THIRD DIVISION

[G.R. No. 184008. August 3, 2016]

INDIAN CHAMBER OF COMMERCE PHILS., INC., *petitioner, vs.* **FILIPINO INDIAN CHAMBER OF COMMERCE IN THE PHILIPPINES, INC.,** *respondent.*

SYLLABUS

1. MERCANTILE LAW; CORPORATION LAW; CORPORATION CODE; CORPORATE NAMES; PROHIBITION AGAINST THE USE OF A CORPORATE NAME WHICH IS IDENTICAL OR DECEPTIVELY OR CONFUSINGLY SIMILAR TO THAT OF ANY EXISTING CORPORATION; REQUISITES.— Section 18 of the Corporation Code expressly prohibits the use of a corporate name which is identical or deceptively or confusingly similar to that of any existing corporation x x x. In *Philips Export B.V. v. Court of Appeals*, this Court ruled that to fall within the prohibition, two requisites must be proven, to wit: "(1) that the complainant corporation acquired a prior right over the use of such corporate name; and (2) the proposed name is either: (a) identical; or (b) deceptively or confusingly similar to that of any existing corporation or to any other name already protected by law; or (c) patently deceptive, confusing or contrary to existing law." These two requisites are present in this case.

2. ID.; ID.; ID.; ID.; PRIORITY OF ADOPTION RULE; APPLIED TO DETERMINE PRIOR RIGHT OVER THE USE OF A CORPORATE NAME, TAKING INTO CONSIDERATION THE DATES WHEN THE PARTIES USED THEIR RESPECTIVE CORPORATE NAMES.— In *Industrial Refractories Corporation of the Philippines v. Court of Appeals*, the Court applied the priority of adoption rule to determine prior right, taking into consideration the dates when the parties used their respective corporate names. x x x In this case, FICCPI was incorporated on March 14, 2006. On the other hand, ICCPI was incorporated only on April 5, 2006, or a month after FICCPI registered its corporate name. Thus, applying the principle in the *Refractories* case, we hold that FICCPI, which

was incorporated earlier, acquired a prior right over the use of the corporate name. ICCPI cannot argue that it first incorporated and held the name "Filipino Indian Chamber of Commerce," in 1977; and that it established the name's goodwill until it failed to renew its name due to oversight. It is settled that a corporation is *ipso facto* dissolved as soon as its term of existence expires. SEC Memorandum Circular No. 14-2000 likewise provides for the use of corporate names of dissolved corporations x x x. When the term of existence of the defunct FICCPI expired on November 24, 2001, its corporate name cannot be used by other corporations within three years from that date, until November 24, 2004. FICCPI reserved the name "Filipino Indian Chamber of Commerce in the Philippines, Inc." on January 20, 2005, or beyond the three-year period. Thus, the SEC was correct when it allowed FICCPI to use the reserved corporate name.

3. ID.; ID.; ID.; ID.; THE PROPOSED NAME IN CASE AT BAR IS IDENTICAL TO THAT OF AN EXISTING CORPORATION.— ICCPI's name is identical to that of FICCPI. ICCPI's and FICCPI's corporate names both contain the same words "Indian Chamber of Commerce." ICCPI argues that the word "Filipino" in FICCPI's corporate name makes it easily distinguishable from ICCPI. It adds that confusion and deception are effectively precluded by appending the word "Filipino" to the phrase "Indian Chamber of Commerce." Further, ICCPI claims that the corporate name of FICCPI uses the words "in the Philippines" while ICCPI uses only "Phils., Inc." x x x These words do not effectively distinguish the corporate names. On the one hand, the word "Filipino" is merely a description, referring to a Filipino citizen or one living in the Philippines, to describe the corporation's members. On the other, the words "in the Philippines" and "Phils., Inc." are simply geographical locations of the corporations which, even if appended to both the corporate names, will not make one distinct from the other. Under the facts of this case, these words cannot be separated from each other such that each word can be considered to add distinction to the corporate names. Taken together, the words in the phrase "in the Philippines" and in the phrase "Phils., Inc." are synonymous — they both mean the location of the corporation. x x x The other two words alluded to by petitioner [ICCPI] that allegedly distinguishes its corporate

name from that of the respondent are the words 'in' and 'the' in the respondent's corporate name. To our mind, the presence of the words 'in' and 'the' in respondent's corporate name does not, in any way, make an effective distinction to that of petitioner." Petitioner cannot argue that the combination of words in respondent's corporate name is merely descriptive and generic, and consequently cannot be appropriated as a corporate name to the exclusion of the others. Save for the words "Filipino," "in the," and "Inc.," the corporate names of petitioner and respondent are identical in all other respects.

