

**Amita Desai & Co., Company Secretaries , Mumbai- India**  
**SECRETARIAL STANDARDS 2**

SR NO.	PARTICULARS	THINGS TO ENSURE	REMARKS
	<b>Applicability</b>	U/S 118(10)Applicable to all Companies incorporated under the Act	Except OPC
1	<b>Convening a Meeting</b>	<b>1.1: Authority</b>	
		A)The Board shall every year convene an AGM to transact Ordinary & Special Business and call EGM's whenever it deems fit	
		<b>1.2: Notice</b>	
		A)Notice to be given to all Members(Reg. address with Co. or Depository), Directors,auditors,statutory auditors, debentures trustees,etc.In case of joint holder-member whose name appears first	
		<b>B)</b> Notice to be sent by hand/ordinary post /speed post/registered post /courier/facsimile/e-mail/any other electronic means/any other means(on requisition & payment of fees)/Hosted on website	
		<b>C)</b> 'Proof of Sending' to be retained. In case of death, if shares are held singly-nominee, jointly-joint holder/nominee, No Nominee- Legal Representative, Insolvency-Assignee, Company being wound up-Liquidator.	
		<b>D)</b> Notice not to be sent by ordinary post if (a)if the company provides the facility of e-voting ; (b) if the item of business is being transacted through postal ballot	
		<b>E)</b> Notice must specify the day(Not a Public Holiday), date, time(during business hours) & full address of venue(incl. route map & landmark)	
		<b>F)</b> AGM to be held either at the Registered office or at some other place within the city/town/village where the registered office is situated, whereas other General Meetings to be held at any place within India.	
		<b>G)</b> Co. with Share Capital or whose Articles provide for voting by Proxy, shall contain a statement that a Member entitled to attend and vote is entitled to appoint a Proxy,	
		H)Notice shall clearly specify the nature of the Meeting and the business to be transacted . For ordinary businesses, resolutions are not required to be stated except where other than retiring Auditors or Directors to be appointed.	
		I)Nature of the concern or interest in special items of business or proposed resolution should be disclosed in the explanatory statement by the Director, manager, KMP, relatives of the same.	
		<b>J)</b> Reference of documents, contract, agreement , MOA or AOAmade in explanatory statement must be stated and be open for inspection(physical/electronic)at reg. off	

		K)Incase of Appointment, Re-Appointment or Fixing of Remuneration-details to include Directors details, age , qualification, experience, terms and conditions of the same, remuneration sought and last drawn, First appointment,shareholding and relationship with the Co., No. of Meetings attended, other Directorship/membership,chairmanship of committee of other boards.	
		L) Justification for Appointment and Evaluation of performance for re-appointment must be given in case of appointment of independent Director.	
		<b>M)</b> Notice shall be given at least twenty-one clear days(post or courier add two additional days) in advance not counting the day of the Notice and the Meeting	
		<b>N)</b> In case of special Notice under act, Notice to be given 7 days in advance if not practicable then to be published in vernacular & english newspaper 7 days in adv.	
		<b>O)</b> Shorter Notice if 95% consent of members entitled to vote physically or electronically receive.	
		<b>P)</b> No business to be transacted if Notice is not in accordance of SS.(Accidental omission to give Notice to or non receipt shall not invalidate the proceedings)	
		<b>Q)</b> No items of business other than those specified in the Notice & specifically permitted underthe Act shall be taken up .	
		R)Notice shall be accompanied, by an attendance slip and a Proxy form with clear instructions regarding proxy form including Directors report,B/s,P/L,cashflow & Auditors report incase of AGM	
		<b>S)</b> A Meeting convened upon due Notice shall not be postponed or cancelled	
		<b>T)</b> If the Meeting cannot be held on the original date , the Board may reconvene it, to transact the original business as,giving not less than 3 days intimation by Notice/newspaper publication(eng & vernacular)	
<b>2</b>	<b>Frequency</b>	<b>2.1 Annual General Meeting</b>	
		To be held in each Calendar year-1st within 9 months of close of financial year thereafterand in each Year within six months of the close of the financial year, with an interval of not more than fifteen months between two Meetings(3months extention from CG)	
		<b>2.2 Extra-Ordinary General Meeting</b>	
		Items other than ordinary business .	
<b>3</b>	<b>Quorum</b>	<b>A)</b> Quorum should be present throughout the Meeting.	Not apply to postal ballot
		<b>B)</b> Unless AOA provides for a larger no., quorum shall be(exc. proxy) <b>(a)</b> in case of a public company-5 members personally present(less than1000 members)/15 members personally persent(1000-5000 mem.)/30 members(more than 5000 menm.) <b>(b)</b> in the case of a Private company, 2 Members personally present.	

