Contents

PAGE
I-5
I-7
1-9
I-61
I-67

DIVISION I

LAW RELATING TO COMPANY MEETING

CHAPTER 1

INTRODUCTION

1.1	The decision making by a body corporate	
	 Decision making is interplay between human factors and defined considerations which give rise to the law and practice of Meetings 	3
1.2	Basic Principles of Power and Authority	
	 Power and authority go together to make formalize an intent 	4
1.3	Development of bye-laws	
	 Genesis of legal framework 	5
1.4	Guidelines for good draftsmanship	
	 Importance of good drafting 	8
1.5	The gap between law and practice	
	 Practice evolves to fill the gaps in legislations 	10
1.6	Developing good company practice	
	 Company practices aims to achieve desirable processes for better results 	10

$CHAPTER\ 2$

MEETINGS OF DIRECTORS/COMMITTEES OF DIRECTORS

2.1	Board of Directors	
	 Collective wisdom of the Board is applied in decision making 	13
2.2	Modes in which the Board exercises its powers	
	 Nuances of Board interplay 	16
2.3	Cardinal rule of Board functioning	
	 Collective decision making is the Board's responsibility 	18
2.4	Duties of directors	
	■ Specified individual roles make contributions more objective	18
	Collective duties	20
	 Duties of Independent directors pertaining to meetings 	24
	Separate meetings of Independent Directors	
2.5	Powers of Board	
	Extent of Board's powers	27
	 Restrictions on powers of Board 	28
	 Other major restrictions on powers of Board 	31
2.6	Validity of acts by directors	
	 Acts of duly appointed Directors are valid 	34
	Board meeting	
2.7	Composition of the Board	
	 Unlisted Companies 	40
	 Listed Companies 	40
	 Specified Public Company and Listed Company 	41
	All Companies	41
2.8	Decision making by the Board	
	Decisions to be taken at Board meetings only	42
	Decisions that can be taken by a Board committee	45
	Penalty for violation	45
	Decisions that can be taken through VC	46
	■ Circular Resolution	47

I-17 CONTENTS

		PAGE
2.9	Board - When and where to meet	
	 Frequency of Board meetings 	50
	 Day, time and place of Meeting 	52
2.10	Board where to meet	
	 Holding Board meeting at the registered office is not man- datory 	53
2.11	Convening a Meeting	
	 Only competent authority can convene a Board meeting 	53
	 Oral Requisition from a Director for convening a Meeting 	54
	 Authority of the Company Secretary to summon a Meeting 	54
2.12	Notice of meeting	
	 Notice to be given to every director 	54
	Failure to give notice to one director can invalidate decisions	
	 Mode and address for sending Notice 	56
	 Form and period of notice 	56
	 Notice to be given to stock exchange 	58
	 Proof of sending and delivery of the Notice 	59
	 Consequence of an accidental omission to give notice 	60
	 Notice for adjourned Meeting 	61
	 Notice cancelling Board Meeting 	61
	Agenda of Board Meeting	
2.13	Agenda and notes to agenda to be given	
	Why agenda is a must	62
	 Why notes on agenda is required 	62
	When to send an agenda and notes on agenda	63
	Supplementary notes	64
	 Notes on Unpublished Price Sensitive Information 	64
	 Business not on agenda - Transactions thereof 	65
	 Information to be placed before the Board in case of listed companies 	66
	Quorum for Board Meeting	
2.14	What Quorum means	
	 The quorum expresses the collective decision 	67
	Quorum must be present	69

		PAGE
	Leave of absence	70
	 Consequences where Quorum is not present 	70
	 Directors attendance book 	71
	■ Attendance of Directors participating through Electronic Mode	72
	 Importance of an authentic record of attendance 	72
	 Preservation of attendance register 	73
	 Quorum to consist of disinterested directors 	73
	When the Board can act without a quorum?	74
	Decision by majority	75
	 Decision by unanimous consent 	75
	■ Matters not included in the Agenda but taken up at the meeting	75
	■ Matters dealt with in a meeting convened with shorter notice	76
2.15	Directors sitting fees	76
2.16	Sitting fees for meeting of Independent Directors	77
	Chairman	
2.17	Importance of a Chairman	
	Proper person in the chair	78
	Chairman of the Board	80
	 Chairman of the Board meeting 	80
	 Casting Vote of the Chairman 	80
	 Interested Chairman should vacate the Chair 	82
	Can retiring director act as Chairman of the Board?	82
	 Removal of Chairman 	83
	 Chairman's participation through electronic mode for restricted items 	85
	 Responsibility of the Chairman 	85
2.18	Voting	
	 Voting at a physical meeting 	86
	 Participation through Electronic Mode 	87
	Procedure	
2.19	Order of discussing business at the Meeting	
	 Board meeting through Video Conferencing 	88
	 Disclosure of outcome of Board Meeting by Equity Listed Companies 	91

I-19 CONTENTS

		PAGE
	Committee of directors	
2.20	Delegation of powers	
	 Delegating person never parts with the power in such a manner as to denude himself of his rights 	92
	 Extent to which a Board can delegate 	93
	Powers of the committee	94
	 Meetings of committee of directors 	94
	Audit Committee	95
	 Nomination and Remuneration Committee 	98
	 Stakeholders Relationship Committee 	100
	 Corporate Social Responsibility Committee 	101
	Risk Management Committee	102
	 Penal provisions under the Companies Act, 2013 	103
	Minutes of Board Meeting	
2.21	Minutes to be maintained	
	■ The only way to prove that the Resolution was passed at the Board Meeting of the company is that the Minutes Book in which the particular Resolution was recorded	104
	 Minutes in physical or electronic form 	105
	 General and specific contents of minutes 	108
	Recording of Minutes	111
	■ Finalisation of minutes	112
	Entry into minute book	112
	■ Signing of minutes	113
	 Inspection of Board minutes 	114
	Preservation of minutes book	115
	Minutes to be evidence	115
2.22	Duties of Secretary	
	Convening the meeting	118
2.23	Conducting the meeting	119
2.24	After the meeting	120

CONTENTS	I-20
----------	------

		PAGE
	CHAPTER 3	
	ANNUAL GENERAL MEETING	
3.0	General	128
3.1	Statutory Provisions	
	 Applicability of section 96 and SS 2 	129
	Authority to convene an AGM	129
	■ When should an AGM be held?	141
	■ Where should AGM be held?	149
	 Service of notice for AGM and its contents 	150
	 Nature of business and types of Resolution 	161
	Explanatory statement	164
	 Scope for amendment of special resolution 	173
	 Quorum for annual general meeting 	174
	 Attendees at the meeting 	177
	Chairman of the meeting	177
	 Duties and powers of Chairman 	181
	Proxies	182
	Voting Rights	189
	 Voting through Electronic Means 	195
	 Manner of voting for members who have not used remote e-voting facility 	199
	Demand for Poll	201
	Postal Ballot	203
	 Circulation of members' resolution 	207
	 Resolutions requiring Special Notice 	211
	 Report on Annual General Meeting 	217
	 Duties of Company Secretary 	218
	Shareholders questions' at AGM	224
3.2	Guidance Notes for Secretary	
	Check list as a programme readiness	227
	CHAPTER 4	
	EXTRAORDINARY GENERAL MEETINGS	
4.0	General	235

I-21 CONTENTS

		PAGE
4.1	Obligation to call an EGM	235
4.2	Members requisition for an EGM	
	 Adequacy of single requisition 	241
	 Grounds on which requisition cannot be made 	241
4.3	Day and venue of EGM	242
4.4	Service of EGM Notice	243
4.5	Quorum, Chairman and Proxy and Voting	247
4.6	Default EGM - Power of NCLT	
	Meaning of expression 'impracticable'	248
4.7	Reimbursement of costs	259
4.8	Specific provisions on explanatory statements	260
	CHAPTER 5	
	MINUTES OF GENERAL MEETING	
5.0	General	271
5.1	Minutes to be maintained in minutes books	
	 Maintaining minutes in electronic form 	273
5.2	Recording of Minutes	
	 General Contents of Minute 	275
	Specific Contents	276
5.3	Entry in the Minutes Book	
	 Signing and Dating of Minutes 	277
	■ Inspection of Minutes	277
	Extracts of Minutes	278
	■ Preservation of Minutes and other Records	279
	CHAPTER 6	
	CLASS MEETINGS OF SHAREHOLDERS	
6.0	General	280
6.1	Variation of rights where share capital is divided into different class	280
6.2	Rights of dissentient shareholders	286
6.3	Default in complying with provisions on variation of rights	287
6.4	Procedure at class meetings	287