4. **ID.; ID.; ID.; ID.; TO DETERMINE THE EXISTENCE OF CONFUSING SIMILARITY IN CORPORATE NAMES, THE TEST IS WHETHER THE SIMILARITY IS SUCH AS TO MISLEAD A PERSON, USING ORDINARY CARE AND DISCRIMINATION.—** ICCPI's corporate name is deceptively or confusingly similar to that of FICCPI. It is settled that to determine the existence of confusing similarity in corporate names, the test is whether the similarity is such as to mislead a person, using ordinary care and discrimination. In so doing, the court must examine the record as well as the names themselves. Proof of actual confusion need not be shown. It suffices that confusion is probably or likely to occur. In this case, the overriding consideration in determining whether a person, using ordinary care and discrimination, might be misled is the circumstance that both ICCPI and FICCPI have a common primary purpose, that is, the promotion of Filipino-Indian business in the Philippines.

5. **REMEDIAL LAW; CIVIL PROCEDURE; APPEALS; FACTUAL FINDINGS OF QUASI-JUDICIAL AGENCIES ARE GENERALLY ACCORDED RESPECT ON APPEAL, IN RECOGNITION OF THEIR EXPERTISE ON THE SPECIFIC MATTERS UNDER THEIR CONSIDERATION.—** Findings of fact of quasi-judicial agencies, like the SEC, are generally accorded respect and even finality by this Court, if supported by substantial evidence, in recognition of their expertise on the specific matters under their consideration, and more so if the same has been upheld by the appellate court, as in this case.

6. **MERCANTILE LAW; CORPORATION LAW; PRESIDENTIAL DECREE NO. 902-A; SECURITIES AND**

EXCHANGE COMMISSION; HAS THE AUTHORITY TO DE-REGISTER CORPORATE NAMES WHICH IN ITS ESTIMATION ARE LIKELY TO GENERATE CONFUSION.— By express mandate of law, the SEC has absolute jurisdiction, supervision and control over all corporations. It is the SEC's duty to prevent confusion in the use of corporate names not only for the protection of the corporation involved, but more so for the protection of the public. It has the authority to de-register at all times, and under all circumstances corporate names which in its estimation are likely to generate confusion.

APPEARANCES OF COUNSEL

Rivera Santos & Maranan for petitioner.

D E C I S I O N

JARDELEZA, *J.*:

This is a Petition for Review on *Certiorari*[1] assailing the Decision and Resolution of the Court of Appeals (CA) dated May 15, 2008[2] and August 4, 2008,[3] respectively, in CA-G.R. SP No. 97320. The Decision and Resolution affirmed the Securities and Exchange Commission *En Banc* (SEC *En Banc*) Decision dated November 30, 2006[4] directing petitioner Indian Chamber of Commerce Phils., Inc. to modify its corporate name.

The Facts

Filipino-Indian Chamber of Commerce of the Philippines, Inc. (defunct FICCPI) was originally registered with the SEC as Indian Chamber of Commerce of Manila, Inc. on November

---

[1] *Rollo,* pp. 23-39.

[2] *Id.* at 9-16. *Ponencia* by Associate Justice Isaias Dicdican, with Associate Justices Juan Q. Enriquez, Jr. and Ramon R. Garcia, concurring.

[3] *Rollo,* pp. 18-19.

[4] *Id.* at 157-163.

24, 1951, with SEC Registration Number 6465.[5] On October 7, 1959, it amended its corporate name into Indian Chamber of Commerce of the Philippines, Inc., and further amended it into Filipino-Indian Chamber of Commerce of the Philippines, Inc. on March 4, 1977.[6] Pursuant to its Articles of Incorporation, and without applying for an extension of its corporate term, the defunct FICCPI's term of existence expired on November 24, 2001.[7]

SEC Case No. 05-008

On January 20, 2005, Mr. Naresh Mansukhani (Mansukhani) reserved the corporate name "Filipino Indian Chamber of Commerce in the Philippines, Inc." (FICCPI), for the period from January 20, 2005 to April 20, 2005, with the Company Registration and Monitoring Department (CRMD) of the SEC.[8] In an opposition letter dated April 1, 2005, Ram Sitaldas (Sitaldas), claiming to be a representative of the defunct FICCPI, alleged that the corporate name has been used by the defunct FICCPI since 1951, and that the reservation by another person who is not its member or representative is illegal.[9]

