

Prepared by:

CS Ankur Garg

<https://www.facebook.com/#!/ankur.gargcs>

Corporate Board Resolutions under Companies Act, 2013 – Part 3

Dear Professional Colleagues,

Recently Caclubindia has published couple of my article titled “Useful Corporate Board Resolutions under Companies Act, 2013” which are available at the link mentioned below:

[Useful Corporate Board Resolutions under Companies Act, 2013](#)

[Corporate Board Resolutions under Companies Act, 2013 – Part 2](#)

In continuation of my effort to share corporate law knowledge, please find below third version of this series containing some more useful sample board resolutions required under Companies Act, 2013, dedicated to professional fraternity looking after corporate affairs of their Company/Firms. I am sure just like my previous articles this article will also be very handy for professionals keeping in view the requirements of Companies Act, 2013. You may bookmark this article for quick reference.

Please find below some of the relevant resolutions to be passed under Companies Act, 2013 for different purposes:

1) **Board Resolution for conversion of Public Company into a Private Company**

“RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules, and subject to the approval of the Registrar of Companies NCT of Delhi and Haryana and Members of the Company at the General Meeting, the name of the Company be changed from Garg Finmart Limited to Garg Finmart Private Limited.

FURTHER RESOLVED THAT Mr. Mudit Khanna, Managing Director of the Company, be and is hereby instructed to issue a notice of Extra Ordinary General Meeting to the members of the Company and others who are entitled to receive the same in order to obtain their approval for the above matter of conversion.

FURTHER RESOLVED THAT Mr. Mudit Khanna, Managing Director of the Company, be and is hereby also authorised to make an application to the Registrar of Companies NCT of Delhi and Haryana in e-Form INC.27 and to do all such acts, deeds and things as may be required to give effect to the above resolution.

2) **Board Resolution for conversion of Private Company into a Public Company**

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 if any, the consent of the Board of Directors of the Company be and is hereby accorded, subject to the approval of the Members of the Company at the General

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Meeting, to the conversion of this Company into a Public Limited Company and consequently the name of the Company be and is hereby changed from “**XYZ Private Limited**” to “**XYZ Limited**” by deletion of the word “Private” from the name of the Company.

RESOLVED FURTHER THAT the word “Private” wherever appearing in the Memorandum and Articles of Association of the Company in the name of the Company be and is hereby deleted.

RESOLVED FURTHER THAT the Company Secretary or any Director of the Company be and is hereby authorised to make application, file forms, etc. for change of status of the Company and consequently its name with the Registrar of Companies office and are hereby further authorised to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution.”

3) **Board Resolution for Commencement of business**

“RESOLVED THAT pursuant to section 11 of the Companies Act 2013, Confirmation from the board of Directors of the Company be and is hereby given that the Company has received the Subscribed money in full by way of cash, which will be deposited into bank account once bank account of the company is opened for Commencement of Business.

RESOLVED FURTHER THAT the draft of the declaration in the Form INC-21 made in accordance with the provisions of section 11(1) of the Companies Act, 2013, as placed before the Board duly initialed by the Chairman for the purpose of identification be and is hereby approved and that the same be delivered to the Registrar of Companies, NCT of Delhi and Haryana for obtaining the Certificate of Commencement of Business.

“RESOLVED FURTHER THAT Mr. Manoj Bansal, Director of the Company, be and is hereby authorised to sign the resolution and declaration and digitally sign e-Form INC.21 and file the same with Registrar of Companies, NCT of Delhi and Haryana”.

4) **Board Resolution for approval of Transfer of share**

The Chairperson informed the Board that Company has received 1 share transfer request, accompanied with share transfer deed duly filled in, signed and stamped along with other related documents, for approval of the transfer of shares of the Company. The matter was discussed and following resolution was passed unanimously:

“RESOLVED THAT the consent of the Board of Directors of the Company be and is hereby accorded for the transfer of equity shares as per the details given below:

S. No.	Date of Registration of Transfer	No. of Equity Shares	Name of the Transferor	Ledger Folio No. Transferor	Name of the Transferee	Ledger Folio No. Transferee
1.	01.09.2014	44,000	Mr. Prakash	33	Mr. Mohit	167

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“RESOLVED FURTHER THAT Mr. Rohit Bakshi, Company Secretary of the company be and is hereby authorized to make necessary endorsement on the reverse of the Share Certificate and to make entries in the register of share transfer and to do all other necessary act in this regard.to give effect to the above resolution.”

