Companies Act, 2013

Matters requiring sanction by Ordinary Resolutions (OR)

Sl. No	Sections	Details
1	4	In case a company had been incorporated by furnishing wrong or incorrect information for approval of its name, the Registrar may direct the Company to change its name within 3 months by passing an OR, after giving an opportunity of being heard.
2	16	If the name is too identical or resembles an already existing company's name or a registered trade mark, the CG shall direct the company to change its name within 3/6 months, as the case may be, by passing an OR.
3	61	A limited company having a share capital may, if so authorized by its articles, alter its memorandum in its General Meeting to— (a) increase its authorized share capital by such amount as it thinks expedient; (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares. (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; (e) cancellationl of uncalled share capital.
4	65	Unlimited company to provide for reserve share capital on conversion Into a limited company by an OR.
5	73	A company may by passing an OR in General Meeting and subject to such rules as may be prescribed in consultation with the Reserve Bank of India, accept deposits from its members on such terms and conditions, including the provision of security, if any, or for the repayment of such deposits with interest, as may be agreed upon between the company and its members, subject to certain conditions.
6	102	4 main business transacted at the Annual General Meeting- (i) the consideration of financial statements and the reports of the Board of Directors and auditors; (ii) the declaration of any dividend; (iii) the appointment of directors in place of those retiring; (iv) the appointment of, and the fixing of the remuneration of, the auditors.

Comment [S1]: NCLT approval also required if such change results in change in the voting proportion or rights

Comment [S2]: Cancellation not to be deemed as reduction of share capital.

7	161	Pursuant to the AOA or by an OR passed in General Meeting; the Board may appoint an alternate director.
8	162	At a General Meeting of a company, a motion for the appointment of two or more persons as directors of the company by a single resolution shall not be moved unless a proposal to move such a motion has first been agreed to at the meeting unanimously.
9	169	A company may, by ordinary resolution, remove a director, not being a director appointed by the Tribunal under section 242, before the expiry of the period of his office after giving him a reasonable opportunity of being heard.
10	192	Restriction on non-cash transactions involving directors of the company or its holding, subsidiary or associate company or a person connected with him without prior approval by means of an OR in General Meeting.
11	196	Subject to the provisions of section 197 and Schedule V, appointment of a managing director, whole-time director or manager by the Board of Directors shall be subject to approval by a resolution at the next General Meeting of the company.
12	197	The remuneration shall be paid to director subject to the provisions of section 197 and shall be determined in accordance with the provisions of Article of Association, or a resolution or if the article authorizes by a SR.
13	304	OR to be passed in a General Meeting requiring the company to be wound up voluntarily as a result of the expiry of the period for its duration, if any, fixed by its articles or on the occurrence of any event in respect of which the articles provide that the company should be dissolved.
14	314	The Company Liquidator call General Meeting for the purpose of obtaining the sanction of the company by ordinary resolution or by special resolution, as the case may require.
15	318	After considering the report of the Company Liquidator if majority of the members are satisfied that the company shall be wound up, they may pass a resolution for its dissolution.
16	366	For companies about to be registered as a company limited by guarantee, the members should have passed a resolution declaring the undertaking by each member.

Comment [S3]: Only resolution requiring unanimous approval in the General Meeting for both private and public cos.

Comment [S4]: Oppression and Mismanagement.

Comment [S5]: Overall maximum managerial Remuneration and managerial remuneration in case of absence or inadequacy of profits

Matters requiring sanction by Special Resolutions (SR)

