1. Introduction

The Companies Act, 2013 mandates holding of at least one Annual General Meeting and minimum 4 Board meetings in a year. When any of these business meetings are to be held, it will necessarily consist of 4 major components:

(i) Notice of the meeting
(ii) Agenda for the meeting
(iii) Resolutions at the meeting
(iv) Minutes of the meeting

The law also recognizes the importance of these documents and has laid various rules for drafting, laying and preserving the above documents. Hence, it becomes imperative to properly draft these documents, which may even be used in future as reference.

2. General Hints on Drafting Reports

Reports are too numerous to be governed by precise rules. However, a few general hints for drafting them are given below:

(a) Collection of material or data being the foundation on which the report stands; the writer must collect them by referring to office records, interviewing people, visiting different places, etc., as may be necessary.

(b) The material collected as aforesaid has to be arranged in a logical sequence so that the report, when made out, may read like a narrative.

(c) The report should have a leading and a preface explaining its purpose and nature.

(d) Its language has to be simple, clear and unequivocal short sentences are to be preferred to long ones. It should be drafted in an impersonal manner, making use of ‘third person’.

(e) If the report is likely to be lengthy, it should be divided into parts and appropriate sub-heading should be used. The report must then contain a summary also. Many people adopt the practice of giving the gist in one page and the matter in detail later in the
Corporate and Allied Laws

(f) Where the directors are not technical persons, technical phraseology should be eschewed, yielding place to plain and simple phraseology, the idea being to make the report, as far as practicable, easily understandable by those for whom it is meant.

(g) The conclusions put forward should be founded on the material or data collected; also these should be unbiased in character.

3. Notice of Board meeting

Notice of Board meeting is required pursuant to Section 173(3) of the Companies Act, 2013. According to this section, a meeting of the Board shall be called by giving not less than 7 days’ notice in writing to every director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means.

Further, a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting.

In case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director, if any.

As per section 173(4) of the Companies Act, 2013, every officer of the company whose duty is to give notice under this section and who fails to do so shall be liable to a penalty of ₹ 25,000.

Specimen notice

<table>
<thead>
<tr>
<th>Board Meeting</th>
</tr>
</thead>
<tbody>
<tr>
<td>Section 173(3) of the Companies Act, 2013: ‘Notice’ convening a Board Meeting</td>
</tr>
<tr>
<td>Paper Wood Limited</td>
</tr>
<tr>
<td>Palkaji, Bombay-400 012.</td>
</tr>
<tr>
<td>Dated........ 20....</td>
</tr>
</tbody>
</table>

To
Mr. XYZ,
Nagpur-440 012.

Dear Sir,

Notice is hereby given that a meeting of the Board of Director which will be held at the registered office of the company at Palkaji, Bombay- 400 012 on.................... the.................
20…….. at……..a.m./p.m.

You are requested to make it convenient to attend the meeting.

A copy of the agenda of the businesses which are likely to be transacted at the meeting is enclosed for your perusal.

Yours faithfully

For PAPER WOOD LIMITED

Secretary

(Each director should be individually addressed with a copy of agenda of the meeting)

4. Agenda

The various items of business to be transacted constitute the agenda, literally “things to be done” is called the meeting. Though it is common practice to send to directors or members an agenda or a list of items of business proposed to be transacted at the meeting, the Act does not lay down any such requirement. The current practice is, to lay down the agenda preferably in the form of proposed resolutions. It is usually prepared by the secretary but issued however, after it has been approved by the managing director or an executive of an equal rank.

Preparation of agenda: The preparation of agenda requires considerable care. An ideal agenda is the one which is so worded that only by altering a few words of an item to convert it into past tense, it would form the minutes. It may be, and is often drawn up on loose sheets of foolscap Paper. However, it is also preferable to write in bond book specially kept for that purpose. The order in which various items appear in the agenda is generally the order in which the business is to be transacted at the meeting. As it is customary to discuss routine matters first such items as relate to it come first in the agenda. They are followed by important items which, it is expected would provoke discussion among members. At the end, the item which require only to be noted by the members are listed. Such an order generally has the merit of dividing equitably the time of the meeting among various items according to their importance. It must be added, however, that the chairman has the discretion to take up item for consideration by the meeting in the order he considers convenient for the disposal of the business. The various items listed on the agenda are numbered serially for convenience of recording minute and for future reference.
AGENDA for the Board Meeting (Summary Form)

Agenda for Board Meeting to be held at.......... on......... day, of ...... 20...... at...........
[a.m.]

............................................ Ltd.

