SECRETARIAL STANDARD ON MEETINGS OF THE BOARD OF DIRECTORS

[SS-1]

Sr. No	Particulars	Standards
1	Effective from	➢ July 1, 2015
2	Scope	➢ Meetings of Board of Directors of all companies incorporated under the Act except One Person Company (OPC) in which there is only one Director on its Board. ➢ Also applicable to Meetings of Committee
3	Authority to Hold Meeting	Any Director of the Company can at any time summon a Board Meeting and the Company Secretary shall issue Notice, Agenda and Notes of Agenda or Where there is no Company Secretary, any Director or any other person authorized by the Board for the purpose and the proof of sending Notice and its delivery shall be maintained by the Company.
4	Time Place and Serial Number of the Meeting	➢ Companies now required to serially Numbered there Minutes of Board Meeting. If possible Companies should start serially numbered its Minutes from the First Board Meeting of Company. ➢ Meeting can't be called only on National holiday except this at any time at any place Company can call Meeting of Board of Directors. ➢ Adjourned Meeting also can't hold on National Holiday
5	Directors participating through Electronic Mode:	Any Director may participate through Electronic Mode in a Meeting, if the company provides such facility. But certain items can't be dealt at a meeting held though Video conferencing. Matter which can't be dealt at a meeting held though Video conferencing unless expressly permitted by the Chairman: ➢ Approval of the annual financial statements; ➢ Approval of the Board's report; ➢ Approval of the prospectus; ➢ Audit Committee Meetings for consideration of accounts; and Approval of the matter relating to amalgamation, merger, demerger, acquisition and takeover.
6	Notice of the Meeting	Notice, Agenda and Notes of Agenda in writing of every Meeting shall be given to EVERY DIRECTOR by following ways: ➢ By hand or By Speed Post or by Registered Post or ➢ By Courier or by facsimile or By Email or by any other electronic mode.
7	Address for the Notice, Agenda and	➢ Postal address or e-mail address, registered by the Director with the company; or ➢ In the Absence of such details or any change thereto, on the addresses appearing in

	Notes of Agenda	the Director Identification Number (DIN) registration of the Director. If director specify the way of delivery of Notice, Agenda and Notes of Agenda, same shall be given to him by such means
8	Responsibility to Issue of Notice, Agenda and Notes of Agenda	➢ Notice, Agenda and Notes of Agenda shall be issued by the Company Secretary or ➢ Where there is no Company Secretary, any Director or any other person authorized by the Board for the purpose. ➢ Proof of sending Notice and its delivery shall be maintained by the Company
9	Specification of Notice, Agenda and Notes of Agenda	➢ The Notice, Agenda and Notes of Agenda shall specify the Serial Number, Day, Date, Time and Full Address of the venue of the Meeting.
10	Time Period for Issue of Notice, Agenda and Notes of Agenda	➢ Notice, Agenda and Notes of Agenda convening a Meeting shall be given at least SEVEN days before the date of the Meeting, unless the Articles prescribe a longer period. ➢ In case the company sends the Notice, Agenda and Notes of Agenda by Speed Post or by registered post or by courier, An Additional Two Days Shall be added for the service of Notice.
11	Notes of Agenda of Items of Business Which are in the Nature of UPSI	➢ <u>Notes of Agenda:</u> May be given at a shorter period of time than stated above, with the consent of a majority of the Directors, which shall include at least one Independent Director, if any. ➢ <u>General Consent:</u> Company can take consent of Director in the first Meeting of the Board held in each financial year regarding shorter notice of Notes on items of Agenda which are in the nature of Unpublished Price Sensitive Information ➢ <u>Consent Before placing of Such Item:</u> If general consent not taken then the requisite consent shall be taken before the concerned items are taken up for consideration at the Meeting. ➢ <u>Noting in the Minutes:</u> The fact of consent having been taken shall be recorded in the Minutes
12	supplementary notes of agenda	Circulation of Supplementary Notes: ➢ May be circulated at the Meeting; or ➢ May be circulate prior to the Meeting But shall be taken up with the permission of chairman with the consent of Majority of Directors present in the Meeting. (Majority of directors include at least one Independent director, if any)
13	Discussion on any other matter in meeting:	Any item not included in the Agenda may be taken up for consideration with the permission of the Chairman (+) with the consent of a majority of the Directors present in the Meeting, which shall include at least one Independent Director, if any.
14	Calling Of Meeting On Shorter Notice	To transact urgent business, the Notice, Agenda and Notes on Agenda may be given at shorter period of time than stated above,