		<b>C)</b> A duly authorised representative of a body corporate/ President of India /Governor of a State is deemed to be a Member personally present and enjoys all the applicable rights	
		<b>D)</b> One person can be the authorised representative of more than one body corporate. In case of a public company having not more than 1000 members with a Quorum requirement of five Members, an authorised representative of five bodies corporate cannot form a Quorum by himself but can do so if at least one more Member is personally present.	
		<b>E)</b> Members who have voted by Remote e-voting have the right to attend Meeting, be counted as quorum and vote	
		<b>F)</b> Member not entitled to vote (related party) shall be counted for quorum.	
<b>4</b>	<b>Presence of Directors &amp; Auditors</b>	<b>A)</b> If any Director is unable to attend the Meeting, the Chairman shall explain such absence. The Chairman of the Audit Committee, Nomination and Remuneration Committee and the Stakeholders Relationship Committee, or any other Member of any such Committee authorised by the Chairman of the Committee to attend on his behalf, shall attend the General Meeting.	
		<b>B)</b> Attending CS and Director to be seated with the Chairman. CS to assist.	
		<b>C)</b> The Auditors and Secretarial Auditors(unless exempted)shall attend the Meeting either themselves/authorised representative (being qualified CA/Secretarial Auditor) & have the right to be heard on business that concerns them.	
<b>5</b>	<b>Chairman</b>	<b>A)</b> The Chairman of the Board shall take the chair and conduct the Meeting. If the Chairman is not present within fifteen minutes/unwilling to act as Chairman/no Director has been so designated, the Directors present at the Meeting shall elect of themselves. If no Director is present within fifteen Minutes/willing to take the chair, the Members present shall elect one(Show of hands) unless otherwise provided in the Articles.	The Act suggest for chairman to be elected by members.
		<b>B)</b> The Chairman shall explain the objective and implications of the Resolutions before they are put to vote.	
		<b>C)</b> Chairman(Public co.) shall not propose any Resolution or conduct the proceeding for an item of business in which he is concerned or interested without prejudice to his voting right.	
<b>6</b>	<b>Proxy</b>	<b>A)</b> A Member entitled to attend and vote is entitled to appoint a Proxy, or where that is allowed, one or more proxies, to attend and vote instead of himself and a Proxy need not be a Member.(1 person-not more than 50 proxies,member with 1/10 share- proxy to one person who may not act as proxy for other person)	

		<b>B)</b> Form specified in the Articles or in the Form set out in the Act duly filled, stamped and signed(appointer,authorized attorney,common seal of body corp.)is valid only for the Meeting (adjournment thereof)	
		<b>C)</b> An instrument of Proxy is valid only if it is properly stamped as per the applicable law. (Unstamped or inadequately stamped- invalid)	
		<b>D)</b> The Proxy-holder to prove his identity at the time of attendance. An authorised representative of body corporate/President of India/Governor of a State may appoint a Proxy under his signature.	
		<b>E)</b> No Name/Undated/Multiple(Same date)-Invlid. Multiple proxy-Later date valid	
		<b>F)</b> Proxies shall be deposited for Meeting/adjourned Meeting in person/post not later than 48 hours before the Meeting even on a holiday if the last date(unless AOA suggests longer period)	
		<b>G)</b> Proxy for adjourned Meeting/later in date/attendance by member-revoke earlier proxy.Written Notice for revocation (signed and dated)before Meeting commences may be given.	
		<b>H)</b> Requisition for inspection in writing-3 days in adv. Available for inspection-24 hrs before Meeting till conclusion of the Meeting.(Fresh requisition for adjournment)	
		<b>I)</b> All Proxies to be recorded chronologically in the proxy register,incase of rejection note to be made in remarks coloumn.	
<b>7</b>	<b>Voting</b>	<b>A)</b> Every Resolution shall be proposed by a Member and seconded by another Member.Every listed company(recognized stock exchange-not SME/Institutional Trading Platform/other companies as prescribed ie. not less than 1000 members)provide e-voting facility to Members to exercise their Voting Rights.	
		<b>B)</b> Every co. providing e-voting facility, shall put every Resolution to vote through a ballot process.Any Member, who has already exercised his votes through Remote evoting, may attend the Meeting but is prohibited to vote.	
		<b>C)</b> Every company shall put every Resolution(execpt when put on remote e-voting) to vote on a show of hands at the first instance, unless a poll is validly demanded. A proxy cannot vote on show of hands.	
		<b>D)</b> Chairman shall order a poll upon receipt of a valid demand before/on declaration of result on show of hands or on his own motion.	
		<b>E)</b> Every Member holding equity shares/pref. sh.(prescribed by Act) shall be entitled to vote(show of hands-1mem= 1 Vote/Poll ot Ballot-No. of Sh.=No. of votes)	

