

BOARD RESOLUTION OR AGREEMENTS TO BE FILED WITH ROC IN “FORM MGT-14”

❖ REQUIREMENT OF FORM MGT-14 IN 3 CATEGORIES

- (1) List of Resolutions/Agreements given in Section 117(3)
- (2) List of Resolutions given in Section 179(3) read with rule 8(5) of Companies (Meetings of Board and its Powers) Rules, 2014
- (3) Resolution passed pursuant to the provisions of Section 94(1)

(1) As per provisions of section 117(3) of Companies Act, 2013 following resolution & agreements shall be filed with the ROC within specified time in Form MGT-14:

- ✓ **Special Resolutions.**
- ✓ Resolutions which are required to be passed as **special resolutions**;
- ✓ Board resolution or any agreement executed by the company relating to the appointment, re-appointment or renewal of the appointment, or variation of the terms of appointment, of a Managing Director;
- ✓ Resolutions requiring a company to be **wound up voluntarily**
- ✓ passed in pursuance of section Resolutions passed in pursuance of **section 179(3); and**
- ✓ Any other resolution or agreement as may be prescribed and placed in the **public domain**.

(2) List of Resolutions given in Section 179(3)(g) read with rule 8(5) of Companies (Meetings of Board and its Powers) Rules, 2014:

(a) Section 179(3)(g)

- ✓ To make calls on shareholders in respect of money unpaid on their shares;
- ✓ To authorise buy-back of securities under section 68;
- ✓ To issue securities, including debentures, whether in or outside India;
- ✓ To borrow monies;
- ✓ To invest the funds of the company;
- ✓ To grant loans or give guarantee or provide security in respect of loans;
- ✓ To approve financial statement and the Board's report;
- ✓ To diversify the business of the company;
- ✓ To approve amalgamation, merger or reconstruction;
- ✓ To take over a company or acquire a controlling or substantial stake in another company;

(b) Rule 8(5) of Companies (Meetings of Board and its Powers) Rules, 2014

- ✓ To make political contributions;
- ✓ To appoint or remove key managerial personnel (KMP);
- ✓ To appoint internal auditors and secretarial auditor;

VS ASSOCIATES

COMPANY SECRETARIES

Note: Vide Notification Dated 05/06/2015

*“Relaxation is given to **private companies** that there is **no need to file MGT-14** with the ROC for board Resolutions passed in pursuance of sub-section (3) of Section 179 and Rule 8(5) of Companies (Meetings of Board and its Powers) Rules, 2014.”*

(3) Resolution passed pursuant to the provisions of Section 94(1)

- ✓ Resolution passed for keeping the registers required to be kept and maintained by a company under section 88 and copies of the annual return filed under section 92 at any place in India other than the Registered office of the Company.

Provided that the place where such registers and annual return are kept and maintained should be a place where more than one-tenth of the total number of members reside.

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