

GENERAL CIRCULAR NO. 72/2011,

Dated: December 27, 2011

Sub.: - Green Initiatives in Corporate Governance -Further Clarification regarding participation by Shareholders or Directors in meetings under the companies Act , 1956 through electronic mode-authorization regarding e-voting.

Reference Ministry's Circular No. 35/2011 dated 06.06.2011, Para (ii) of which interalia provides, as under -

"In respect of shareholders meetings to be held during the financial year 2011-12, video conferencing facility for shareholders is optional. Thereafter , it is mandatory. for all listed companies."

2. Further, Para (v) of the circular provides as u n d e r in case of e-voting in general meetings .

"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 condition 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."

3. It has been brought to the notice of the Ministry that the aforesaid mandatory requirement is in variance with the Companies Act, 1956 as also the relevant provisions proposed in the Companies Bill, 2011. On re-examination of the matter, it has accordingly been decided that the mandatory requirement for holding shareholders meetings through video conferencing shall continue to be optional for listed companies for the subsequent years too.

4. It is further stated that Para (v) of the above circular be replaced as under. *"Forevoting in general meetings, any agency providing electronic platform for e-voting is required to obtain certificate from Standardization Testing and Quality Certification (STQC) Directorate, Department of Information Technology, Ministry of Communication and IT, Government of India, New Delhi."*

It is clarified that this Ministry shall not authorize any agency for the purpose of providing video conferencing facilities by the corporate sector.

No . 17/95/2011-CL-V

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