

Matters which require special resolutions under Companies Act 2013



By P C Agrawal
B.Com., LL.B., CAIIB, FCS

cs.pcagrawal@gmail.com
Aurangabad (Maharashtra)

Section	Rule	Particulars
CHAPTER-II: INCORPORATION		
5(4)		Amendment of Articles of Association to incorporate entrenchment provisions (in case of a public company)
8(4)(ii)	24	Conversion of company registered under Section 8 into a company of any other kind
12(5)		Shifting of registered office outside local limits of any city, town or village where such office is situated
13(1)		Alteration of Memorandum of Association (except capital clause under Sec.61)
13(2)		Change of name of the company
13(8)		Change of objects (in case of a company which has raised money from public through prospectus and still has any unutilized amount out of the money so raised).
14(1)		Alteration of Articles (other than alteration to incorporate entrenchment provisions in the case of private company which requires agreement of all members in writing) including alterations having the effect of conversion of company (private to public or vice-versa) <i>Notes: (1) Conversion of public company into private company will not have effect unless approved by NCLT. (2) As per Rule 7(1) conversion of private company into OPC requires special resolution.</i>
CHAPTER-III: PROSPECTUS & ALLOTMENT OF SECURITIES		
27(1)	7	Variation of terms of contract or objects in prospectus
41	4(2) [Cos. (Issue of GDR) Rules 2014]	Issue of GDRs
42	14(2)(a)	Private placement of securities

Section	Rule	Particulars
CHAPTER-IV: SHARE CAPITAL & DEBENTURES		
48(1)		Variation of shareholders' rights <i>[Also under Article 6(i) of Table F for variation of rights of class of shareholders]</i>
54(1)		Issue of sweat equity shares
55(2)	9(1)(a)	Issue of preference shares redeemable within 20 years (or 30 years in case of infrastructure projects) <i>(As per Article 8 of Table F terms & conditions and manner of redemption of preference shares also requires special resolution)</i>
62(1)(b)	12	Issue of shares to employees under employees' stock option scheme
	12(5)	Variation of terms of not yet exercised employee stock option by unlisted companies
62(1)(c)	13	Further issue of shares on preferential basis
62(3)		Issue of debentures or loans with an option to convert into equity
66(1)		Reduction of share capital <i>(Article 38 of Table F also requires special resolution for reduction of share capital, CRR, Securities Premium A/c)</i>
67(3)(b)	16(1)(a)	Scheme for providing money for purchase of shares of co. by employees or trustees for benefit of employees etc.
68(2)		Buy-back of shares/specified securities
71(1) Proviso		Issue of debentures with option to convert into shares
CHAPTER-V: ACCEPTANCE OF DEPOSIT		
76	2(1)(e)	Acceptance of public deposits by eligible public company beyond the limits specified u/s 180(1)(c)
CHAPTER-VII: MANAGEMENT & ADMINISTRATION		
94(1) Proviso		Keeping of members' register, annual returns etc. at a place other than registered office
CHAPTER-X: AUDIT & AUDITORS		
139(9)(c)		Appointment of auditor other than retiring auditor or a resolution that retiring auditor will not be reappointed
140(1)	7	Removal of auditor subject to approval of Central Government
CHAPTER-XI: APPOINTMENT & QUALIFICATION OF DIRECTORS		
149(1) Proviso		Appointment of more than 15 directors in a company
149(10)		Reappointment of independent directors after a term of 5 years

Section	Rule	Particulars
165(2)		Specifying a maximum number of companies being less than 20 in which a person may be a director
CHAPTER-XII: MEETINGS OF BOARD & ITS POWERS		
180(1)		Authority to Board for exercising certain powers
185(1)(a)(ii)		Approval of scheme for loan to MD/WTd
186(3)	13	Approval of loans & investments beyond specified limits
188(1) First Proviso	15	Approval of related party transactions in certain cases (Also as per Para VII of revised clause 49 of listing agreement w.e.f. 1.10.2014)
	Para V of revised Clause 49 of listing agreement	Disposal of shares of material subsidiary by listed company Selling, disposing and leasing of assets amounting to more than 20% of assets of material subsidiary
CHAPTER-XIII: APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL		
196(3) Proviso		Appointment of MD/WTd/Manager if the age of person is above 70 years (Schedule V Part.I(c) also requires special resolution for this)
197(4)		Approval of remuneration of directors, if the Articles so require
197	7(2)(iii)	Payment of managerial remuneration in excess of specified limits in case of inadequate profit/loss
197		For doubling limits of remuneration payable to managerial personnel (Ref. Schedule V Section-II)
CHAPTER-XIV: INSPECTION, INQUIRY & INVESTIGATION		
210(1)(b)		Investigation into affairs of the company by Central Govt.
212(1)(b)		Investigation into affairs of the company by SFIO
CHAPTER-XV: COMPROMISES, ARRANGEMENTS & AMALGAMATIONS		
230(1)		Approval of takeover of a company other than listed company
CHAPTER XVIII: REMOVAL OF NAMES FROM REGISTER OF COMPANIES		
248(2)		Application for removal of name of company from Register of Companies
CHAPTER XIX: REVIVAL OF SICK COMPANIES		
262(2) Proviso		Approval of scheme for amalgamation of sick company with another company

Section	Rule	Particulars
CHAPTER-XX: WINDING UP		
271(1)(b)		Winding up by NCLT
304(b)		Voluntary winding up
314(3)		Sanction for any other purpose as may be required by Liquidator
319(1)/(4)		Authority to Co. Liquidator to accept shares etc. as consideration for sale of property of company <i>(Article 90 of Table F also requires special resolution for power of company liquidator to divide assets of company in winding up)</i>
321(1)		Arrangement with creditors in the course of winding up
343(1)(b)		Restrictions on exercising of certain powers by company liquidator
347(1)(b)		Disposal of books of company in voluntary winding up
CHAPTER XXI: COMPANIES AUTHORISED TO REGISTER UNDER THIS ACT		
371(3)(a)		Table F not to apply to cos. Registered under the Part unless it is adopted by Special resolution