in his contention that the powers of the central government under Section 22 of the Act are wider inasmuch as there is no need to examine whether there is a likelihood of deception or confusion. It is enough to examine if the name registered too nearly resembles another registered name. The Respondent No. 2 has been able to show that both names too nearly resemble each other.”

[Emphasis supplied]

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11. As stated above, the jurisdiction of the office of the Regional Director under the Companies Act is with respect to change of name/rectification of the name of a company in the event that there are two similar or identical names. The object of the Section 16 of the Companies Act is that the consumers, customers, and general public should not be confused that a company is similar to another company.



12. In the present case, the parties are two entities which are from the same lineage, which are embroiled in disputes over the intellectual property of a brand. The Regional Director while deciding an Application under Section 16 of the Companies Act cannot undertake an examination of the marks as the Intellectual Property Division of a Court would. It cannot also decide the ownership of a mark while deciding such an Application under Section 16 of Companies Act, where these are disputed contentions. The same is not the subject matter of jurisdiction of the Regional Director under the Companies Act.

[Emphasis supplied]

11. The Petitioner has contended that the Respondent No.2 was incorporated on 12.09.1994 and changed its name on 27.01.2016. The Respondent No.2 filed an Application on 07.02.2025 under Section 16(1)(b) of the Act seeking rectification of the name of the Petitioner. It is thus contended that since the Application has not been made within 3 years of the date of the change of the name, no action can be taken by the Respondent No.1 under Section 16(1)(b) of the Act.

12. In view of the foregoing, and until the next date of hearing, the operation of the Impugned Order shall remain stayed.

13. List on 27.11.2025.

14. The parties will act based on the digitally signed copy of the order.

TARA VITASTA GANJU, J

SEPTEMBER 10, 2025/r