

General Circular No. 35/2011

No 17/95/2011-CL.V
Government of India
Ministry of Corporate Affairs

5th floor, 'A' Wing, Shastri Bhawan,
Dr. Rajendra Prasad Road, New Delhi
Dated: 06.06.2011

All the Regional Directors,
All the Registrar of Companies/ Official Liquidators

Subject: - Green Initiatives in the Corporate Governance - Clarification regarding participation by shareholders or Directors in meetings under the Companies Act, 1956 through electronic mode.

Sir,

The Ministry has issued General Circulars No. 27/2011 and 28/2011 dated 20.05.2011 whereby it was clarified that a shareholder or a director of the company may participate in meetings under the provisions of the Companies Act, 1956 through electronic mode.

In order to have better understanding of the circular, it is further clarified as under: --

- (i) It is not mandatory for companies to provide its directors, the facility to attend meetings through video conferencing.
- (ii) In respect of shareholders meetings to be held during financial year 2011-12, video conferencing facility for shareholders is optional. Thereafter, it is mandatory for all listed companies.
- (iii) Where the company opts to provide video conferencing facility, they have to comply with the procedures prescribed in the Circular no. 27/2011 & 28/2011 dated 20.05.2011 in this regard.
- (iv) The company is free to select Video Conferencing facility of any agency but the chairman of the meeting and Secretary of the company has to ensure that there is a proper Video Conferencing equipment/facility which enables all persons participating in that meeting to communicate concurrently with each other without an intermediary, and to participate effectively in the meeting.

(v) In the case of e-voting in general meetings, the Ministry of Corporate Affairs are presently authorizing only National Security Depository Ltd and Central Depository Services (India) Ltd as agencies for providing and supervising electronic platforms for electronic voting subject to the conditions that they obtain a certificate from Standardization Testing and Quality Certification (STQC) Directorate, Department of Information Technology, Ministry of Communication and IT, Government of India, New Delhi.

Yours faithfully,

-SD/-

(Monika Gupta)
Assistant Director

Copy to: All concerned.