Sl. No	Sections	Details
1	5	SR for alteration of Article of Association for including the provisions of "Entrenchment" in case of public company. In case of private company, approval of all the members required.
2	12	To change the registered office of the company outside the local limits of the city, town or village in which it is situated or from jurisdiction of one ROC to another ROC or from one state to another state.
3	13	For alteration of Memorandum of Association of the Company.
4	14	For alteration of Article of Association of the Company.
5	13 & 27	Change in the object clause of the MOA if the Company has unutilized amount of public money raised for objects as stated in the prospectus or to vary the terms of contract.
6	41	To issue Global Depository Receipt in any foreign country.
7	48	Where a company has share capital of different classes, the rights attached to any class of shares may be varied by consent of members holding ¾ th of the shares issued of that class or by a SR passed in their meeting.
8	54	Issue of Sweat Equity Shares.
9	62	For issuing further shares to employees of the company under the scheme of employee stock option and/or issue to persons other than members . SR for determining the terms of issuing debentures convertible into shares or loans raised by the company into shares.
10	66	For reduction of Share Capital.
11	68	SR passed in General Meeting authorizing buy-back of shares.
12	71	For issuing Debenture convertible into shares, wholly or partly.
13	94	The company may keep registers; returns etc. in that place of office, where the 1/10th Members is residing and whose names have been entered in the Register of Members, if approved by SR in General Meeting.
14	140	Removal of auditor appointed u/s 139, before the expiry of his term and after obtaining approval of CG.
15	149 (1)	Company may appoint more than 15 directors after passing a SR.
16	149 (10)	Re-appointment of an independent director for a further period of 5 years after passing a SR.

Comment [S6]: Meaning specified provisions of AOA can be altered only if more restrictive conditions or procedures as compared to those applicable in case of SR have been met.

Comment [S7]: Another resolution requiring unanimous approval of member in GENERAL MEETING for private cos.

Comment [S8]: Also need RD approval

Comment [S9]: Also require CG approval

Comment [S10]: Excepting this, shares cannot be issued at a discount.

17	165	The members of a company may, by SR specify any lesser number of companies in which a director of the company may act as Directors.
18	180	Restriction on power of the Board.
19	186	Loans and investment by a Company.
20	188	SR before entering into contracts by cos having such paid up share capital or for transactions not exceeding such sums as prescribed.
21	196	Appointment of persons aged 70 years or more as the Managing Director, Whole Time Director or Manager.
22	197	The remuneration shall be paid to director subject to the provisions of section 197 and shall be determined in accordance with the provisions of Article of Association, or a resolution or if the article authorizes by a SR.
23	210	SR is required to be passed for intimation to the CG that the affairs of the Company ought to be investigated.
24	212	SR is required to be passed for intimation that the affairs of the Company ought to be investigated by the Serious Fraud Investigation Office.
25	248	SR required or consent of 75% of shares holders required for making an application to the ROC for striking off the name of the Company.
26	262	Approval of shareholders, of both the companies, in General Meeting for scheme of merger and amalgamation of sick company with other company.
27	271	SR passed resolving winding up of the Company by the Tribunal.
28	304	For Voluntary Winding Up of the Company.
29	314	The Company Liquidator call General Meeting for the purpose of obtaining the sanction of the company by OR or by SR, as the case may require.
30	319	SR granting powers to the company liquidator to accept shares etc as consideration for sale of property of the company. AND/OR In case the company liquidator elects to purchase the member's interests, the manner of raising the money must be determined by a SR
31	321	Arrangement between the company (about to be or is in the course of being wound up) and the creditors shall be binding on both of them if it is sanctioned by a SR and acceded by creditors holding 3/4th of the total amt due.
32	343	Company Liquidator to exercise certain powers subject to sanction by a SR and prior approval of the Tribunal.
33	347	SR, in case of voluntary winding up, for determining the manner for disposing the books and papers of a company completely wound up and to be dissolved.
34	371	For adoption of Table F in Schedule I.

Other matters as per the AOA of the Company.

Comment [S11]: Effective w.e.f. 12/09/2013

Comment [S12]: Refer the rules for the same.

Comment [S13]: Overall maximum managerial Remuneration and managerial remuneration in case of absence or inadequacy of profits

P.S: This file is based on the research and contains the views of the author on the above subject. The author does not assure error free content and cannot be held liable for any errors in the article. The users and readers are advised to cross check with the concerned Act before acting upon it.