

# "Ensuring Compliance and Governance: The Role of Secretarial Standards in Corporate Operations"

Secretarial Standards are authoritative guidelines issued by the Institute of Company Secretaries of India (ICSI). They prescribe standard procedures and formats for certain company procedures and operations, ensuring compliance with legal requirements under the Companies Act, 2013, and other applicable laws. These standards aim to streamline and systematize corporate governance practices, enhancing transparency and efficiency in corporate operations. Thus, they serve as a supplementary framework to statutory provisions, providing clarity and consistency in the conduct of corporate affairs.

## SECRETARIAL STANDARD ON BOARD MEETING (SS:1)

<b>SCOPE</b>	This standard is applicable to the meetings of the Board of Directors of all the Companies incorporated under the act <b>except</b> One Person Company (OPC) and Company registered under Section 8 of the Companies Act, 2013. However, Companies under Section 8 must comply with Board Meeting provisions, <b>except</b> if they have filed Financial Statements or Annual Returns late. Standards apply to Committee meetings too, aligning with the Act; Act provisions prevail over Standards if inconsistencies arise due to changes.
<b>SENDING OF NOTICE</b>	<ol style="list-style-type: none"><li>1. Notice in writing of every meeting shall be given to every director by <b>hand or speed post or any other electronic means</b>.</li><li>2. Notice shall be sent by <b>Company Secretary</b> or if there is <b>no Company Secretary</b>, any Director or any other authorised by the Board for the purpose,</li><li>3. The Notice shall specify the <b>serial number, day, date, time and full address</b> of the venue of the Meeting and shall be given at <b>least seven days</b> before the date of the Meeting, unless the Articles prescribe a longer period.</li><li>4. The Notice of a Meeting shall be given even if Meetings are held on <b>pre-determined dates or at pre-determined intervals</b>.</li><li>5. The Director may intimate his intention to participate through <b>electronic Mode</b> at the <b>beginning of the Calendar Year</b> also, which shall be valid for that <b>calendar year</b>.</li></ol>
<b>MEETINGS OF THE COMMITTEES</b>	Unless otherwise stipulated in the Act or the Articles or under any other law, the Quorum for Meetings of any Committee constituted by the Board shall be as specified by the Board. If no such Quorum is specified, the presence of all the members of any such Committee is necessary to form the Quorum.
<b>MEETINGS</b>	<ol style="list-style-type: none"><li>1. The company shall hold <b>at least four Meetings</b> of its Board in each Calendar Year with a maximum interval of one hundred and twenty days between any two consecutive Meetings.</li><li>2. <b>Committees</b> shall meet as often as necessary subject to the minimum number and frequency prescribed by any law or any authority or as stipulated by the Board.</li><li>3. Where a Company is required to appoint <b>Independent Directors</b> under the Act, such Independent Directors shall hold at least one Meeting in a financial year without attendance of Non-Independent Directors and members of management.</li><li>4. The Quorum for a Meeting of the Board shall be <b>one-third</b> of the total strength of the Board, or <b>two Directors, whichever is higher</b>.</li></ol>
<b>QUORUM</b>	<ol style="list-style-type: none"><li>1. Quorum shall be present throughout the Meeting.</li><li>2. <b><u>FOR A PUBLIC COMPANY</u></b><ul style="list-style-type: none"><li>• A Director shall not be counted towards quorum if they are interested in an item of business.</li><li>• They cannot participate in discussions or decision-making regarding that item.</li></ul><b><u>FOR A PRIVATE COMPANY</u></b><ul style="list-style-type: none"><li>• A Director shall be counted towards quorum even if they are interested in an item of business, after disclosing their interest.</li></ul></li></ol>

