

**SECRETARIAL STANDARD**  
**ON**  
**MINUTES (SS-5)**

The following is the text of the Secretarial Standard-5 (SS-5) on “Minutes” issued by the Council of the Institute of Company Secretaries of India.

This being one of the Secretarial Standards with respect to Board and General Meetings, adherence by a company to this Secretarial Standard is mandatory, as per provisions of the Companies Act, 2013.

***(In this Secretarial Standard, the Standard portions have been set in bold type. These should be read in the context of the background material which has been set in normal type, and in the context of the 'Preface to the Secretarial Standards'. Both the Standard portions and the background material have equal authority).***

**Introduction**

This Standard prescribe a set of principles for the recording of Minutes of the Meetings of:

- (a) the Board,
- (b) the Committees of the Board,
- (c) members including resolutions passed by postal ballot,
- (d) debenture holders,
- (e) creditors,
- (f) others as may be required under the Act,

and matters related thereto.

The expression “Minutes” means a record of the proceedings of a Meeting. Minutes should contain a fair and correct summary of the proceedings of the Meeting and should normally convey why, how and what conclusions or decisions were arrived at in relation to each business transacted at the Meeting. It need not be an exact transcript of the proceedings.

Every company is required to keep Minutes of all Meetings.

Minutes kept in accordance with the provisions of the Act evidence the proceedings recorded therein. Minutes help in understanding the deliberations and decisions taken at the Meeting.

The Secretary or authorized official of the company should record the proceedings of the Meetings.

## **Scope**

This Standard applies to Minutes of Meetings governed by the Act.

The principles enunciated in this Standard for Minutes of the Meetings of the Board are also applicable to Meetings of Committees, unless otherwise stated herein or stipulated by any other applicable guidelines, Rules or Regulations.

The principles enunciated in this Standard are also applicable to class Meetings of Members, debenture holders and creditors. These principles may also be applicable to any Meeting convened on the directions of the Court or the National Company Law Tribunal (NCLT) or any other prescribed authority unless otherwise directed.

## **Definitions**

"*Act*" means the Companies Act, 2013 (Act No. 18 of 2013) or any previous enactment thereof, or any statutory modification thereto or re-enactment thereof and includes any Rules and Regulations framed thereunder.

"*Articles*" means the Articles of Association of a company, as originally framed or as altered from time to time, including, where they apply, the Regulations contained in the Tables in Schedule I to the Act.

"*Chairperson*" means the Chairperson of the Board or the Chairperson appointed or elected for a Meeting.

"*Committee*" means a Committee of Directors constituted by the Board.

"*Electronic Mode*" means electronic medium of communication including videoconferencing or other audio-visual means, e-voting, e-mail or other electronic communication facility and/or record-keeping, as may be applicable.

"*General Meeting*" or "*Annual General Meeting*" or "*Extraordinary General Meeting*" means a duly convened Meeting of members.

"*Maintenance*" means keeping Minutes either in physical or Electronic Mode, as may be permitted under any law for the time being in force, and includes the making of appropriate entries therein, the authentication of such entries and the preservation of such physical or electronic records.

*"Meeting"* means any Meeting, duly convened, constituted and held.

*"Minutes" or "Minutes Book"* means Minutes or Minutes Book maintained in physical or in electronic form.

Unless the context otherwise requires, words and expressions used and not defined herein should have the meaning respectively assigned to them under the Act.

## **SECRETARIAL STANDARDS**

### **1. MAINTENANCE**

#### **1.1 Minutes should be recorded in books maintained for that purpose.**

Minutes of the Board Meetings, if maintained in loose-leaf form, should be bound periodically depending on the size and volume, coinciding with the financial year(s) of the company. Minutes of other Meetings, if maintained in loose-leaf form, should be bound periodically depending on the size and volume. There should be proper locking device to ensure security and proper control to prevent removal or manipulation of the loose leaves.

#### **1.2 A distinct Minutes Book should be maintained for each type of Meeting.**

Resolutions passed by postal ballot should be recorded in the Minute books of General Meetings as if it has been deemed to be passed in the general meeting.

#### **1.3 Minutes may also be maintained in electronic form in such manner as prescribed under the Act.**

Every listed company or a company having not less than one thousand shareholders, debenture holders and other security holders, should however maintain its Minutes in electronic form in such manner as decided by the Board.

