

## Schedule of Amendments to SS-2

S. No.	Para No.	Existing Text of SS-2	Text of Revised SS-2	Rationale
1.	Scope (Paragraph 1 & 2)	<p>This Standard is applicable to all types of General Meetings of all companies incorporated under the Act except One Person Company (OPC) and a company licensed under Section 8 of the Companies Act, 2013 or corresponding provisions of any previous enactment thereof.</p> <p>However, Section 8 companies need to comply with the applicable provisions of the Act relating to General Meetings.</p>	<p>This Standard is applicable to all types of General Meetings of all companies incorporated under the Act except One Person Company (OPC) and a company <del>licensed</del> <u>registered</u> under Section 8 of the Companies Act, 2013 or corresponding provisions of any previous enactment thereof.</p> <p>However, <del>Section-8</del> companies <u>registered under Section 8 of the Companies Act, 2013</u> need to comply with the applicable provisions of the Act relating to General Meetings.</p> <p><u>The exemption to a company registered under Section 8 of the Companies Act, 2013 as referred above and the specific exemptions given to a private company and Government company in this Standard shall be available only if it has not committed any default in filing its Financial Statements or Annual Return with the Registrar of Companies.</u></p>	<p><b>Amendment in Law</b></p> <p>MCA Exemption Notifications dated 13<sup>th</sup> June, 2017 in respect of Section 8 Company / Private Company and Government Company. Now, the exemption is compliance based.</p> <p>The exemptions stated under MCA notifications dated 5<sup>th</sup> June, 2015 and 13<sup>th</sup> June, 2017 shall be available only to those companies which have not committed a default in filing its financial statements under Section 137 or annual return under Section 92 of the Act with the Registrar.</p>
2.	Defini-tions	<p>“<i>Ordinary Business</i>” means business to be transacted at an Annual General Meeting relating to (i) the consideration of financial statements, consolidated financial statements, if any, and the reports of the Board of Directors and Auditors; (ii) the declaration of any dividend; (iii) the appointment of Directors in</p>	<p>“<i>Ordinary Business</i>” means business to be transacted at an Annual General Meeting relating to (i) the consideration of financial statements, consolidated financial statements, if any, and the reports of the Board of Directors and Auditors; (ii) the declaration of any dividend; (iii) the appointment of Directors in</p>	<p><b>Amendment in Law</b></p> <p>Companies (Amendment) Act, 2017 Omitted the following proviso to Section 139(1):</p> <p>“Provided that the company shall place the matter relating to such appointment for ratification by</p>

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		the place of those retiring; and (iv) the appointment or ratification thereof and fixing of remuneration of the Auditors.	the place of those retiring; and (iv) the appointment <del>or ratification thereof</del> and fixing of remuneration of the Auditors.	members at every annual general meeting.”
3.	1.2.4 5 <sup>th</sup> Para-graph	Annual General Meetings shall be held either at the registered office of the company or at some other place within the city, town or village in which the registered office of the company is situated, whereas other General Meetings may be held at any place within India.	Annual General Meetings shall be held either at the registered office of the company or at some other place within the city, town or village in which the registered office of the company is situated. <u>However, Annual General Meetings of an unlisted company may be held at any place in India, if prior consent is given by all the members either in writing or by Electronic Mode. Such consent shall be received before the Meeting.</u>  <del>whereas—other</del> <u>Extra-Ordinary</u> General Meetings may be held at any place within India. <u>In case of a wholly owned subsidiary of a company incorporated outside India, Extra-Ordinary General Meetings may be held outside India.</u>	<b>Amendment in Law</b>  <b>Companies (Amendment) Act, 2017</b>  <b>In section 96 (2) following proviso inserted:—</b> "Provided that annual general meeting of an unlisted company may be held at any place in India if consent is given in writing or by electronic mode by all the members in advance:  <b>In Section 100(1), the following inserted:—</b> "Provided that an extraordinary general meeting of the company, other than of the wholly owned subsidiary of a company incorporated outside India, shall be held at a place within India."
4.	1.2.4 6 <sup>th</sup> Para-graph	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 be required in this behalf.	In case of a Government company, the Annual General Meeting shall be held at its registered office or <u>such other place within the city, town or village in which the registered office of the company is situated or such any</u> other place <del>with the approval of</del> <u>as</u> the Central	<b>Amendment in Law</b> MCA Exemption Notifications dated 13th June, 2017 Exemption to Govt. Company (In partial Modification to Principle exemption notification dated 5 <sup>th</sup> June, 2015)  Section 96(2):