1. The Chairman to announce that the quorum for the meeting is present.

2. The Chairman to address the meeting, and to move that, with the permission of the members present, the notice of the meeting and the Directors’ Report be taken as read, and to call on the Secretary to read the Auditors’ Report.

3. The Chairman to make a statement commenting upon the working of the company.

4. The Chairman to propose:
   “Resolved that the audited Balance Sheet as at.................. 20...... at the Profit and Loss Account for the year ending.................. 20........ together with the Directors’ Report and Auditors’ Report thereon, be and the same are hereby received and adopted”.

   Mr................. to second.

   The Chairman to invite members to put questions regarding working of the company under review. After the members have spoken and their queries answered, put motion to meeting and declare result.

5. Mr................. a Director to propose:
   “Resolved that pursuant to the recommendation of the directors, dividend at the rate of Rupees....................... per share on the equity share capital of the company for the year ended.................. 20...... be and is hereby declare out of the current profits [or out of the accumulated profits] of the company and that the same be paid, after deduction of income-tax at source, to those shareholder whose names appear on the company’s register of members on.................. 20...... and that divided warrants be posted within 30 days hereof only to those shareholders who are entitled to receive payment”.

   Mr................. to second.

   Put motion to meeting and declare result.

6. Mr................. a Director to propose:
   “Resolved that Mr....................... who retires by rotation and is eligible for re-appointment, be and is hereby re-appointment as a Director of the Company”.

   Mr................. to second.

   Put motion to meeting and declare result.

7. The Chairman to declare the meeting closed.
5. Resolutions

A meeting is an important instrument in the corporate decision-making process. The business at a meeting is preceded by a notice containing the agenda. The resolution is the event that takes place in the meeting.

Dictionary meaning of the word ‘resolution’, is ‘a formal proposal put before a public assembly or the formal determination of such proposal on any matter’. Derived from this meaning, a resolution is a formal agreement as to adoption of proposal put before an assembly of persons or meeting. In the context of company management, it is either a Board meeting or a General meeting of the members. The passing of a resolution should be construed as the manner in which a meeting formally acts expressing the intent and purpose of the meeting and if it is a meeting of members, it means the will of the company, and if it is a meeting of the Board of directors, it means the exposition of the intent of the executive action initiated or to be initiated subject to the limiting and regulatory force of the different statute.

Hints on drafting of resolution

While framing resolution, it is to be ensured that:

(i) They should be expressed clearly and in precise terms, and not vaguely, whether they embody the decisions of the directors or are those passed at general meeting.

(ii) All identification of instruments, persons, etc., referred to in the resolution are properly made.

(iii) If the resolution is being passed in pursuance to the provisions of the Act, it refers to relevant section or sections.

(iv) If the resolution is such as requires the approval of the Central Government/National Company Law Tribunal or confirmation of the Court, it states that effect.

(v) If the resolution is to be effective immediately, it is drawn to show that effect.

(vi) The resolution is confined to one subject matter.

Wherever possible, lengthy resolutions should be divided into paragraphs and arranged in their logical order having regard to the subject matter of the resolution.

Members’ resolution

Resolutions that may be passed by a company are of two kinds:

(i) Ordinary resolution and

(ii) Special resolutions
Specimen General Meeting Resolutions- Ordinary

Sections 149, 150 and 152 of the Companies Act, 2013- Appointment of Independent Director – Ordinary Resolution

*RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. ----- (holding DIN -------), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to ---, 20---."

Specimen General Meeting Resolutions- Special

Section 232 of the Companies Act, 2013: Approval of scheme of arrangement between company and class of shareholders – Special resolution

*Resolved that, subject to sanction by the Tribunal at………………., a scheme of arrangement in terms of the draft laid before this meeting and for the purpose of identification signed by the Chairman thereof, or with such alteration or modification thereof as may be directed by the said Tribunal, between the company and the holders of the promoters shares and the holders of the equity shares for the purpose of eliminating existing……………….. promoters shares of र…………… each by converting them into……………….. equity shares of र……………. be and is hereby approved."

Section 180 of the Companies Act, 2013: Power of Board of directors to borrow money – Special resolution

"RESOLVED that pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of र ___Crores (Rupees ____ crores) over and above the aggregate of the paid up share capital and free reserves of the Company.”

Directors’ Resolutions

Resolutions passed in a Board meeting.