		<b>F)</b> Members being related party not entitled to vote.	The restriction has been extended for all transactions with related parties and not those entered u/s 188 of the Act
		<b>G)</b> Chairman to have second or casting vote.	Unless AOA provides otherwise
<b>8</b>	<b>Conduct of E-voting</b>	<b>A)</b> Every Co. required to or opts to provide remote e-voting facility (shares held-physical /demat) shall keep it open for not less than 3 days until 5pm on the day preceding the Meeting.	
		<b>B)</b> The Board shall i)appoint one or more scrutinisers(CA/CS/Cost Acc./Advocate/Person of repute who is not in employment of the co.)whose consent is to be placed before the board and who may take assistance from any person not in employment of the co. ii)appoint an Agency iii)Decide cut-off date for reckoning names of Members entitled to Voting Rights (Remote e-voting/voting- not earlier than seven days prior to the date of Meeting. iv)Authorise the Chairman(absence-Director) to receive the scrutiniser’s register, report(countersign by chairman/Director) on e-voting and other requisite details. The scrutiniser(s) is required to submit his report within a period of 3 days from the date of the Meeting.	
		<b>C)</b> Notice(facility of e-voting provided) shall be sent by registered/post/speed post /courier/e-mail/other electronic means. An advertisement (vernacular &english newspaper in nationwide circulation) to be published after completion of dispatch of Notice but 21 days before the Meeting specifying- A statement that the business may be transacted by e-voting; the date and time of commencement and end; the cut-off date as on which the right of voting of the Members shall be reckoned; the manner in which persons who have acquired shares and become Members after the despatch of Notice may obtain the login ID and password; the manner in which company shall provide for voting by Members present at the Meeting;Website address of the company and Agency where Notice is displayed; Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting and the statement that (i) Remote e-voting shall not be allowed beyond the said date and time; (ii) a Member may participate in the General Meeting even after exercising his right to vote through Remote e-voting but shall not be entitled to vote again; and(iii) a Member as on the cut-off date shall only be entitled for availing the Remote e-voting facility or vote.Advertisement to be placed on the website.	
		<b>D)</b> Notice of Meeting to be placed on the website of the company and the agency.	

		<p><b>E)</b> Notice shall clearly state that the company is providing e-voting facility and the to be business transacted,describe clearly the remote e-voting procedure and the procedure of voting by Members who do not vote by Remote e voting,specify the date and time of commencement and end of Remote e-voting and contain a statement that at the end of Remote e-voting period, the facility shall forthwith be blocked.Notice shall also contact details of the official responsible to address the grievances connected with voting by electronic means. Notice shall clearly specify that any Member, who has voted by Remote e-voting, cannot vote at the Meeting, mode of declaration of the results of evoting, the cut-off date as on which the right of voting of the Members shall be reckoned and state that a person who is not a Member as on the cut offdate should treat this Notice for information purposes only. Notice shall provide the details about the login ID and the process and manner for generating or receiving the password and for casting of vote .</p>	
		<p><b>F)</b> Based on the scrutiniser’s report and voting at the Meeting, the Chairman (authorised Director) shall declare the result of the voting and forthwith the details of the number of votes cast for/against the , invalid votes and whether the Resolution has been carried or not.</p>	
		<p><b>G)</b> The result shall be displayed on the Notice Board of at its Registered Office &amp; Head Office &amp; Corporate Office &amp; office is situated elsewhere. The results of alongwith the scrutiniser’s report to be placed on the website of the company and of the Agency immediately after the results are declared.</p>	
		<p><b>H)</b> Date of resolution(if passed)-Date of relevant general Meeting.</p>	
		<p><b>I)</b> Custody of scrutinisers’ register, report &amp; other related papers-CS/other person authorised by the board.</p>	
9	<b>Conduct of the Poll</b>	<p><b>A)</b> When a poll is 'demanded' on any Resolution, the Chairman shall , if the demand is valid, shall order the poll within forty-eight hours(unless demanded on the question of appointment of the Chairman or adjournment, etc.-immediately) of the demand for poll in which case the chairman shall announce the date, venue and time of taking the poll.If not announced, to be communicated within 24hrs from conclusion of the Meeting.(Member who did not attend may vote)</p>	<p>To eliminate the participation of less enthusiastic members. Unless demanded rules seem to sugest poll to be taken during the Meeting.</p>
		<p><b>B)</b> Each Resolution put to vote by poll shall be put to vote separately and The result of the poll shall be deemed to be the decision of the Meeting on the Resolution</p>	
		<p><b>C)</b> The Chairman may appoint scrutiniser(s)(including CS,CA,Cost Accountant ,Advocate,Person of repute-not being an employee), to ensure that the scrutiny on a poll is done in a fair and transparent manner. At least 1 of the scrutinisers to be a Member( available/willing -appointed) who is present.</p>	