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			Government, <del>as</del> may <u>approve</u> <del>be required</del> in this behalf.	Every annual general meeting shall be called during business hours, that is, between 9 a.m. and 6 p.m. on any day that is not a National Holiday and shall be held either at the registered office of the company or at <b>such other place within the city, town or village in which the registered office of the company is situated or such other place as the Central Government may approve in this behalf.</b>
5.	1.2.4 Last Paragraph	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.	In case of a private company, the Notice shall specify the entitlement of a member to appoint Proxy in accordance with this <u>paragraph</u> , unless otherwise provided in the Articles.	<b>Language improvement</b>  Being more appropriate, the term “Paragraph” is used instead of “Para”.
6.	1.2.7	<b>Notice and accompanying documents may be given at a shorter period of time if consent in writing is given thereto, by physical or electronic means, by not less than ninety-five percent of the Members entitled to vote at such Meeting.</b>  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 time fixed for the Meeting from not less than ninety-five percent of the Members entitled to vote at such Meeting.	<b>Notice and accompanying documents may be given at a shorter period of time if <u>the requisite consent of Members</u> in writing is <u>given accorded</u> thereto, by physical or electronic means, <u>as under:</u></b>  <u>(i) In case of an Annual General Meeting, consent</u> by not less than ninety-five percent of the Members entitled to vote at such Meeting.  <u>However, the Financial Statements and other documents required to be annexed thereto may be given at a shorter period of time if the requisite consent of Members in writing, by physical or electronic means, is accorded</u>	<b>Amendment in Law</b>  Companies (Amendment) Act, 2017  The amended section 101 provides that the general meetings may be held at a shorter notice subject to the requisite consent. This amendment in SS-2 is to include the effect of amendments in Section 101.  <b>Section 101</b>  Provided that a general meeting may be called after giving shorter notice than that specified in this subsection if consent, in writing or by electronic mode, is accorded thereto—

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		<p>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 Meeting at shorter Notice.</p> <p>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.</p>	<p><u>thereto:</u></p> <p><u>(a) if the company has a share capital, consent by the majority in number of members entitled to vote and represent not less than ninety-five per cent of such part of the paid-up share capital of the company as gives a right to vote at the Meeting;</u></p> <p><u>(b) if the company has no share capital, consent by the Members having not less than ninety-five per cent of the total voting power exercisable at such Meeting.</u></p> <p><u>(ii) In case of any other General Meeting-</u></p> <p><u>(a) if the company has a share capital, consent by the majority in number of members entitled to vote and represent not less than ninety-five per cent of such part of the paid-up share capital of the company as gives a right to vote at the Meeting;</u></p> <p><u>(b) if the company has no share capital, consent by the Members having not less than ninety-five per cent of the total</u></p>	<p>(i) in the case of an annual general meeting, by not less than ninety-five per cent. of the members entitled to vote thereat; and</p> <p>(ii) in the case of any other general meeting, by members of the company—</p> <p>(a) holding, if the company has a share capital, majority in number of members entitled to vote and who represent not less than ninety-five per cent of such part of the paid-up share capital of the company as gives a right to vote at the meeting; or</p> <p>(b) having, if the company has no share capital, not less than ninety-five per cent. of the total voting power exercisable at that meeting:</p> <p>Provided further that where any member of a company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members shall be taken into account for the purposes of this sub-section in respect of the former resolution or resolutions and not in respect of the latter."</p> <p><b>Amendment to Section 136</b>            Proviso to Section 136 allow to send the financial statement at shorter period than 21 days.</p> <p>136. a copy of the financial statements, including consolidated financial statements, if any, auditor's report and every other document required by law to be annexed or attached to the financial statements,</p>

