

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Notification

New Delhi, the 13th July, 2017

Companies (Meetings of Board and its Powers) Second Amendment Rules, 2017

G.S.R. (E). - In exercise of the powers conferred under sections 173, 175, 177, 178, 179, 184, 185, 186, 187, 188, 189 and section 191 read with section 469 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules further to amend the Companies (Meetings of Board and its Powers) Rules, 2014, namely: -

1. (1) These rules may be called the Companies (Meetings of Board and its Powers) Second Amendment Rules, 2017.

(2) They shall come into force on the date of their publication in the Official Gazette.

2. In the Companies (Meetings of Board and its Powers) Rules, 2014 (hereinafter referred to as principal rules), in rule 3,-

(i) in sub-rule (3), for clause (e), the following shall be substituted, namely:-

"(e) Any director who intends to participate in the meeting through electronic mode may intimate about such participation at the beginning of the calendar year and such declaration shall be valid for one year.

Provided that such declaration shall not debar him from participation in the meeting in person in which case he shall intimate the company sufficiently in advance of his intention to participate in person."

(ii) in sub-rule (11), in clause (a), after the words "decision taken by majority" the words "and the draft minutes so recorded shall be preserved by the company till the confirmation of the draft minutes in accordance with sub-rule (12)" shall be inserted.

3. In the principal rules, for rule 6, the following rule shall be substituted, namely:-

"6. Committees of the Board. - The Board of directors of every listed company and a company covered under rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 shall constitute an 'Audit Committee' and a 'Nomination and Remuneration Committee of the Board' ."

[F. No. 1/32/2013-CL-V-Part]

(Amardeep Singh Bhatia)

Joint Secretary to the Government of India

Note.- The principal rules were published in the Gazette of India, Extraordinary, Part II, Section 3, Sub-section (i), vide number G.S.R. 240(E), dated the 31st March, 2014 and was subsequently amended vide notifications as detailed below:-

S.I. No.	Notification Number	Date
1	G.S.R. 398(E)	12 th June, 2014
2	G.S.R. 590(E)	14 th August, 2014
3	G.S.R 206(E)	18 th March, 2015
4	G.S.R 971(E)	14 th December, 2015
5	G.S.R. 309 (E)	30 th March, 2017