

## Schedule of Amendments to SS-2

S. No.	Para No.	Existing SS	Revised Text	Rationale
1.	Scope	This Standard is applicable to all types of General Meetings of all companies incorporated under the Act except One Person Company (OPC) and class or classes of companies which are exempted by the Central Government through notification.	This Standard is applicable to all types of General Meetings of all companies incorporated under the Act except One Person Company (OPC) and <u>a company licensed under Section 8 of the Companies Act, 2013 or corresponding provisions of any previous enactment thereof class or classes of companies which are exempted by the Central Government through notification.</u>  <u>However, Section 8 companies need to comply with the applicable provisions of the Act relating to General Meetings.</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June, 2015 in respect of Section 8 Companies as these are exempted from the compliance of Section 118.  Clarity is also provided that the other provisions of the Act relating to General meetings are still applicable to Section 8 Company.
2.	Definit ion	“National Holiday” includes Republic Day, i.e., 26th January, Independence Day, i.e., 15th August, Gandhi Jayanti, i.e., 2nd October and such other day as may be declared as National Holiday by the Central Government.	“National Holiday” <del>includes</del> <u>means</u> Republic Day, i.e., 26th January, Independence Day, i.e., 15th August, Gandhi Jayanti, i.e., 2nd October and such other day as may be declared as National Holiday by the Central Government.	For better drafting the word “includes” is replaced with “means”
3.	Definit ion	“Secretarial Auditor” means a Company Secretary in Practice appointed in pursuance of the Act to conduct the secretarial audit of the company.	“Secretarial Auditor” means a Company Secretary in Practice <u>or a firm of Company Secretary(ies) in Practice</u> appointed in pursuance of the Act to conduct the secretarial audit of the company.	To bring in more clarity to the definition of “Secretarial Auditor”.  A firm of Company Secretaries may also be appointed as Secretarial Auditor by the corporates and accordingly the addition is made.
4.	1.2.1	<b>New Insertion</b>	<u>In case of a Nidhi, Notice may be served individually only on Members who hold shares of more than one thousand rupees in face value or more than one percent of the total paid-up share capital of the company, whichever is less. For other Members, Notice may be served by a public notice in newspaper circulated in the district where the Registered Office of the company is situated and by displaying the same on the notice board of the company.</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of a Nidhi Company.

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5.	1.2.2 Para 2	The company shall ensure that it uses a system which produces confirmation of the total number of recipients e-mailed and a record of each recipient to whom the Notice has been sent and copy of such record and any Notices of any failed transmissions and subsequent re-sending shall be retained by or on behalf of the company as “proof of sending”.	The company shall ensure that it uses a system which produces confirmation of the total number of recipients e-mailed and a record of each recipient to whom the Notice has been sent and copy of such record and any Notices of any failed transmissions and subsequent re-sending shall be retained by or on behalf of the company as “proof of sending” <u>for such period as decided by the Board, which shall not be less than three years from the date of the Meeting.</u>	To facilitate ease of doing business, a minimum time period is provided for preserving proof of sending by the company.  The queries of stakeholders regarding period of maintenance of such records now get solved by this amendment as the discretion is given to the Board of Directors to decide the period of retention of such records, in any case not less than 3 years from the date of the meeting.
6.	1.2.2 Para 5	If a Member requests for delivery of Notice through a particular mode, other than one of those listed above, he shall pay such fees as may be determined by the company in its Annual General Meeting and the Notice shall be sent to him in such mode.	If a Member requests for delivery of Notice through a particular mode, other than <u>the one followed by the company,</u> <del>of those listed above,</del> he shall pay such fees as may be determined by the company in its Annual General Meeting and the Notice shall be sent to him in such mode.	For better clarity in alignment with provisions of law.  There were Queries from the stakeholder’s regarding the specific mode(s) followed by the company for delivery of notice and members demanding Notice from any other mode. For such cases, the clarity is provided by this amendment in line with Section 20(2) of the Companies Act, 2013.
7.	1.2.3	<b>In case of companies having a website, the Notice shall be hosted on the website.</b>	<b>In case of companies having a website, the Notice shall <u>simultaneously</u> be hosted on the website <u>till the conclusion of the Meeting.</u></b>	To give clarity on the minimum time period for hosting Notice on the website of the company. The clarity is also provided as to when the notice is to be placed on the website.

