



APAC & ASSOCIATES LLP
Company Secretaries

ONE CONCEPT ONE SLIDE

Web Series – Sep. 2019_6

Topic: Secretarial Standard – 2 (SS-2)

310, Aggarwal Cyber Plaza I, Netaji Subhash Place, Pitampura, Delhi – 110 034



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SS-2 Process of Annual General Meeting (AGM)/ Extra-Ordinary General Meeting (EGM)

Before the meeting

• Frequency of AGM



• Notice

Length

- 21 clear days (hand, electronically) (+2 days for speed/registered post/courier) - exclude AGM & Notice date
- Shorter Notice- 95% members

Contents

- Time, Day, Date, Place, Nature of business, route map, landmark, proxy form, attendance slip
- Entitlement for appointing proxy
- Explanatory statement

Recipients

- Members, Directors,
- All Auditors, (Internal, Secretarial, Statutory Auditor)
- Debenture Trustees

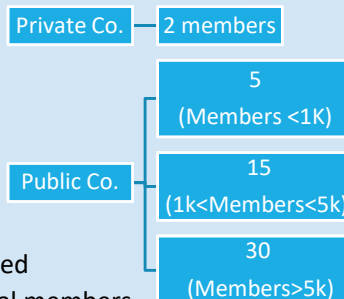
E-voting

- E-voting procedure in notice
- Advertisement in Vernacular & English Newspaper (additional contents)

Preservation - Notices, scrutinizer's report office copies – 8 FYs

During the meeting

• Quorum



- Proxies to be excluded
- Mandatory 2 Physical members
- Auditor presence (can be exempted by the Company)
- Chairman (Non-interested in agenda)

• Mode of voting - Show of hands, Poll, E-voting

- **Voting** (Interested Members- not entitled to vote except private company)
 - Show of hands - proposed & seconded
 - E-voting – Listed Co. or members > 1k, Scrutinizer's report, at least 3 days e-voting voting period

• Restrictions – Gifts, Gift coupons, cash in lieu of gift

After the meeting

• Results

- Scrutinizer's Report - E-voting within 3 days and Poll within 7 days
- Poll – 3 days from Scrutinizer's Report
- Display - Notice Board of Registered, Head & Corporate Office, and Website, if any

• Minutes

- Content- name of the Company
- day, date, venue, serial number, present directors & CS, no. of members present, quorum, opening remarks of Chairman, type of resolution, person proposed & seconded, majority of passed resolution, time of commencement.
- Entry & Signing- 30 days of AGM
- Preservations: Permanently

• Report on AGM

- Listed Company to RoC – 30 days of AGM

Postal Ballot

- Mandatory for certain items (refer Annexure of SS-2)
- Ordinary business items not allowed
- Company having members ≥ 200

Articles of the Company may provide for stricter provisions.

THANK
YOU!

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