The CRMD called the parties for a conference and required them to submit their position papers. Subsequently, on May 27, 2005, the CRMD rendered a decision granting Mansukhani's reservation,[10] holding that he possesses the better right over the corporate name.[11] The CRMD ruled that the defunct FICCPI has no legal personality to oppose the reservation of the corporate name by Mansukhani. After the expiration of the defunct

---

[5] *Id.* at 80.

[6] *Id.*

[7] *Id.*

[8] *Id.*

[9] *Rollo,* p. 81.

[10] *Id.* at 80-85.

[11] *Id.* at 85.

FICCPI's corporate existence, without any act on its part to extend its term, its right over the name ended. Thus, the name "Filipino Indian Chamber of Commerce in the Philippines, Inc." is free for appropriation by any party.[12]

Sitaldas appealed the decision of the CRMD to the SEC *En Banc*, which appeal was docketed as SEC Case No. 05-008. On December 7, 2005, the SEC *En Banc* denied the appeal,[13] thus:

WHEREFORE, **premises considered,** the instant appeal is **HEREBY DISMISSED for lack of merit**. Let a copy of this decision be furnished the Company Registration and Monitoring Department of this Commission for its appropriate action.[14] (Emphasis in the original.)

Sitaldas appealed the SEC *En Banc* decision to the CA, docketed as CA-G.R. SP No. 92740. On September 27, 2006, the CA affirmed the decision of the SEC *En Banc*.[15] It ruled that Mansukhani, reserving the name "Filipino Indian Chamber of Commerce in the Philippines, Inc.," has the better right over the corporate name. It ruled that with the expiration of the corporate life of the defunct FICCPI, without an extension having been filed and granted, it lost its legal personality as a corporation.[16] Thus, the CA affirmed the SEC *En Banc* ruling that after the expiration of its term, the defunct FICCPI's rights over the name also ended.[17] The CA also cited SEC Memorandum Circular No. 14-2000[18] which gives protection to corporate names

---

[12] *Id.* at 84.

[13] *Id.* at 86-92.

[14] *Id.* at 91.

[15] *Id.* at 150-156.

[16] *Id.* at 153.

[17] *Id.*

[18] Revised Guidelines in the Approval of Corporate and Partnership Names, dated October 24, 2000:

x x x x x x x x x

for a period of three years after the approval of the dissolution of the corporation.[19] It noted that the filing of the reservation for the use of the corporate name "Filipino Indian Chamber of Commerce in the Philippines, Inc.," and the opposition were filed only, in January 2005, were way beyond this three-year period.[20]

On March 14, 2006, pending resolution by the CA, the SEC issued the Certificate of Incorporation[21] of respondent FICCPI, pursuant to its ruling in SEC Case No. 05-008.

SEC Case No. 06-014

Meanwhile, on December 8, 2005,[22] Mr. Pracash Dayacan, who allegedly represented the defunct FICCPI, filed an application with the CRMD for the reservation of the corporate name "Indian Chamber of Commerce Phils., Inc." (ICCPI).[23] Upon knowledge, Mansukhani, in a letter dated February 14, 2006,[24] formally opposed the application. Mansukhani cited the SEC *En Banc* decision in SEC Case No. 05-008 recognizing him as the one possessing the better right over the corporate name "Filipino-Indian Chamber of Commerce in the Philippines, Inc."[25]

---

14. The name of a dissolved firm shall not be allowed to be used by other firms within three (3) years after the approval of the dissolution of the corporation by the Commission, unless allowed by the last stockholders representing at least majority of the outstanding capital stock of the dissolved firm.

x x x x x x x x x

[19] *Rollo*, p. 155.

[20] *Id.* at 153.

[21] *Id.* at 93.

[22] *Id.* at 113.

[23] *Id.* at 159.

[24] *Id.* at 107.

[25] *Id.*

In a letter dated April 5, 2006,[26] the CRMD denied Mansukhani's opposition. It stated that the name "Indian Chamber of Commerce Phils., Inc." is not deceptively or confusingly similar to "Filipino Indian Chamber of Commerce in the Philippines, Inc." On the same date, the CRMD approved and issued the Certificate of Incorporation[27] of petitioner ICCPI.