The Managing Director or Secretary or any other Director or Officer of the company as the Board may decide shall be responsible for the maintenance and security of Minutes in electronic form.

#### **1.4 The pages of the Minutes Books should be consecutively numbered.**

This should be followed irrespective of a break in Book arising out of periodical binding.

In the event any page in the Minutes Book is left blank, it should be scored off and initialled by the Chairperson who signs that Minutes.

#### **1.5 Minutes should not be pasted or attached to the Minutes Book, or tampered with in any manner.**

**1.6 Minutes Books should be kept at the Registered Office of the company. Minutes of the Board Meetings may however, be kept at such other place as may be approved by the Board.**

## **2. CONTENTS**

### ***2.1 General Contents***

**2.1.1 Minutes should begin with the number and type of the Meeting, name of the company, day, date, venue and time of commencement.**

In case a Meeting is adjourned, the Minutes should be entered in respect of the original Meeting as well as the adjourned Meeting. In respect of a Meeting convened but adjourned for want of quorum a statement to that effect should be recorded by the Chairperson or any Director present at the Meeting in the Minutes.

**2.1.2 Minutes should record the names of the Directors present in physical and Electronic Mode and the Secretary in attendance at the Meeting.**

The names of the Directors should be listed in alphabetical order or in any other logical manner, but in either case starting with the name of the person in the Chair and the Vice-Chairperson, if any.

**2.1.3 Minutes should contain a record of all appointments made at the Meeting.**

Where the Minutes have been kept in accordance with the Act and all appointments have been recorded, then until the contrary is proved, all appointments of Directors, Key Managerial Personnel, Secretarial Auditors, Practising Company Secretary or Auditors, shall be deemed to be valid.

### ***2.2 Meetings of the Board***

**2.2.1 Minutes should contain:**

- (a) Record of appointment of the Chairperson of the meeting, if any.**
- (b) Record of presence of quorum**
- (c) The names of officers in attendance and invitees, if any, for specific items and mode of their attendance i.e. whether personally or through Electronic Mode.**
- (d) The names of Directors who were not present at the Meeting and whether with or without leave of absence.**

- (e) If any Director has participated only for a part of the Meeting, the agenda items in which he participated.**
- (f) The mode of attendance of every Director whether personally or through Electronic Mode.**
- (g) In case of a Director joining through Electronic Mode, his particulars, the location from where and the agenda items in which he participated.**
- (h) The fact that an Interested Director was not present during the discussion and did not vote.**
- (i) The fact of the dissent and the name of the Director who expressly dissented or abstained from the decision.**
- (j) The views of Independent Director, if specifically insisted upon by the respective Independent Director**
- (k) The text of the resolution(s) passed by circulation since the last Meeting, including dissent or abstention, if any.**
- (l) Notings of the Minutes of the last Meeting.**
- (m) Ratification by Independent Director or majority of Directors, as the case may be, in case of Meetings held at a shorter notice and any item other than those included in the Agenda.**
- (n) Record of the qualifications, observations or comments on the financial statements or matters which have any adverse effect on the functioning of the company, as mentioned in the reports of the Secretarial Auditors and Auditors.**

**2.2.2. Minutes should mention the brief background of all proposals and summarise the deliberations thereof. In case of major decisions, the rationale thereof should also be mentioned.**

The decisions should be recorded in the form of resolutions, where it is statutorily or otherwise required. In other cases, the decisions can be recorded in a narrative form.

Where a resolution was passed pursuant to the Chairperson of the Meeting exercising his second or casting vote, the Minutes should record the same and also refer to the Articles which empowers the Chairperson to exercise the second or casting vote.