CONTENTS	I-22
----------	------

		PAGE
	CHAPTER 7	
	MEETINGS FOR SANCTIONING SCHEME	
	OF COMPROMISE OR ARRANGEMENT	
7.0	General	288
7.1	Statutory provisions	288
7.2	Notice of Meeting	290
7.3	Order of Tribunal	294
7.4	Filing of Order with Registrar	294
7.5	Power of dispensing of meetings by NCLT	294
7.6	Merger and Amalgamation of Companies	295
	CHAPTER 8	
	MEETINGS OF DEBENTURE HOLDERS	
8.0	General	297
8.1	Debenture Trustee	297
8.2	SEBI (Debenture Trustees) Regulations, 1993	298
	CHAPTER 9	
	REGISTRATION OF RESOLUTIONS	
9.1	Provisions explained	299
	CHAPTER 10	
	RESOLUTIONS	
10.1	Board and general meeting resolutions	303
10.2	A Board resolution may not be required always	304
10.3	Statutory bifurcation of powers between Board and general body	304
10.4	Motions and resolutions: General body meeting	304
10.5	Formal motions	305
10.6	Amendment to a motion	306
10.7	General conditions of validity	307
10.8	Hints on drafting	308

I-23 CONTENTS

PAGE

DIVISION II

SPECIMEN RESOLUTIONS

A	0	^	n	T	TTN.	Tn	Ή	NΤ	0
A	·	u	u	u	ш	N.J		N	U

R.1	Adoption of First Financial Year	
	■ Section 2(41): Board Resolution - All companies	313
R.2	Change of Financial Year	
	■ Section 179: Board Resolution - All companies	314
R.3	Application of Premium received on Shares	
	■ Section 52 : Board Resolution - All companies with share capital	314
R.4	Revaluation of Fixed Assets	
	■ Section 129: Board Resolution - All companies	314
R.5	Inspection of Subsidiary's Books	
	■ Section 128: Board Resolution - All Companies	315
R.6	Resolution for Destruction of Books	
	■ Section 128: Board Resolution - All companies	315
R.7	Filing Unaudited Provisional Accounts where AGM Not Held	
	■ Section 134: Board Resolution - All companies	315
R.8	Recording of Quarterly Unaudited Financial Results	
	■ Section 134: Board resolution - Companies with share capital	316
R.9	Consideration or Re-Consideration of Draft Accounts, amended Accounts	
	■ Section 129: Board resolution - Companies with share capital	316
R.10	Approval of Draft Annual Statements of Accounts	
	■ Section 129: Board resolution - Companies with share capital	318
R.11	Adoption of Balance Sheet, Profit and Loss Account, Auditors' Report and Directors' Report	
	■ Section 129: Board resolution - Companies with share capital	318
R.12	Subsequent Amendments to Already Adopted Balance Sheet, Profit and Loss Account and Directors' Report	
	■ Section 129 : Ordinary resolution - Companies with share capital	318
R.13	Resolution for Writing off Bad Debts	
	■ Section 129: Board resolution - Companies with share capital	319

		PAGE
R.14	Revision of Draft Annual Accounts	
	■ Section 134: Board resolution - Companies with share capital	320
R.15	Re-Approval of Modified Statements of Account	
	Section 134: Board resolution - All companies	320
R.16	Approval and Audit of Abridged Balance Sheet	
	■ Section 136: Board resolution - Public companies with share capital	321
R.17	Filing of Unaudited Balance Sheet with RoC	
	■ Section 137 : Board resolution - Unlisted Public Companies with share capital	321
AGREEN	MENTS	
R.18	Approval of Agreement	
	■ Section 179 : Board Resolution - All companies with share capital	322
R.19	Agreement with Employees' Union	
	Section 179 : Board resolution - All companies	323
AMEND	MENTS	
R.20	Amendment to a Motion at the Meeting	
	■ Board resolution - All companies	323
R.21	Amendment of a Resolution passed earlier	
	 Special resolution - All companies 	323
ANNUAL	GENERAL MEETING AND ANNUAL RETURN	
R.22	Certification and Filing of Annual Return	
	■ Section 92 : Board resolution - Companies with share capital	325
R.23	Convening of Annual General Meeting	
	■ Section 96: Board resolution - Companies with share capital	326
R.24	Convening Adjourned Annual General Meeting	
	■ Section 96: Board resolution - Companies with share capital	326
R.25	Extension of Time for Holding Annual General Meeting	
	■ Section 96: Special resolution - Companies with share capital	326
R.26	Petition to Central Government under section 111(3)	
	■ Section 111: Board resolution - Companies with share capital	327

I-25 CONTENTS

		PAGE
R.27	Appointment of Representative by Company for attending General Meetings	
	■ Section 113: Board Resolution - Companies with Share Capital	327
R.28	Giving Members Notice of resolution requiring Special Notice	
	■ Section 115: Board Resolution - Companies with share capital	327
R.29	Annual Return of Foreign Company	
	■ Section 384(2): Board Resolution - Foreign Companies	328
ARBITR.	ATION	
R.30	Decision to Arbitrate	
	■ Section 179: Board Resolution - All Companies that have Entered into an Agreement with Arbitration Clause	329
R.31	Submission of Dispute to Arbitration	
	■ Section 179 : Board Resolution - All Companies	329
ARTICLE	ES OF ASSOCIATION	
R.32	Restating Articles of Association pursuant to Change in SHA	
	■ Section 14 : Board Resolution & Special Resolution - All Companies	330
R.33	Adoption of New Articles in Substitution of Old	
	Section 14: Special Resolution - All Companies	331
R.34	Alteration of Articles by Deletion of a Specific Article	
	■ Section 14 : Special Resolution - All Companies	332
R.35	Insertion of a New Article	
	Section 14: Special Resolution - All Companies	332
R.36	Insertion of Enabling Provision to Buy-Back in Articles	
	■ Sections 14 and 70: Special Resolution - All Companies with Share Capital	333
R.37	Option to Adopt System of Proportional Representation for Appointment of Directors	
	■ Sections 14 & 163 : Special Resolution - All Companies with Share Capital	333
R.38	Alteration of Articles by Substituting Certain Words	
	■ Section 14 : Special Resolution - All Companies	334
R.39	Converting a Public Company into a Private Company	
	■ Section 14 : Board and Special Resolution - Public all Companies having Share Capital	334

		PAGE
R.40	Alteration of Articles Consequent Empowering Appointment of Nominee Directors	
	 Section 14: Special Resolution - Companies Borrowing Funds from Financial Institutions 	336
R.41	Insertion of a New Article Enabling Provision to Issue Sweat Equity	
	■ Section 14 : Special Resolution - All Companies with Share Capital	337
APPOIN'	TMENT OF ATTORNEY	
R.42	Appointment of Attorney	
	■ Section 179: Board Resolution - All Companies	339
R.43	Authorization to Secretary as Attorney to handle Legal Action	
	■ Section 179: Board Resolution - All Companies	339
R.44	Resolutions constituting Attorney for Signing Pleadings and Representing the Company in Legal Proceedings	
	■ Section 179: Board Resolution - All Companies	339
R.45	Execution of Indemnity Bonds	
	■ Section 179: Board Resolution - All Companies	339
R.46	Giving Power of Attorney for Matters related to Execution of Project	
	■ Section 179: Board Resolution - All Companies	340
R.47	Reference to Solicitors for Legal Action	
	Section 179: Board Resolution - All Companies	341
AUTHOF	RISATION	
R.48	Authorisation to Claim Benefit Granted Under Mega Project	
	■ Section 179: Board Resolution - All Companies	341
R.49	Authorization to Rectify Documents	
	Section 179: Board Resolution - All Companies	342
R.50	Authorisation to Deal with RBI/DGFT/Income-tax Authorities to obtain PAN or TAN	
	■ Section 179: Board Resolution - All Companies which intend to Register with RBI, Income-tax Authority	342
R.51	Authorisation for the Execution of Documents for the Obtaining the Loan from the Banks for a Unit	
	■ Section 179: Board Resolution - Public Companies with Share	343

I-27 CONTENTS

		PAGE
R.52	Authorisation to apply for the Facility of Cash Credit	
	■ Section 179: Board Resolution - Companies with Share Capital	346
AUDITO	RS	
R.53	Appointment of First Statutory Auditor	
	Section 139: Board Resolution - All Companies	347
R.54	Appointment of Joint Statutory Auditors	
	 Section 139: Board Resolution - All Companies Opting for Appointing Joint Auditors 	347
R.55	Appointment of Internal Auditor	
	 Section 138: Board Resolution - Public Companies with Share Capital 	348
R.56	Appointment of First Statutory Auditor - Where Board fails to Appoint within One Month of Date of Registration of Company	
	Section 139 : Ordinary Resolution - All Companies	349
R.57	Appointment of Statutory Auditor to fill Casual Vacancy caused by Resignation	
	 Section 139 : Special Resolution - Public Companies with Share Capital 	350
R.58	Non-Appointment of Statutory Retiring Auditor and Appointment of another in his Place	
	 Section 139: Board Resolution - Public Companies with Share Capital 	350
R.59	Re-Appointment of Statutory Retiring Auditor	
	 Section 139: Board Resolution - Public Companies with Share Capital 	351
R.60	Fix Remuneration of Statutory Auditors of the Company	
	■ Sections 139 and 142 : Board Resolution - All Companies	351
R.61	Petition to NCLT Seeking Leave from Circulating Defamatory Matter Regarding Removal of Auditor	
	■ Section 140 (III) Second Proviso : Board Resolution - All Companies	351
R.62	Removal of Statutory Auditor	
	■ Section 140 : Special Resolution - All Companies	352
R.63	Taking Note of Vacation of Office of Auditor	
	 Section 141: Board Resolution - All Companies 	352
R.64	Revision of Remuneration of Statutory Auditor	
	 Section 142 : Ordinary Resolution - All Companies 	353