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			<u>In case of a private company, the Notice shall be hosted on the website of the company, if any, unless otherwise provided in the Articles.</u>	To reflect the effect of MCA's Exemption Notification dated 5th June 2015 in respect of Private Companies.
8.	1.2.4	Notice shall contain complete particulars of the venue of the Meeting including route map and prominent land mark for easy location. In case of companies having a website, the route map shall be hosted along with the Notice on the website	Notice shall contain complete particulars of the venue of the Meeting including route map and prominent land mark, <u>if any,</u> for easy location, <u>except in case of :-</u> <u>(i) a company in which only its directors and their relatives are members,</u> <u>(ii) a wholly owned subsidiary.</u>  <del>In case of companies having a website, the route map shall be hosted along with the Notice on the website.</del>	The spirit of the Standard is to enable easy location of the venue of Meeting. Accordingly, the route-map and prominent landmark should be provided in the Notice.  However, exemption is provided in case of a company where only the directors and their relatives are members and in case of "wholly owned subsidiary".
9.	1.2.4 Para 2	Meetings shall be called during business hours, i.e., between 9 a.m. and 6 p.m., on a day that is not a National Holiday. A Meeting called by the requisitionists shall be convened only on a working day.	<u>An Annual General Meetings and a Meeting called by the requisitionists</u> shall be called during business hours, i.e., between 9 a.m. and 6 p.m., on a day that is not a National Holiday. <del>A Meeting called by the requisitionists shall be convened only on a working day of the company.</del>	Revised text to reflect the effect of amendment in explanation to Rule 17 (2) of Companies (Management and Administration) Rules, 2014 vides MCA Notification dated 23rd September 2016.
10.	1.2.4	<b>New Insertion</b>	<u>Notice of Annual General Meeting shall also specify the serial number of the Meeting.-</u>	Added with a requirement of serial number in case of every Annual General Meeting.
11.	1.2.4	<b>New Insertion</b>	<u>In case of a Government company, the Annual General Meeting shall be held at its registered office or any other place with the approval of the Central Government, as may</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of Government

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			<u>be required in this behalf.</u>	Companies and to bring better clarity.
12.	1.2.4 Para 4	Notice of a company which has a share capital or the Articles of which provide for voting at a Meeting by Proxy, shall prominently contain a statement that 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 that a Proxy need not be a Member. In case of companies where Proxy shall be a Member under the Act, a statement to that effect shall appear in the Notice prominently.	Notice of a company which has a share capital or the Articles of which provide for voting at a Meeting by Proxy, shall prominently contain a statement that 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 that a Proxy need not be a Member. <del>In case of companies where Proxy shall be a Member under the Act, a statement to that effect shall appear in the Notice prominently.</del>	Section 8 companies are exempted from the compliance of Section 118 as a whole, except recording of minutes within 30 days in cases where Articles provides for confirmation of minutes by circulation.  The deleted portion is in line with Scope of SS, where we have stated that the SS-2 is not applicable to Section 8 companies.
13.	1.2.4	<b>New Insertion</b>	<u>In case of a private company, the Notice shall specify the entitlement of a member to appoint proxy in accordance with this para, unless otherwise provided in the Articles.</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of Private Companies.
14.	1.2.5	<b>Notice shall clearly specify the nature of the Meeting and the business to be transacted thereat. In respect of items of Special Business, each such item 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</b>	<b>Notice shall clearly specify the nature of the Meeting and the business to be transacted thereat. In respect of items of Special Business, each such item 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 and to take a decision thereon. In respect of items of Ordinary Business, Resolutions are not required to be stated in the Notice <del>except where the Auditors or Directors to be appointed are other than the retiring Auditors or Directors, as the</del></b>	For greater clarity, that in case of ordinary business, resolutions are not required to be stated in the Notice.  The deleted portion was creating confusion.

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		business and to take a decision thereon. In respect of items of Ordinary Business, Resolutions are not required to be stated in the Notice except where the Auditors or Directors to be appointed are other than the retiring Auditors or Directors, as the case may be.	<del>ease may be.</del>	
15.	1.2.5	<b>New Insertion</b>	<u>In case of a private company, explanatory statement shall comply with the above requirements, unless otherwise provided in the Articles.</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of Private Companies.
16.	1.2.6	<b>New Insertion</b>	<u>In case of a private company, the period of sending Notice including accompanying documents shall be as stated above, unless otherwise provided in the Articles.-</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of Private Companies.
17.	1.2.6 Last line	In case of companies having a website, such Notice shall also be hosted on the website.	In case of companies having a website, such Notice shall <u>simultaneously also</u> be hosted on the website.	To bring clarity as to when notice be hosted on the website.
18.	1.2.7 Para 1	The request for consenting to shorter Notice and accompanying documents shall be sent together with the Notice and the Meeting shall be held only if the consent is received prior to the date fixed for the Meeting from not less than ninety five per cent of the Members entitled to vote at such Meeting.	The request for consenting to shorter Notice and accompanying documents shall be sent together with the Notice and the Meeting shall be held only if the consent is received prior to the <del>date-time</del> fixed for the Meeting from not less than ninety five per cent of the Members entitled to vote at such Meeting.  <u>The company shall ensure compliance of provisions relating to appointment of proxy unless all the Members entitled to vote at such Meeting, consent to holding of the General</u>	To facilitate ease of doing business and to conduct the meeting if consent is received from the requisite majority any time before the meeting.  Further, in case of a meeting at Shorter Notice, the requirements of Section 105 (Proxy) should also be complied with, unless consent is received from all the members.