Thus, respondent FICCPI, through Mansukhani, appealed the CRMD's decision to the SEC *En Banc*.[28] The appeal was docketed as SEC Case No. 06-014. On November 30, 2006, the SEC *En Banc* granted the appeal filed by FICCPI,[29] and reversed the CRMD's decision. Citing Section 18 of the Corporation Code,[30] the SEC *En Banc* made a finding that "both from the standpoint of their [ICCPI and FICCPI] corporate names and the purposes for which they were established, there exist[s] a similarity that could inevitably lead to confusion."[31] It also ruled that "oppositor [FICCPI] has the prior right to use its corporate name to the exclusion of the others. It was registered with the Commission on March 14, 2006 while respondent [ICCPI] was registered on April 05, 2006. By virtue of oppositor's [FICCPI] prior appropriation and use of its name, it is entitled to protection against the use of identical or similar name of another corporation."[32]

---

[26] *Rollo,* p. 64.

[27] *Id.* at 115.

[28] *Id.* at 65-79.

[29] *Id.* at 157-163.

[30] Section 18. *Corporate name*.— No corporate name may be allowed by the Securities and Exchange Commission if the proposed name is identical or deceptively or confusingly similar to that of any existing corporation or to any other name already protected by law or is patently deceptive, confusing or contrary to existing laws. When a change in the corporate name is approved, the Commission shall issue an amended certificate of incorporation under the amended name.

[31] *Rollo*, p. 162.

[32] *Id.* at 160.

Thus, the SEC *En Banc* ruled, to wit:

> WHEREFORE, the appeal is hereby granted and the assailed Order dated April 05, 2006 is hereby REVERSED and SET ASIDE and respondent is directed to change or modify its corporate name within thirty (30) days from the date of actual receipt hereof.
>
> **SO ORDERED**.[33] (Emphasis in the original.)

ICCPI appealed the SEC *En Banc* decision in SEC Case No. 06-014 to the CA.[34] The appeal, docketed as CA-G.R. SP No. 97320, raised the following issues:

> A. The Honorable SEC *En Banc* committed serious error when it held that petitioner's corporate name (ICCPI) could inevitably lead to confusion;
>
> B. Respondent's corporate name (FICCPI) did not acquire secondary meaning; and
>
> C. The Honorable SEC *En Banc* violated the rule of equal protection when it denied petitioner (ICCPI) the use of the descriptive generic words.[35]

In a decision dated May 15, 2008,[36] the CA affirmed the decision of the SEC *En Banc*. It held that by simply looking at the corporate names of ICCPI and FICCPI, one may readily notice the striking similarity between the two. Thus, an ordinary person using ordinary care and discrimination may be led to believe that the corporate names of ICCPI and FICCPI refer to one and the same corporation.[37] The CA further ruled that ICCPI's corporate name did not comply with the requirements of SEC Memorandum Circular No. 14-2000. It noted that under the facts of this case, it is the registered corporate name, FICCPI,

---

[33] *Id.* at 162.

[34] *Id.* at 164-181.

[35] *Id.* at 169-170.

[36] *Supra* note 2.

[37] *Rollo,* p. 14.

which contains the word (Filipino) making it different from the proposed corporate name. SEC Memorandum Circular No. 14-2000 requires, however, that it should be the proposed corporate name which should contain one distinctive word different from the name of the corporation already registered, and not the other way around, as in this case.[39] Finally, the CA held that the SEC *En Banc* did not violate ICCPI's right to equal protection when it ordered ICCPI to change its corporate name. The SEC *En Banc* merely compelled ICCPI to comply with its undertaking to change its corporate name in case another person or firm has acquired a prior right to the use of the said name or the same is deceptively or confusingly similar to one already registered with the SEC.[40]

The dispositive portion of the CA decision reads:

WHEREFORE, premises considered, the petition filed in this case is hereby **DENIED** and the assailed Decision of the Securities and Exchange Commission *en banc* in SEC EN BANC Case No. 06-014 is hereby **AFFIRMED**.

SO ORDERED.[41] (Emphasis in the original.)

In its Resolution dated August 4, 2008,[42] the CA denied the Motion for Reconsideration filed by ICCPI.

The Petition[43]

ICCPI now appeals the CA decision before this Court raising the following arguments:

---

[39] *Id.* at 15.