		PAGE
R.65	Appointment of any Other Qualified Person as Branch Auditor	
	■ Section 143: Board Resolution - All Companies	353
R.66	Appointment of Branch Auditor by the Board	
	■ Section 143: Board Resolution - All Companies	354
R.67	Leave given to Auditor from Attending AGM	
	■ Section 146: Ordinary Resolution - All Companies	354
R.68	Appointment of Cost Auditor	
	■ Section 148 : Board Resolution - Specified Companies to which Cost Audit applies	355
R.69	Approval to Remuneration of Cost Auditor	
	■ Section 148 : Ordinary Resolution - Public Companies with Share Capital	356
R.70	Report on Audit of Cost Accounts	
	 Section 148: Board Resolution - Public Companies with Share Capital 	356
R.71	Appointment of Tax Auditor	
	Section 179 : Board Resolution - All Companies	357
AUTHEN	TICATION	
R.72	Authentication of Documents and Proceedings	
	■ Section 179: Board Resolution - All Companies	357
R.73	Execution of Bond by Exporter under GST	
	■ Section 22 : Board Resolution - All Companies under GST undertaking Export Activities	358
BANKIN	G	
R.74	Opening a Current Account with a Bank having Phone, Internet Banking	
	■ Section 179: Board Resolution - All Companies	358
R.75	Closure of Current Account	
	Section 179: Board Resolution - All Companies	359
R.76	Debit Card facility for Current Account(s)	
	 Section 179: Board Resolution - All Companies 	360
R.77	Authority to open Bank Account for Securing Overdraft facilities against Security	
	 Section 179: Board Resolution - All Companies 	360

I-29 CONTENTS

		PAGE
R.7 8	Revocation of earlier Resolutions for Banking Operations	
	■ Section 179: Board Resolution - All Companies	362
R.79	Change in Authorisation to operate an Account	
	■ Section 179: Board Resolution - All Companies	363
R.80	Exchange Earners Foreign Currency Accounts	
	■ Section 179: Board Resolution - All Companies	363
R.81	Opening of Demat Account with Bank	
	 Section 179: Board Resolution - All Limited Companies having Share Capital 	364
R.82	Appointment of Bankers to the Public Issue	
	■ Section 31 : Board Resolution - Public Limited Companies	365
R.83	Bank Account for Collection of Allotment Money	
	■ Section 31 : Board Resolution - Public Limited Companies having Share Capital	365
R.84	Bank Account for Transfer of Unpaid Dividend	
	 Section 124: Board Resolution - Public Companies that have Declared Dividend 	366
R.85	Opening of Escrow Account with a Bank in reference to Escrow Agreement	
	 Section 179: Board Resolution - All Companies 	366
R. 86	Confirmation of Balance of Banking Account	
	 Section 179: Board Resolution - All Companies 	367
BONUS		
R.87	Payment of Minimum Bonus required under Payment of Bonus Act, 1965	
	■ Section 179: Board Resolution - All Companies	367
R.88	Payment of maximum Bonus permissible under Payment of Bonus Act, 1965	
	■ Section 179: Board Resolution - All Companies	368
BONUS	SHARES	
R.89	Alteration of the Capital Clause in the MOA to Accommodate the Issuance of Bonus Shares	
	■ Sections 13 and 61 : Ordinary Resolution - All Companies having Share Capital	368

		PAGE
R.90	Allotment of Bonus Shares	
	■ Section 39 : Board Resolution - Specified Companies with Share Capital	370
R.91	Issue of Bonus Shares	
	 Section 63: Board and Special Resolution - Specified Companies with Share Capital 	370
R.92	Special Precedent for a case where condition of Issue of Bonus Shares as earlier decided is required to be modified	
	 Section 63 : Special Resolution - Specified Companies with Share Capital 	372
BOOKS	& RECORDS	
R.93	Maintaining, Authentication and Updation of Statutory Records	
	■ Section 120: Board Resolution - All companies	373
R.94	Maintenance of Books of Account, Records and Vouchers, Etc. in Electronic Mode	
	 Section 120: Board Resolution - Public Companies with Share Capital 	373
R.95	Preservation of Books and Papers of Company	
	■ Section 239 : Board Resolution - All Transferee Companies	374
R.96	Maintenance of Books at a place other than Registered Office	
	Section 128 : Board Resolution - All Companies	374
BORRO	WINGS	
R.97	Borrowing of Loans	
	■ Section 179: Board Resolution - Public companies with share capital	375
R.98	External Commercial Borrowings (ECB)	
	 Section 179: Board Resolution - Specified Companies with Share Capital 	375
R.99	Delegation of Borrowing Power by the Board	
	 Section 179: Board Resolution - All Companies 	375
R.100	Supersession of Authority to Borrow	
	 Section 180: Board Resolution - Public Companies with Share Capital 	376
R.101	Authority to Directors to Borrow by Mortgaging and/or Creating Charge in favour of Trustees for the Debenture Holders	
	■ Section 180 : Ordinary Resolution - Public Companies with Share Capital	376

I-31 CONTENTS

		PAGE
R.102	Borrowing against Pledge of Shares	
	■ Section 179 : Board Resolution - All Companies with Share Capital	377
BRANCH	OFFICE	
R.103	Opening of Branch Office in Mauritius	
	■ Section 179: Board Resolution - All Companies	377
R.104	Authorization for opening Liaison Office of the Company in another Country	
	■ Section 179: Board Resolution - All Companies	378
R.105	Closure of Branch in India of a Foreign Company	
	■ Sections 179 & 380 : Board Resolution - All Companies	378
BUDGET	•	
R.106	Approval of Annual Budget of the Company	
	■ Section 179 : Board Resolution - All Companies	379
R.107	Approval for Revision of Budget	
	■ Section 179 : Board Resolution - All Companies	379
R.108	Increase in Capital Expenditure	
	Section 179: Board Resolution - All Companies	379
BUY-BAG	CK OF SECURITIES	
R.109	Buy-back of Shares up to 10 per cent of total paid-up Capital and Free Reserves of a Private Company or Unlisted Public Company	
	■ Section 68 : Board Resolution - Specified Companies with Share Capital	380
R.110	Buy-back of Shares beyond 10 per cent of total Paid-up Capital and Free Reserves of a Private Company or Unlisted Public Company	
	■ Section 68 : Board Resolution - Private or Unlisted Public Companies with Share Capital	383
R.111	Buy-back of Shares up to 10 per cent of Total Paid-up Capital and Free Reserves of a Listed Public Company	
	■ Section 68: Board Resolution - Listed Public Company	384
CALLS O	N SHARES	
R.112	First Call on Shares	
	■ Section 49 : Board Resolution - All Companies with Share Capital	385

		PAGE
R.113	Final Call Payable in Instalments	
	■ Section 49 : Board Resolution - All Companies with Share Capital	386
R.114	Extension of Last Date for Payment of Call	
	■ Section 49 : Board Resolution - All Companies with Share Capital	386
R.115	Revocation of Call	
	 Section 49: Board Resolution - All Companies with Share Capital 	387
R.116	Acceptance of Moneys not Called Up	
	 Section 50: Board Resolution - All Companies with Share Capital 	387
R.117	Interest on Arrears of Call Money	
	 Section 179: Board Resolution - Public Companies with Share Capital 	387
CHARGE	ES .	
R.118	Authority to Directors to Borrow by Mortgaging and/or Creating Charge	
	■ Section 180 : Ordinary Resolution - Public Companies with Share Capital	387
R.119	Debentures to be Secured by Floating Charge	
	■ Section 77 : Board Resolution - All Companies	388
R.120	Borrowing by Creating Charge in favour of Bank	
	■ Section 77 : Board Resolution - All Companies	389
R.121	Application to Registrar of Companies seeking Extension of Time for filing Particulars of Charges/Modifications/Satisfactions	
	■ Section 77 : Board Resolution - All Companies	389
R.122	Creation of Joint Mortgage by Deposit of Title Deeds	
	■ Section 77 : Board Resolution - All Companies	390
R.123	Applying for Condonation of Delay with Regional Director	
	■ Section 77 : Board Resolution - All Companies	391
R.124	Filing of Modification of Charge	
	■ Section 79 : Board Resolution - All Companies	391
R.125	Satisfaction of Charge	
	 Section 82: Board Resolution - All Companies 	392