	<ul style="list-style-type: none"> <li>• They can participate in discussions and decision-making regarding that item after disclosure.</li> </ul> <ol style="list-style-type: none"> <li>3. Directors participating through <b>Electronic Mode</b> in a Meeting shall be counted for the purpose of Quorum, <b>except</b> for restricted items in which Quorum shall be ascertained on the basis of physical presence of Directors.</li> </ol>
<b>ATTENDANCE OF MEETINGS</b>	<ol style="list-style-type: none"> <li>1. Every company shall maintain attendance register for the Meetings of the Board and Meetings of the Committee.</li> <li>2. The attendance register must include: meeting date and serial number, committee name (if applicable), meeting location and time, names and signatures of Directors, Company Secretary, and invited attendees, noting their mode of participation if electronic.</li> <li>3. For directors attending electronically: Register deemed signed if noted by Secretary or Chairman (or authorized Director), and logged in Minutes.</li> <li>4. The attendance register shall be maintained at the Registered Office of the company or such other place as may be approved by the Board</li> <li>5. The attendance register is open for inspection by the Directors. Even after a person ceases to be a Director, he shall be entitled to inspect the attendance register of the Meetings held during the period of his Directorship.</li> <li>6. The attendance register shall be preserved for a period of at least eight financial years from the date of last entry made therein and may be destroyed thereafter with the approval of the Board.</li> <li>7. The attendance register shall be in the custody of the Company Secretary.</li> <li>8. Directors can only be granted leave of absence if requested through the Company Secretary, Chairman, or a Board-authorized person issuing meeting notices.</li> </ol>
<b>CHAIRMAN</b>	<ol style="list-style-type: none"> <li>1. 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.</li> <li>2. The Board Chairman conducts meetings. If absent, Directors elect one among them as chair, unless Articles specify otherwise.</li> </ol>
<b>AUTHORITY AND PROCEDURE</b>	<ol style="list-style-type: none"> <li>1. Before circulating a draft Resolution, the Chairman, or the Managing Director, or any non-interested Director, will decide if the Board's approval should be sought through a Resolution by circulation.</li> <li>2. If at least one-third of the Directors request, the Chairman must present the Resolution at a Board Meeting for consideration.</li> <li>3. A draft Resolution, along with necessary documents, shall be sent to all Directors, including Interested Directors, on the same day.</li> <li>4. The draft of the Resolution to be passed and 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 recognised electronic means.</li> </ol>
<b>RECORDING AND VALIDITY</b>	<ol style="list-style-type: none"> <li>1. Resolutions passed by circulation shall be noted at a subsequent Meeting of the Board and the text thereof with dissent or abstention, if any, shall be recorded in the Minutes of such Meeting.</li> <li>2. Passing of Resolution by circulation shall be considered valid as if it had been passed at a duly convened Meeting of the Board.</li> </ol>
<b>MINUTES</b>	<ol style="list-style-type: none"> <li>1. Minutes shall be recorded in books maintained for that purpose</li> <li>2. A distinct Minutes Book shall be maintained for Meetings of the Board and each of its Committees</li> <li>3. A company may maintain its Minutes in physical or in electronic form.</li> <li>4. The pages of the Minutes Books shall be consecutively numbered</li> <li>5. Minutes shall not be pasted or attached to the Minutes Book, or tampered with in any manner.</li> </ol>

	<ol style="list-style-type: none"> <li>6. Minutes Books, if maintained in loose-leaf form, shall be bound periodically depending on the size and volume and coinciding with one or more financial years of the company.</li> <li>7. Minutes Books shall be kept at the Registered Office of the company or at such other place as may be approved by the Board.</li> <li>8. Minutes shall be entered in the Minutes Book within thirty days from the date of conclusion of the Meeting.</li> <li>9. The date of entry of the Minutes in the Minutes Book shall be recorded by the Company Secretary</li> <li>10. Minutes, once signed by the Chairman, shall not be altered, save as mentioned in this Standard.</li> </ol>
<b>PRESERVATION OF MINUTES AND OTHER RECORDS</b>	<ol style="list-style-type: none"> <li>1. Minutes of all Meetings shall be preserved permanently in physical or in electronic form with <b>Timestamp</b>.</li> <li>2. Minutes Books shall be in the custody of the <b>Company Secretary</b></li> <li>3. Notices, Agenda, and related documents shall be preserved in physical or electronic form for as long as they are current or <b>for eight financial years</b>, whichever is longer, and may be destroyed thereafter with Board approval.</li> </ol>