		<b>D)</b> Based on the scrutiniser's report, Chairman shall declare the result of the poll within 2 days of the submission of report, with details of the number of votes cast/ against the Resolution, invalid votes and whether the Resolution is passed.The scrutiniser's report must be countersigned by the chairman(authorized Director)	Rule21(1)(m) of Companies (Management and Administration) Rules, 2014 did not prescribe time.
		<b>E)</b> The result shall be announced by the Chairman(person authorised in writing by the Chairman).The Chairman shall have the power to regulate the manner in which the poll to be taken and ensure that the poll is scrutinised in the manner prescribed by the Act.	
		<b>F)</b> Resolutions for items of business which are likely to affect the market price of the securities & to be considered through e-voting shall not be withdrawn.	
		<b>G)</b> A Resolution passed at a Meeting shall not be rescinded otherwise than by a Resolution passed at a subsequent Meeting.	
		<b>H)</b> Modification which do not change the purpose materially(Grammatical, clerical, factual and typographical errors)may be proposed, seconded and adopted by the requisite majority at the Meeting and, thereafter, the modified Resolution shall be duly proposed, seconded and put to vote.	
		<b>I)</b> The qualifications, observations or comments or other remarks on the financial transactions or matters which have any adverse effect on the functioning of the company, if any, mentioned in the Auditor's Report or Secretarial Auditor(PCS) shall be read at the AGM with attention given to explanation /comments given by board in their report.	
<b>14</b>	<b>Distribution of gifts</b>	No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Meeting.	Generic gifts to all shareholders, irrespective of their turning out at Meetings to be valid
<b>15</b>	<b>Adjournment</b>	<b>(A)</b> A duly convened Meeting not to be adjourned (unless circumstances so warrant). The Chairman in the event of disorder or other like causes when it becomes impossible to conduct a Meeting may adjourn it with the consent of the Members, at which a Quorum is present, if so directed by Members. Meetings shall stand adjourned for want of requisite Quorum.	
		<b>(B)</b> If a Meeting is adjourned sine-die for more than 30 days Notice as per the above provisions to be given. Less than 30 days, Notice(not less than 3 days) specifying the day,date,time & venue to be given to members individually or publication in english/vernacular paper	