I-33 CONTENTS

		PAGE
R.126	Rectification of the Register of Charges	
	■ Section 87: Board Resolution - Public Companies with Share Capital	392
CHAIRM	AN	
R.127	Appointment of Chairman of the Annual General Meeting	
	■ Section 104: Board Resolution - All Companies	393
R.128	Appointment of Chairman of Board of Directors	
	■ Section 179: Board Resolution - All Companies	393
COLLAB	ORATION AGREEMENT	
R.129	Approval of Collaboration Agreement	
	■ Section 179 : Board Resolution - All Companies	393
R.130	Allotment of Shares to Foreign JV Partner/Collaborator	
	■ Section 39: Board Resolution - All Companies	394
R.131	Raising Foreign Equity	
	Section 179 : Special Resolution - All Companies	394
R.132	Acquisition of Shares/Debentures in the Company up to a Limit of 24% by NRIs	
	■ Section 179 read with Section 72/6/47 of FEMA, 1999: Board Resolution - All Companies	395
R.133	Payment of Tax-Free Remuneration to Foreign Technician	
	■ Section 179: Board Resolution - All Companies	396
CIRCULA	AR RESOLUTION	
R.134A	Draft Circular Resolution	
	■ Section 173 : Board Resolution to be Passed by Circulation - All Companies	397
R.134B	Board Resolution for Confirmation of Circular Resolution	
	 Section 179: Board Resolution - All Companies 	398
сомміт	TEE OF DIRECTORS	
R.135	Appointment of Committees with Specific Powers	
	 Section 179: Board Resolution - Public Companies with Share Capital 	398
R.136	Constitution of Committee as Required under POSH	
	 Section 179: Board and Special Resolution - All Companies to which POSH is applicable 	400

		PAGE
R.137	Constitution of CSR Committee	
	 Section 135: Board Resolution - All Companies 	401
R.138	Audit Committee - for 'Public' Companies	
	 Section 177: Board Resolution - Specified category of Companies 	402
R.139	Nomination and Remuneration Committee	
	 Section 178: Board Resolution - Specified category of Companies 	406
R.140	Stakeholders Relationship Committee	
	 Section 178: Board Resolution - Specified category of Companies 	407
соммо	N SEAL	
R.141	Adoption of Common Seal and Custody	
	■ Section 22 : Board Resolution - All Companies that opt to have Common Seal	408
R.142	Authority to affix Common Seal	
	 Section 22 and Regulation of Table F: Board Resolution - All Companies 	410
COMPAN	NY FORMATION	
R.143	Authority by a Foreign Company to Incorporate a Company in India	
	■ Section 3: Board Resolution - Empowering Foreign Company	410
R.144	Formation of Wholly Owned Subsidiary by Direct Promotion	
	■ Section 3: Board Resolution - Empowering Foreign Company	411
R.145	Formation of Subsidiary - By Appointing Majority of Directors	
	■ Section 3 : Board Resolution - All Companies	412
R.146	Promoting an Indian Company by an Existing Indian Company	
	■ Section 3 : Board Resolution - All Companies	413
R.147	Getting Up a New Company as Joint Venture	
	■ Section 3 : Board Resolution - All Companies	414
R.148	Formation of a JV Company Limited by Preference Shares	
	■ Sections 179 & 55: Board Resolution - All Companies willing to issue Preference Shares	414
сомро	UNDING	
R.149	Application for Compounding of an Offence	
	Section 441 : Board Resolution - All Companies	415

I-35 CONTENTS

		PAGE
COMPR	OMISE ARRANGEMENTS AND AMALGAMATIONS	
R.150	Consideration of Scheme by Board	
	■ Section 230 : Board Resolution - All Companies	416
R.151	Merger of Subsidiaries with the Holding Company	
	■ Section 230: Board Resolution - Companies with Share Capital	417
R.152	Scheme of Amalgamation - Respective Shareholders and Creditors	
	■ Section 230 : Special Resolution - All Companies	417
R.153	Resolution amending Scheme of Arrangement	
	■ Section 230 : Special Resolution - All Companies	419
R.154	Demerger of a Company	
	■ Sections 230 & 232 : Special Resolution - All Companies	419
R.155	Demerger of an Undertaking	
	Section 230 : Special Resolution - All Companies	421
R.156	Authorising Directors to make Petition to NCLT for Sanctioning Scheme of Compromise with Creditor	
	Section 230 : Board Resolution - All Companies	423
R.157	Amalgamation by Order of Central Government in National or Public Interest	
	■ Section 237 : Board Resolution - All Companies	423
R.158	Amalgamation of Wholly Owned Subsidiary	
	■ Section 237 : Special Resolution - All Companies	424
CONDO	NATION OF DELAY	
R.159	Condonation of Delay Scheme, 2018	
	■ Section 403: Board Resolution - All Defaulting Companies, other than the Companies which have been Stuck Off/whose names have been removed from the Register of Companies under section 248(5) of the Act. Refer to Annexure 2 for the Relevant Notification.	425
CONTRA	ACTS	
R.160	Assignment of IPRS	
	 Section 179: Board Resolution - Public Companies with Share Capital 	426
R.161	Purchase of Business Brands	
	■ Section 179: Board Resolution - All Companies	426

		PAGE
R.162	Acceptance of Offer	
	Section 179: Board Resolution - All Companies	426
R.163	Authority to Directors to enter into contracts - General Purpose Precedent	
	■ Section 179: Board Resolution - All Companies	426
R.164	Authority to Individuals to enter into Contract	
	■ Section 179: Board Resolution - All Companies	427
R.165	Adoption of Pre-Incorporation Contracts	
	■ Section 179: Board Resolution - All Companies	427
R.166	Board Resolution for Execution of Agreement of Lease	
	■ Section 179: Board Resolution - All Companies	427
CONTRI	BUTIONS	
R.167	Authorize the Board to make contributions to Charitable and Other upto 5% of Average Net Profit of the Company	
	■ Section 181: Ordinary Resolution - All Companies	427
R.168	Authorize the Board to make Contributions to Charitable and Other Over and Above the 5% of Average Net Profit of the Company	
	■ Section 181: Ordinary Resolution - All Companies	428
R.169	Contributions to Political Parties for political purposes	
	■ Section 182 : Board Resolution - All Companies	429
R.170	Contribution to National Defence Fund	
	 Section 183: Board Resolution - All Companies 	431
CONVER	RSION TO EQUITY	
R.171	Convert the Whole or Part of the Outstanding Loans of the Company into Equity	
	■ Section 62: Special Resolution - Companies with Share Capital	431
DEBENT	TURES	
R.172	Authority to Directors to Issue Debentures Secured by Trust Deed	
	 Section 180: Ordinary Resolution - Specified Companies with Share Capital 	435
R.173	Allotment of Debentures and Issue of Certificates	
	 Section 39: Board Resolution - Specified Companies with Share Capital 	436

I-37 CONTENTS

		PAGE
R.174	Transfer of Debentures	
	■ Section 56: Board Resolution - Companies with Debentures	436
R.175	Appointment of Debenture Trustees	
	■ Section 71: Board Resolution - All Companies having Debentures	436
R.176	Filling of Casual Vacancy Caused by Resignation	
	■ Section 71: Board Resolution - All Companies having Debentures	437
R.177	Approval of Debenture Trust Deed	
	■ Section 71: Board Resolution - All Companies having Debentures	437
R.178	Resolution for Issue of Debentures	
	■ Sections 71 and 179: Board Resolution - All Companies considering Issue of Debentures	438
R.179	Rights Issue of Debentures	
	■ Sections 71 and 26: Board Resolution - All Companies having Debentures	438
R.180	Creation of DRR	
	■ Section 71: Board Resolution - All Companies having Debentures	440
R.181	Redemption of Debentures - Extension of Redemption Date	
	■ Section 71 : Special Resolution - All Companies having Debentures	441
R.182	Redemption of Debentures	
	■ Section 71: Board Resolution - All Companies having Debentures	442
R.183	Variation in the Rights of Debenture-Holders	
	■ Section 71 : Special Resolution - All Companies having Debentures	442
R.184	Roll-over of Debenture	
	■ Section 72 : Special Resolution - All Companies having Debentures	442
R.185	Authority to Directors to issue Fully Convertible Debentures	
	■ Sections 179 and 62 : Special Resolution - Listed Companies with Share Capital	443

		PAGE
R.186	Allotment of Non-Convertible Debentures and Issue of Certificates	
	■ Section 179: Board Resolution - Specified Companies with Share Capital	449
DEPOSI'	rs	
R.187	Inviting/Accepting Public Deposits	
	■ Section 73: Board Resolution - Public Companies with Share Capital	450
R.188	Accept/Renew Unsecured Deposits from Members	
	 Section 73: Special Resolution - Public Companies with Share Capital 	452
R.189	Premature payment of Public Deposits	
	 Section 73: Board Resolution - Public Companies with Share Capital 	452
R.190	Intimation of Default to NCLT	
	 Section 73: Board Resolution - Public Companies with Share Capital 	453
R.191	Representation against Application filed by Depositors before NCLT on failure to Repay Deposit	
	■ Section 74: Board Resolution - Public Companies with Share Capital	454
R.192	Filing Annual Return of Deposits with RoC	
	■ Section 73: Board Resolution - Public Companies with Share Capital	454
DIRECT	ORS	
	(a) Appointment & Qualification	
R.193	Recording the Appointment of First Directors	
	■ Section 179: Board Resolution - Public Companies with Share Capital	454
R.194	Increase in Number of Directors	
	■ Section 149 : Special Resolution - Public Companies with Share Capital	455
R.195	Appointment of Independent Director	
	■ Section 149 : Ordinary Resolution - Public Companies with	455

