

Hello Professional,

Form MGT-14 requires filing for following below mention Resolutions:

BY CS DIVESH GOYAL

1. **Section- 8:** For a company registered under Section- 8 to convert itself into a company of any other kind or alteration of its Memorandum or Articles
- 2.
3. **Section – 12:** Shifting Of Registered Office.
4. **Section-13:** Alteration in MOA.
5. **Section- 14:** Alteration in Article.
6. **Section 13(8):** A company, which has raised money from public through Prospectus and still has any unutilized amount out of the money so raised, shall not Change its objects for which it raised the money through prospectus unless a special Resolution is passed by the company.
7. **Section 27(1):** A company shall not, at any time, vary the terms of a contract referred to in the prospectus or objects for which the prospectus was issued, except subject to the approval of, or except subject to an authority given by the company in general meeting by way of special resolution.
8. **Section 41A:** A company may, after passing a special resolution in its general meeting, issue depository receipts in any foreign country in such manner, and subject to such conditions, as may be prescribed. (Section still not applicable).
9. **Section 48(1):** Where a share capital of the company is divided into different classes of shares, the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or by means of a special resolution passed at a separate meeting of the holders of the issued shares of that class.
10. **Section 54:** Issue of Sweat Equity Shares.
11. **Section 62(1) (c):** Preferential allotment of shares.
12. **Section 65:** Conversion of Unlimited company into limited company.
13. **Section 66(1):** Reduction of Share Capital.

14. **Section 67(3) (b):** Special resolution for approving scheme for the purchase of fully-paid shares for the benefit of employees.
15. **Section 68(2)(b):** Buy Back of Shares.
16. **Section 71(1):** A company may issue debentures with an option to convert such debentures into shares, either wholly or partly at the time of redemption: **Provided that** the issue of debentures with an option to convert such debentures into shares, wholly or partly, shall be approved by a special resolution passed at a general meeting.
17. **Section 76:** Inviting deposits from person other than members.
18. **Section-94:** Keep registers at any other place in India.
19. **Section 140(1):** The auditor appointed under section 139 may be removed from his office before the expiry of his term only by a special resolution of the company, May appoint more than 15 directors by passing of Special resolution.
20. **Section- 149(10):** Re-appointment of Independent Director.
21. **Section 165(2):** Subject to the provisions of sub-section (1), the members of a company may, by special resolution, specify any lesser number of companies in which a director of the company may act as directors.
22. **Section- 180:** The Board of Directors of a company shall exercise the following powers only with the consent of the company by a special resolution, namely-
- a. to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.
 - b. to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation.
 - c. to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business.
 - d. to remit, or give time for the repayment of, any debt due from a director.

- 23. Section- 185:** For approving scheme for giving of loan to MD or WTD.
- 24. Section- 188:** To enter into related party transaction with the company if paid up capital of company exceed Rs.10/- Crore.
- 25. Section- 186(3):** Loan& Investment by company exceeding 60% of paid up share capital or 100% of free reserve.
- 26. Section- 196:** Appointment of a person as Managerial Personnel if, the age of Person is exceeding 70 year.
- 27. Schedule V:** Remuneration to Managerial personnel if, profits of company are Inadequate.
- 28. Section 248:** Power of registrar for removal name of company.
- 29. Section 271(1)(b):** Special Resolution for winding up of the company by Tribunal.
- 30. Section 304(b):** Special Resolution for winding up of company

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:—these resolutions are also necessary to file in MGT-14.

31. To make calls on shareholders in respect of money unpaid on their shares.
32. To authorize buy-back of securities under section 68.
33. To issue securities, including debentures, whether in or outside India;
34. To borrow monies;
35. To invest the funds of the company;
36. To grant loans or give guarantee or provide security in respect of loans;
37. To approve financial statement and the Board's report;
38. To diversify the business of the company;
39. To approve amalgamation, merger or reconstruction;
40. Take over a company or acquire a controlling or substantial stake in another company;
41. Any other matter which may be prescribed.

In addition to the things mention above the following things are shall also require to file with ROC in MGT-14 per Rule **8 of Companies (Meetings of Board and its Powers), Rules 2014-**

- 42. To make political contributions.
- 43. To appoint or remove key managerial personnel (KMP)
- 44. To take note of appointment(s) or removal(s) of one level below the Key Management Personnel;
- 45. To appoint internal auditors and secretarial auditor;
- 46. To take note of the disclosure of director's interest and shareholding;
- 47. 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;
- 48. To invite or accept or renew public deposits and related matters;
- 49. To review or change the terms and conditions of public deposit;
- 50. To approve quarterly, half yearly and annual financial statements or financial results as the case may be.

Regards,
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