Resolutions under Companies Act 1956

A: ITEMS REQUIRING SPECIAL RESOLUTION

SECTIONS	SUBJECT
16	Alteration of condition of memorandum
17	Change of registered office or objects clause in memorandum
21	Change of name
31	Alteration of articles
81(1A)	Issue of further shares to persons other than holders of equity shares.
99	Conversion into Reserve Capital
100	Reduction of Capital
146	Removal of registered office outside the local limits.
149	Commencement of new business
163	Keeping Registrar of members at a place other than registered office.
208	Payment of interest out of capital.
224A	Appointment of auditors where 25% or more subscribed share capital is held by certain specified Govt. Instrumentalities.
237	Investigation of affairs of the company
294AA (3)	Appointment of Sole Selling Agent if the paid up capital of the company is Rs 50 Lacs or more.
309 (1)	Payment of remuneration to directors, if required by articles.

309 (4)	Payment of remuneration by way of commission to non – executive directors.
314 (1)	Appointment of directors, relatives, etc at office or place of profit.
314 (1B)	Appointment of partner, relatives, etc of directors at office or place of profit.
323	Making liabilities of directors or manager unlimited.
372A	Power to make inter corporate loan, investment, guarantee and security exceeding the limit given u/s 372A.
433	Winding up by court
484	Voluntary winding up
494	Authorizing liquidator to accept shares etc. as consideration for sale of company's property
512	Exercise of certain powers by liquidators in winding up by court
517	Approval of arrangement with creditors
546	Exercise of certain powers by liquidator in voluntary winding up
550	Disposal of Books and papers upon winding up.

B. RESOLUTIONS REQUIRING SPECIAL NOTICE

224 (5)	Appointment of auditor in place of first auditors removed at a general meeting.
225	Appointment as auditor a person other than a retiring auditor.
225	Resolution providing expressly that a retiring auditor shall not be reappointed.

284	Removal of a director before expiry of his period of his office.
284	Appointment of a director (in place of a director removed before the expiry of his period of office at the meeting at which director is removed.

C. ITEMS REQUIRING ORDINARY RESOLUTIONS

22	Rectification of company's name
61	Variation of terms of contract mentioned in prospectus or statement in lieu of prospectus.
79	Issue of shares at discount.
81(1A)	Issue of further shares with Government's consent where special resolution is not passed.
94	Alteration of capital.
32 and 98	Reserve liability upon conversion into a limited company.
121	Cancellation of redeemed debentures superseding the power of the Board to keep them alive.
205	Declaration of Dividends
214	Authorization of holding company to inspect books of accounts of subsidiary.
224 (1)	To appoint Auditors and fix their remuneration.
224 (2)	* Appointment, as auditor, of a person other than the retiring auditor. • Providing expressly that the retiring auditor shall not be reappointed.
224 (5)	To remove 1st Auditor and appoint another auditor in his place.

224 (6)	Filling of casual vacancy caused by resignation of auditor.
228 (3)	Audit of accounts of branch office by a person other than company's auditor.
252	Appointment of Small Shareholder's director.
255	Appointment of directors – (one third-) where articles do not make provision.
256	To reappoint the director retiring at AGM.
257	To appoint as a director a person who is not a retiring director.
258	Increase or reduction of directors within the limits fixed by articles
284	Increase or reduction of directors and appointment of another in his place
292 (5)	Restrictions on exercise of certain powers.
293(1) (a)	Sale of undertaking
293(1) (b)	To extend time for repayment of any debt due by a director.
293(1) (c)	Investment of compensation received in respect of compulsory acquisition.
293(1) (d)	Borrowing in excess of paid-up capital and free reserves
293(1) (e)	Contributing to charitable and other funds if amounts exceeds Rs 50000/- or 5% of avg net profits of last three years.
294	Approval of appointment of sole selling agents.
309	Remuneration of Managerial Person.
313	Appointment of alternate directors in the absence of power in articles.
383A	APPOINTMENT OF THE SECRETARY FOR THE COMPANY.

484	Voluntary winding up of chairman.
490	Appointment and fixation of remuneration of liquidators in a members voluntary winding up .
491	Authorising directors to exercise certain powers after appointment of liquidators.
497	Final meeting and dissolution in voluntary winding up.
502	Nomination of Liquidator
503	Appointment of committee of inspection in a creditors voluntary winding up
508	Liquidator to call a general meeting every year in creditor’s winding up.
509	Consideration and approval of accounts laid by lquidator.