I-39 CONTENTS

		PAGE
R.196	Appointment of Small Shareholders' Director	
	■ Section 152 : Ordinary Resolution - Public Companies with Share Capital	458
R.197	Additional Director - Continuing his Appointment in AGM	
	■ Section 161 : Ordinary Resolution - Public Companies with Share Capital	459
R.198	Appointment of New Director in place of Retiring Director	
	■ Section 160 : Board Resolution - All Companies	460
R.199	Appointment of Nominee Director	
	■ Section 161: Board Resolution - Public Companies with Share Capital	460
R.200	Additional Director - Appointment by Board	
	■ Section 161: Board Resolution - Public Companies with Share Capital	461
R.201	Alternate Director - Appointment by Board	
	■ Section 161: Board Resolution - Public Companies with Share Capital	461
R.202	Alternate Director - Appointment in General Meeting	
	■ Section 161 : Ordinary Resolution - Public Companies with Share Capital	461
R.203	Approval of Director appointed in Casual Vacancy by Shareholders	
	■ Section 161 : Ordinary Resolution - Public Companies with Share Capital	462
R.204	Appointment of Nominee 'As a Director' liable to Retire by Rotation	
	■ Section 161 : Ordinary Resolution - Public Companies with Share Capital	462
R.205	Disqualification of a Director	
	■ Section 164: Board Resolution - Public Companies with Share Capital	463
R.206	Removal of Disqualification for Appointment as a Director	
	■ Section 164: Board Resolution - Public Companies with Share Capital	464
R.207	Grant of Leave of Absence to Directors	
	■ Section 179: Board Resolution - Public Companies with Share Capital	464

		PAGE
R.208	Resolution Vacation of Office of Director 'For Absence' without Leave of Absence	
	■ Section 167: Board Resolution - Public Companies with Share Capital	464
R.209	Resolution Adjourning Meeting for Want of Quorum	
	■ Section 179: Board Resolution - Public Companies with Share Capital	464
R.210	Intimation of Vacancy	
	■ Section 167: Board Resolution - All Companies	465
R.211	Vacation of Office of Alternate Director	
	■ Section 167: Board Resolution - All Companies	465
R.212	Acceptance of Resignation of Director	
	■ Section 168: Board Resolution - All Companies	465
R.213	Petition to NCLT Seeking Leave from Circulating Defamatory Matter regarding Removal of Director	
	■ Section 169: Board Resolution - Public Companies with Share Capital	466
R.214	Resolution Including Proposals to remove Director in the Agenda of the Next General Meeting	
	■ Section 169: Board Resolution - All Companies	466
R.215	Change in the Register of Directors - Making Entries	
	■ Section 170: Board Resolution - Public Companies with Share Capital	467
	(b) Commission	
R.216	Payment of Commission to Directors	
	 Section 197: Board Resolution - Public Companies with Share Capital 	467
R.217	Extending the Benefit of Payment of Commission to New Category of Directors Independent Directors of the Company	
	■ Section 197: Board Resolution - Public Companies with Share Capital	467
R.218	Renewal of Commission Payment to Directors	
	 Section 197: Board Resolution - Public Companies with Share Capital 	468

I-41 CONTENTS

		PAGE
	(c) Debt	
R.219	Extending time of Repayment of Debt Due by a Director	
	■ Section 180 : Special Resolution - Public Companies with Share Capital	469
	(d) E-Forms Authentication	
R.220	Authorization to file E-Forms with the Ministry of Corporate Affairs	
	 Section 179: Board Resolution - All Companies 	470
	(e) Guarantee	
R.221	Performance Guarantee of Company on for Down Payment of Advance	
	 Section 179: Board Resolution - Public Companies with Share Capital 	470
R.222	Issue Bank Guarantee	
	Section 179: Board Resolution - All Companies	471
R.223	Requesting Directors to give their Personal Guarantee and Indemnifying them by Company for loss Arising thereout	
	Section 179: Board Resolution - All Companies	471
R.224	Counter-Guarantee for Directors, Personal Guarantee given as Collateral Security	
	 Section 179: Board Resolution - All Companies 	472
	(f) Inter-Corporate Loans and Advances	
R.225	GM Resolution to give Loans/Or give any Guarantee or provide Security in connection with a Loan to any Subsidiary Compa- ny(ies) and/or acquire by way of Subscription	
	■ Section 186 : Special Resolution - Public Companies with Share Capital	472
	(g) Interest Declaration	
R.226	Recording of Declaration of Interest	
	■ Section 184: Board Resolution - All Companies	474
	(h) Loans to Directors	
R.227	Resolution for making Loan to Person in whom Director is interested	
	■ Section 185 : Special Resolution - All Companies	474

		PAGE
	(i) Powers of Directors	
R.228	Authority to Directors to invest within Prescribed Limits	
	 Section 179: Board Resolution - Public Companies with Share Capital 	475
R.229	Investment by Company in Mutual Funds	
	■ Section 179: Board Resolution - Companies with Share Capital	476
R.230	Taking over a Company	
	■ Section 179: Board Resolution - Companies with Share Capital	476
R.231	Avail a Revolving Medium Term Loan	
	■ Section 179: Board Resolution - Companies with Share Capital	477
R.232	Extension of existing Loan Facilities	
	■ Section 179: Board Resolution - Companies with Share Capital	478
R.233	Authorization to Request for the Deferment of Payment of the Term Loan	
	 Section 179: Board Resolution - All Companies 	479
R.234	Foreign Exchange Transactions and to Transact Forward Cover Rupee Liabilities into Foreign Currency Liabilities to Hedge Currency Risks	
	■ Section 179: Board Resolution - All Companies	479
R.235	Disposal of Obsolete Inventory	
	■ Section 179: Board Resolution - All Companies	481
R.236	Disposal of Scrap	
	■ Section 179: Board Resolution - All Companies	481
R.237	Divestment of Holding	
	 Section 180: Board Resolution - Public Companies with Share Capital 	481
R.238	To recommend Sale of an Undertaking	
	 Section 180: Board Resolution - Public Companies with Share Capital 	482
R.239	Authority to Directors to Dispose of Assets	
	 Section 180 : Ordinary Resolution - Public Companies with Share Capital 	482
R.240	Reclassification from the "Promoter and Promoter Group" Category to the "Public" Category	
	■ Section 179: Special Resolution - Public Listed Companies	483

I-43 CONTENTS

		PAGE
R.241	Listing of Shares and Executing Agreement with Stock Exchange	
	■ Section 179: Board Resolution - Public Limited Companies deciding to List their Shares	486
R.242	Delisting of Company's Shares	
	■ Section 179: Special Resolution - Public Limited Companies deciding to Delist	486
R.243	Authority to Directors to Issue Debentures to Financial Institutions with an Option to Convert a Part of their Holdings into Fully Paid-up Equity Shares	
	■ Sections 179, 62 : Special Resolution - Specified Companies with Share Capital	488
R.244	Adoption of Managing Director's Borrowings for the Company	
	 Section 179: Board Resolution - Public Companies with Share Capital 	489
R.245	Obtaining Various Consents from Solicitors, Auditors, Underwriters and Brokers, Etc., to Issue of Shares	
	 Section 179: Board Resolution - All Companies 	489
R.246	Rescinding Resolution	
	 Section 179: Board Resolution - All Companies 	490
R.247	Dismissal of Managing Director	
	 Section 179: Board Resolution - Public Companies with Share Capital 	490
R.248	GST Registration	
	■ Section:179 : Board Resolution - All Companies fulfilling Requirements under Chapter 6 of GST Act	490
R.249	Application by Company for Legal Entity Identifier	
	 Section 179: Board Resolution - All Companies 	491
R.250	Maximum Retail Price (MRP) for Products of the Company	
	■ Section 179: Board Resolution - All Companies selling goods under their Name	492
R.251	Approval for Registration under Shops and Establishment Act	
	■ Section 179 : Board Resolution - All Companies requiring Registration under Shops and Establishment Act	492
R.252	General Authority to take on Lease	
	■ Section 179: Board Resolution - Public Companies with Share Capital	493

