

Sr. No.	Event	Secretarial Standard ( Oct 2017) WRT Notice of Board Meeting----- Compiled by Amita Desai & Co. Mumbai
1	Who can call the meeting	Any <b>Director of a company</b> may, at any time, summon a Meeting of the Board, and the <b>Company Secretary</b> or where there is no Company Secretary, any person authorised by the Board in this behalf, <b>on the requisition of a Director</b> , shall convene a Meeting of the Board, in consultation with the Chairman or in his absence, the Managing Director or in his absence, the Whole-time Director, where there is any, unless otherwise provided in the Articles.
2	How to prepare Notice	<p>Notice to mention day, date, time, full address of the venue of the meeting, whether registered office or otherwise, to be the venue of the Meeting and all the recordings of the proceedings of the Meeting, if conducted through Electronic Mode, shall be deemed to be made at such place.</p> <p>The Notice shall inform the Directors about the option available to them to participate through Electronic Mode and provide them all the necessary information. The Notice shall also contain the contact number or e-mail address(es) of the Chairman or CS or any other person authorised by the Board to confirm the participation of self in this regards.</p> <p>The fact that the Meeting is being held at a shorter notice period shall be stated in the Notice</p>
3	Who can participate in Meeting	<p>Any Director may participate through Electronic Mode in a Meeting unless the Act or any other law specifically prohibits such participation through Electronic Mode in respect of any item of business.</p> <p>The Director shall now have the option to declare intention of his participation in a Board / Committee of Board Meeting by electronic mode for a complete calendar year.</p>
4	Notice Period	Notice with Agenda and Notes for each item to be given atleast 7 days before the meeting or number of days as prescribed under Articles of Association and two days additional to be added , if sent by post.

5	Notes for UPSI	<p>Notes on items of business which are in the nature of Unpublished Price Sensitive Information (UPSI) may be given at a shorter period of time than stated above, with the consent of a majority of the Directors, which shall include at least one Independent Director, if any.</p> <p>General consent for giving Notes on items of Agenda which are in the nature of UPSI at a shorter Notice may be taken in the first Meeting of the Board held in each financial year and also whenever there is any change in Directors.</p> <p>Supplementary Notes on any the Agenda or any other item in Agenda may be taken up before the meeting with the consent of majority director ( including on e Independent director ) of teh Company.</p> <p>Facts on obtaining consent tobe recorded in the minutes.</p>
6	Maintaining of Notice, Agenda and Notes	Office copies of Notices, Agenda, Notes on Agenda and other related papers shall be preserved in good order in physical or in electronic form for as long as they remain current or for eight financial years whichever is later and may be destroyed thereafter with the approval of the Board.
7	Maintaining of Proof of sending	Proof of sending Notice and its delivery to be maintained for period which shall not be less than 3 years from the date of meeting or such higher period as may be determined by Board
8	How to Despatch of Notice	<p>Notice in writing of every Meeting shall be given by hand or by speed post or by registered post or by facsimile or by e-mail or by any other electronic means. <b><u>Sending notices by COURIER has been restricted.</u></b></p> <p>The Notice shall be sent to the postal address or e-mail address, registered by the Director with the company or in the absence of such details or any change thereto, any of such addresses appearing in the Director Identification Number (DIN) of the respective director.</p> <p>Where a Director specifies a particular means of delivery of Notice, the Notice shall be given to him by such means. However, in case of a Meeting conducted at a shorter Notice, the company may choose an expedient mode of sending Notice.</p>

9	To whom the Notice of Board Meeting to be given	<p>Notice of Board Meeting with Agenda and Notes shall be given to all the Directors ( Original Director and also to his Alterante Director ) of the Company.</p> <p>Notice of an adjourned Meeting shall be given to all Directors including those who did not attend the Meeting on the originally convened date</p>
		<p><b>Note:</b></p>
		<p><u>Matters which cannot be transacted through Video Conferencing or other audio visual means:</u></p> <p>(i) The approval of the annual financial statements;</p> <p>(ii) The approval of the Board's report;</p> <p>(iii) The approval of the prospectus;</p> <p>(iv) The Audit Committee Meetings for consideration of financial statement including consolidated financial statement , if any, to be approved by the Board under subsection (1) of section 134 of the Act and</p> <p>(v) The approval of the matter relating to amalgamation, merger, demerger, acquisition and takeover.</p>