		➢ if at least one Independent Director, if any, shall be present at such Meeting. ➢ If no Independent Director is present, decisions taken at such a Meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one Independent Director, if any. ➢ In case the company does not have an Independent Director, the decisions shall be final only on **Ratification Thereof By A Majority Of The Directors** of the company, unless such decisions were approved at the Meeting itself by a majority of Directors of the company.
15	Meetings of the Board of Directors	(Except Small Company, One Person Company and Dormant) ➢ The Board shall meet at least once in every calendar quarter. ➢ Maximum interval between two board meetings 120 days. ➢ At least 4 (four) Board Meetings in a calendar year. Note: In case of Newly Incorporate Company "First Meeting" should be held within 30 days of Incorporation of Company.
16	Meetings of Committee	The Meetings of the committee should be held as frequently as required subject to the minimum number and frequency stipulated by the Board or as prescribed by any law or authority.
17	Meetings of the Independent Directors	Where a company is required to appoint Independent Directors under the Act, such Independent Directors shall meet at least once in a Calendar Year.
18	Quorum	The Quorum for a Meeting of the Board shall be One-third of the total strength of the Board or Two Directors Whichever is HIGHER.
19	Presence of Quorum	➢ Quorum shall be present throughout the Meeting. (Quorum shall be present not only at the time of commencement of the Meeting but also while transacting business). ➢ Directors participating through Electronic Mode in a Meeting shall be counted for the purpose of Quorum.
20	If Director is interested in any matter	➢ If a Director is interested in any resolution then such director shall not be counted for Quorum in respect of such resolution. ➢ Such director shall not be present whether physically or through Electronic Mode, during discussions and voting on such item.
21	Situations when director will be treated as interested	If Company entered into or proposed to be entered into any contract or arrangement with: ➢ the Director himself or his relative; or ➢ with anybody corporate, if such Director, along with other Directors holds more than 20% of the paid-up share capital of that body corporate, or he is a promoter, or manager or chief executive officer of that body corporate; ➢ firm or other entity, if such Director or his relative is a partner, owner or Member, as the case may be, of that firm or other entity.
22	Participation of	Any Director may participate through Electronic Mode in a Meeting, if the company provides

	Director Through Electronic Mode	such facility. But certain items can't be dealt at a meeting held though Video conferencing. Matter which can't be dealt at a meeting held though Video conferencing unless expressly permitted by the Chairman: ➢ Approval of the annual financial statements; ➢ Approval of the Board's report; ➢ Approval of the prospectus; ➢ Audit Committee Meetings for consideration of accounts; and ➢ Approval of the matter relating to amalgamation, merger, demerger, acquisition and takeover.
23	Meetings of the Board	➢ <u>Fraction:</u> Any fraction contained in the above one-third shall be rounded off to the next one. ➢ <u>Higher Quorum in AOA</u>: Where the Quorum requirement provided in the Articles is higher than one-third of the total strength; the company shall conform to such higher requirement. ➢ <u>Total Strength</u>: Total strength for this purpose, shall not include Directors whose places are vacant. ➢ <u>Interested Director 2/3</u>: If the number of Interested Directors exceeds or is equal to two-thirds of the total strength, the remaining Directors present at the Meeting, being not less than two, shall be the Quorum during such item. ➢ <u>If No quorum in Adjourned Meeting</u>: If there is no Quorum at the adjourned Meeting also, the Meeting shall stand cancelled.
24	Notice of Board Meeting if Facility of participation through Electronic Mode is provided	In case the facility of participation through Electronic Mode is being made available, the Notice shall inform the Directors about the availability of such facility, and provide them necessary information to avail such facility. ➢ If Facility of participation through Electronic Mode provided the Notice shall seek advance confirmation from the Directors as to whether they will participate through Electronic Mode in the Meeting. ➢ In the absence of an advance communication or confirmation from the Director as above, it shall be assumed that he will attend the Meeting physically.
25	The Number of Directors is reduced below the minimum fixed by the Articles	If the number of Directors is reduced below the Quorum fixed by the Act for a Meeting of the Board, the continuing Directors may act for the purpose of increasing the number of Directors to that fixed for the Quorum or of summoning a general meeting of the company, and for no other purpose.
26	Meeting of the committee	The presence of all the members of any Committee constituted by the Board is necessary to form the Quorum for Meetings of such Committee unless otherwise stipulated in the Act or any other law or the Articles or by the Board

