



B.Com Honours

Semester IV

Calicut University

CORPORATE REGULATIONS AND GOVERNANCE

Course Code: COM4CJ203 • Module 4 Notes

Module IV: Company Meetings & Winding Up

Governs statutory shareholder meetings, Board proceedings, Company Secretary compliance duties, and formal legal modes of corporate dissolution.

Unit 15: Company Meetings & Resolutions (AGM, EOGM, & Board Meetings)

- 1. Requisites of Valid Meeting:** Proper Authority (Board), 21 Clear Days Notice (Sec 101), Quorum (Public Co: 5 to 30 members based on member strength; Private Co: 2 members), Chairman, and Voting.
- 2. Annual General Meeting (AGM - Sec 96):** Held annually within 6 months of financial year close (Max gap between AGMs = 15 months).
- 3. Resolutions:** *Ordinary Resolution:* Simple majority (> 50%). *Special Resolution (Sec 114):* 3/4th majority (≥ 75%).

Unit 16: Company Secretary (CS) & Secretarial Audit

Qualified member of ICSI (Institute of Company Secretaries of India). Secretarial Audit (Sec 204) mandatory for listed companies and public companies with paid-up capital ≥ Rs. 50 Crores or turnover ≥ Rs. 250 Crores.

Unit 17: Winding Up of Companies & IBC 2016 Modes

Winding Up by NCLT Tribunal (Sec 271): Inability to pay debts, national security violation, or fraudulent creation. Voluntary Liquidation governed under Insolvency and Bankruptcy Code (IBC) 2016.

Unit 18: Liquidator Powers, Liabilities, & Consequences

The Official Liquidator takes custody of company assets, settles secured creditors, pays statutory dues (Sec 326 priority), and distributes remaining surplus to shareholders.

Practical Case Framework (Public Company AGM Quorum & Resolution Threshold Matrix): Analyze quorum and resolution requirements for key corporate shareholder decisions.

AGM Quorum & Resolution Threshold Reference Table:

Resolution Type	Quorum (Members)	Voting Majority
Ordinary Resolution	5 (Public Co) / 2 (Private Co)	Simple Majority (> 50%)
Special Resolution	5 (Public Co) / 2 (Private Co)	3/4th Majority (≥ 75%)

Corporate Business Item	Resolution Type Required	Voting Majority Threshold	Public Co Statutory Quorum (Sec 103)
Adoption of Annual Financial Statements	Ordinary Resolution	Simple Majority (> 50% votes in favor)	Members ≤ 1000 → Quorum = 5 Members present
Declaration of Dividend	Ordinary Resolution	Simple Majority (> 50% votes in favor)	Members 1001-5000 → Quorum = 15 Members present
Alteration of MOA / AOA Clauses	Special Resolution	Super Majority (≥ 75% votes in favor)	Members > 5000 → Quorum = 30 Members present
Share Buyback Approval (>10% to 25%)	Special Resolution	Super Majority (≥ 75% votes in favor)	Notice sent 21 clear days prior with Explanatory Statement

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