BOARD MEETING THORUGH TELEVIDEO CONFERENCING (TVC)

There was no provision regarding meeting via Video-Conferencing in Companies Act, 1956 except the circular no. 28/2011 dated 20.05.2011 issued by Ministry of Corporate Affairs which laid down the requirements to be complied with for holding meeting via video conferencing.

In new act the provisions for video conferencing meeting are contained in section 173 of Companies Act, 2013 and Chapter XII of draft rules which are yet to be notified. The provisions in the new act are on the same line of the Ministry's Circular issued earlier with few additional requirements.

PARTICULARS	CONCEPT/PROVISION
Mode of Meeting	Directors of a Company can attend the Board Meetings in person, for convening and conducting Board meetings through video conferencing or other audio visual means.
Condition	Director who wishes to attend the Board Meeting through TVC shall attend **AT LEAST ONE BOARD MEETING** in a **FINANCIAL YEAR PHYSICALLY**.

Responsibilities of the Chairperson/Secretary	➢ to **safeguard the integrity** of the meeting by ensuring sufficient security and **identification procedures**; ➢ to ensure the availability of proper video conferencing or other audio visual **equipment/facilities** for providing transmission of the communications for effective participation of the directors and other authorized participants at the Board meeting; ➢ to **record the proceedings** and **prepare** the **minutes** of the meeting; ➢ to **store for safekeeping** and marking the **tape recording**(s) and/or other electronic recording mechanism as part of the records of the company; ➢ to ensure that **no person other than** the concerned director or other **authorized participants are attending** or have access to the proceedings of the meeting through video conferencing mode or other audio visual means; and ➢ to ensure that participants attending the meeting through audio visual means are **able to hear and/or see** the other participants clearly during the course of the meeting.
Period of Notice	The Notice of the meeting shall be sent to all the directors at their registered address with the Company by hand delivery or by post or by electronic means **NOT LATER THAN SEVEN DAYS** before the meeting.
Shorter Notice	Meeting of the Board shall be called at a **shorter notice than seven days** provided that **AT LEAST ONE INDEPENDENT DIRECTOR** (if any) attends such meeting. And if no such independent director is present at the meeting then the 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.
Notice to be Specific	The notice of the meeting shall inform the directors regarding **the option available** to them to participate through video conferencing mode or other audio visual means, and shall provide all the **necessary information** to enable the directors to participate through video conferencing mode or other audio visual means.

Director to Inform his Intention to the Company	A director intending to participate through video conferencing mode or other audio visual means shall communicate **HIS INTENTION IN WRITING** to the Chairman and/or the company secretary of the company and shall also furnish details of how he wishes to avail the connectivity.
Period within which option to be availed by the Director	If the director intends to participate through video conferencing mode or other audio visual means, he shall send the confirmation **AT LEAST THREE DAYS PRIOR** to the scheduled date of the meeting **unless waived-off by the Chairperson.** The company secretary shall keep the **records of the request** and details furnished by the director, which shall be noted and **recorded in the minutes** of the meeting.
Absence of Intention shown by the Director	In the absence of any such intimation from the director, it shall be **ASSUMED** that the director will attend the meeting **IN PERSON.**
Roll Call	At the start of the meeting, a roll call shall be taken by the Chairperson when every director participating through video conferencing or other audio visual means shall state, for the record, the following: ➢ Name; ➢ Location; ➢ That he can completely and clearly see, hear and communicate with the other participants; ➢ That he has received the agenda and all the relevant material for the meeting; and ➢ That no one other than the concerned director is attending or having access to the proceedings of the meeting at the location mentioned in (b) above.
Post Roll Call	After the roll call, the Chairperson or Secretary shall inform the Board about the names of persons other than the directors who are present for the said meeting at the request or with the permission of the Chairman and **confirm that the quorum is present** for conducting a valid meeting.
Quorum	A director participating in a meeting through video conferencing or other audio visual means **shall be counted for the purpose of quorum**, **unless he is to be excluded** for any item/s of business under any provisions of the Act or Rules.

Final Roll Call	The roll call shall also be made at the **conclusion** of the meeting and at the **re-commencement** of the meeting **after every break** to confirm the presence of a quorum throughout the meeting.
Deemed Venue of the Board Meeting	With respect to every meeting conducted through video conferencing or other audio visual means authorized under these rules, **the scheduled venue of the meeting as set forth in the notice** convening the meeting shall be deemed to be the place of the said meeting and all recordings of the proceedings at the meeting shall be deemed to be made at such place**. The statutory registers** which are required to be placed in the Board meeting as per the provisions of the Act shall be placed at the scheduled venue of the meeting. Where such **registers are required to be signed by the directors, the same shall be deemed to have been signed** by the directors participating through electronic mode **if they have given their consent** to this effect and it is so **recorded in the minutes** of the meeting.
Identification on Every New Motion	➢ Every participant shall identify himself for the record before speaking on any item of business on the agenda. ➢ If the director fails to identify himself, the Chairperson or company secretary shall briefly state the identity of the speaker. If the person speaking is not physically present and the secretary is not certain of the identity of the speaker, the Secretary must inquire to elicit a confirmation or correction. ➢ If a statement of a director in the meeting through video conferencing or other audio visual means is interrupted or garbled, the Chairperson or company secretary shall request for a repeat or reiteration by the director.
Motion if Interrupted/Objected	If a motion is objected to and there is a need to put it to vote, the **Chairperson shall call the roll** and **note the vote of each director** who shall identify himself while casting his vote.
Only Authorized person to have Access	From the commencement of the meeting until the conclusion of such meeting, no person other than the Chairperson, directors, Secretary and any other person whose presence is required pursuant to a legal provision shall be allowed access to the place where any director is attending the meeting either physically or through video

	conferencing or other audio visual means.
Conclusion of the Meeting	➢ At the end of the meeting, the Chairperson of the meeting shall announce the summary of the decisions taken in that meeting in respect of each item of business transacted at the meeting and the names of the directors who have assented to or dissented from those decisions. The **video recording** of this part of the meeting shall form part of the secretarial records and **be preserved by the company**. ➢ The minutes shall disclose the particulars of the directors who attended the meeting through video conferencing or other audio visual means.
Draft Minutes	➢ The **DRAFT MINUTES** of the meeting shall be circulated among all the directors **WITHIN SEVEN DAYS** of the meeting either in writing or in electronic mode as may be decided by the Board. ➢ **Every director** who attended the meeting, whether personally or through video conferencing or other audio visual means, **shall confirm or give his comments**, about the accuracy of recording of the proceedings of that particular meeting in the draft minutes, **WITHIN SEVEN DAYS AFTER RECEIPT** of the draft minutes failing which his approval shall be presumed. ➢ Thereafter the minutes are to be entered into the Minutes Book. ➢ The minutes should also contain the mode of attendance of director in previous 3 meetings (As per old circular)
Matters Not To Be Dealt In A Meeting Through Tele Video Conferencing	the following matters shall not be dealt with in any meeting held through video conferencing or other audio visual means: ➢ to approve the annual financial statements; and ➢ to approve the Board's Report.