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			<u>Meeting at shorter notice.</u>	
19	1.2.7	<b>New Insertion</b>	<u>In case of a private company, consent for shorter Notice shall be obtained from such number of members as specified in this para, unless otherwise provided in the Articles.</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of Private Companies.
20	3.2 Para 2	Members who have voted by Remote e-voting have the right to attend the General Meeting and accordingly their presence shall be, counted for the purpose of Quorum.	Members who have voted by Remote e-voting have the right to attend the General Meeting and accordingly their presence shall be; counted for the purpose of Quorum.	Correction in para by deleting “;”.
21	4.1.1 Para 1	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.	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 <u>respective</u> Committee to attend on his behalf, shall attend the General Meeting.	To bring in better clarity and to maintain reading flow of the para.
22	5.1	<b>New Insertion</b>	<u>In case of a private company, appointment of the Chairman shall be in accordance with this para, unless otherwise provided in the Articles.</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of private companies.
23	5.3	If the Chairman is interested in any item of business, without prejudice to his Voting Rights on Resolutions, he shall entrust the conduct of the proceedings in respect of such item to	If the Chairman is interested in any item of business, without prejudice to his Voting Rights on Resolutions, he shall entrust the conduct of the proceedings in respect of such item to any <del>Dis-Non</del> -Interested Director or to a Member, with the consent of the Members present, and resume the Chair after	“Non-Interested” is a better word than “Dis-interested”.

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		any Dis-Interested Director or to a Member, with the consent of the Members present, and resume the Chair after that item of business has been transacted.	that item of business has been transacted.	
24.	6.1 Para 1	However, a Proxy shall be a Member in case of companies with charitable objects etc. and not for profit registered under the specified provisions of the Act.	<del>However, a Proxy shall be a Member in case of companies with charitable objects etc. and not for profit registered under the specified provisions of the Act.</del>	Section 8 companies are exempted from the compliance of Section 118 as a whole, except recording of minutes within 30 days in cases where Articles provides for confirmation of minutes by circulation.  The deleted portion is in line with Scope of SS, where we have stated that the SS-2 is not applicable to Section 8 companies.
25.	6.1	<b>New Insertion</b>	<u>In case of a private company, the proxy shall be appointed in accordance with this para, unless otherwise provided in the Articles.</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of Private Companies.
26.	6.2.1	<b>An instrument appointing a Proxy shall be either in the Form specified in the Articles or in the Form set out in the Act.</b>	<b>An instrument appointing a Proxy shall be <del>either</del> in the Form <del>specified in the Articles or in the Form set out in</del> <u>prescribed under</u> the Act.</b>  <u>Such instrument shall not be questioned on the ground that it fails to comply with any special requirements specified by the Articles of a company.</u>	To bring clarity in line with Rule 19(3), which mandates the proxy to be in form MGT.11 only.

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27	6.6	<b>Deposit of Proxies</b>	<b>Deposit of Proxies <u>and Authorisations</u></b>	Since the aim of Secretarial Standards is to facilitate the adoption of uniform practices by the corporate sector, the manner of submission of authorisation is one of the area which is now covered in the SS, as law is silent on this aspect.
28	6.6.3	<b>New Insertion</b>	<p><u><b>In case of remote e-voting:</b></u></p> <p><u><b>(i) the letter of appointment of representative(s) of the President of India or the Governor of a State; or</b></u></p> <p><u><b>(ii) the authorisation in respect of representative(s) of the Corporations;</b></u></p> <p><u><b>Shall be received by the scrutiniser/company on or before close of e-voting.</b></u></p> <p><u><b>In case of postal ballot such letter of appointment/authorisation shall be submitted to the scrutiniser alongwith physical ballot form.</b></u></p> <p><u><b>If the representative attends the Meeting in person to vote thereat, the letter of appointment / authorisation, as the case may be, shall be submitted before the commencement of Meeting.</b></u></p>	
29	6.6.1	<b>New Insertion</b>	<u><b>In case of a private company, the proxy shall be deposited with the company in accordance with this para, unless otherwise provided in the Articles.-</b></u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of Private Companies.
30	6.7.3 Para 2	A Proxy need not be informed of the revocation of the Proxy issued by the Member.	<del>A Proxy need not be informed of the revocation of the Proxy issued by the Member.</del>	There is no duty casted on the company to inform the proxy about revocation, accordingly this sentence is not required.