[40] *Id.* at 15-16.

[41] *Id.* at 16.

[42] *Supra* note 3.

[43] On September 14, 2015, we resolved to require ICCPI to inform the Court whether it complied with the SEC Decision in SEC Case No. 06-014

A. The Honorable Court of Appeals committed serious error when it upheld the findings of the SEC *En Banc*;

B. The Honorable Court of Appeals committed serious error when it held that there is similarity between the petitioner and the respondent (*sic*) corporate name that would inevitably lead to confusion; and

C. Respondent's corporate name did not acquire secondary meaning.[44]

The Court's Ruling

We uphold the decision of the CA.

Section 18 of the Corporation Code expressly prohibits the use of a corporate name which is identical or deceptively or confusingly similar to that of any existing corporation:

> No corporate name may be allowed by the Securities and Exchange Commission if the proposed name is identical or deceptively or confusingly similar to that of any existing corporation or to any other name already protected by law or is patently deceptive, confusing or contrary to existing laws. When a change in the corporate name is approved, the Commission shall issue an amended certificate of incorporation under the amended name. (Underscoring supplied.)

In *Philips Export B.V. v. Court of Appeals*,[45] this Court ruled that to fall within the prohibition, two requisites must be proven, to wit:

(1) that the complainant corporation acquired a prior right over the use of such corporate name; and

---

to change or modify its corporate name. In its Manifestation with Compliance dated April 1, 2016, ICCPI informed the Court that it complied with the SEC Decision in SEC Case No. 06-014, and is currently using the name "Federation of Indian Chambers of Commerce, Inc." However, despite compliance with the SEC Decision, ICCPI is not waiving its right to pursue the petition and to reacquire its former name. *Rollo,* pp. 258-261.

[44] *Id.* at 28-29.

[45] G.R. No. 96161, February 21, 1992, 206 SCRA 457.

(2) the proposed name is either:

(a) identical; or

(b) deceptively or confusingly similar to that of any existing corporation or to any other name already protected by law; or

(c) patently deceptive, confusing or contrary to existing law.[46]

These two requisites are present in this case.

FICCPI acquired a prior right over the use of the corporate name

In *Industrial Refractories Corporation of the Philippines v. Court of Appeals*,[47] the Court applied the priority of adoption rule to determine prior right, taking into consideration the dates when the parties used their respective corporate names. It ruled that "Refractories Corporation of the Philippines" (RCP), as opposed to "Industrial Refractories Corporation of the Philippines" (IRCP), has acquired the right to use the word "Refractories" as part of its corporate name, being its prior registrant on October 13, 1976. The Court noted that IRCP only started using its corporate name when it amended its Articles of Incorporation on August 23, 1985.[48]

In this case, FICCPI was incorporated on March 14, 2006. On the other hand, ICCPI was incorporated only on April 5, 2006, or a month after FICCPI registered its corporate name. Thus, applying the principle in the *Refractories* case, we hold that FICCPI, which was incorporated earlier, acquired a prior right over the use of the corporate name.

ICCPI cannot argue that it first incorporated and held the name "Filipino Indian Chamber of Commerce," in 1977; and that it established the name's goodwill until it failed to renew

---

[46] *Id.* at 463.

[47] G.R. No. 122174, October 3, 2002, 390 SCRA 252.

[48] *Id.* at 260.

its name due to oversight.[49] It is settled that a corporation is *ipso facto* dissolved as soon as its term of existence expires.[50] The Guidelines SEC Memorandum Circular No. 14-2000 likewise provides for the use of corporate names of dissolved corporations:

> 14. The name of a dissolved firm shall not be allowed to be used by other firms within three (3) years after the approval of the dissolution of the corporation by the Commission, unless allowed by the last stockholders representing at least majority of the outstanding capital stock of the dissolved firm.

When the term of existence of the defunct FICCPI expired on November 24, 2001, its corporate name cannot be used by other corporations within three years from that date, until November 24, 2004. FICCPI reserved the name "Filipino Indian Chamber of Commerce in the Philippines, Inc." on January 20, 2005, or beyond the three-year period. Thus, the SEC was correct when it allowed FICCPI to use the reserved corporate name.

ICCPI's name is identical and deceptively or confusingly similar to that of FICCPI

The second requisite in the *Philips Export* case likewise obtains in two respects: the proposed name is (a) identical or (b) deceptively or confusingly similar to that of any existing corporation or to any other name already protected by law.