As a general rule, the directors act/exercise their powers by resolutions passed at Board meetings. These resolutions may be resolution requiring:

(a) Adoption by majority: The articles usually provide for a simple majority of votes to secure adoption of directors’ resolution.
(b) **Unanimous adoption:** The resolution must be passed unanimously where the Act requires as such. For example: Third Proviso to section 203(3) of the Companies Act, 2013

(c) **Resolution by circulation**

1. The Act allows the Board of directors to pass resolution by Circulation also. A resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation if:
   
   (i) The resolution has been circulated in draft, together with the necessary papers, if any, to all the directors, or members of the committee, as the case may be,

   (ii) The resolution should be sent at their addresses registered with the company in India,

   (iii) It can be sent by hand delivery or by post or by courier, or through such electronic means as may be prescribed, and

   The Companies (Meetings of Board and its Powers) Rules, 2014 provides that a resolution in draft form may be circulated to the directors together with the necessary papers for seeking their approval, by electronic means which may include E-mail or fax.

   (iv) It has been approved by a majority of the directors or members, who are entitled to vote on the resolution.

2. If atleast 1/3rd of the total number of directors of the company for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board instead of being decided by circulation.

3. A resolution that has been passed by circulation shall have to be necessarily be noted in the next meeting of board or the committee, as the case may be, and made part of the minutes of such meeting.

*Note: Please refer section 175 of the Companies Act, 2013, for detail discussion on ‘Passing of Resolution by Circulation’.*

**Specimen Board Resolution passed in the Meeting**

<table>
<thead>
<tr>
<th>Section 202 of the Companies Act, 2013: Compensation for loss of office – Board Resolution</th>
</tr>
</thead>
<tbody>
<tr>
<td>&quot;<strong>WHEREAS</strong> Mr. NBS was employed for a period of three years as the Managing Director of the company from............... 20..... and Whereas the company wanted to dispense with the services of the said Managing Director, and WHEREAS the company has duly served notice to the said Managing Director in terms of clause........ of the agreement between the company and the said Mr. NBS governing his terms and condition as the Managing Director of the company, it is hereby resolved that an amount of ₹............, be paid to Mr. NBS as compensation for the loss of his office as the Managing Director of the company.&quot;</td>
</tr>
</tbody>
</table>

© The Institute of Chartered Accountants of India
Specimen Board Resolution – Passed by Circulation

To

Mr………………., Director
…………………………
…………………………
(Address in India only).

Dear Sir,

The following resolution, which is intended to be passed as a resolution by circulation as provided in Section 175 of the Companies Act, 2013, is circulated herewith as per the provisions of the said section.

If only you are Not Interested in the resolution, you may please indicate by appending your signature in the space provided beneath the resolution appearing herein below as a separate perforated slip if you are in favour or against the said resolution. The perforated slip may please be returned if and when signed within……………….. days of this letter.

However, it need not be returned if you are interested in the resolution.

Yours faithfully,

(Secretary)

………………..Ltd.

Resolution by circulation passed by the directors as per circulation effected………… 20…..

Resolved
that………………………………………………………………………………………………………………………………………………

[Set out the resolution intended to passed]

*For/Against
Signature

*Strike off whichever is inapplicable.
6. Minutes

The minute in a literal sense means a note to preserve the memory of anything. The minutes of a meeting are a written record of the business transacted; decisions and resolutions arrived at the meeting. Section 118 of the Companies Act, 2013 imposes a statutory obligation on every company to cause minutes of all proceedings of general meetings, board meetings and other meeting and resolution passed by postal ballot. Section 119 of the Companies Act, 2013 provides for inspection of minutes-books of general meeting. The statutory requirements relating to keeping of the minutes of meeting are:

(1) **Preparation of the minutes of the proceedings of meetings:** Every company shall cause minutes of the proceedings of every general meeting of any class of shareholders or creditors, and every resolution passed by postal ballot and every meeting of its Board of Directors or of every committee of the Board, to be prepared and signed in such manner as may be prescribed and kept within thirty days of the conclusion of every such meeting concerned, or passing of resolution by postal ballot in books kept for that purpose with their pages consecutively numbered.

(2) **Contain fair and correct summary:** The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

(3) **Appointments to be included in the minutes:** All appointments made at any of the meetings aforesaid shall be included in the minutes of the meeting.

(4) **Other details:** In the case of a meeting of the Board of Directors or of a committee of the Board, the minutes shall also contain—
   
   (a) the names of the directors present at the meeting; and

   (b) in the case of each resolution passed at the meeting, the names of the directors, if any, dissenting from, or not concurring with the resolution.

