

Comprehensive List of Resolution Required to be file with Registrar of Companies [Part-2] *Continued from Geeta Saar 79th edition*

Sr. No.	Section	Act/Rules	Approving Authority	Type of Resolution	Particulars	Requirement to file MGT-14	
						Public Limited	Private Limited
40.	Rule 9(10(a) Rules, 2014	The Companies (Share Capital and Debentures) Rules, 2014	Shareholders	Special Resolution	Issue and redemption of preference share The issue of such shares has been authorized by passing a special resolution in the general meeting of the company	Yes	Yes
41.	Rule 5 (1)	The Companies (Management and Administration) Rules, 2014	Shareholders	Special Resolution	Maintenance of the Register of members etc. under section 88, at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside	Yes	Yes
42.	Rule 3	Rule 3 The Companies (Miscellaneous) Rules, 2014	Shareholders	Special Resolution	Application for obtaining status of dormant company.	Yes	Yes
43.	Rule 6 (d)	The Nidhi Rules, 2014	Shareholders	Special Resolution	To acquire another company by purchase of securities or control the composition of the Board of Directors of any other company in any manner whatsoever or enter into any arrangement for the change of its management by Nidhi Company, after taking necessary approval from Regional Director.	Yes	N/a
44.	117(3) (b)	The Companies Act, 2013	Shareholders	Agreed by all	Resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless they had been passed as special resolutions.	Yes	Yes

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						Public Limited	Private Limited
45.	117(3)(c)	The Companies Act, 2013	Board	Requisite Majority	Any resolution of the Board of Directors of a company or agreement executed by a company, relating to the appointment, re-appointment or renewal of the appointment, or variation of the terms of appointment, of a managing director.	Yes	Yes
46.	117 (3) (h)	The Companies Act, 2013	Board / Shareholders	Requisite Majority	Any other resolution or agreement as may be prescribed and placed in the public domain (MCA has so far not prescribed any resolution/agreement for the purpose)	Yes	Yes
47.	179 (3) (a)	The Companies Act, 2013	Board	Requisite Majority	To make calls on shareholders in respect of money unpaid on their shares	Yes	No
48.	179 (3) (b)	The Companies Act, 2013	Board	Requisite Majority	To authorize buy-back of securities under Section 68	Yes	N/a
49.	179(3)(c)	The Companies Act, 2013	Board	Requisite Majority	To issue securities, including debentures, whether in or outside India	Yes	N/a
50.	179 (3) (d)	The Companies Act, 2013	Board	Requisite Majority	To borrow monies	Yes	N/a
51.	179 (3) (e)	The Companies Act, 2013	Board	Requisite Majority	To invest the funds of the company	Yes	N/a
52.	179(3)(f)	The Companies Act, 2013	Board	Requisite Majority	To grant loans or give guarantee or provide security in respect of loans	Yes	N/a

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						Public Limited	Private Limited
53.	179 (3) (g)	The Companies Act, 2013	Board	Requisite Majority	To approve financial statement and the Board's report	Yes	N/a
54.	179 (3) (h)	The Companies Act, 2013	Board	Requisite Majority	To diversify the business of the company	Yes	N/a
55.	179(3)(i)	The Companies Act, 2013	Board	Requisite Majority	To approve amalgamation, merger or reconstruction	Yes	N/a
56.	179(3)(j)	The Companies Act, 2013	Board	Requisite Majority	To take over a company or acquire a controlling or substantial stake in another company	Yes	N/a
57.	Rule 8	The Companies Act, 2013	Board	Requisite Majority	To make political contributions	Yes	N/a
58.	Rule 8	The Companies (Meetings Of Board And Its Powers) Rules, 2014	Board	Requisite Majority	To appoint or remove key managerial personnel (KMP)	Yes	N/a
59.	Rule 8	The Companies (Meetings Of Board And Its Powers) Rules, 2014	Board	Requisite Majority	To appoint internal auditors and secretarial auditor	Yes	N/a
60.	³ 100(1)	The Companies Act, 1956	Shareholders	Special Resolution	To reduce the share capital	Yes	N/a
61.	³ 106	The Companies Act, 1956	Shareholders	Special Resolution	Approval of variation of rights of special classes of shares	Yes	Yes
62.	³ 433	The Companies Act, 1956	Shareholders	Special Resolution	To apply to a court to wind- up the company	Yes	Yes

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Sr. No.	Section	Act/Rules	Approving Authority	Type of Resolution	Particulars	Requirement to file MGT-14	
						Public Limited	Private Limited
63.	³ 484	The Companies Act, 1956	Shareholders	Special Resolution	To wind up the company voluntarily	Yes	Yes
64.	³ 494	The Companies Act, 1956	Shareholders	Special Resolution	Authorizing liquidator to sell the property of the company, purchase of members' interest etc.	Yes	Yes
65.	³ 512	The Companies Act, 1956	Shareholders	Special Resolution	Exercise of certain powers by liquidator of court in Voluntary winding up	Yes	Yes
66.	³ 517	The Companies Act, 1956	Shareholders	Special Resolution	Approval of arrangement with creditors	Yes	Yes
67.	³ 546	The Companies Act, 1956	Shareholders	Special Resolution	Exercise of certain powers by liquidator of court in Voluntary winding up with prior approval of Tribunal	Yes	Yes
68.	³ 550	The Companies Act, 1956	Shareholders	Special Resolution	Disposal of books and papers of company	Yes	Yes

1. Section is not yet notified.
2. Private Companies with no corporate shareholder, no default on borrowings & borrowings not exceeding Rs. 50 crores or twice the paid up share capital, whichever is lower, exempted
3. Provision under the old Act, however still in force, as corresponding new section are not notified yet.
4. Amended from Special to Ordinary vide Companies (Amendment) Act, 2015 effective from 29.05.2015.

* For private companies, an ordinary resolution suffices vide Notification no. G.S.R.464 (E) dated 5th June, 2015

** If a Private Limited Company is subsidiary of Public Limited Company then section applicable to Public Company needs to be complied by the Private Limited Company

(Concluded)

Contents of Geeta Saar, as extracted from ICSI Premier on Company Law, is as per notified law as on 30th September, 2016.