		(C) If a Meeting (except requisitioned Meeting), stands adjourned for want of Quorum, the adjourned Meeting shall be held on the same day, in the next week at the same time and place or on such other day, not being a National Holiday, or at such other time and place as may be determined by the Board. If, at an adjourned Meeting, Quorum is not present within half an hour the Members present, being not less than two in number, will constitute the Quorum	
		(D) If, within half an hour from the time appointed for holding a Meeting called by requisitionists, a Quorum is not present, the Meeting shall stand cancelled	
		(E) At an adjourned Meeting, only the unfinished business of the original Meeting shall be considered(date of resolution- adjourned Meeting)	
16	<b>Passing of resolution by postal ballot</b>	<b>A)</b> Every company (except a co. having less than or equal to 200 Members) shall transact items of business as prescribed, only by means of postal ballot instead of transacting such business at a General Meeting. The Board may however opt to transact any other item of special business, (other than those in respect of which Directors or auditors have a right to be heard). Ordinary items not to be transacted.	
		<b>B)</b> Every co. having its eq. sh. listed on a recognized SE (other than SME Exchange or on the Institutional Trading Platform) and other requisite cos. (not less than 1000 members) shall provide such e-voting facility to its Members in respect of those items, which are required to be transacted through postal ballot.	
		<b>C)</b> The board shall i) Identify the business to be transacted ii) Approve Notice incorporating proposed resolutions and explanatory statements. iii) Authorise CS/no CS-Director to conduct postal ballot and sign and send Notices along with other documents. iv) appoint one or more scrutinisers (CA/CS/Cost Acc./Advocate/Person of repute who is not in employment of the co.) whose consent is to be placed before the board and who may take assistance from any person not in employment of the co. v) appoint an Agency vi) Decide cut-off date for reckoning names of Members entitled to Voting Rights and Notice of the postal ballot. Only entitled members on said date to vote. vii) Decide on the calendar of events. viii) Authorise the Chairman (Absence-other Director) to receive the scrutiniser's register, report on postal ballot and other related papers with requisite details. The scrutiniser is required to submit his report within seven days from the last date of receipt of postal ballot forms.	



		<p><b>D)</b> Notice to be given to every member (Directors ,Auditors ,Secretarial Auditor, Debenture Trustees ,wherever applicable or so required) in writing by registered post/speed post/courier/e-mail(reg. with the co. in the manner prescribed by the co.)/other electronic means and to be accompanied with postal ballot form with the necessary instructions for filling, signing and returning it. Ad containing prescribed details to be published in vernacular &amp; english paper about dispatch of the Notice. Notice to be placed on the website till the last date of receipt of postal ballot form.</p>	
		<p><b>E)</b> Notice shall specify the day, date, time and venue where the results of the voting by postal ballot will be announced, mode of declaration of results and the link of the website where such results will be displayed.</p>	
		<p><b>F)</b> Notice of the postal ballot shall provide necessary information about the availability of e-voting facility and enabling them to access such facility.The provisions relating to conduct of e-voting shall apply,mutatis mutandis. Notice shall describe clearly the e-voting procedure, the date and time of commencement and end of e-voting, if any and contain a statement that voting shall not be allowed beyond the said date and time, contact details of the official responsible to address the grievances and whether any member cannot vote both by post and e-voting and if he votes both by post and e-voting, his vote by post shall be treated as invalid.</p> <p>The advertisement shall, inter alia, state the following matters:</p> <ul style="list-style-type: none"> <li>(a) a statement to the effect that the business is to be transacted by postal ballot which may include voting by electronic means;</li> <li>(b) the date of completion of dispatch of Notices;</li> <li>(c) the date of commencement and end of voting ( postal and e-voting);</li> <li>(d) the statement that any postal ballot form received from the Member after thirty days from the date of dispatch of Notice will not be valid;</li> <li>(f) a statement to the effect that Member who has not received postal ballot form may apply to the company and obtain a duplicate thereof;</li> <li>(g) contact details of the person responsible to address the queries/grievances connected with postal ballot including voting by electronic means, if any; and</li> <li>(h) day, date, time and venue of declaration of results and the link of the website where such results will be displayed.</li> </ul> <p>Notice and the advertisement shall clearly mention the record date as on which the right of voting of the Members shall be reckoned and state that a person who is not Member as on record date should treat the Notice for information purposes</p>	

		<b>G)</b> Each item proposed to be passed through postal ballot shall be in the form of a Resolution and shall be accompanied by an explanatory statement which shall set out all such facts as would enable a Member to understand the meaning, scope and implications of the item of business.	
		<b>H)</b> The postal ballot form shall be accompanied by a postage prepaid reply envelope addressed to the scrutiniser and instructions as to the manner in which the form is to be completed, assent or dissent is to be recorded and its return to the scrutiniser. A single postal ballot Form may provide for multiple items of business to be transacted. The postal ballot form may specify instances in which such Form shall be treated as invalid or rejected and procedure for issue of duplicate postal ballot Forms	
		<b>I)</b> A postal ballot form shall be considered invalid if: (a) A form other than one issued by the company has been used; (b) It has not been signed by or on behalf of the Member; (c) Signature on the postal ballot form doesn't match the specimen signatures (d) It is not mention or is not possible to determine the assent or dissent. (e) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member; (f) The envelope containing the postal ballot form is received after the last date (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; (i) It is received from a Member who is in arrears of payment of calls; (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; (k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.	
		<b>J)</b> Based on the scrutiniser's report and voting at the Meeting, the Chairman (authorised Director) shall declare the result of the voting and forthwith the details of the number of votes cast for/against the , invalid votes and whether the Resolution has been carried or not. Scrutiniser's report to be countersigned by chairman (Authorised Director on behalf)	
		<b>K)</b> The result shall be displayed on the Notice Board of at its Registered Office & Head Office & Corporate Office & office is situated elsewhere. The results of alongwith the scrutiniser's report to be placed on the website of the company and of the Agency immediately after the results are declared.	
		<b>L)</b> Date of resolution (if passed) - Date of relevant general Meeting.	
		<b>M)</b> Custody of scrutinisers' register, report & other related papers - CS/other person authorised by the board.	