27	Attendance registers	➢ Every company shall maintain separate attendance registers for the Meetings of the Board. ➢ Every company shall maintain separate attendance registers for the Meetings of the Committee. ➢ The pages of the respective attendance registers shall be serially numbered. ➢ If an attendance register is maintained in loose-leaf form, it shall be bound periodically.
28	Particulars of Attendance register of Board Meeting	➢ Serial number and date of the Meeting; ➢ Place of the Meeting; time of the Meeting; ➢ Names of the Directors and signature of each Director present; ➢ Name and signature of the Company Secretary who is in attendance and ➢ Also of persons attending the Meeting by invitation. In case of Committee Meeting "name of the Committee" also be mentioned.
29	Signing of Attendance Register	➢ Every Director, Company Secretary who is in attendance and ➢ Every Invitee who attends a Meeting of the Board or Committee thereof shall sign the attendance register at that Meeting. ➢ Director participating through electronic mode: The attendance register shall be deemed to have been signed by the Directors participating through Electronic Mode, if their attendance is recorded by the Chairman or the Company Secretary in the Attendance Register and the Minutes of the Meeting
30	In case of Directors participating through Electronic Mode	➢ At the commencement of the Meeting, the Chairman shall take a roll call ➢ The Chairman or Company Secretary shall request the Director participating through Electronic Mode to state his full name and location from where he is participating and shall record the same in the Minutes. Note: The attendance register shall be maintained at the Registered Office of the company or such other place as may be approved by the Board.
31	Inspection of Attendance Register	Following below mention person can inspect the Attendance Register: ➢ The Company Secretary in Practice appointed by the company or ➢ The Secretarial Auditor or ➢ The Statutory Auditor of the company can also inspect the attendance register as he may consider necessary for the performance of his duties. ➢ A Member of the Company can't inspect the attendance register.
32	Authentication of the Entry in the Attendance Register	➢ Entry in the Attendance registers authenticating by: • Company Secretary or • Where there is NO Company Secretary, by the Chairman by appending his signature to each page. ➢ Attendance Register required to be preserved for a period of Eight Financial Years. ➢ Attendance register can be destroying with the approval of Board of Directors. ➢ Attendance Register will be kept in custody of:

		• Company Secretary or • Where there is no Company Secretary, in the custody of any Director authorized by the Board for this purpose. ➢ Leave of absence shall be granted to a Director only when a request for such leave has been received by the Company Secretary or by the Chairman. The office of a Director shall become vacant in case the Director absents himself from all the Meetings of the Board held during a period of twelve months with or without seeking leave of absence of the Board.
33	Meetings of Board	➢ The Chairman of the company shall be the Chairman of the Board. ➢ If the company does not have a Chairman, the Directors may elect one of themselves to be the Chairman of the Board.
34	Meeting of the Committee	➢ (I) A member of the Committee appointed by the Board or elected by the Committee as Chairman of the Committee, in accordance with the Act or any other law or the Articles, shall conduct the Meetings of the Committee. ➢ (II) If no Chairman has been so elected or if the elected Chairman is unable to attend the Meeting, the Committee shall elect one of its members present to chair and conduct the Meeting of the Committee, unless otherwise provided in the Articles.
35		➢ Resolutions passed by circulation are deemed to be passed at a duly convened Meeting of the Board and have equal authority.
36	Authority	➢ The Chairman of the Board, in case there is no Chairman, Managing Director or in his absence Whole Time Director and where there is none, any Director other than interested Directors, whether the approval of the Board for a particular business shall be obtained by means of a Resolution by circulation.
37	One Third of Total Number of Member	➢ The Chairman shall put the resolution for circulation where not less than one-third of the total number of Directors for the time being require the Resolution under circulation to be decided at a Meeting Note: Interested Directors shall not be excluded for the purpose of determining the above one-third of the total number of Directors.
38	Procedure	Resolution proposed to be passed circulation has to be sent to all the Directors individually including interested Directors in draft with all the necessary documents. The necessary papers shall be circulated amongst the directors by hand, or by speed post or by registered post or by courier, or by e-mail or by any other recognized electronic means. Records of sending or delivery of such Draft resolution and necessary papers has to be maintained by the Company.
39	Resolution to be explained Separately	Each Resolution shall be separately explained and decision of the Directors shall be sought for each Resolution separately.