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			<p style="text-align: center;"><u>voting power exercisable at such Meeting.</u></p> <p>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 <u>requisite consent of Members as stated above</u> is received prior to the time fixed for the Meeting <del>from not less than ninety five percent of the Members entitled to vote at such Meeting.</del></p> <p><u>Where any Member of a company is entitled to vote only on some resolution or resolutions to be moved at a Meeting and not on the other, then vote of the Member with respect to shorter notice shall only be counted for the purpose of the resolution on which the Member can vote.</u></p> <p><u>In addition,</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 Meeting at shorter Notice.</p> <p>In case of a private company, consent for shorter Notice shall be obtained from such</p>	<p>which are to be laid before a company in its general meeting, shall be sent to every member of the company, to every trustee for the debenture-holder of any debentures issued by the company, and to all persons other than such member or trustee, being the person so entitled, not less than twenty-one days before the date of the meeting:</p> <p><b>Provided that if the copies of the documents are sent less than twenty-one days before the date of the meeting, they shall, notwithstanding that fact, be deemed to have been duly sent if it is so agreed by members—</b></p> <p>(a) holding, if the company has a share capital, majority in number entitled to vote and who represent not less than ninety-five per cent. Of such part of the paid-up share capital of the company as gives a right to vote at the meeting; or</p> <p>(b) having, if the company has no share capital, not less than ninety five per cent. of the total voting power exercisable at the meeting:</p> <p><b>In addition to above, being more appropriate, the term “Paragraph” is used instead of “Para”.</b></p>

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			number of Members as specified in this paragraph, unless otherwise provided in the Articles.	
7.	5.1 3 <sup>rd</sup> Para- graph	In case of a private company, appointment of the Chairman shall be in accordance with this para, unless otherwise provided in the Articles.	In case of a private company, appointment of the Chairman shall be in accordance with this paragraph, unless otherwise provided in the Articles.	<b>Language improvement</b>  Being more appropriate, the term “Paragraph” is used instead of “Para”.
8.	6.1  Last Para- graph	In case of a private company, the Proxy shall be appointed in accordance with this para, unless otherwise provided in the Articles.	In case of a private company, the Proxy shall be appointed in accordance with this paragraph, unless otherwise provided in the Articles.	<b>Language improvement</b>  Being more appropriate, the term “Paragraph” is used instead of “Para”.
9.	6.6.1  Last Para- graph	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.	In case of a private company, the Proxy shall be deposited with the company in accordance with this paragraph, unless otherwise provided in the Articles.	<b>Language improvement</b>  Being more appropriate, the term “Paragraph” is used instead of “Para”.
10	7.3  Last Para- graph	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.	In case of a private company, the voting by show of hands shall be in accordance with this paragraph, unless otherwise provided in the Articles.	<b>Language improvement</b>  Being more appropriate, the term “Paragraph” is used instead of “Para”.
11	7.4  Last Para- graph	In case of a private company, the poll shall be conducted in accordance with this para, unless otherwise provided in the Articles.	In case of a private company, the poll shall be conducted in accordance with this paragraph, unless otherwise provided in the Articles.	<b>Language improvement</b>  Being more appropriate, the term “Paragraph” is used instead of “Para”.

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12	7.5.1 5 <sup>th</sup> Para- graph	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.	In case of a private company, the Voting Rights shall be reckoned in accordance with this <u>paragraph</u> , unless otherwise provided in the Memorandum or Articles of the company.	<b>Language improvement</b>  Being more appropriate, the term “Paragraph” is used instead of “Para”.
13	7.5.2	<b>A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.</b>  <b>In case of a private company, a member who is a related party is entitled to vote on such Resolution.</b>	<b>A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party, <u>except in case of a company in which ninety percent or more Members, in number, are relatives of promoters or are related parties.</u></b>  <b><u>Further in case of wholly owned subsidiary, the resolution passed by the holding company shall be sufficient for the purpose of entering into the transactions between wholly owned subsidiary and holding company.</u></b>  <b>In case of a private company, a member who is a related party is entitled to vote on such Resolution.</b>	<b>Amendment in Law</b> Companies (Amendment) Act, 2017 In Section 188 (1), following third proviso is inserted: "Provided also that nothing contained in the second proviso shall apply to a company in which ninety per cent. or more members, in number, are relatives of promoters or are related parties:"  In addition Rule 15(3) of Companies (Meeting of Board and its powers) Rules [Explanation (2)] provides as under:  In case of wholly owned subsidiary, the resolution passed by the holding company shall be sufficient for the purpose of entering into the transaction between the wholly owned subsidiary and the holding company.  The intent of above provision is also included in the standard to give clarity.
14	7.5.2	<b>A member who is a related party is entitled to vote on a Resolution pertaining to approval of any contract or arrangement to</b>	<b>A member who is a related party is entitled to vote on a Resolution pertaining to approval of any contract or arrangement to</b>	<b>Amendment in Law</b>