		<b>N)</b> A Resolution passed by postal ballot shall not be rescinded, modified or amended otherwise than by a Resolution passed subsequently through postal ballot.	
<b>17</b>	<b>Minutes</b>	<b>A)</b> Every company shall keep Minutes of all Meetings in accordance with the provisions of the Act	
		<b>B)</b> Minutes shall be recorded in books maintained for that purpose. A distinct Minutes Book shall be maintained for Meetings of the Members of the company, creditors and others as may be required under the Act. Resolutions passed by postal ballot shall be recorded in the Minutes book of GM	
		<b>C)</b> Minutes may be maintained in physical/electronic form (with timestamp) in such manner as prescribed under the Act and as may be decided by the Board. Minutes shall not be pasted or attached or tampered with but maintained in loose leaf form. Every company shall however follow a uniform and consistent form of maintaining the Minutes unless authorized by the board.	
		<b>D)</b> Minutes Books shall be kept at the Registered Office of the company or at such other place, as may be approved by the Board.	
		<b>E)</b> Minutes shall state, at the beginning the Meeting, name of the company, day, date, venue and time of commencement and conclusion. Adjourned Meeting- minutes to be recorded in respect of original and adjourned Meeting and statement wrt. adjournment to be recorded by chairman or any Director present in case of adjournment for want for quorum.	
		<b>F)</b> Minutes shall record the names of the Directors and CS present in alphabetical or in any other logical manner, starting with the name of the person in the Chair	

		<p><b>G) Specific contents:</b></p> <p>(a) The Record of election, if any, of the Chairman.</p> <p>(b) The fact that certain registers, documents, the Auditor's Report and Secretarial Audit Report, as prescribed under the Act were available for inspection.</p> <p>(c) The Record of presence of Quorum.</p> <p>(d) The number of Members present in person including representatives.</p> <p>(e) The number of proxies and the number of shares represented by them.</p> <p>(f) The presence of the Chairmen of the Audit/ Nomination &amp; Remuneration/ Stakeholders Relationship Committee or their authorised representatives.</p> <p>(g) The presence if any, of the Secretarial Auditor, the Auditors, or their authorised representatives, the Court/Tribunal appointed observers or scrutinisers.</p> <p>(h) Summary of the opening remarks of the Chairman.</p> <p>(i) Reading of qualifications, observations or comments ,etc on the financial transactions or matters which have any adverse effect on the functioning of the company, as mentioned in the report of the Auditors.</p> <p>(j) Reading qualifications/observation/comment,etc in report of Secretarial Auditor</p> <p>(k) Summary of the clarifications provided on various Agenda Items.</p> <p>(l) In respect of each Resolution, the type , the names of the persons who proposed and seconded and the majority with which such Resolution was passed.</p> <p>Where a motion is moved to modify a proposed Resolution, the result of voting on to be mentioned. If a Resolution proposed undergoes modification pursuant to a motion by shareholders, details of voting to be recorded.</p> <p>(m) In the case of poll, the names of scrutinisers appointed and the number of votes cast in favour and against the Resolution and invalid votes.</p> <p>(n) If the Chairman vacates the Chair in respect of any specific item, the fact that he did so and in his place some other Director or Member took the Chair.</p> <p>(o) The time of commencement and conclusion of the Meeting.</p>	
		<p><b>H)</b> In respect of Resolutions passed by e-voting/postal ballot, a brief report on the same including the Resolution proposed, the result of the voting &amp; the summary of the scrutiniser's report to be recorded and signed by the Chairman (inability-authorized Director) or in the event within 30 days.</p>	
		<p><b>I)</b> Minutes shall contain a fair and correct summary of the proceedings recorded by CS(absence-Authorized Director)The Chairman shall ensure that the proceedings of the Meeting are correctly recorded and has absolute discretion to exclude from the Minutes matters in his opinion are irrelevant.</p>	

