

RESOLUTIONS REQUIRE TO FILE WITH ROC

Section 117 of the Companies Act, 2013 cast an obligation on the company to file copy of following resolution or arrangements with ROC within 30 days of passing of following resolutions or making arrangements.

- a) All **special resolutions**
- b) Ordinary resolutions agreed by all members of the company which would not have been effective unless passed as special resolutions.
- c) Any resolution of the Board of Directors relating to the appointment, re-appointment or renewal of appointment or variation of the term of appointment, of a managing director.
- d) resolutions or agreements which have been agreed to by any class of members but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by a specified majority or otherwise in some particular manner; and all resolutions or agreements which effectively bind such class of members though not agreed to by all those members;
- e) resolutions passed by a company according consent to the exercise by its Board of Directors of any of the powers under clause (a) and clause (c) of sub-section (1) of section 180;
- f) resolutions requiring a company to be wound up voluntarily passed in pursuance of section 304;
- g) resolutions passed **in pursuance of sub-section (3) of section 179; and**
- h) any other resolution or agreement as may be prescribed and placed in the public domain..

As per **Sub Section (3) of Section 179** , the Board of directors shall exercise the following power of the company by means of resolutions passed at meetings of the Board:-

(Therefore following resolutions passed by the Board shall also need to be filed with ROC in MGT-14)

- a) to make calls on shareholders in respect of money unpaid on their shares;
- b) to authorise buy-back of securities under section 68;
- c) to issue securities, including debentures, whether in or outside India;
- d) to borrow monies;
- e) to invest the funds of the company;
- f) to grant loans or give guarantee or provide security in respect of loans;
- g) to approve financial statement and the Board's report;
- h) to diversify the business of the company;
- i) to approve amalgamation, merger or reconstruction;
- j) to take over a company or acquire a controlling or substantial stake in another company;
- k) any other matter which may be prescribed**

RULE 8 of "**Companies (Meetings of Board and its Powers) Rules, 2014**" provide following other powers which shall be exercise by the board only through board meeting,

(Therefore following resolutions passed by the Board shall also need to be filed with ROC in MGT-14)

- a) to make political contributions;
- b) to appoint or remove key managerial personnel (KMP);
- c) to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;
- d) to appoint internal auditors and secretarial auditor;

- e) to take note of the disclosure of director's interest and shareholding;
- f) to buy, sell investments held by the company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee company;
- g) to invite or accept or renew public deposits and related matters;
- h) to review or change the terms and conditions of public deposit;
- i) to approve quarterly, half yearly and annual financial statements or financial results as the case may be.

Moreover a company need to file in advance, a copy of special resolution in MGT- 14, if it wants to kept its registers and copies of annual returns outside the registered office, in accordance with the provisions of section 94(1).

Postal ballot resolution(s) under Section 110 are also require to be filed with ROC in MHT-14.

Thanks & Regards:

KASHIF ALI & ASSOCIATES

Company Secretaries

268, Business India Complex,

Uday Park, New Delhi-110049

Call us : +91 9718483209

Note: Kindly note that the entire contents of this document have been developed on the basis of relevant statutory provisions and as per the information existing at the time of preparation i.e. Act, notification, clarifications & circular issued till 23RD May 2014. Though we have made upmost efforts to provide authentic information, however we do not undertake any liability in any way whatsoever, to any person in respect of anything arising by reliance upon the content of this article.