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31.	6.8.2	<b>New Insertion</b>	<u>In case of a private company, inspection of proxies shall be as stated above, unless otherwise provided in the Articles.</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of Private Companies.
32.	7.1	<p style="text-align: center;"><b>Proposing a Resolution</b></p> <p>Every Resolution shall be proposed by a Member and seconded by another Member.</p>	<p style="text-align: center;"><b>Proposing a Resolution <u>at a Meeting</u></b></p> <p>Every Resolution, <u>except a Resolution which has been put to vote through Remote e-Voting or on which a poll has been demanded,</u> shall be proposed by a Member and seconded by another Member.</p>	<p>For better clarity as the proposing of resolution will be required only in case of a physically convened meeting.</p> <p>In case of remote e-voting the voting commences before a general meeting. Therefore in such cases, the formality of "proposed by" and "seconded by" need not be adhered to.</p> <p>Further, in cases where a resolution on which a poll is demanded, proposing and seconding of such a resolution is not possible and hence not made applicable in such cases.</p>
33.	7.2.1	<p>Every company having its equity shares listed on a recognized stock exchange other than companies whose equity shares are listed on SME Exchange or on the Institutional Trading Platform and other companies as prescribed shall provide e-voting facility to their Members to exercise their Voting Rights.</p> <p>Other companies presently prescribed</p>	<p>Every company having its equity shares listed on a recognized stock exchange other than companies whose equity shares are listed on SME Exchange or on the Institutional Trading Platform and other companies as prescribed shall provide e-voting facility to their Members to exercise their Voting Rights.</p> <p>Other companies presently prescribed are companies having not less than one thousand Members.</p>	Insertion to reflect the effect of amended Rule 20(2) of Companies (Management and Administration) Rules, 2014 vide MCA Notification dated 23 <sup>rd</sup> September 2016.

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		are companies having not less than one thousand Members. The facility of Remote e-voting does not dispense with the requirement of holding a General Meeting by the company.	<u>Nidhis are not required to provide e-voting facility to their Members.</u>  The facility of Remote e-voting does not dispense with the requirement of holding a General Meeting by the company.	
34	7.3	<b>New Insertion</b>	<u>In case of a private company, the voting by show of hands shall be in accordance with this para, unless otherwise provided in the Articles.</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of Private Companies.
35	7.4	<b>New Insertion</b>	<u>In case of a private company, the poll shall be conducted in accordance with this para, unless otherwise provided in the Articles.</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of Private Companies.
36	7.5.1	<b>New Insertion</b>	<u>In case of a private company, the voting rights shall be reckoned in accordance with this para, unless otherwise provided in the Memorandum or Articles of the company.</u>  <u>In case of a Nidhi, no Member shall exercise voting rights on poll in excess of five per cent of total voting rights of equity shareholders.</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of Private and Nidhi Companies.
37	7.5.2	<b>New Insertion</b>	<u>In case of a private company, a member who is a related party is entitled to vote on such Resolution.</u>  <u>A member who is a related party is entitled to vote on a Resolution pertaining to approval of any contract or arrangement to be entered into by:</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of Private and Government Companies.

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			<p><u>(a) A Government company with any other Government company; or</u></p> <p><u>(b) An unlisted Government company with the prior approval of competent authority, other than those contract or arrangements referred in clause (a).</u></p>	
38	7.6	Where the Chairman has entrusted the conduct of proceedings in respect of an item in which he is interested to any Dis-Interested Director or to a Member, a person who so takes the chair shall have a second or casting vote.	Where the Chairman has entrusted the conduct of proceedings in respect of an item in which he is interested to any <del>Dis Non</del> -Interested Director or to a Member, a person who so takes the chair shall have a second or casting vote.	“Non-Interested” is a better word than “Dis-interested”.
39	8.4	<p><b>(d) authorise the Chairman or in his absence, any other Director to receive the scrutiniser’s register, report on e-voting and other related papers with requisite details.</b></p> <p>The scrutiniser(s) is required to submit his report within a period of three days from the date of the meeting.</p> <p>The Chairman or any other Director so authorised shall countersign the scrutiniser’s report so received.</p>	<p><del>(d) authorise the Chairman or in his absence, any other Director to receive the scrutiniser’s register, report on e-voting and other related papers with requisite details.</del></p> <p><del>The scrutiniser(s) is required to submit his report within a period of three days from the date of the meeting.</del></p> <p><del>The Chairman or any other Director so authorised shall countersign the scrutiniser’s report so received.</del></p>	To align with the provisions of law and to maintain uniformity with other Para(s) of Standard, this has been merged with Para 8.6.1. “Declaration of Results”.
40	8.5.1	Advertisement shall also be placed on the website of the company, in case of companies having a website and of the Agency.	Advertisement shall <b>simultaneously also</b> be placed on the website of the company, <u>till the conclusion of Meeting</u> , in case of companies having a website and of the Agency.	To bring clarity about the period upto which advertisement has to be hosted on the website and also to bring clarity as to when advertisement be hosted on the website.

