

## The Companies Act, 2013

### Chapter-IV Share Capital and Debentures

#### Section 47: Voting rights.

\*47. (1) Subject to the <sup>1</sup>[provisions of [section 43](#), sub-section (2) of [section 50](#) and sub-section (1) of [section 188](#)],—

(a) every member of a company limited by shares and holding equity share capital therein, shall have a right to vote on every resolution placed before the company; and

(b) his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the company.

(2) Every member of a company limited by shares and holding any preference share capital therein shall, in respect of such capital, have a right to vote only on resolutions placed before the company which directly affect the rights attached to his preference shares and, any resolution for the winding up of the company or for the repayment or reduction of its equity or preference share capital and his voting right on a poll shall be in proportion to his share in the paid-up preference share capital of the company:

Provided that the proportion of the voting rights of equity shareholders to the voting rights of the preference shareholders shall be in the same proportion as the paid-up capital in respect of the equity shares bears to the paid-up capital in respect of the preference shares:

Provided further that where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the company.

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#### Reference

\*[Effective from](#) 01.04.2014.

1. Substituted by the [Companies \(Amendment\) Act, 2017](#), w.e.f. 09.02.2018[S.O. 630(E) dated 09.02.2018], for the words "*provisions of section 43 and sub-section (2) of section 50*".

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