Prepared by:

CS Ankur Garg
https://www.facebook.com/#!/ankur.gargcs

List of Resolutions to be filed with ROC in form MGT.14

Dear Professional Colleagues,

An attempt has been made from my side, through this brief write up, to list out the resolutions and Agreements which are required to be reported to ROC through filing of form-**MGT.14** as desired by Section-117 of the Companies Act, 2013. I am sure this article will help other professional colleagues to understand relevant provision of Company Law and act as ready reference w.r.t. the list of resolutions to be filed with ROC through filing of form-**MGT.14.**

Law regarding filing of form MGT.14 under Companies Act, 2013

Section-117 of the Companies Act, 2013, a copy of every resolution or any agreement, in respect of matters specified in sub-section (*3*) together with the explanatory statement under section 102, if any, annexed to the notice calling the meeting in which the resolution is proposed, shall be filed with the Registrar within 30 days of the passing or making thereof through filing of form **MGT.14.**

Regarding form **MGT.14** w.r.t. Section-117**,** kindly refer rule 24 of Companies (Management and Administration) Rules, 2014 [Chapter-7].

As per rule 24 of Companies (Management and Administration) Rules, 2014, a copy of every resolution or any agreement required to be filed, together with the explanatory statement under section 102, if any, shall be filed with the Registrar in Form No. **MGT.14** along with the fee.

Corresponding provision under Companies Act, 1956

Under Companies Act, 1956, it was **section 192** which requires filing of form 23 for registration of prescribed resolutions and agreements with ROC.

List of Resolutions to be filed with form MGT.14

Under Companies Act, 2013, form **MGT.14** is to be filed for more than 25 different types of resolutions. We can further divide the list of Resolutions/Agreements to be filed through form **MGT.14** in 4 categories:

1. List of Resolutions/Agreements given in Section 117(3)
2. List of Resolutions given in Section 179(3)
3. List of Resolutions given in rule 8(5) of Companies (Meetings of Board and its Powers) Rules, 2014 read with Section 179(3)
4. Miscellaneous Provisions

Prepared by:

CS Ankur Garg
https://www.facebook.com/#!/ankur.gargcs

A. List of Resolutions/Agreements given in Section 117(3)

Please find below the list of resolutions and agreements which needs to be filed with ROC within 30 days through form **MGT.14** as desired by section 117(3):

(1) Special Resolutions;

(2) 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;

(3) 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;

(4) 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;

(5) 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;

(6) Resolutions requiring a company to be wound up voluntarily passed in pursuance of section 304;

(7) Resolutions passed in pursuance of **sub-section (3) of section 179**; and

(8) Any other resolution or agreement as may be prescribed and placed in the public domain.

B. List of Resolutions given in Section 179(3)

As per section 179(3), the Board of Directors of a company shall exercise the following powers on behalf of the company by means of resolutions passed at meetings of the Board, namely:—

(1) to make calls on shareholders in respect of money unpaid on their shares;

(2) to authorise buy-back of securities under section 68;

(3) to issue securities, including debentures, whether in or outside India;

(4) to borrow monies;

(5) to invest the funds of the company;

Prepared by:

CS Ankur Garg
https://www.facebook.com/#!/ankur.gargcs

(6) to grant loans or give guarantee or provide security in respect of loans;

(7) to approve financial statement and the Board's report;

(8) to diversify the business of the company;

(9) to approve amalgamation, merger or reconstruction;

(10) to take over a company or acquire a controlling or substantial stake in another company;

(11) **any other matter which may be prescribed**:

Whenever Company passed any resolution to exercise the powers mentioned above in section 179(3), said resolution would required to be filed with ROC within 30 days through form **MGT.14** as desired by section 117(3)(g).

C. List of Resolutions given in rule 8(5) read with Section 179(3)

Section 179(3)(k) read with rule 8(5) of Companies (Meetings of Board and its Powers) Rules, 2014, prescribes few more matters which shall be exercised, on behalf of the company, by the Board of Directors, only by means of resolutions passed at meetings of the Board. namely:—

Hence, whenever company passed any resolution to exercise the powers mentioned below as prescribed through rule 8(5) read with section 179(3)(k), said resolution would required to be filed with ROC within 30 days through form **MGT.14.** Please find below the list of items given in rule 8(5):

(1) to make political contributions;
(2) to appoint or remove key managerial personnel (KMP);
(3) to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;
(4) to appoint internal auditors and secretarial auditor;
(5) to take note of the disclosure of director's interest and shareholding;
(6) 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;
(7) to invite or accept or renew public deposits and related matters;
(8) to review or change the terms and conditions of public deposit;
(9) to approve quarterly, half yearly and annual financial statements or financial results as the case may be.

Prepared by:

CS Ankur Garg
https://www.facebook.com/#!/ankur.gargcs

D. Filing of MGT.14 under miscellaneous provisions [Section-94]

As per section 94 of the Companies Act, 2013, statutory registers u/s 88 and Annual Return u/s 92, shall be kept at the registered office of the company.

As per proviso such registers or copies of return may also be kept at any other place in India, if approved by a special resolution and the Registrar has been given a copy of the proposed special resolution in advance.

As per rule 15(6) of Companies (Management and Administration) Rules, 2014 [Chapter-7], a copy of the proposed special resolution in advance to be filed with the registrar as required in accordance with first proviso of sub-section (1) of section 94, shall be filed with the Registrar, at least one day before the date of general meeting of the company in Form No. **MGT.14.**

I believe that the information compiled through this write up would be of some help in your professional working. Kindly share your opinion about this write up.

Thank
CS Ankur Garg
Connect through Facebook