Matters Requiring Sanction by Ordinary Resolution (Unless otherwise specified in the Articles)

(1) To change name applied by furnishing wrong or incorrect information [Section 4(5)(ii)(b)(i)]

(2) To rectify the name of the company [Section 16(1)];

(3) Power of limited company to alter its share capital [Section 61]

(4) Conversion of **unlimited** company into limited company [Section 65]

(5) Issue of Bonus shares [Section 63]

(6) Acceptance of public deposits [Section 73(2)] if **within limits** of 180(1)(c)

(7) The consideration of financial statements and the reports of the Board of Directors and auditors [Ordinary Business Section 102]

(8) Declaration of any Dividend [Ordinary Business Section 102]

(9) The appointment of directors in place of those retiring [Ordinary Business Section 102]

(10) The appointment of and the fixing of the remuneration of the auditors [Ordinary Business Section 102]

(11) Appointment/Re-appointment of auditor [Section 139] point 9 above

(12) Appointment of independent director [Section 149]

(13) Appointment of regular directors [Section 160]

(14) Removal of a Director before expiry of his term [Section 169(1)]

(15) Power of Board and other persons to make contributions to national defence fund [Section 183]

(16) Related Party Transactions [Section 188(1)]

(17) Approval of certain non – cash transaction with directors [Section 192(1)]

(18) Appointment of managing or whole time director [Section 196(4)]

NOT applicable for private companies MCA notification: June5th 2015

(19) Remuneration of director [Section 197]

~~(20) Voluntary winding up after expiry of **period fixed for existence** [Section 304]~~

~~(21) Winding up of a company in final meeting of a company [Section 318(3)]~~

Sections 304 to 323 constituting Part II Voluntary Winding up has been Omitted by **Section 255 of the Insolvency and Bankruptcy Code, 2016** read with the clause (16) of the 11th Schedule with effect from 15th November, 2016.

Matters Requiring Special Resolution

(1) Alteration of article under entrenchment [Section 5(3)]
(2) Shifting of Registered Office **outside** local limit [Section 12(5)]
(3) Alteration of Memorandum [Section 13(1)]
(4) Change in object clause where money raised from public through prospectus and still has unutilized amount out of the money so raised [Section 13(8)] only postal ballot 110
(5) Conversion of private company into public company [Section 14(1)]
(6) Conversion of Public company into private company [Section 14(1)] postal ballot 110
(7) Variation in the terms of a contract referred to in the prospectus or objects for which the prospectus was issued [Section 27(1)]
(8) Issue of Global Depository Receipt [Section 41]
(9) Private Placement [Section 42]
(10) Variation of Shareholders rights [Section 48(1)] only under postal ballot 110
(11) Issue of sweat equity shares [Section 54]
(12) Issue of preference shares. [Section 55]
(13) Issue of share capital under employee's stock options [Section 62(1)(b)]
Ordinary resolution for private companies [June5th 2015 MCA notification]
(14) Issue of share capital to any person other than members or employees [Section 62(1)(c)
(15) Reduction of Share Capital [Section 66(1)]
(16) Funding of purchase of share by trust for benefit of employees [Section 67(3)]

NOT Applicable for private companies MCA notification: June5th 2015
Subject to Conditions (same conditions for section 67 AND 185)

(17) Buy back of shares other than through Board Resolution [Section 68(2)] only under postal ballot 110
(18) Issue of **Convertible** Debenture [Section 71(1)] & [Section 62(1)(c)]
(19) Acceptance of public deposit [Section 73(2)] if **exceeding** limits of 180(1)(c)
(20) Place of keeping registers and returns other than registered office [Section 94(1)]
(22) Removal of auditor before expiry of term [Section 140(1)]
(23) Appointment of **more than** fifteen directors [Section 149(1)]
(24) Re-appointing ID for a **further** Period after completion of first tenure [Section 149(10)]

(25) Specify a lesser number of companies in which a director may be a director [Sec 165
(26) Exercise of restricted powers by Board [Section 180(1)] only for public companies
Board resolution for private companies MCA notification June5th 2015
Section 180(1)(a) Only Through Postal Ballot

(27) Charitable contribution in excess of 5% of its average Net Profits for the 3 immediately preceding financial years [section 181]

(28) For approving scheme for giving of loan to MD or WTD. [Section 185]

NOT Applicable for private companies MCA notification: June5th 2015
Subject to Conditions (same conditions for section 67 AND 185)

(29) Loan & Investment by company exceeding 60% of paid up share capital or 100% of free reserve. [Section 186] For Loans and extending guarantee beyond limits under 186(2) It can be Only through Postal Ballot under section 110.

For investments it can be done **either** through postal ballot or in general meeting

(30) Appointment of managing director or whole time director or manager who has attained age of seventy [Section 196(2)]

(31) Remuneration to Managerial personnel can be **Doubled** when profits of company are Inadequate [Section II Part II of Schedule V] NOT Applicable for private companies

(32) Request for investigation of affairs of the Company [Section 210(1)]

(33) Removal of the name of the company from the Register of Companies [Section 248(2)]

(34) Sanction of scheme by a sick company [Section 262(2)]

(35) Resolution for winding up of company by Tribunal [Section 271(1)]

~~(36) Voluntary winding up [Section 304]~~

~~(37) Power to remove and fill casual vacancy of company liquidator [Section 311]~~

~~(38) Power of company liquidator to accept certain consideration on sale of company property [Section 319(1)]~~

~~(39) Arrangement binding on company and creditors [Section 321(1)]~~

Sections 304 to 323 constituting Part II Voluntary Winding up has been **Omitted** by **Section 255 of the Insolvency and Bankruptcy Code, 2016** read with the clause (16) of the 11th Schedule with effect from 15th November, 2016.

(40) Company liquidator to exercise certain powers [Section 342(1)]

(41) Disposal of books and papers [Section 347(1)]

(42) For obtaining the status of Dormant company [Section 455]

Matters Requiring Special Notice [Section 115]

(a) Resolution for appointment of an auditors other the retiring auditor at an annual general meeting [Section 140(4)].

(b) Resolution at an annual general meeting to provide that a retiring auditor shall not be re-appointed [Section 140].

(c) Resolution to remove a director before the expiry of his period of office [Section 169(2)]

(d) Resolution to appoint another director in place of the removed director [(Section 169)

Items of business to be transacted through postal ballot [Section 110]

Pursuant to section 110(1)(a), the following items of business shall be transacted only by means of voting through a postal ballot-

(a) Alteration of the objects clause of the memorandum and in the case of the company in existence immediately before the commencement of the Act, alteration of the main objects of the memorandum;

(b) Alteration of articles of association in relation to insertion or removal of provisions which, under section 2(68), are required to be included in the articles of a company in order to constitute it a private company;

(c) Change in place of registered office outside the local limits of any city, town or village as specified in section 12(5);

(d) Change in objects for which a company has raised money from public through prospectus and still has any unutilized amount out of the money so raised section 13(8);

(e) Issue of shares with differential rights as to voting or dividend or otherwise under section 43(a)(ii);

(f) Variation in the rights attached to a class of shares or debentures or other securities as specified under section 48;

(g) Buy-back of shares by a company under section 68;

(h) Election of a director under section 151 of the Act(small share holders director)

(i) Sale of the whole or substantially the whole of an undertaking of a company as specified under section 180(1)(a);

(j) Giving loans or extending guarantee or providing security in excess of the limit specified under section 186(3).

One Person Company and other companies having **members up to two hundred** are Not required to transact any business through postal ballot.