		PAGE
R.253	Leasing Premises for Company's Office	
	■ Section 179: Board Resolution - All Companies	493
R.254	Undertaking against Liquidation of Shareholding	
	■ Section 179: Board Resolution - All Companies	493
	(j) Related Party Transactions	
R.255	Transfer of Identified Investments held by the Company to Wholly Owned SPV	
	■ Section 188 : Ordinary Resolution - Public Companies with Share Capital	493
R.256	Related Party Transactions with Associate Company	
	■ Section 188 : Ordinary Resolution - Public Companies with Share Capital	496
R.257	Ratification of Related Party Transactions	
	■ Section 188 : Ordinary Resolution - Public Companies with Share Capital	498
R.258	Related Party Transaction - Person Holding Office or Place of Profit	
	■ Section 188 : Ordinary Resolution - Public Companies with Share Capital	499
R.259	Increase in Salary of Relative of a Director	
	■ Section 188 : Ordinary Resolution - Public Companies with Share Capital	501
R.260	Remuneration of Director's Relative to hold Office in the Company	
	■ Section 188 : Special Resolution - Public Companies with Share Capital	501
R.261	Appointment of Relative of Director in the Company's Subsidiary	
	■ Section 188 : Ordinary Resolution - Public Companies with Share Capital	503
R.262	Related Party Transactions sustaining from one AGM to another	
	■ Section 188 : Special Resolution - Public Companies with Share Capital	504
R.263	Intercompany Transaction with Wholly Owned Subsidiary Companies	
	■ Section 188 : Ordinary Resolution - Companies with Share Capital	506

I-45 CONTENTS

		PAGE
R.264	Re-Appointment of Director as an Advisor	
	■ Section 188 : Ordinary Resolution - Companies with Share Capital	507
R.265	Contract with Company where Director is interested	
	■ Section 188: Board Resolution - Companies with Share Capital	508
	(k) Sitting Fees	
R.266	Increase in Sitting Fees paid to Directors	
	■ Section 197 : Committee, Board Resolution - All Companies	509
R.267	Payment of Sitting Fees Once Deferred by the Directors - Resumption thereof subsequently	
	 Section 197 : Ordinary Resolution - All Companies 	509
R.268	Reimbursement of Expenses to Directors	
	Section 197 : Board Resolution - All Companies	510
DIVIDE	NDS	
R.269	Fixation of the Book Closure	
	 Section 91: Board Resolution - Public Companies with Share Capital 	510
R.270	Declaration of Interim Dividend	
	 Section 123: Board Resolution - Public Companies with Share Capital 	511
R.271	Declaration of Dividend by Members, where no Interim Dividend has been declared	
	 Section 123 : Ordinary Resolution - Public Companies with Share Capital 	512
R.272	Declaring Dividend out of Current Profits	
	 Section 123: Board Resolution - Public Companies with Share Capital 	513
R.273	Dividend out of Reserves	
	 Section 123: Board and Ordinary Resolution - Public Companies with Share Capital 	513
R.274	Declaration of Dividend by Members, where no dividend was declared at Annual General Meeting	
	 Section 123: Board Resolution - Public Companies with Share Capital 	515

		PAGE
R.275	Final Declaration of Dividend, where interim dividend was declared	
	 Section 123: Board Resolution - Public Companies with Share Capital 	515
R.276	Fixing a Record Date for Payment of Interim Dividend	
	 Section 123: Board Resolution - Public Companies with Share Capital 	516
R.277	Interim Dividend declared as Final Dividend	
	 Section 123: Board Resolution - Public Companies with Share Capital 	516
R.278	Interim Dividend to Preference Shareholders	
	■ Section 123 : Board Resolution - Public Companies with Preference Share Capital	516
EMPLOY	/EES	
R.279	Fixation of Employee Grades	
	Section 179: Board Resolution - All Companies	516
R.280	Contribution to Employees' Welfare Fund	
	 Section 179: Board Resolution - All Companies 	517
R.281	Establishment of Superannuation Fund	
	Section 179: Board Resolution - All Companies	517
R.282	Authority to Sign Appointment Orders	
	Section 179 : Board Resolution - All Companies	517
R.283	Withholding of Annual Increment of Employee	
	Section 179: Board Resolution - All Companies	518
R.284	Dismissal of Employee	
	Section 179: Board Resolution - All Companies	518
ESTABL	ISHMENT/EXPANSION	
R.285	Establishment of New Undertaking	
	 Section 179: Board Resolution - All Companies 	518
R.286	Setting up of a Plant	
	Section 179: Board Resolution - All Companies	519
R.287	Consideration and Adoption of Draft Project Report and Approval of Investment in Cement Plant	
	 Section 179: Board Resolution - All Companies 	520

I-47 CONTENTS

		PAGE
R.288	Expansion of Installed Capacity	
	Section 179: Board Resolution - All Companies	520
R.289	Change in Location of the Project	
	■ Section 179: Board Resolution - All Companies	520
R.290	Application for increase in the supply capacity of Power	
	■ Section 179: Board Resolution - All Companies	521
EXPORT	PROMOTION	
R.291	Export Promotion Tour	
	Section 179: Board Resolution - All Companies	521
EXTRAO	PRDINARY GENERAL MEETING	
R.292	Convening Extraordinary General Meeting	
	■ Section 97 : Board Resolution - All Companies	522
R.293	Petition to Tribunal for Convening of Extraordinary General Meeting	
	■ Section 98 : Board Resolution - All Companies	522
EMPLOY	ZEES STOCK OPTIONS	
R.294	Approval of the Employees Stock Option Scheme	
	■ Section 62: Special Resolution - Companies with Share Capital	522
R.295	Provision of Money by the Company for Purchase of its own Shares by the Trust/Trustees	
	■ Section 62: Special Resolution - Companies with Share Capital	526
FORFEI	TURE OF SHARES	
R.296	Notice of Default before Forfeiture	
	■ Board Resolution : All Companies with Share Capital	528
R.297	Declaration of Forfeiture	
	■ Board Resolution - All Companies with Share Capital	528
R.298	Rescinding of Forfeiture	
	■ Board Resolution : All Companies with Share Capital	529
R.299	Sale subsequent to Forfeiture	
	■ Board Resolution - All Companies with Share Capital	529
GRATUI	TY FUND	
R.300	Establishing approved Gratuity Fund under Irrevocable Trust	
	 Section 179: Board Resolution - All Companies Subject to Payment of Gratuity Act, 1972 	529

		PAGE
INSURA	NCE	
R.301	Approval of Insurance Policies	
	Section 179: Board Resolution - All Companies	530
R.302	Key Man Insurance Policy for Directors/Officers	
	■ Section 179: Board Resolution - All Companies	530
R.303	Policy for Insurance against usual risks by Company	
	 Section 179: Board Resolution - All Companies 	531
ISSUE A	ND ALLOTMENT OF SHARES	
R.304	Offer for Sale of Shares/Debentures	
	■ Section 25 : Board Resolution - Public Limited Companies having Share Capital	532
R.305	Approval of Draft Prospectus/Memorandum	
	■ Section 26 : Board Resolution - Public Limited Companies having Share Capital	532
R.306	Authority to vary Terms of Contract of Appointment of Managing Director referred to in Prospectus	
	■ Section 27 : Special Resolution - Public Limited Companies having Share Capital	533
R.307	Appointment of Registrars to the Proposed Issue	
	■ Section 26 : Board Resolution - Public Limited Companies having Share Capital	534
R.308	Appointment of Intermediaries in a Public Issue	
	■ Section 26 : Board Resolution - Public Limited Companies having Share Capital	535
R.309	Withdrawal of Name as an Expert named in the Prospectus	
	■ Section $26(1)(a)(v)$: Board Resolution - Public Companies with Share Capital	537
R.310	Altering the Objects of the Initial Public Offer (IPO) for which amount was raised.	
	■ Section 27 : Special Resolution - Public Limited Companies having Share Capital	537
R.311	Authority to vary Terms of Contracts in making Convertible Bonds Secured, after issue of Prospectus	
	■ Section 27 : Special Resolution - Public Limited Companies having Share Capital	539
R.312	Variation in Terms of Contracts referred to in the Prospectus (General)	

I-49 CONTENTS

		PAGE
	■ Section 27 : Special Resolution - Public Limited Companies having Share Capital	540
R.313	Shelf Prospectus	
	■ Section 31 : Board Resolution - Public Limited Companies having Share Capital	541
R.314	Public Issue	
	■ Section 31 : Board Resolution - Public Limited Companies having Share Capital	542
R.315	Dematerializing Equity Shares	
	 Section 179: Special Resolution - Public Limited Companies having Share Capital 	544
R.316	Appointment of NSDL - Dematerialisation of Shares (Another Variant)	
	 Section 179: Board Resolution - Public Companies with Share Capital 	545
R.317	Allotment on Over Subscription of Issue	
	■ Section 39 : Board Resolution - Public Limited Companies having Share Capital	545
R.318	Return of Share Application Money	
	■ Section 39 : Board Resolution - Public Limited Companies having Share Capital	546
R.319	Approving Proposal for Allotment of Shares for Consideration other than Cash	
	■ Section 39 : Board Resolution - Public Limited Companies having Share Capital	547
R.320	Allotment of Shares for consideration other than cash where Relevant Contract is not in writing and filing return of Allotment	
	■ Section 39 : Board Resolution - Public Limited Companies having Share Capital	548
R.321	Allotment and Return of Money on Shares Oversubscribed	
	■ Section 39 : Board Resolution - Public Limited Companies having Share Capital	548
R.322	Allotment of Shares remaining unsubscribed out of Earlier Issue	
	■ Section 39 : Board Resolution - Public Limited Companies having Share Capital	549
R.323	Issue of Sweat Equity Shares	
	 Section 54: Board and Special Resolution - All Companies with Share Capital 	549