### ***2.3 General Meetings***

#### **2.3.1 Minutes should contain:**

- (a) The Record of appointment of the Chairperson of the Meeting.**

- (b) The fact that certain registers, documents and qualifications, observations or comments, if any, in the Auditor's Report and Secretarial Audit Report, were available for inspection.**
- (c) The number of members present in person including representatives.**
- (d) The Record of presence of Quorum.**
- (e) The number of proxies and the number of shares represented by them.**
- (f) The presence of the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee or their authorised representatives.**
- (g) The presence if any, of the Secretarial Auditor, the Auditors, or their authorised representatives, the Court/Tribunal appointed observers or scrutinizers.**
- (h) Reading of the notice of the Meeting.**
- (i) Reading of qualifications, observations or comments on the financial statements or matters which have any adverse effect on the functioning of the company, as mentioned in the reports of the Secretarial Auditors and Auditors.**
- (j) Summary of the opening remarks of the Chairperson.**
- (k) Summary of the clarifications provided on various Agenda Items.**
- (l) In respect of each resolution, the type of the resolution, the names of the persons who proposed and seconded and the majority with which such resolution was passed. In case voting by Electronic Mode was made available, the name of the scrutinizer appointed and summary of the scrutinizer's Report should also be recorded.**

Resolutions should be written in the present tense.

Where a motion is moved to modify a proposed resolution, the result of voting on such motion should be mentioned. If a resolution proposed undergoes modification pursuant to a motion by shareholders, the Minutes should contain the details of voting for the modified resolution.

- (m) In the case of poll, the names of scrutinizers appointed and the number of votes cast in favour and against the resolution and invalid votes.**

**(n) If the Chairperson 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.**

**2.3.2 In respect of Resolutions passed by Postal Ballot, a brief report on the Postal Ballot conducted including the Resolution proposed, the result of the voting thereon and the summary of the scrutinizer's Report should be recorded in the Minutes Book and signed by the Chairperson or in the event of death or inability of the Chairperson, by the Vice Chairperson or any Director duly authorized by the Board for the purpose, within thirty days from the date of declaration of the result of the postal ballot.**

Where the Minutes have been kept in accordance with the Act then, until the contrary is proved, the Resolutions passed by postal ballot shall be deemed to have been duly passed and in particular, all appointments of Directors, Key Managerial Personnel, Secretarial Auditors, Practising Company Secretary or Auditors shall be deemed to be valid.

### **3. RECORDING**

**3.1 Minutes should contain a fair and correct summary of the proceedings of the Meeting.**

Minutes should be written using clear, concise and plain language.

The Chairperson should ensure that the proceedings of the Meeting are correctly recorded and, in doing so, he may include or exclude any matter as is deemed fit.

The Chairperson has absolute discretion to exclude from the Minutes, matters which in his opinion are defamatory, irrelevant or immaterial or which are detrimental to the interests of the company.

**3.2 Minutes should be written in third person and past tense.**

In case any Director requires his views or opinion on a particular item to be recorded verbatim in the Minutes of Board Meeting, the decision of the Chairperson whether or not to do so shall be final.

**3.3 Each item of business taken up at the Meeting should be numbered.**

Numbering should be in a manner which would enable ease of reference or cross-reference.

### ***Meetings of the Board***

**3.4 Any document, report or notes placed before the Board and referred to in the Minutes may be identified by initialling of such document, report or notes by the Chairperson or the concerned Director.**

**3.5 Where an earlier resolution or decision is superseded or modified, Minutes should contain a reference to the earlier resolution or decision.**

**3.6 Minutes of the preceding Meeting should be noted at the next Meeting.**

## **4. FINALISATION**

**4.1 Within fifteen days from the date of the conclusion of the Meeting of the Board, the draft Minutes thereof should be circulated in physical or Electronic Mode to all the members of the Board for their comments.**

Where a Director communicates in writing to the Chairperson or Board or to the Secretary to send him the draft Minutes in a particular mode, it should be given to him by such mode.

The Directors, whether present at the Meeting or not, should communicate their comments in writing on the draft Minutes within seven days from the date of its receipt, so that the Minutes are finalised and entered in the Minutes Book within the specified time limit of thirty days.

If the Minutes are circulated in physical mode, two days may be added for the purpose of reckoning the prescribed period of seven days.

If any Director communicates his comments after the expiry of said period of seven days, the Chairperson shall have the discretion to consider such comment.

The decision of the Chairperson whether to record or not the comments of the Directors in the Minutes shall be final.

In case a Meeting of the Board was held at a shorter notice and no Independent Director, if any, was present at the Meeting, the Minutes shall be final only after atleast one Independent Director, if any, ratifies the decisions taken at such Meeting. In case the company is not required to have an Independent Director, the decisions shall be final only on ratification thereof by majority of the Directors.

A Director who attended a Meeting of the Board and ceased to be a Director thereafter is entitled to receive the draft Minutes of that particular Meeting and offer comments thereon.