		Note: Not more than seven days from the date of circulation of the draft of the Resolution shall be given to the Directors to respond and the last date shall be computed accordingly.
40	Approval	The Resolution is deemed to be passed when it is approved by majority of the Directors entitled to vote on the resolution unless not less than one third of the total number of Directors require the resolution under circulation to be decided at the Meeting
41	Other Points	➢ Every Resolution shall carry a Serial Number ➢ Interested Director is not entitled to Vote ➢ The Resolution shall deemed to be passed on the last date specified for signing assent or dissent by the Directors or the date on which assent from two-third of the directors has been received , whichever is earlier ➢ Assent or Dissent can be given either by signing the resolution or by E= mail or by any other electronic means. ➢ Directors shall specify the date of signing the resolution and in case no date specified, then the date of receipt by the Company of such signed resolution. ➢ The Directors shall Specify their interest before the last date specified for the response and abstain from voting ➢ The Directors should provide their ascent or dissent within 7 days. ➢ If the approval of the Directors is not received within the specified date, the resolution shall be considered as not passed.
42	Recording	➢ Resolutions should be noted at the next Meeting of the Board and the text thereof with dissent or abstention, if any, shall be recorded in the Minutes of such Meeting. Minutes shall also record the fact that the Interested Director did not vote on the Resolution.
43	Validity	➢ Resolution shall be passed at duly convened Meeting of the Board.
44	Minutes books	➢ Every company shall keep Minutes of all Board and Committee Meetings in a Minutes Book. Minutes kept in accordance with the provisions of the Act evidence the proceedings recorded therein.
45	Uniform Maintenance Of Minutes	➢ Minutes help in understanding the deliberations and decisions taken at the Meeting. The Company should follow uniform maintenance of minutes and any change in such form should be authorized by the Board.
46	Numbering	➢ Books shall be consecutively numbered. It shall be kept at the Registered Office of the company or at such other place as may be approved by Board.
47	Maintenance of minutes in electronic form	➢ A company may maintain its Minutes in physical or in electronic form with Timestamp. Note; Maintenance of e-minutes with timestamp is a new introduction.
48	Recording	➢ The minutes should record the Directors who dissent or abstain from voting on such resolution. ➢ The minutes should record the time of commencement and conclusion of the Meeting.

49	Circulation of Minutes	➢ The draft minutes should be circulated to all the members of the Board within 15 days of meeting. The concerned Director should provide their comments within 7 days of such circulation and after expiry of said 7 days, any comments from Directors should be considered at the discretion of the Chairman. ➢ Minutes to be entered in the minutes book within 30 days from the date of conclusion of Board Meeting. ➢ A copy of the signed Minutes certified by the Company Secretary or where there is no Company Secretary, by any Director authorised by the Board shall be circulated to all Directors within fifteen (15) days after these are signed. ➢ Note: Circulation of signed minutes is a new requirement of law.
50	Finalisation of Minutes	➢ Within 15 days from the date of the conclusion of a meeting, the draft Minutes shall be circulated to all the members of the Board or the Committee for their comments. ➢ Note: 15 days time limit has been specified for circulation of draft minutes. Extracts of the Minutes shall be given only after the Minutes have been duly entered in the Minutes Book
51	Signing of e-minutes	➢ Minutes maintained in e-form shall be signed digitally by the Chairman. ➢ The minutes of the Meeting should be preserved permanently.
52	Maintenance Of Minutes	➢ <u>Maintenance Of Minutes :</u> A company may maintain its Minutes in physical or in electronic form with Timestamp. Timestamp is mandatory for electronic form. ➢ <u>Preservation of Supporting Papers</u>: Office copies of Notices, Agenda, Notes on Agenda and other related papers shall be preserved in good order in physical or in electronic form for as long as they remain current or for eight financial years, whichever is later and may be destroyed thereafter with the approval of the Board. ➢ "Timestamp" means the current time of an event that is recorded by a Secured Computer System and is used to describe the time that is printed to a file or other location to help keep track of when data is added, removed, sent or received. ➢ <u>Custody of Minutes:</u> Minutes Books shall be kept in the custody of the Company Secretary.
53		The Annual Report and Annual Return of a company shall disclose the number and dates of Meetings of the Board and Committees held during the financial year indicating the number of Meetings attended by each Director.