		<p><b>J)</b> Minutes shall be written in clear, concise and plain language in third person and past tense but need not be an exact transcript of the proceeding. Resolutions-present tense. Each item of business taken up at the Meeting shall be numbered in a manner which would enable ease of reference and cross-refrence</p>	
		<p><b>K)</b> Minutes to be entered in the Minutes Book within 30 days(original or adjourned) The date of entry of Minutes in the Minutes book by CS(No CS-authorized person)</p>	
		<p><b>L)</b> Minutes once entered shall not be altered.</p>	
		<p><b>M)</b> Minutes of a General Meeting shall be signed and dated by the Chairman (inability-present authorized Director) of the Meeting or in the within thirty days of the General Meeting. The Chairman shall initial each page of the Minutes, sign the last page and append to such signature the date. Any blank space in a page between the conclusion of the Minutes and signature of the Chairman shall be scored out. If the Minutes are maintained in electronic form, the Chairman shall sign the Minutes digitally.</p>	
		<p><b>N)</b> Directors and Members are entitled to inspect the Minutes of all GM including Resolutions passed by postal ballot.Minutes of all General Meetings shall be open for inspection by any Member during business hours(not less than 2 hrs.) without charge, subject to reasonable restrictions (by its Articles or in GM) The PCS/Secretarial Auditor/Statutory Auditor/Cost Auditor/Internal Auditor of the company can inspect the Minutes as he may consider necessary for the performance of his duties.Inspection of Minutes Book may be provided in physical or in electronic form. While providing inspection of Minutes Book, the Company Secretary/official authorized by the CS is to facilitate inspection shall take all precautions to ensure that the Minutes Book is not mutilated or in any way tampered while inspection.</p>	
		<p><b>O)</b> Extract of the Minutes shall be given only after the Minutes have been duly signed. However, any Resolution passed at a Meeting may be issued even pending signing of the Minutes, provided the same is certified by the Chairman or any Director or the Company Secretary.</p>	

		<b>P)</b> When a Member requests in writing for a copy of any Minutes, which he is entitled to inspect, it shall furnish the same within 7 working days of receipt of request, subject to payment of such fee as may be specified in the Articles of the company. In case a Member requests for the copy of the Minutes in electronic form, in respect of any previous General Meetings held during a period immediately preceding three financial years, the company shall furnish the same on payment of such fee as prescribed under the Act. Copies of the Minutes or the extracts thereof as requisitioned by the Member, duly certified by the CS (no CS-Board authorised Director) may be provided in physical or electronic form.	
<b>18</b>	<b>Preservation of minutes</b>	<b>A)</b> Minutes of all Meetings shall be preserved permanently in physical or in electronic form with Timestamp	
		<b>B)</b> Office copies of Notices, scrutiniser's report, and 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.	
		Minutes Books shall be kept in the custody of the CS(Board authorized Director)	
<b>19</b>	<b>Report on AGM</b>	<p>Every listed company shall prepare a report on AGM in the prescribed form, including a confirmation that the Meeting was convened, held and conducted as per the provisions of the Act.</p> <p>Such report which shall be a fair and correct summary of the proceedings of the Meeting shall contain:</p> <ul style="list-style-type: none"> <li>(a) the day, date, time and venue of the Annual General Meeting;</li> <li>(b) confirmation with respect to appointment of Chairman of the Meeting;</li> <li>(c) number of Members attending the Meeting;</li> <li>(d) confirmation of Quorum;</li> <li>(e) confirmation with respect to compliance of the Act and Standards with respect to calling, convening and conducting the Meeting;</li> <li>(f) business transacted at the Meeting and result thereof with a brief summary of the discussions;</li> <li>(g) particulars with respect to any adjournment, postponement of Meeting, change in venue; and</li> <li>(h) any other points relevant for inclusion in the report.</li> </ul> <p>It shall be signed and dated by the Chairman(Inability- any two Directors of the company, one of whom shall be the Managing Director, if there is one and Company Secretary and shall be filed with the ROC within thirty days of AGM</p>	
<b>20</b>	<b>Disclosure</b>	The Annual Return of a company shall disclose the date of Annual General Meeting held during the financial year.	