5) Board Resolution to appoint Corporate Representative to attend Meeting of Companies

“RESOLVED THAT pursuant to the provisions of Section 113 of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), unless specific authorization given to any other person, Mr. Sumit Mahajan, Director of the Company and/or in his absence/unavailability, Mr. Sunil Shetty, Financial Controller, be and is hereby authorised to act as the representative of XYZ Limited at any meeting of the members or any meeting of the class of members, of the companies of which XYZ Limited is a shareholder.

RESOLVED FURTHER THAT Mr. Sumit Mahajan, Director be and is hereby also authorised, on behalf of XYZ Limited, to give consent for holding of General Meetings on shorter notice pursuant to Section 101 of the Companies Act, 2013, of the companies of which XYZ Limited is a shareholder.

6) Board Resolution for adoption of new format of share certificate

The Chairman informed the Board that in compliance of the provisions of Section 46 of Companies Act, 2013 read with Rule 5 of the Companies (Share Capital and Debentures) Rules, 2014, the Company is required to adopt the new share certificate format as placed before the Board which is in Form No. SH.1. The matter was discussed and the following resolution was passed:

“RESOLVED THAT pursuant to Section 46 of Companies Act, 2013 read with Rule 5 of the Companies (Share Capital and Debentures) Rules, 2014, format of new share certificate as prescribed in Form No. SH.1, be and is hereby adopted and approved, a specimen of which is annexed hereto.”

7) Board Resolution for Filing of Documents with Authorities under CA 2013

The Chairman informed the Board that someone should be authorized on behalf of the Board for signing and filing of various e-forms, returns, etc. with the concerned authorities under the Companies Act, 2013. The Board considered the need of the same and passed the following resolution:

“RESOLVED THAT Mr. Mahesh Gupta Director and Mr. Prateek Mittal, Director of the Company, be and are hereby severally authorized, for and on behalf of the Company, to sign, file and submit necessary / statutory forms, returns and other documents to be submitted to the Office

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of the Registrar of Companies, any other statutory / regulatory / Government authority under the Companies Act, 2013 (including the rules and other addendums thereto) and any amendment or modification thereto and also to represent the Company before the said authorities with respect to any Secretarial affair.”

8) Board Resolution for Extension of time for holding AGM

“RESOLVED THAT pursuant to the provisions of proviso to section 96(1) of the Companies Act, 2013, approval of the Board be and is hereby accorded to make an application to the Registrar of Companies, NCT of Delhi & Haryana (ROC) seeking its approval to grant extension of 3 months’ time for holding the next Annual General Meeting of the Company i.e. on or before 31st December 2014.

RESOLVED FURTHER THAT Mr. Mohit Bansal, Director of the Company be and is hereby authorized to make, sign and file the requisite application to the ROC, for and on behalf of the Company and to do all such acts, deeds and things as may be required or considered necessary or incidental thereto.”

9) Board Resolution for Appointment of Alternate Director

"RESOLVED THAT pursuant to Section 161(2) of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mr. Sanyam Goel, be and is hereby appointed as alternate Director to Mr. Jaspal Singh, during his absence from India and that he shall vacate such office when the original Director, Mr. Jaspal Singh, returns to India, pursuant to article 105 of the Articles of Association of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. Manoj Agarwal, Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, NCT of Delhi and Haryana.”

10) Board Resolution for Vacation of office of alternate Director

"RESOLVED THAT pursuant to the provisions of second proviso to section 161(2) of the Companies Act, 2013, and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mr. Jaspal Singh, Director of the Company having returned to the Rajasthan from U.K., Mr. Sanyam Goel, who was appointed as an alternate Director to act in the place of Mr. Jaspal Singh, be and is hereby declared to have ceased to be the alternate Director of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. Manoj Agarwal, Director of the Company be and is hereby authorised, on behalf of the Company, to do

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all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, NCT of Delhi and Haryana.”

Disclaimer:

This write up is intended to start academic discussion on few significant interpretations under Companies Act, 2013. It is not intended to be a professional advice and should not be relied upon for real time professional facts. Readers are advised to refer relevant provision of law before applying or accepting any of the point mentioned above. Author accepts no responsibility whatsoever and will not be liable for any losses, claims or damages which may arise because of the contents of this write up.

I am hopeful that this write up would be of some help w.r.t. your professional working and endeavors under Companies Act, 2013. Kindly share your opinion.

Thanks

CS Ankur Garg

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