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41.	8.5.2	<p>Notice shall also be placed on the website of the company, in case of companies having a website, and of the Agency.</p> <p>Such Notice shall remain on the website till the date of General Meeting.</p>	<p>Notice shall <del>simultaneously-also</del> be placed on the website of the company, in case of companies having a website, and of the Agency.</p> <p>Such Notice shall remain on the website till the date of General Meeting.</p>	To bring clarity as to when Notice be hosted on the website.
42.	8.6.1	<p>Based on the scrutiniser's report received on Remote e-voting and voting at the Meeting, the Chairman or any other Director so authorised shall countersign the scrutiniser's report and declare the result of the voting forthwith with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not.</p>	<p><del>The scrutiniser(s) shall submit his report within three days from the date of the meeting to the Chairman or a person authorised by him, Based on the scrutiniser's report received on Remote e-voting and voting at the Meeting, who</del> shall countersign the <del>same</del> <u>scrutiniser's report</u> and declare the result of the voting forthwith with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not.</p>	To align with the provisions of law. Rule 20 of Companies (Management and Administration) Rules, 2014 requires the scrutiniser to submit report to "Chairman or a person authorised by him in writing" who shall countersign the same and declare the result.
43.	8.6.2	<p>The result of the voting, with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not shall be displayed on the Notice Board of the company at its Registered Office and its Head Office as well as Corporate Office, if any, if such office is situated elsewhere. Further, the results of voting alongwith the scrutiniser's report shall also be placed on the website of the company, in case of companies having a website and of</p>	<p>The result of the voting, with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not shall be displayed <u>for at least three days</u> on the Notice Board of the company at its Registered Office and its Head Office as well as Corporate Office, if any, if such office is situated elsewhere. Further, the results of voting alongwith the scrutiniser's report shall also be placed on the website of the company, in case of companies having a website and of the Agency, immediately after the results are declared.</p>	<p>To provide a minimum period for displaying the result of e-voting on the Notice Board of the company.</p> <p>There were queries from the stakeholders as to the period of displaying result on the Notice Board.</p>

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		<b>the Agency, immediately after the results are declared.</b>		
44	9.2	<b>New Insertion</b>	<u>In case of a private company, the demand and conduct of poll shall be as stated above, unless otherwise provided in the Articles.</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of Private Companies.
45	9.4	<b>New Insertion</b>	<u>In case of a private company, the appointment of scrutiniser(s) shall be in accordance with this para, unless otherwise provided in the Articles.</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of Private Companies.
46	9.4 Para 1	At least one of the scrutinisers shall be a Member who is present at the Meeting, provided such a Member is available and willing to be appointed.	<del>At least one of the scrutinisers shall be a Member who is present at the Meeting, provided such a Member is available and willing to be appointed.</del>	Relaxation given by removing the requirement that atleast one scrutiniser shall be a member.  Since, there is no mandatory requirement under the Act, this is left at the discretion of the Chairman.
47	9.5.1 Para 1	<b>Based on the scrutiniser's report, the Chairman shall declare the result of the poll within two days of the submission of report by the scrutiniser, with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not.</b> The scrutiniser shall submit his report to the Chairman who shall countersign the same. In case Chairman is not available, for such purpose, the report	<u><b>The scrutiniser shall submit his report within seven days from the last date of the poll to the Chairman who shall countersign the same and</b></u> <del>Based on the scrutiniser's report, the Chairman shall</del> <b>declare the result of the poll within two days of the submission of report by the scrutiniser, with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not.</b> <del>The scrutiniser shall submit his report to the Chairman who shall countersign the same.</del> In case Chairman is not available, for such purpose, the report by the scrutiniser shall be submitted to <u>any Director who is person</u> authorised by the <u>Board Chairman</u> to receive such report, who shall	To align with the provisions of law and to maintain uniformity with other Para(s) of Standard as to the submission of scrutinisers report and declaration of results.  The law is silent regarding the submission of report in the absence of Chairman. The SS covers such situation and provides for submission of report to a person authorised by Chairman.

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		by the scrutiniser shall be submitted to any Director who is authorised by the Board to receive such report, who shall countersign the scrutiniser's report on behalf of the Chairman.	countersign the scrutiniser's report on behalf of the Chairman.	
48	9.5.1	<b>New Insertion</b>	<u>In case of a private company, the declaration of results of poll shall be in accordance with this para, unless otherwise provided in the Articles.</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of Private Companies.
49	9.5.2	<b>The result of the poll with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not shall be displayed on the Notice Board of the company at its Registered Office and its Head Office as well as Corporate Office, if any, if such office is situated elsewhere, and in case of companies having a website, shall also be placed on the website.</b>	<b>The result of the poll with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not shall be displayed <u>for at least three days</u> on the Notice Board of the company at its Registered Office and its Head Office as well as Corporate Office, if any, if such office is situated elsewhere, and in case of companies having a website, shall also be placed on the website.</b>	To provide a minimum period for displaying the result of poll on the Notice Board of the company.  There were queries from the stakeholders as to the period of displaying result on the Notice Board.
50	10	<b>Resolutions for items of business which are likely to affect the market price of the securities of the company shall not be withdrawn. However, any resolution proposed for consideration through e-voting shall not be withdrawn.</b>	<b>Resolutions for items of business which are likely to affect the market price of the securities of the company shall not be withdrawn. <del>However Further</del>, any resolution proposed for consideration through e-voting shall not be withdrawn.</b>	Language improvement and to maintain reading flow the word "However" is replaced with "Further".
51	13.1	<b>The qualifications, observations or comments or other remarks on the financial transactions or matters</b>	<b>The qualifications, observations or comments or other remarks, <u>if any, mentioned in the Auditor's Report</u> on the financial transactions, <del>or matters</del> which have any adverse</b>	To align the Standard with the requirements prescribed in law that the only adverse remarks in Audit