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	3 <sup>rd</sup> Paragraph	<p><b>be entered into by:</b></p> <p><b>(a) A Government company with any other Government company; or</b></p> <p><b>(b) An unlisted Government company with the prior approval of competent authority, other than those contract or arrangements referred in clause (a).</b></p>	<p><b>be entered into by:</b></p> <p><b>(a) A Government company with any other Government company <u>or with Central Government or any State Government or any combination thereof</u>; or</b></p> <p><b>(b) An unlisted Government company with the prior approval of competent authority, other than those contract or arrangements referred in clause (a).</b></p>	To include the effect of amendments in principal exemption notification dated 15 <sup>th</sup> June, 2015 issued by MCA in respect of Government Companies, which was partially amended vide MCA notification dated 2 <sup>nd</sup> March, 2020.
15	9.4 Last paragraph	In case of a private company, the appointment of scrutiniser(s) shall be in accordance with this para, unless otherwise provided in the Articles.	In case of a private company, the appointment of scrutiniser(s) shall be in accordance with this <u>paragraph</u> , unless otherwise provided in the Articles.	<p><b>Language improvement</b></p> <p>Being more appropriate, the term “Paragraph” is used instead of “Para”.</p>
16	9.5.1 Last paragraph	In case of a private company, the declaration of result of poll shall be in accordance with this para, unless otherwise provided in the Articles.	In case of a private company, the declaration of result of poll shall be in accordance with this <u>paragraph</u> , unless otherwise provided in the Articles.	<p><b>Language improvement</b></p> <p>Being more appropriate, the term “Paragraph” is used instead of “Para”.</p>
17	15.4 Last paragraph	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.	In case of a private company, the adjournment of Meeting for want of quorum shall be in accordance with this <u>paragraph</u> , unless otherwise provided in the Articles.	<p><b>Language improvement</b></p> <p>Being more appropriate, the term “Paragraph” is used instead of “Para”.</p>
18	15.5	In case of a private company, the requisitioned meeting shall stand cancelled in accordance with this para, unless otherwise provided in the	In case of a private company, the requisitioned meeting shall stand cancelled in accordance with this <u>paragraph</u> , unless otherwise provided	<p><b>Language improvement</b></p>

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	Last para-graph	Articles.	in the Articles.	Being more appropriate, the term “Paragraph” is used instead of “Para”.
19	16.1	Every company, except a company having less than or equal to two hundred Members, shall transact items of business as prescribed, only by means of postal ballot instead of transacting such business at a General Meeting.	Every company, except a company having less than or equal to two hundred Members, shall transact items of business as prescribed, only by means of postal ballot instead of transacting such business at a General Meeting. <u>However, such item of business may be transacted at a General Meeting by a company which is required to provide e-voting facility to its Members.</u>	<b>Amendment in Law</b>  Companies (Amendment) Act, 2017:  In section 110 (1), the following proviso inserted: "Provided that any item of business required to be transacted by means of postal ballot under clause (a), may be transacted at a general meeting by a company which is required to provide the facility to members to vote by electronic means under section 108, in the manner provided in that section."
20	16.8	A Resolution passed by postal ballot shall not be rescinded otherwise than by a Resolution passed subsequently through postal ballot.	A Resolution passed by postal ballot shall not be rescinded otherwise than by a Resolution passed subsequently through postal ballot <u>or passed at a General Meeting by a company which is required to provide e-voting facility to its Members.</u>	<b>Amendment in Law</b>  Companies (Amendment) Act, 2017  In section 110 (1), the following proviso inserted:  "Provided that any item of business required to be transacted by means of postal ballot under clause (a), may be transacted at a general meeting by a company which is required to provide the facility to members to vote by electronic means under section 108, in the manner provided in that section."
21	After Para 20	<b>EFFECTIVE DATE</b>	This Standard shall come into effect from <del>1<sup>st</sup> October, 2017</del> <u>1<sup>st</sup> April, 2024.</u>	

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22	Annexure	<i>Annexure (Para 16.1)</i>	<i>Annexure (Para<u>graph</u> 16.1)</i>	<p><b>Language improvement</b></p> <p>Being more appropriate, the term “Paragraph” is used instead of “Para”.</p>

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