(5) **Exemptions to matters from inclusion in the minutes:** There shall not be included in the minutes, any matter which, in the opinion of the Chairman of the meeting,—

   (a) is or could reasonably be regarded as defamatory of any person; or

   (b) is irrelevant or immaterial to the proceedings; or

   (c) is detrimental to the interests of the company.
(6) **Absolute discretion of chairman:** The Chairman shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in point (5) above.

(7) **Considered as evidence of the proceedings:** The minutes kept in accordance with the provisions of this section shall be evidence of the proceedings recorded therein.

(8) **Minutes signifies the validity of the procedure:** Where the minutes have been kept in accordance with this section then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place, and the resolutions passed by postal ballot to have been duly passed and in particular, all appointments of directors, key managerial personnel, auditors or company secretary in practice, shall be deemed to be valid.

(9) **Matter contained in the minutes shall be circulated:** No document purporting to be a report of the proceedings of any general meeting of a company shall be circulated or advertised at the expense of the company, unless it includes the matters required by this section to be contained in the minutes of the proceedings of such meeting.

(10) **Adherence of secretarial standards by company:** Every company shall observe secretarial standards with respect to general and Board meetings specified by the Institute of Company Secretaries of India constituted under section 3 of the Company Secretaries Act, 1980, and approved as such by the Central Government.

(11) **Default in compliance:** If any default is made in complying with the provisions of this section in respect of any meeting, the company shall be liable to a penalty of twenty-five thousand rupees and every officer of the company who is in default shall be liable to a penalty of five thousand rupees.

(12) **Tampering with the minutes:** If a person is found guilty of tampering with the minutes of the proceedings of meeting, he shall be punishable with imprisonment for a term which may extend to two years and with fine which shall not be less than twenty-five thousand rupees but which may extend to one lakh rupees.

**Drafting of minutes:** The minutes may be drafted in a tabular form or they may be drafted in the form of a series of paragraphs, numbered consecutively and with relevant headings. However, all minutes whether of general meetings, or board meetings, should contain the following particulars:

*Particulars of the Meeting*

(1) Name of the meeting.

(2) Place, date and time of meeting.

(3) How the meeting was constituted.
Constitution of the Meeting - Present

(a) name of person in the Chair.

(b) names of directors and Secretary.

(c) names of persons in attendance…… Solicitor,………auditor (in a board meeting).

(d) together with number of members (in general meeting).

Contents of minutes

(4) Serial number of the minute.

(5) Brief subject heading or index of each minute.

(6) Full terms of resolutions adopted.

(7) All statistical figures, amounts, dates, rate of interest, Nos. of Shares, etc.

(8) Specific business upon which decisions were taken.

(9) All appointments of officers, salaries, etc.

(10) Financial and contractual transactions considered by the meeting.

(11) In the case of special resolution number of votes for and against.

(12) Objections and protests raised by members together with the Chairman’s rulings when members insist on their recording in the minutes, e.g., Mr. A objected to the proposed motion on the ground that it was *ultra vires*, the Chairman ruled that the motion was in order.

(13) Names of directors dissenting or not concurring with any resolution passed at a Board Meeting.

(14) Reference about interested directors abstaining from voting is necessary.

(15) The Chairman’s signature and date of verification of minutes as correct.
Specimen Minutes

Minutes of……………….. meeting of the Board of Directors of ABC Limited

held on……………….. the……………….. 2017, at New Delhi

Present:
1. ………………. Chairman
2. ………………. Director
3. ………………. Director

In attendance Secretary

Item No. 1: Leave of absence:
Leave of absence was granted to Saravashri……………….. directors.

Item No. 2: Confirmation of minutes of the……………….. Board meeting:
The minutes of the……………….. meeting of the Board of Directors held on………………..

were considered and confirmed.

Item No. 3: Appointment of Managing Director:
The Board noted the appointment of Shri……………….. director of the company as the
Managing Director of the company. In this connection, the following resolutions were passed:

“Resolved that Shri……………….. who fulfils the conditions specified in Parts I and II of
Schedule V to the Companies Act, 2013, be and is here by appointed as the Managing
Director of the company for a period of five years effective from……………….. and that he may
be paid remuneration by way of salary, commission and perquisites in accordance with Part II
of Schedule V to the Act.

Resolved further that the Secretary of the company be and is hereby directed to file the
necessary returns with the Registrar of Companies and to all acts and things as may be
necessary in this connection.”

Item No. 4: Next Board Meeting:
The next meeting of the Board will be held on……………….. the……………….. 20…… at the
registered office of the company. The meeting ended with a vote of thanks to the chair.