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S. No.	Para No.	Existing SS	Revised Text	Rationale
		which have any adverse effect on the functioning of the company, if any, mentioned in the Auditor's Report shall be read at the Annual General Meeting and attention of the Members present shall be drawn to the explanations / comments given by the Board of Directors in their report.	effect on the functioning of the company, <del>if any, mentioned in the Auditor's Report</del> shall be read at the Annual General Meeting and attention of the Members present shall be drawn to the explanations / comments given by the Board of Directors in their report.	Report having material adverse effect on the functioning of the company be read at the meeting.
52.	13.2	The qualifications, observations or comments or other remarks if any, mentioned in the Secretarial Audit Report issued by the Company Secretary in Practice, shall be read at the Annual General Meeting and attention of Members present shall be drawn to the explanations / comments given by the Board of Directors in their report.	The qualifications, observations or comments or other remarks, if any, mentioned in the Secretarial Audit Report issued by the Company Secretary in Practice, <u>which have any material adverse effect on the functioning of the company</u> , shall be read at the Annual General Meeting and attention of Members present shall be drawn to the explanations / comments given by the Board of Directors in their report.	
53.	15.3	--	<u>However, if a Meeting is adjourned for a period not exceeding three days and where an announcement of adjournment has been made at the Meeting itself, giving in the details of day, date, time, venue and business to be transacted at the adjourned Meeting, the company may also opt to give Notice of such adjourned Meeting either individually or by publishing an advertisement, as stated above.</u>	To cover those situations where the Meeting is adjourned for same day or where three days' Notice is not possible.
54.	15.4	If a Meeting, other than a requisitioned Meeting, stands adjourned for want of Quorum, the	If a Meeting, other than <u>an Annual General Meeting and</u> a requisitioned Meeting, stands adjourned for want of Quorum, the adjourned Meeting shall be held on the	To align Standard with the legal provisions pertaining to adjourned AGM on National Holiday and to

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S. No.	Para No.	Existing SS	Revised Text	Rationale
		<p><b>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.</b></p> <p>If a Meeting is adjourned for want of a Quorum to the same day on the next week, at the same time and place or with a change of day, time or place, the company shall give not less than three days' Notice specifying the day, date, time and venue of the Meeting, to the Members either individually or by publishing an advertisement in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated, and in an English newspaper in English language, both having a wide circulation in that district.</p> <p>If, at an adjourned Meeting, Quorum is not present within half an hour from the time appointed, the Members present, being not less than two in number, will constitute the Quorum.</p>	<p><b>same day, in the next week at the same time and place or on such other day, <del>not being a National Holiday</del>, or at such other time and place as may be determined by the Board.</b></p> <p>If a Meeting is adjourned for want of a Quorum to the same day on the next week, at the same time and place or with a change of day, time or place, the company shall give not less than three days' Notice specifying the day, date, time and venue of the Meeting, to the Members either individually or by publishing an advertisement in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated, and in an English newspaper in English language, both having a wide circulation in that district.</p> <p>If, at an adjourned Meeting, Quorum is not present within half an hour from the time appointed, the Members present, being not less than two in number, will constitute the Quorum.</p> <p><u>An adjourned Annual General Meeting, adjourned for want of quorum or otherwise, shall not be held on a National Holiday, only if any item relating to filling up of vacancy of a director retiring by rotation is included in the agenda of such adjourned Meeting.</u></p> <p><u>The company shall ensure compliance of the provisions of holding the Annual General Meeting every year, including adjournment thereof within a gap of not exceeding 15 months from the date of the previous Annual General Meeting or within such extended period permitted by the Registrar of Companies.</u></p>	<p>cover the impact of Section 152 (7) of Companies Act, 2013.</p>



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S. No.	Para No.	Existing SS	Revised Text	Rationale
55	15.4	<b>New Insertion</b>	<u>In case of a private company, the adjournment of Meeting for want of quorum shall be in accordance with this para, unless otherwise provided in the Articles.</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of Private Companies.
56	15.5	<b>New Insertion</b>	<u>In case of a private company, the requisitioned meeting shall stand cancelled in accordance with this para, unless otherwise provided in the Articles.</u>	To reflect the effect of MCA's Exemption Notification dated 5 <sup>th</sup> June 2015 in respect of Private Companies.
57	16.2	<p><b>Every company having its equity shares listed on a recognised stock exchange other than companies whose equity shares are listed on SME Exchange or on the Institutional Trading Platform and other companies which are required to provide e-voting facility shall provide such facility to its Members in respect of those items, which are required to be transacted through postal ballot.</b></p> <p>Other companies presently prescribed are companies having not less than one thousand Members.</p>	<p><b>Every company having its equity shares listed on a recognised stock exchange other than companies whose equity shares are listed on SME Exchange or on the Institutional Trading Platform and other companies which are required to provide e-voting facility shall provide such facility to its Members in respect of those items, which are required to be transacted through postal ballot.</b></p> <p>Other companies presently prescribed are companies having not less than one thousand Members.</p> <p><u>Nidhis are not required to provide e-voting facility to their Members.</u></p>	Insertions to reflect the effect of amended Rule 20(2) of Companies (Management and Administration) Rules, 2014 vide MCA Notification dated 23 <sup>rd</sup> September 2016.
58	16.3	<p><b>(f) decide the record date for reckoning Voting Rights and ascertaining those Members to whom the Notice and postal ballot forms shall be sent.</b></p> <p>Only Members as of the record date</p>	<p><b>(f) decide the <del>record-cut-off</del> date for reckoning Voting Rights and ascertaining those Members to whom the Notice and postal ballot forms shall be sent.</b></p> <p>Only Members as <u>on of</u> the <del>record-cut-off</del> date shall be entitled to vote on the proposed Resolution by postal ballot.</p>	To maintain uniformity with other Para(s) of Standard, the word "record date" is replaced with "cut-off".

