

Matters which require ordinary resolutions under Companies Act 2013



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Section	Rule	Particulars
CHAPTER-II: INCORPORATION		
4(5)(ii)(b)(i)		Change of name of the company as per directions of ROC
16(1)		Rectification of name of the company as per directions of Central Government
CHAPTER-III: PROSPECTUS & ALLOTMENT OF SECURITIES		
43(a)(ii)	4 (under Chapter IV)	Issue of equity shares with differential rights
CHAPTER-IV: SHARE CAPITAL & DEBENTURES		
61(1)	Articles 35 & 36 of Table F of Schedule I	Alteration of capital clause of Memorandum of Association by a company having share capital
63(2)(b)		Issue of fully paid up bonus shares
65		Registration of unlimited company having share capital as a limited company
CHAPTER-V: ACCEPTANCE OF DEPOSIT		
73(2)		To invite, accept deposits from its members
76	2(1)(e)	Acceptance of deposits by eligible public company beyond the limits specified under Section 180(1)(c)

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CHAPTER-VII: MANAGEMENT & ADMINISTRATION		
102(2)		Transaction of following items of ordinary business at Annual Genral Meeting: a) Consideration of financial statements and reports of Board and auditors b) Declaration of dividend c) Appointment of directors in place of those retiring d) Appointment of and fixing remuneration of auditors
CHAPTER-VIII: DECLARATION & PAYMENT OF DIVIDEND		
123		Declaration of dividend
CHAPTER-X: AUDIT & AUDITORS		
139(1)	3(7)	Appointment of auditors at AGM for 5 years
139(6)		Appointment of first auditors by members at an EGM if the Board of a company other than a Govt. company fails to appoint within 30 days of incorporation.
139(8)		Approval of of appointment of auditor (other than appointed by CAG) by the Board to fill casual vacancy caused due to resignation
140(4)		Appointment as auditor of a person other than retiring auditor
140(4)		Providing expressly that a retiring auditor shall not be reappointed
142(1)		Fixing of remuneration of auditor
143(8)		Appointment of branch auditor
148(3)		Fixing remuneration of cost auditor appointed by the Board
CHAPTER-XI: APPOINTMENT & QUALIFICATION OF DIRECTORS		
152(2)		Appointment of directors (except as otherwise expressly provided in the Act)
161(2)		Authorising the Board to appoint a person (not being a person holding any alternate directorship for any other director) as an alternate director
169(1)		Removal of a director before expiry of period of his office (other than a director appointed by NCLT under Section 242)
169(2)		Appointment of someone as director in place of a director removed at the meeting in which he is removed
CHAPTER-XII: MEETINGS OF BOARD & ITS POWERS		
181 Proviso		According prior permission to contribute to bona fide charitable and other funds an amount exceeding 5% of average net profits for the 3 immediately preceding financial years

Section	Rule	Particulars
191(1)		Approval of proposal for payment of compensation to a director for loss of office or as consideration for retirement from office
192(1)		According prior approval to some arrangements between a company and its director or other specified persons in respect of acquisition of assets for consideration other than cash
CHAPTER-XIII: APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL		
196(4) & Part III of Schedule V		Appointment of a person as MD/WTD/Manager and payment of remuneration to him subject to the provisions of Sec.197 and Schedule-V.
197(1) & Proviso		Authorising payment of remuneration to MD/WTD/Manager/other directors in excess of specified percentage of net profits of the company (unless Articles require special resolution to be passed).
CHAPTER-XX: WINDING UP		
304(a)		Voluntary winding up of company (on the expiry of period of its duration, if any, fixed by the Articles or on the occurrence of any event in respect of which the Articles provide that the company should be dissolved)
310(1)		Appointment of company liquidator and recommendation of fee to be paid to him
311(4)		Filling casual vacancy in the office of Company Liquidator appointed under Section 310
315		Appointment of Committee to supervise voluntary liquidation
318		Dissolution of company after considering report of the Company Liquidator

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