**4.2 Minutes of the Meetings of any Committee should be noted at the Board Meeting held immediately following the date of signing of such Minutes.**

## **5. ENTRY**

**5.1 Minutes should be entered in the Minutes Book within thirty days from the date of conclusion of the Meeting.**

In case a Meeting is adjourned, the Minutes in respect of the original Meeting as well as the adjourned Meeting should be entered within thirty days from the date of the respective Meetings.

**5.2 The date of entry of Minutes in the Minutes Book should be recorded by a Director or the Secretary.**

**5.3 Minutes, once entered in the Minutes Book, should not be altered. Any alteration, other than grammatical or minor corrections, in the Minutes as entered, should be made only by way of express approval taken in the subsequent Meeting in which such Minutes are sought to be altered.**

## **6. SIGNING AND DATING**

**6.1 Minutes of the Meeting of the Board should be signed and dated by the Chairperson of the Meeting or the Chairperson of next Meeting.**

Thus, it is not obligatory to wait for the next Meeting in order to have the Minutes of the previous Meeting signed. Such Minutes may be signed by the Chairperson of the Meeting at any time before the next Meeting is held.

**6.2 Minutes of a General Meeting should be signed and dated by the Chairperson of the Meeting or in the event of death or inability of that Chairperson, by the Vice-Chairperson or any Director who was present in the Meeting and duly authorized by the Board for the purpose, within thirty days of the General Meeting.**

**6.3 The Chairperson should initial each page of the Minutes, sign the last page and append to such signature the date on which he has signed the Minutes.**

Any blank space in a page between the conclusion of the Minutes and signature of the Chairperson should be scored off.

## **7. INSPECTION & EXTRACTS**

### **7.1 Directors are entitled to inspect Minutes of all Meetings. Members are entitled to inspect the Minutes of all General Meetings including resolutions passed by postal ballot.**

A Director is entitled to inspect the Minutes of the Meetings of the Board held during the period of his directorship, even after he ceases to be a Director.

A Member of the company has no right to inspect the Minutes of Meetings of the Board.

Minutes of all General Meetings should be open for inspection during business hours of the company, without charge, subject to such reasonable restrictions as the company may, by its articles or in general meeting, impose, so, however, that not less than two hours in each business day are allowed for inspection.

The Practising Company Secretary appointed by the company or the Secretarial Auditor or Statutory Auditor or Internal Auditor or Cost Auditor of the company can inspect the Minutes in the course of audit.

Officers of the Registrar of Companies, or other Government or regulatory bodies, during the course of an inspection, can also inspect the Minutes.

Inspection of Minutes Book may also be allowed in electronic form.

### **7.2 Extracts of the Minutes should be given only after the Minutes have been duly signed. However, certified copies of any Resolution passed at a Meeting may be issued even pending signing of the Minutes by the Chairperson, if the draft of that Resolution had been placed at the Meeting.**

Extracts of the duly signed Minutes may also be provided in electronic form.

A Director who has attended a Meeting of the Board is entitled to receive a copy of its signed Minutes, even if he ceases to be a Director.

When a member requests in writing for a copy of any Minutes, which he is entitled to inspect, the company should furnish the same within seven working days of receipt of his 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 should furnish the same without any fee.

## **8. PRESERVATION**

**8.1 Minutes of all Meetings should be preserved permanently in physical or electronic form.**

**8.2 Office copies of Notices, Agenda, Notes on Agenda and other related papers should be preserved in good order in physical or electronic form for as long as they remain current or for ten years, whichever is later and may be destroyed thereafter with the approval of the Board.**

**8.3 Where, under a scheme of arrangement, a company has been merged or amalgamated with another company, Minutes of all Meetings of the transferor company, as handed over to the transferee company, should be preserved permanently by the transferee company, notwithstanding that the transferor company might have been dissolved.**

**8.4 Office copies of Notices, Agenda, Notes on Agenda and other related papers of the transferor company should be preserved in good order in physical or electronic form for as long as they remain current or for ten years, whichever is later and may be destroyed thereafter with the approval of the Board.**

**8.5 Minutes Books should be kept in the custody of the Secretary of the company or any Director duly authorized for the purpose by the Board.**

### **Effective Date**

This Standard shall come into effect from \_\_\_\_\_.