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S. No.	Para No.	Existing SS	Revised Text	Rationale
		shall be entitled to vote on the proposed Resolution by postal ballot.		
59	16.3	<b>(g) decide on the calendar of events.</b>	<del>(g) decide on the calendar of events.</del>	To align with the provisions of law. Earlier companies were required to file a calendar of events in connection with postal ballot to the RoC. Now, such requirement is no longer exist. Hence the deletion.
60	16.3	<b>(h) authorise the Chairman or in his absence, any other Director to receive the scrutiniser’s register, report on postal ballot and other related papers with requisite details.</b> The scrutiniser is required to submit his report within seven days from the last date of receipt of postal ballot forms.	<del>(h) authorise the Chairman or in his absence, any other Director to receive the scrutiniser’s register, report on postal ballot and other related papers with requisite details.</del> <del>The scrutiniser is required to submit his report within seven days from the last date of receipt of postal ballot forms.</del>	To align with the provisions of law and to maintain uniformity with other Para(s) of Standard, this is merged with 16.6.1.
61	16.4.2	<b>In case of companies having a website, Notice of the postal ballot shall also be placed on the website.</b>  Such Notice shall remain on the website till the last date for receipt of the postal ballot forms from the Members.	<b>In case of companies having a website, Notice of the postal ballot shall <u>simultaneously</u> also be placed on the website.</b>  Such Notice shall remain on the website till the last date for receipt of the postal ballot forms from the Members.	To bring clarity as to when Notice be hosted on the website.
62	16.4.4 last Para	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	Notice and the advertisement shall clearly mention the <del>record</del> <u>cut-off</u> 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 <del>record-cut-off</del> date should treat this Notice	To maintain uniformity with other Para(s) of Standard, the word “record date” is replaced with “cut-off”.

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S. No.	Para No.	Existing SS	Revised Text	Rationale
		that a person who is not a Member as on the record date should treat this Notice for information purposes only.	for information purposes only.	
63.	16.6.1	<p><b>Based on the scrutiniser's report, the Chairman or any other Director authorised by him shall declare the result of the postal ballot on the date, time and venue specified in the Notice, with details of the number of votes cast for and against the Resolution, invalid votes and the final result as to whether the Resolution has been carried or not.</b></p> <p>The scrutiniser shall submit his report to the Chairman who shall countersign the same. In case Chairman is not available, for such purpose, the report by the scrutiniser shall be submitted to any other Director who is authorised by the Board to receive such report, who shall countersign the scrutiniser's report on behalf of the Chairman.</p>	<p><b><u>The scrutiniser shall submit his report within seven days from the last date of receipt of postal ballot forms to the Chairman or a person authorised by him, who shall countersign the same and</u> <del>Based on the scrutiniser's report, the Chairman or any other Director authorised by him and shall</del> declare the result of the postal ballot on the date, time and venue specified in the Notice, with details of the number of votes cast for and against the Resolution, invalid votes and the final result as to whether the Resolution has been carried or not.</b></p> <p><del>The scrutiniser shall submit his report to the Chairman who shall countersign the same. In case Chairman is not available, for such purpose, the report by the scrutiniser shall be submitted to any other Director who is authorised by the Board to receive such report, who shall countersign the scrutiniser's report on behalf of the Chairman.</del></p>	To bring in line with the provisions of law and to maintain uniformity with other Para(s) of Standard.
64.	16.6.2	<p><b>The result of the voting with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not, along with the scrutiniser's report shall be displayed on the Notice Board of the company at its Registered Office and its Head Office as well as Corporate Office, if any, if such office is</b></p>	<p><b>The result of the voting with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not, along with the scrutiniser's report shall be displayed <u>for at least three days</u> on the Notice Board of the company at its Registered Office and its Head Office as well as Corporate Office, if any, if such office is situated elsewhere, and also be placed on the website of the company, in case of companies having a website.</b></p>	<p>To provide a minimum period for displaying the result of postal ballot on the Notice Board of the company.</p> <p>There were queries from the stakeholders as to the period of displaying result on the Notice Board.</p>

