

### **BOARD MEETINGS THROUGH VIDEO-CONFERENCING (VC)**

- Company providing VC or any other Audio video electronic communication facility (Hereinafter collectively referred to as “VC”) shall make necessary arrangement to avoid failure of audio or video connections i.e. **No disruptions during communication.**
- Following are duties of Chairperson or CS
  - To ensure safety or security
  - To ensure availability of proper VC facility or equipment
  - To record proceedings and prepare minutes
  - To store recordings as a part of Company’s records
  - To avoid access to recordings by un-authorised person
  - To ensure only directors or authorised officials are attending meeting
  - To ensure participants can see and hear others clearly during the course of meeting
- Issue notice and agenda of Board Meeting (“BM”) to all directors not less than 7 days before meeting.
- To inform directors through notice of BM about availability of option.
- Directors intending to avail said option shall inform company in advance otherwise it will be presumed that he/she will attend meeting in person
- Director may request board in advance to provide VC facility
- Directors may intimate at the beginning of calendar year that he/she will attend meetings through VC and such intimation will remain valid for one calendar year
- At the beginning of meeting “**ROLL CALL**” must be taken by Chairperson for those who are attending meeting through VC covering following info:
  - Name;
  - Location from where he is participating;
  - Concerned Director has received agenda papers and
  - No un-authorised person has access to proceedings of the meeting
- After “**Roll Call**” Chairperson or CS to inform board names of directors attending meeting through VC and statement to the effect that required quorum is present
- Directors attending meeting through VC to be **counted for the purpose of quorum unless** his presence not to be counted under any provisions of CA, 2013.
- Chairperson shall ensure presence of **quorum throughout** the meeting.
- Venue stated in the notice of BM shall be **deemed to be the place** where meeting has been conducted and also deemed to be the place where all recordings have taken place. Such place **need not be in India** (Amended by MCA vide Notification dated 14/08/2014).
- Statutory registers required to be placed before BM shall be deemed to have placed at its venue and directors attending meeting through VC shall be deemed to have signed if they have given their consent to that effect and it is recorded in the minutes of BM

- If a statement of a Director is interrupted or garbled then Chairperson or CS shall request for a repeat or re-iteration by Director
- Chairperson to note vote of each director when a motion is put to vote and objected by any Director
- No access of place where BM is going on either by physical presence or VC to any un-authorised person
- At the end of discussion on each agenda item, Chairperson to announce summary of decisions taken and names of directors who voted against resolution
- Minutes to record particulars of Directors attending meeting through VC
- Draft Minutes to be circulated within 15 days either in writing or through electronic mode as may be decided by the Board
- Every Director attending meeting shall give his comments on draft minutes within 7 days or such other reasonable time as board may agree otherwise its will be presumed as his deemed acceptance
- Entry in the minute's book of proceedings as per Section 118 of the Companies Act, 2013 and signed by Chairperson.

*The term VC shall mean audio – visual electronic communication facility employed which enables all the persons participating in a meeting to communicate concurrently with each other without an intermediary and to participate effectively in the meeting.*