

**Subject – Secretarial Practices**  
**Subject code- BBA603 / BCH603**

**Lecture 38**

**Minutes of Proceedings of Meetings**

Every company must keep minutes of the proceedings of general meetings and of the meetings of board of directors and its committees. The minutes are a record of the discussions made at the meeting and the final decisions taken thereat.

Every company must keep minutes containing details of all proceedings at the meetings. The pages of the minute books must be consecutively numbered and the minutes must be recorded therein within 30 days of the meeting. They have to be written directly on the numbered pages. Pasting or attaching of papers is not allowed. Each page of every such minutes books must be initialed or signed and last page of the record of proceedings of each meeting in such books must be dated and signed by :-

- in the case of the meeting of the Board of directors or committee thereof, by the chairman of that meeting or that of the succeeding meeting, and
- in the case of a general meeting, by the chairman of the same meeting within the aforesaid 30 days or in the event of the death or inability of that chairman within the period, by a director duly authorised by the Board of directors for the purpose.

The Company Law Board, however, may not object if minutes are maintained in loose leaf form provided all other procedural requirements are complied with and all possible safeguards against manipulation or interpolation of the minutes are ensured. The loose leaves must be bound at reasonable intervals. Entering the minutes in a bound minute book by a chemical process, which does not amount to attachment to any book by pasting or otherwise is permissible provided on the mechanical impression of the minutes, the original signatures of the Chairman are given on each page. All appointments of officers made at any of the meetings must be included in the minutes of the meeting. In the case of a meeting of the Board of directors or its Committee, the minutes must also state the names of directors present at the meeting and the names of directors, if any, dissenting from, or not concurring with a resolution passed at the meeting.

The chairman may exclude from the minutes any matters which are defamatory, irrelevant or immaterial or which are detrimental to the interests of the company. The discretion of the Chairman with regard to the inclusion or exclusion of any matter is absolute and unfettered.

Where minutes of the proceedings of any meeting have been kept properly, they are, unless the contrary is proved, presumed to be correct, and are valid evidence that the meeting was duly called and held, and all proceedings thereat have actually taken place, and in particular, all appointments of directors or liquidators made at the meeting shall be deemed to be valid.

The minute books of the proceedings of general meetings must be kept the registered office of the company. Any member has a right to inspect, free of cost during business hours at the registered office of the company, the minutes books containing the proceedings of the general meetings of the company. Further, any member shall be entitled to be furnished, within 7 days after he has

made a request to the company, with a copy of any minutes on payment of Rupee One for every hundred words or fraction thereof. If any inspection is refused or copy not furnished within the time specified, every officer in default shall be punishable with fine up to Rs. 500 for each offence. The Company Law Board may also by order compel an immediate inspection or furnishing of a copy forthwith. But the minutes books of the board meetings are not open for inspection of members.