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S. No.	Para No.	Existing SS	Revised Text	Rationale
		situated elsewhere, and also be placed on the website of the company, in case of companies having a website.		
65	17.1.3	<p>Minutes may be maintained in electronic form in such manner as prescribed under the Act and as may be decided by the Board. Minutes in electronic form shall be maintained with Timestamp.</p> <p>A company may maintain its Minutes in physical or in electronic form with Timestamp.</p> <p>Every company shall, however, follow a uniform and consistent form of maintaining the Minutes. Any deviation in such form of maintenance shall be authorised by the Board.</p>	<p><b>A company may maintain its Minutes in physical or in electronic form with Timestamp.</b></p> <p>Minutes may be maintained in electronic form in such manner as prescribed under the Act and as may be decided by the Board.</p> <p>Minutes in electronic form shall be maintained with Timestamp.</p> <p><b>Every A</b> company shall, however, follow a uniform and consistent form of maintaining the Minutes. Any deviation in such form of maintenance shall be authorised by the Board.</p>	For better clarity, paraphrasing is done within the existing text.
66	17.1.6	Minutes of Meetings, if maintained in loose-leaf form, shall be bound periodically depending on the size and volume.	Minutes of Meetings, if maintained in loose-leaf form, shall be bound periodically <b>at least once in every three years depending on the size and volume.</b>	To specify periodicity for binding the minutes maintained in “loose leaf” form.
67	17.1.7	Minutes Books shall be kept at the Registered Office of the company or at such other place, as may be approved by the Board.	Minutes Books shall be kept at the Registered Office of the company <b>or at such other place, as may be approved by the Board.</b>	Insertion to reflect the effect of amendment in Rule 25(1)(e) of Companies (Management and Administration) Rules, 2014 vide MCA Notification dated 23 <sup>rd</sup> September 2016.

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S. No.	Para No.	Existing SS	Revised Text	Rationale
68.	17.2.1.1	<b>Minutes shall state, at the beginning the Meeting, name of the company, day, date, venue and time of commencement and conclusion of the Meeting.</b>	<b>Minutes shall state, at the beginning the Meeting, name of the company, day, date, venue and time of commencement <del>and conclusion</del> of the Meeting.</b>	To avoid duplication as the word “conclusion” is covered by Para 17.2.2.1 (o).
69.	17.2.1.1	--	<u>Minutes of Annual General Meeting shall also state the serial number of the Meeting.</u>	To bring in line with the revised Para 1.2.4 requiring the Notice to specify the Serial No. of Annual General Meeting.
70.	17.2.2.1	<b>(i) Reading of qualifications, observations or comments or other remarks 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.</b>  <b>(j) Reading of qualifications, observations or comments or other remarks, as mentioned in the report of the Secretarial Auditor.</b>	<b>(i) Reading of qualifications, observations or comments or other remarks on the financial transactions, <del>or matters</del> which have any adverse effect on the functioning of the company, as mentioned in the report of the Auditors.</b>  <b>(j) Reading of qualifications, observations or comments or other remarks, <u>which have any material adverse effect on the functioning of the company</u>, as mentioned in the report of the Secretarial Auditor.</b>	Consequential change due to amendment in Para 13.1 & 13.2 of SS-2.
71.	18.2	<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.</b> Office copies of Notices, scrutiniser’s report, and related papers of the transferor company, as handed over to	<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.</b>  Office copies of Notices, scrutiniser’s report, and related papers of the transferor company, as handed over to the transferee company, shall be preserved in good order in physical or electronic form for as long as they remain current or for eight financial years, whichever is later and may be	Correction in para by deleting “;”.

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S. No.	Para No.	Existing SS	Revised Text	Rationale
		the transferee company, shall be preserved in good order in physical or 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 and permission of the Central Government, where applicable.	destroyed thereafter with the approval of the Board and permission of the Central Government, where applicable.	
72.	19	<b>Every listed company shall prepare a report on Annual General Meeting in the prescribed form, including a confirmation that the Meeting was convened, held and conducted as per the provisions of the Act.</b>	<b>Every listed <u>public</u> company shall prepare a report on Annual General Meeting in the prescribed form, including a confirmation that the Meeting was convened, held and conducted as per the provisions of the Act.</b>	To align with the provisions of law. Section 121 of the Companies Act, 2013 requires “listed public companies” to prepare a report on Annual General Meeting.
73.	19 Para 2	It shall be signed and dated by the Chairman of the Meeting or in case of his inability to sign, by any two Directors of the company, one of whom shall be the Managing Director, if there is one and Company Secretary.	<del>It shall be signed and dated by the Chairman of the Meeting or in case of his inability to sign, by any two Directors of the company, one of whom shall be the Managing Director, if there is one and Company Secretary.</del>	The signatory details were mentioned in SS before the notification of MGT-15.  Since, the Form MGT-15 is notified now and it contains the details of signatories; there is no need to mention it here, therefore the deletion.