Matters requiring Special Resolution

S. No.	Section	Particulars
1.	**Section 12(5)**	To change the place of registered office outside the local limits of any city, town or village.
2.	**Section 13(1)**	To alter the provisions of the Memorandum
3.	**Section 13(8)**	A company, which has raised money from public through prospectus and still has any unutilised 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.
4.	**Section 14(1)**	To alter its articles including alterations having the effect of conversion of— (*a*) a private company into a public company or (*b*) a public company into a private company
5.	**Section 27(1)**	To vary the terms of a contract referred to in the prospectus or objects for which the prospectus was issued.
6.	**Section 41**	To issue depository receipts in any foreign country.
7.	**Section 48(1)**	Where a share capital of the company is divided into different classes of shares, to vary the rights attached to the shares of any class.
8.	**Section 54(1)**	To issue sweat equity shares of a class of shares already issued.
9.	**Section 62(1)(b)**	To issue of further shares to be offered to the employees under a scheme of employees' stock option.
10.	**Section 62(1)(c)**	To issue of further shares to be offered to the to any persons whether or not those persons include the persons referred to in clause (*a*) or clause (*b*) of section 62(1) either for cash or for a consideration other than cash.
11.	**Section 62(3)**	To approve the terms of issue of such debentures or loan containing an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company.
12.	**Section 66(1)**	To reduce the share capital in any manner.
13.	**Section 67(3)(b)**	To approve a scheme for the provision by the company of money for the purchase of, or subscription for, fully paid-up shares in the company or its holding company if the purchase of, or the subscription for, the shares held by trustees for the benefit of the employees or such shares held by the employee of the company.

14.	**Section 68(2)**	To purchase its own shares or other specified securities more than 10% of the total paid-up equity capital and free reserves of the company.
15.	**Section 71(1)**	To approve issue of debentures with an option to convert such debentures into shares, wholly or partly.
16.	**Section 94(1)**	To approve the place of keeping the registers required to be kept and maintained by a company under section 88 and copies of the annual return under section 92 at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside.
17.	**Section 140 (1)**	To remove the auditor appointed under section 139.
18.	**Section 149(1)**	To appoint more than fifteen directors.
19.	**Section 149(10)**	To re-appoint a person as an independent director for the second consecutive term of five years.
20.	**Section 165(2)**	To specify a lesser number of companies in which a director of the company may act as directors.
21.	**Section 180(1)**	(*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.
22.	**Section 185(1)**	To approve a scheme for giving a loan to a managing or whole-time director of the company.
23.	**Section 186(3)**	To approve any loan or guarantee or providing any security or the acquisition exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

24.	**Section 188(1) read with rule 15 of Companies (Meetings of Board and its powers) Rules, 2014**	To approve a contract or arrangement with a related party with respect to: (a) sale, purchase or supply of any goods or materials directly or through appointment of agents exceeding 10% of the turnover of the company or Rs. 100 crore, whichever is lower. (b) selling or otherwise disposing of, or buying, property of any kind directly or through appointment of agents exceeding 10% of net worth of the company or Rs. 100 crore, whichever is lower. (c) leasing of property of any kind exceeding 10% of the net worth or 10% of turnover of the company or Rs. 100 crore, whichever is lower. (d) availing or rendering of any services directly or through appointment of agents exceeding 10% of the turnover of the company or Rs. 50 crore, whichever is lower. (e) appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding Rs. 2.5 lakh. (f) remuneration for underwriting the subscription of any securities or derivatives thereof exceeding 10% of net worth.
25.	**Section 196(3)**	To appoint or continue the employment of any person as managing director, whole-time director or manager who has attained the age of seventy years.
26.	**Section 197(4)**	To determine the remuneration payable to the directors of a company, including any managing or whole-time director or manager.