		PAGE
R.324	Printing and Issue of Share Warrants	
	■ Board Resolution - All Companies with Share Capital	551
R.325	Issue of Equity Shares against the Share Warrants	
	■ Board Resolution - All Companies with Share Capital	552
R.326	Single Allotment and Issue of Share Certificates simultaneously	
	■ Sections 39 & 46 : Special Resolution - Public Limited Companies having Share Capital	552
ISSUE O	F GDR	
R.327	Issue of GDRS	
	■ Section 41 : Special Resolution - Public Limited Companies having Share Capital	553
INSPEC	TION & INVESTIGATION	
R.328	Registrar's Demand for Information and Explanation	
	■ Section 206: Board Resolution - All Companies	558
R.329	Search & Seizure of Company's Records by ROC	
	■ Section 209: Board Resolution - All Companies	558
R.330	Investigation into the Company's affairs based on its Special Resolution	
	■ Section 210: Board Resolution - All Companies	559
R.331	Appointment of Inspector to investigate Affairs of Company	
	Section 213 : Special Resolution - All Companies	559
R.332	Company's Authentication of Inspector's Report Copy	
	■ Section 223 : Board Resolution - All Companies	560
INVEST	OR EDUCATION PROTECTION FUND	
R.333	Unclaimed Deposits transferred to Investor Education and Protection Fund (IEPF)	
	■ Sections 73 and 125 : Board Resolution - Public Companies with Share Capital	561
R.334	Unpaid Dividend transferred to the Investor Education and Protection Fund (IEPF)	
	■ Section 125: Board Resolution - Public Companies with Share Capital	562
LIEN ON	SHARES	
R.335	Lien on Shares where calls remain unpaid	
	■ Board Resolution - All Companies with Share Capital	563

I-51 CONTENTS

		PAGE
R.336	Authorising issue of Notice of Lien	
	■ Board Resolution - All Companies with Share Capital	563
R.337	Resolution for exercising Lien on Shares	
	■ Board Resolution - All Companies with Share Capital	563
R.338	Sale of Shares on exercise of Lien	
	■ Board Resolution - All Companies with Share Capital	564
MANAGI	ERIAL REMUNERATION	
R.339	Correction in Remuneration Payment Terms of Whole-Time Director	
	■ Section 197 : Ordinary Resolution - All Companies	564
R.340	Modification/Revision of Remuneration - Providing for the Payment of Gratuity	
	■ Section 197 : Ordinary Resolution - All Companies	565
R.341	Modification/Revision of Remuneration - Rectification of Correction in Earlier Resolution	
	■ Section 197 : Ordinary Resolution - All Companies	566
R.342	Waiver of Excess Remuneration paid to Managing Director	
	Section 197 : Special Resolution - All Companies	567
R.343	Remuneration of a Foreign National appointed as Managing/WT Director	
	Section 197 : Special Resolution - All Companies	569
R.344	Recovery of excess Remuneration Paid	
	■ Section 197 : Board Resolution - All Companies	570
MANAGI	NG/WHOLE TIME DIRECTOR	
R.345	Appointment of Whole-Time Director and Chief Financial Officer of the Company	
	■ Section 196 : Committee, Board & Ordinary Resolution - All Companies	571
R.346	Re-Appointment of Managing Director before expiry of his Term	
	■ Section 197 : Ordinary Resolution - All Companies	574
R.347	Appointment of Managing/Whole-Time Director aged above 70 years	
	Section 197 : Special Resolution - All Companies	575
R.348	Appointment of Managing/Whole-Time Director aged below 21 years	
	 Section 197 : Special Resolution - All Companies 	576

		PAGE
R.349	Dismissal of Managing Director	
	 Section 197: Board Resolution - All Companies 	576
R.350	Payment of Minimum Remuneration to MD/WTD/Manager	
	■ Section 197 : Board and Special Resolution - All Companies	577
R.351	Increase in the Remuneration of MD	
	Section 197 : Special Resolution - All Companies	578
R.352	Appointment of Managing Director - Where he is already Managing Director of another Company	
	Section 203 : Board Resolution - All Companies	580
MANAG	ERIAL COMPENSATION	
R.353	Payment of Compensation for loss of office on Demerger	
	Section 191: Board Resolution - All Companies	580
R.354	Payment of Compensation for loss of office in connection with Transfer of Shares	
	Section 191 : Board Resolution - All Companies	581
МЕМВЕ	R AND MEMBERSHIP	
R.355	Taking on Record Beneficial Owner as Deemed Member	
	■ Sections 88 & 89 : Board Resolution - All Companies	582
R.356	Notice for giving details for Significant Beneficial Ownership	
	■ Section 90 : Board Resolution - All Companies	583
R.357	Application to Tribunal for Action on Significant Beneficial Holding	
	■ Section 90 : Board Resolution - All Companies	584
R.358	Noting Membership of Holding Company	
	 Section 179: Board Resolution - All Companies 	584
R.359	Admission of Members and Splitting of Joint Holding	
	■ Section 179: Board Resolution - Companies with Share Capital	584
R.360	Resolution for increase in number of Members	
	■ Section 61 : Board Resolution - Guarantee Companies and Unlimited Companies	585
R.361	Rectification of Register of Members	
	 Section 59: Board Resolution - All Companies with Share Capital 	585

I-53 CONTENTS

		PAGE
R.362	Rectification of Register of Members on NCLT's Direction	
	■ Section 59 : Board Resolution - All Companies with Share Capital	586
R.363	Change of place of keeping Register of Members, etc.	
	■ Section 94: Special Resolution - Public Companies with Share Capital	586
R.364	Inspection of Books by Members	
	 Section 171: Board Resolution - Public Companies with Share Capital 	587
R.365	Charging expenses to Shareholders in advance for the dispatch of documents in the mode requested by them	
	 Section 20: Ordinary Resolution - All Companies having share Capital 	588
MEMOR.	ANDUM OF ASSOCIATION	
R.366	Alteration of Objects Clause by way of Addition and Substitution	
	■ Section 13 : Ordinary Resolution - All Companies	589
R.367	Alteration of Memorandum or Articles pursuant to NCLT Order under section 241	
	■ Sections 13 & 241: Board Resolution - All Companies covered by section 244	590
R.368	Alteration of objects clause by way of addition of a clause therein	
	■ Section 13 : Ordinary Resolution - All Companies	590
R.369	Change of Name by dispensing with the Word 'Limited' from Name of Charitable or other Company	
	■ Section 8 : Board Resolution - Companies not for profit	591
R.370	Change of Registered Office within local limits of City, Town or Village	
	■ Section 12 : Board Resolution - All Companies	591
R.371	Moving of Registered Office outside local limits of City, Town or Village from One ROC to ROC in same State	
	■ Section 12 : Special Resolution - All Companies	592
R.372	Change of Registered Office outside Local/Postal Limits but within the State	
	■ Section 12 : Board Resolution - All Companies	593
R.373	Change of Registered Office within State but falling within the jurisdiction or another Registrar	
	Section 12 : Board Resolution - All Companies	593

		PAGE
R.374	Shifting Registered Office from one State to another but within jurisdiction of same Registrar	
	■ Section 13: Board & Special Resolution - All Companies	594
R.375	Alteration of Memorandum by classification of unclassified shares	
	 Section 13 : Ordinary Resolution - All Companies having a Share Capital 	597
R.376	Alteration in the Memorandum and Articles consequent upon change in the rate of Preference Dividend	
	■ Sections 13 & 48: Ordinary Resolution - All Companies having a preference Share Capital	598
NAME O	F COMPANY	
R.377	Change of Name by a Company	
	■ Section 13: Board and Special Resolution - All Companies	598
R.378	Change of Name as the Name already registered is undesirable	
	■ Section 16: Board & Special Resolution - All Companies	600
R.379	Change of Name in case where Name resembles Name of another company	
	 Section 16: Special Resolution - All Companies 	601
R.380	Rectification of Name on Central Government's direction	
	■ Section 16: Board and Ordinary Resolution - All Companies	601
R.381	Submission of Documents to all the department upon change of Name of Company	
	 Section 179: Board Resolution - All Companies 	602
NOMINA	NTIONS	
R.382	Nomination of Securities	
	■ Section 72 : Board Resolution - Specified Companies with Share Capital	603
OCCUPI	ER	
R.383	Appointment of Director as Occupier under the Factories Act, 1948	
	■ Section 179: Board Resolution - All Companies	604
R.384	Nomination for purposes of Shops and Commercial Establishments Act	
	 Section 179: Board Resolution - All Companies 	604