On the first point, ICCPI's name is identical to that of FICCPI. ICCPI's and FICCPI's corporate names both contain the same words "Indian Chamber of Commerce." ICCPI argues that the word "Filipino" in FICCPI's corporate name makes it easily distinguishable from ICCPI.[51] It adds that confusion and

---

[49] *Rollo,* p. 33.

[50] *Alhambra Cigar & Cigarette Manufacturing Co., Inc. v. Securities & Exchange Commission*, G.R. No. L-23606, July 29, 1968, 24 SCRA 269, 274.

[51] *Rollo,* p. 30.

deception are effectively precluded by appending the word "Filipino" to the phrase "Indian Chamber of Commerce."[52] Further, ICCPI claims that the corporate name of FICCPI uses the words "in the Philippines" while ICCPI uses only "Phils., Inc."[53]

ICCPI's arguments are without merit. These words do not effectively distinguish the corporate names. On the one hand, the word "Filipino" is merely a description, referring to a Filipino citizen or one living in the Philippines, to describe the corporation's members. On the other, the words "in the Philippines" and "Phils., Inc." are simply geographical locations of the corporations which, even if appended to both the corporate names, will not make one distinct from the other. Under the facts of this case, these words cannot be separated from each other such that each word can be considered to add distinction to the corporate names. Taken together, the words in the phrase "in the Philippines" and in the phrase "Phils. Inc." are synonymous — they both mean the location of the corporation.

The same principle was adopted by this Court in *Ang mga Kaanib sa Iglesia ng Dios Kay Kristo Hesus, H.S.K. sa Bansang Pilipinas, Inc. vs. Iglesia ng Dios Kay Cristo Jesus, Haligi at Suhay ng Katotohanan*:[54]

> Significantly, the only difference between the corporate names of petitioner and respondent are the words *SALIGAN* and *SUHAY*. These words are synonymous — both mean ground, foundation or support. Hence, this case is on all fours with *Universal Mills Corporation v. Universal Textile Mills, Inc.*, where the Court ruled that the corporate names Universal Mills Corporation and Universal Textile Mills, Inc., are undisputably so similar that even under the test of "reasonable care and observation" confusion may arise.[55] (Italics in the original.)

---

[52] *Id.* at 31.

[53] *Id.*

[54] G.R. No. 137592, December 12, 2001, 372 SCRA 171.

[55] *Id.* at 179.

Thus, the CA is correct when it ruled, "[a]s correctly found by the SEC *en banc*, the word 'Filipino' in the corporate name of the respondent [FICCPI] is merely descriptive and can hardly serve as an effective differentiating medium necessary to avoid confusion. The other two words alluded to by petitioner [ICCPI] that allegedly distinguishes its corporate name from that of the respondent are the words 'in' and 'the' in the respondent's corporate name. To our mind, the presence of the words 'in' and 'the' in respondent's corporate name does not, in any way, make an effective distinction to that of petitioner."[56]

Petitioner cannot argue that the combination of words in respondent's corporate name is merely descriptive and generic, and consequently cannot be appropriated as a corporate name to the exclusion of the others.[57] Save for the words "Filipino," "in the," and "Inc.," the corporate names of petitioner and respondent are identical in all other respects. This issue was also discussed in the *Iglesia* case where this Court held,

> Furthermore, the wholesale appropriation by petitioner of respondent's corporate name cannot find justification under the generic word rule. We agree with the Court of Appeals' conclusion that a contrary ruling would encourage other corporations to adopt verbatim and register an existing and protected corporate name, to the detriment of the public.[58]

On the second point, ICCPI's corporate name is deceptively or confusingly similar to that of FICCPI. It is settled that to determine the existence of confusing similarity in corporate names, the test is whether the similarity is such as to mislead a person, using ordinary care and discrimination. In so doing, the court must examine the record as well as the names themselves.[59] Proof of actual confusion need not be shown. It suffices that confusion is probably or likely to occur.[60]

---

[56] *Rollo*, p. 14.

[57] *Id.* at 32.

[58] *Supra* note 54 at 179.

[59] *Supra* note 45 at 464.

[60] *Id.*

In this case, the overriding consideration in determining whether a person, using ordinary care and discrimination, might be misled is the circumstance that both ICCPI and FICCPI have a common primary purpose, that is, the promotion of Filipino-Indian business in the Philippines.

