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Powers of the Board which can be exercised only at a meeting of the Board under Companies Act 2013

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Section	Rule	Particulars
CHAPTER-V: ACCEPTANCE OF DEPOSIT		
76	8(7) (under Chapter XII)	To invite or accept or renew public deposits and related matters
76	8(8) (under Chapter XII)	To review or change the terms & conditions of public deposits
CHAPTER IX: ACCOUNTS		
138	8(4) (under Chapter XII)	To appoint internal auditors
CHAPTER-XI: APPOINTMENT & QUALIFICATION OF DIRECTORS		
161(4)		To fill casual vacancy in the Board (in default of and subject to any regulations in the Articles of the company)
169(7)		To fill casual vacancy in the Board in case of removal of director in general meeting if it is not filled by that meeting
CHAPTER-XII: MEETINGS OF BOARD & ITS POWERS		
175(1)		To decide on a resolution by circulation if at least one-third of total number of directors so desire
179(3)(a)		To make calls on shareholders in respect of money unpaid on their shares

Section	Rule	Particulars
179(3)(b)		To authorize buy-back of securities under section 68
179(3)(c)		To issue securities, including debentures, whether in or outside India
179(3)(d)		To borrow monies
179(3)(e)		To invest the funds of the company
179(3)(f)		To grant loans or give guarantee or provide security in respect of loans
179(3)(g)*	8(9)	To approve annual financial statements, the Board's report and quarterly/half-yearly financial statements or results
179(3)(h)		To diversify the business of the company
179(3)(i)*		To approve amalgamation, merger or reconstruction
179(3)(j)*		To take over a company or acquire a controlling or substantial stake in another company
179(3)		To delegate powers of Board to borrow money, invest funds, grant loans or give guarantee or provide security in respect of loans.
182	8(1)	To make political contributions
184	8(5)	To take note of the disclosure of directors' interest and shareholding
	8(6)	To buy, sell investments held by the company (other than trade investments), constituting 5% or more of the paid up share capital and free reserves of the investee company
186(1), (2), (5)		a) To give any loan to any person or other body corporate b) To give any guarantee or provide security in connection with a loan to any other body corporate or person c) To acquire by way of subscription, purchase or otherwise, the securities of any other body corporate
188(1)		To approve contract or arrangement with a related party with respect to: a) Sale, purchase or supply of any goods or materials b) Selling or otherwise disposing of, or buying, property of any kind c) Leasing of property of any kind d) Availing or rendering of any services e) Appointment of any agent for purchase or sale of goods, materials, services or property f) Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and *g)* Underwriting the subscription of any securities or derivatives thereof, of the company. *(Not applicable to transactions entered into by the co. in its ordinary course of business other than transactions which are not on an arm's length basis.)*
193(1)		To note contract entered into by One Person Company with the sole member of the company who is also the director of the company except in the ordinary course of business
196(4)		To appoint MD, WTD or Manager

Section	Rule	Particulars
CHAPTER-XIII: APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL		
203(3)		To appoint or employ a person as MD if he is the MD or Manager of one and not more than one other company
203	8(2) (under Chapter XII)	To appoint or remove key managerial personnel (KMP) or to fill casual vacancy.
203	8(3) (under Chapter XII)	To take note of appointment(s) or removal(s) of one level below the KMP
204	8(4) (under Chapter XII)	To appoint secretarial auditor
CHAPTER-XX: WINDING UP		
305(1)/(2)		To approve declaration of solvency in case of voluntary winding up

Note: Items marked with asterik (*) cannot be passed at Board meeting held through video-conferencing or other audio-visual means. [Rule 4 of Companies (Meetings of Board & its Powers) Rules 2014].

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