I-55 CONTENTS

		PAGE
OFFICE	R IN DEFAULT	
R.385	Designating any Officer/Director as Officer-in-Default	
	■ Section 2(59) & (60): Board Resolution - All Companies	604
POSTAL	BALLOT	
R.386	Board Resolution for obtaining approval of Shareholders by means of a Postal Ballot	
	■ Section 110: Board Resolution - Public Companies with Share Capital	606
PREFER	ENCE SHARES	
R.387	Issue of Cumulative Redeemable Preference Shares	
	■ Sections 62, 42 and 55 : Special Resolution - Specified Companies with Share Capital	608
R.388	Issuance of Optionally Convertible Redeemable Preference Shares on Preferential Basis to Non-Promoter	
	■ Sections 62, 42 and 55 : Special Resolution - Specified Companies with Share Capital	611
R.389	Conversion of Non-Cumulative Redeemable Preference Shares into Equity Shares	
	■ Sections 62, 42, 48 and 55 : Special Resolution - Specified Companies with Preference Share Capital	616
R.390	Redemption of Cumulative Redeemable Preference Shares	
	■ Section 55 : Board and Special Resolution - All Companies with Preference Share Capital	617
R.391	Redemption of Redeemable Preference Shares out of the proceeds of New Issue	
	■ Section 55: Board Resolution - All Companies with Preference Share Capital	618
PROVID	ENT FUND	
R.392	Deed of Appointment of a New Trustee of the Provident Fund	
	Section 22 : Board Resolution - All Companies	618
R.393	Establishment of Provident Fund	
	■ Section 179 : Board Resolution - All Companies	619
R.394	Agreement with Provident Fund Trustees executed under Common Seal	
	Section 179: Board Resolution - All Companies	619

		PAGE
PRIVATI	E PLACEMENT	
R.395	Private Placement	
	■ Section 42 : Special Resolution - Public Limited Companies having Share Capital	620
RIGHTS	ISSUE	
R.396	Approval of Letter of Offer for Rights Issue	
	■ Section 42 : Special Resolution - Public Limited Companies having Share Capital	623
R.397	Resolution allotting Shares to Renouncees	
	■ Section 62: Board Resolution - Companies with Share Capital	624
RESTRU	CTURING CAPITAL	
R.398	Re-Classifying Share Capital	
	 Section 13 : Special Resolution - All Companies with Share Capital 	624
R.399	Increase of Authorised Share Capital	
	■ Section 61 : Board Resolution - All Companies with Share Capital	626
R.400	Increase of Authorised Capital by Creation of Further Equity Shares	
	■ Section 61 : Ordinary & Special Resolution - All Companies with Share Capital	627
R.401	Consolidation of Share Capital	
	■ Section 61 : Ordinary and Special Resolution - Specified Companies with Share Capital	628
R.402	Sub-division of Equity Shares	
	■ Section 61: Board & Special Resolution - Specified Companies with Share Capital	629
R.403	Increase of Capital by creation of New Equity Shares with Differential Rights as to Dividend and Voting	
	■ Sections 43 & 61 : Board and Special Resolution - All Companies having a Share Capital	631
R.404	To Convert Shares Into Stock	
	■ Section 61: Board Resolution & Ordinary Resolution - Specified Companies with Share Capital	635
R.405	Re-Conversion of Stocks into Shares	
	■ Section 61: Board Resolution & Ordinary Resolution - Specified Companies with Preference Share Capital	636

I-57 CONTENTS

		PAGE
R.406	Cancellation of Shares	
	■ Section 61: Board and Ordinary Resolution - Specified Companies with Share Capital	637
R.407	Increase in the authorised Share Capital on the direction of Central Government	
	■ Section 61: Board and Ordinary Resolution - Specified Companies with Share Capital	639
R.408	Increase of Authorised Capital to Purchase Controlling Interest in Company	
	■ Section 61 : Ordinary Resolution - All Companies having a Share Capital	639
R.409	Provision for conversion of Unissued Shares into Stocks	
	■ Section 61 : Ordinary Resolution - All Companies having a Share Capital	640
R.410	Sub-Division of each of the existing issued Equity Shares (No change in Voting Percentage of Shareholders)	
	 Section 61: Board Resolution - All Companies having a Share Capital 	640
R.411	Restructuring of Capital involving reduction of Capital	
	■ Section 66 : Board Resolution - Specified Companies with Share Capital	642
R.412	Paying off Non-Redeemable Preference Shares from Securities Premium Account	
	■ Section 66 : Special Resolution - Specified Companies with Share Capital	644
R.413	Reduction by Paying Off Preference Shares at a later date	
	■ Section 66 : Special Resolution - Specified Companies with Share Capital	645
R.414	Repaying Capital in excess of wants of Company	
	■ Section 66 : Special Resolution - Specified Companies with Share Capital	648
R.415	Reduction of Capital through cancellation by conversion of Preference Shares irredeemable or redeemable into Debentures	
	■ Section 66 : Board Resolution - Specified Companies with Share Capital	649

		PAGE
SHARE (CERTIFICATE	
R.416	Considering and approving the format of the Share Certificate of the Company	
	■ Section 56 : Board Resolution - Companies having Share Capital	649
R.417	Renewal of Share Certificates	
	■ Section 46 : Board Resolution - All Companies with Share Capital	650
R.418	Destruction of Cancelled Share Certificates	
	■ Section 46 : Board Resolution - All Companies with Share Capital	650
R.419	Sub-Division of Share Certificates	
	■ Board Resolution - All Companies with Share Capital	650
R.420	Issue of Duplicate Certificate when Original Certificate is lost	
	■ Section 46 : Board Resolution - All Companies with Share Capital	650
SECRET	ARY/SECRETARIAL AUDITOR	
R.421	Appointment of Key Managerial Personnel (CS)	
	■ Section 203 : Board Resolution - All Companies with Paid up capital of ₹ 5 Crores or more	651
R.422	Appointment of Secretarial Auditor	
	■ Section 204 : Board Resolution - All Companies	651
STRIKIN	IG OFF	
R.423	Resolution for Declaration as Defunct Company	
	■ Section 248 : Board and Special Resolution - All Companies	652
R.424	Appeal against Orders of NCLT	
	■ Section 421 : Board Resolution - All Companies	654
SUIT - LI	EGAL PROCEEDINGS	
R.425	Appointment of Company Advocate	
	■ Section 179 : Board Resolution - All Companies	655
R.426	Authorization to file Suit and represent the Company	
	■ Section 179: Board Resolution - All Companies	655
R.427	Authority to defend a Suit	
	Section 179: Board Resolution - All Companies	656

I-59 CONTENTS

		PAGE
R.428	Authority to initiate Suit	
	■ Section 179: Board Resolution - Public Companies with Share Capital	656
R.429	Authority to compromise a Suit	
	 Section 179: Board Resolution - All Companies 	656
TRANSF	ER & TRANSMISSION	
R.430	Transfer of Shares	
	■ Section 56 : Board Resolution - All Companies with Share Capital	657
R.431	Transmission of Shares on attainment of Majority	
	■ Section 56 : Board Resolution - All Companies with Share Capital	658
R.432	Transmission of Shares on death of Shareholder	
	■ Section 56 : Board Resolution - All Companies with Share Capital	658
R.433	Approval of several Transfers	
	■ Section 56 : Board Resolution - All Companies with Share Capital	659
R.434	Issue of Certificates - Sealing and Signing thereof	
	■ Section 56 : Board Resolution - Companies having Share Capital	659
R.435	Refusal to Transfer Shares	
	■ Section 58 : Board Resolution - All Companies with Share Capital	659
R.436	Approval for giving effect to the Share Purchase and Shareholders Agreement	
	 Section 58: Ordinary Resolution - All Companies with Share Capital 	660
VARIATI	ON OF RIGHTS	
R.437	Variation in the Rights of Preference Shareholders - Extension of Period of Redemption	
	■ Section 48 : Special Resolution - All Companies with Preference Share Capital	661
R.438	Variation of Rights of any class of Shareholders	
	Section 48 : Board and Ordinary Resolution	663

		PAGE
R.439	Sanction by Class of Members in their Meeting	
	■ Section 48 : Special Resolution - All companies with share capital	664
	APPENDICES	
• Exen	nptions to Private Companies	677
• Exen	nptions to Section 8 Companies	683
• Exem	nptions to Nidhis	686
• Exem	nptions to Government Companies	689
or SI	nptions to Private Company which is licensed to operate by RBI EBI or IRDA from the International Financial Services Centre ed in an approved multi services SEZ set-up under the SEZ Act	695
by R	nptions to an unlisted public company which is licensed to operate BI or SEBI or IRDA from the International Financial Services re located in an approved multi services SEZ set-up under SEZ Act	702
• Form	No. MGT-11	710
• Form	No. MGT-12	712
• Form	No. MGT-13	713
• Form	No. MGT-15	716
• Form	No. MR.2	718
• Form	No. CAA.1	726
• Form	No. CAA.2	727
• Form	No. CAA.3	728
• Form	No. CAA.8	729
◆ SS-1	- Secretarial Standard on meetings of Board of Directors	731
• SS-2 2017)	- Secretarial Standard on General Meetings (effective from 1-10-	750
	ance Note on meetings of Board of Directors (Based on revised effective from 1-10-2017)	775
	ance Note on General Meetings (Based on revised SS-2 effective 1-10-2017)	896
CHRIEC	TINDEY	1023