The primary purposes of ICCPI as provided in its Articles of Incorporation are:

a) Develop a stronger sense of brotherhood;
b) Enhance the prestige of the Filipino-Indian business community in the Philippines;
c) Promote cordial business relations with Filipinos and other business communities in the Philippines, and other overseas Indian business organizations;
d) Respond fully to the needs of a progressive economy and the Filipino-Indian Business community;
e) Promote and foster relations between the people and Governments of the Republics of the Philippines and India in areas of Industry, Trade, and Culture.[61]

Likewise, the primary purpose of FICCPI is "[t]o actively promote and enhance the Filipino-Indian business relationship especially in view of [current] local and global business trends."[62]

Considering these corporate purposes, the SEC *En Banc* made a finding that "[i]t is apparent that both from the standpoint of their corporate names and the purposes for which they were established, there exist a similarity that could inevitably lead to confusion."[63] This finding of the SEC *En Banc* was fully concurred with and adopted by the CA.[64]

---

[61] *Rollo*, p. 117.

[62] *Id.* at 95.

[63] *Id.* at 162.

[64] *Id.* at 15. The pertinent portion of the CA decision reads:

Thus, we fully concur with the informed observation of the SEC *en banc* that, both from the standpoint of their corporate names and the purpose for which they were established, there is a similarity between the petitioner

Findings of fact of quasi-judicial agencies, like the SEC, are generally accorded respect and even finality by this Court, if supported by substantial evidence, in recognition of their expertise on the specific matters under their consideration, and more so if the same has been upheld by the appellate court,[65] as in this case.

Petitioner cannot argue that the CA erred when it upheld the SEC *En Banc*'s decision to cancel ICCPI's corporate name.[66] By express mandate of law, the SEC has absolute jurisdiction, supervision and control over all corporations.[67] It is the SEC's duty to prevent confusion in the use of corporate names not only for the protection of the corporation involved, but more so for the protection of the public. It has the authority to de-register at all times, and under all circumstances corporate names which in its estimation are likely to generate confusion.[68]

Pursuant to its mandate, the SEC *En Banc* correctly applied Section 18 of the Corporation Code, and Section 15 of SEC Memorandum Circular No. 14-2000:

> In implementing Section 18 of the Corporation Code of the Philippines (BP 68), the following revised guidelines in the approval of corporate and partnership names are hereby adopted for the information and guidelines of all concerned:

---

and the respondent that would inevitably lead to confusion. Therefore, there is a necessity to order the petitioner to change or modify its corporate name to avoid confusion.

[65] *Nautica Canning Corporation vs. Yumul*, G.R. No. 164588, October 19, 2005, 473 SCRA 415, 423-424.

[66] *Rollo*, p. 35.

[67] Presidential Decree No. 902-A (1976), Section 3. The Commission shall have absolute jurisdiction, supervision and control over all corporations, partnerships or associations, who are the grantees of primary franchise and/or a license or permit issued by the government to operate in the Philippines; and in the exercise of its authority, it shall have the power to enlist the aid and support of any and all enforcement agencies of the government, civil or military.

[68] *Supra* note 47 at 259.

x x x x x x x x x

15. Registrant corporations or partnership shall submit a letter undertaking to change their corporate or partnership name in case another person or firm has acquired a prior right to the use of said firm name or the same is deceptively or confusingly similar to one already registered unless this undertaking is already included as one of theeh provisions of the articles of incorporation or partnership of the registrant.

Finding merit in respondent's claims, the SEC *En Banc* merely compelled respondent petitioner to comply with its undertaking.[69]

WHEREFORE, the petition is **DENIED**. The Decision of the CA dated May 15, 2008 in CA-G.R. SP No. 97320 is hereby **AFFIRMED**.

SO ORDERED.

Velasco, Jr. (*Chairperson*), *Peralta, Perez,* and *Reyes, JJ.,* concur.

THIRD DIVISION

[G.R. No. 185369. August 3, 2016]

J. TOBIAS M. JAVIER and VINCENT H. PICCIO III, *petitioners, vs.* **RHODORA J. CADIAO, ALFONSO V. COMBONG, JR., BENJAMIN E. JUANITAS, CALIXTO G. ZALDIVAR III, DANTE M. BERIONG, FERNANDO C. CORVERA, HECTOR L. FRANGUE and KENNY S. OLANDRES**, *respondents.*

---

[69] *Rollo,* p. 16.