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**B**ANGLADESH **S**ECRETARIAL **S**TANDARDS  
[ BSS-5 ]

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**B**ANGLADESH **S**ECRETARIAL **S**TANDARD - 5  
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**SECRETARIAL STANDARD**  
**ON**  
**MEETING THROUGH ELECTRONIC MODES**  
**(Virtual or Hybrid Meetings)**



**Institute of Chartered Secretaries of Bangladesh**  
A Statutory Body Under an Act of Parliament

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# **PREFACE TO THE SECRETARIAL STANDARDS**

## **Need for Secretarial Standards**

Setting of Secretarial Standard is necessary for maintaining objectivity in corporate governance. Companies follow diverse secretarial practices and, therefore, there is a need to integrate, harmonize and standardize such practices so as to promote uniformity and consistency.

## **Secretarial Standards Board and its Objectives**

The Institute of Chartered Secretaries of Bangladesh (ICSB), recognizing the need for integration, harmonization and standardization of diverse secretarial practices, has constituted the Secretarial Standards Board (SSB) with the objective of formulating Secretarial Standards.

## **Scope and Functions of the SSB**

The scope of SSB is to identify the areas in which Secretarial Standards need to be issued by the Institute and to formulate such Standards, taking into consideration the applicable laws, business environment and best secretarial practices. SSB will also clarify issues arising out of such Standards and issue guidance notes for the benefit of members of ICSB, corporate and other users. The main functions of SSB are:

- (i) Formulating Secretarial Standards;
- (ii) Clarifying issues arising out of the Secretarial Standards;
- (iii) Issuing Guidance Notes; and
- (iv) Reviewing and updating the Secretarial Standards/Guidance Notes at periodic intervals.

## **Scope of Secretarial Standards**

The Secretarial Standards do not seek to substitute or supplant any existing laws or the rules and regulations framed thereunder but, in fact, seek to supplement such laws, rules and regulations.

Secretarial Standards that are issued will be in conformity with the provisions of the applicable laws. However, if, due to subsequent changes in the law, a particular Standard or any part thereof becomes inconsistent with such law, the provisions of the said law shall prevail.

The Institute will strive to persuade the Government and appropriate authorities to promulgate these Standards, to facilitate the adoption thereof by industry and corporate entities in order to achieve the desired objective of standardization of secretarial practices.

## **Procedure for Issuing Secretarial Standards**

The following procedure shall be adopted for formulating and issuing Secretarial Standards:

1. SSB, in consultation with the Council, shall determine the areas where Secretarial Standards need to be developed and the priority proportions with regard to their formulation.
2. The Secretarial Practice Sub-committee of the Institute may be assigned to formulate preliminary drafts of the proposed Standards.
3. The preliminary draft of the Secretarial Standard formulated by the Secretarial Practice Sub-committee is circulated amongst the members of SSB for discussion and is modified appropriately, if so required.
4. The preliminary draft is then circulated to the members of the Council of ICSB or other bodies/organizations as is decided by SSB, for acquiring their views, specifying a time-frame within which such views, comments and suggestions are to be received.

A meeting of SSB with the representatives of such bodies / organizations may then be held, if considered necessary, to examine and deliberate on their suggestions.

5. The draft of proposed Secretarial Standard generally includes the following basic points:
  - (a) Concepts and fundamental principles relating to the subject of the Standard;
  - (b) Definitions and explanations of terms used in the Standard;
  - (c) Objectives of issuing the Standard;
  - (d) Disclosure requirements; and
  - (e) Date from which the Standard will be effective.
6. On the basis of the preliminary draft and the discussion with the Council Members/ bodies/ organizations referred to at 4 above, an Exposure Draft is prepared and published in the "Chartered Secretary", the journal of ICSB, and also put on the Website of ICSB to elicit comments from members of ICSB and the public at large.
7. After taking into consideration the comments received, the draft of proposed Secretarial Standard is finalized by SSB and submitted to the Council of ICSB.
8. The Council considers the final draft of the proposed Secretarial Standard and finalizes the same based on the recommendation of SSB. The Secretarial Standard is then issued under the authority of the Institute.

### **Compliance with Secretarial Standards**

The Institute will request the Government and other appropriate authorities to promulgate these Standards and will strive to inculcate the users about the utility and need for compliance with these Standards. The Standards will be made mandatory thereafter.

## **BSS - 5**

# **SECRETARIAL STANDARD ON MEETING THROUGH ELECTRONIC MODES (Virtual or Hybrid Meetings)**

### **A. INTRODUCTION**

'Meeting' ordinarily means coming together of two or more individuals for having discussions and arriving at a decision. In case of companies, meetings may be broadly classified into general meetings, board meetings and committee meetings. A meeting is held in order to meet some objectives or to transact some businesses or to comply with the requirements of Laws of the Land that mandate how many meetings are to be held in a specific period or how frequently a certain type of meeting would be held. Traditionally, meetings are held at a predetermined time and place with physical attendance. However, with the advent of technological innovation, meetings now-a-days are also held by means of electronic participation through any Electronic Mode without physical attendance. Now, holding of such meetings through electronic modes need also to be standardized for the sake of transparency and better governance. This text, accordingly, sets both Standards and Guidance for application of those standards.

'Virtual or Hybrid Meeting' is an arrangement through which individuals from different locations are allowed to participate in meetings through Electronic Modes without having to move to a specific location. This is made possible by using digital technology and Electronic Modes that connect the users at different cities and even users in different countries. Now-a-days organizations tend to hold Meetings through Tele-conferencing or Video-conferencing in order to save time, expense and hassle associated with travel and scheduling of business meetings, engagements and appointments.

Sometimes it may be difficult or expensive to hold a traditional physical meeting only to comply with the requirements of laws. The corona pandemic has rendered the exercise further difficult and hence social distancing has come to fore. On the other hand, in recent times, IT technology has made it viable to have all kinds of meetings through Electronic Modes. Considering the emerging reality, the regulatory authorities have already allowed to conduct company meetings in

Electronic Mode. Further, because of the fact that the corporate laws of Bangladesh are silent in this respect, different organizations follow diverse procedures depending upon their needs, environments and experiences.

This Standard aims to supplement the general rules of company meetings by introducing modern technology in convening and conducting company meetings, their documentations and post meeting formalities, while at the same time protecting the basic rights of various stakeholders in meetings.

## **B. METHODOLOGY**

Company meetings may be held in three formats such as: (i) conventional meeting with physical presence of participants. This meeting is to be held at a predetermined place. (ii) hybrid meeting where most participants attend in person at a predetermined place, but some participants, due to geographical distances or some other constraints may like to join through electronic mode, usually referred to as video conferences, and (iii) virtual meeting in which case all participants may, of necessity, join by means of electronic attendance through any Electronic Mode.

### **Predetermination of methodology**

A company should determine beforehand about the form of the proposed meeting. The participants and the invitees should know in advance about the category and medium of meeting to decide about their participations.

Since traditional meeting with physical presence does come within the purview of this paper, no further discussion is made in that respect.

### **Hybrid meeting**

This type of meeting allows both physical as well as electronic participation. In this case the notice should state clearly that anyone willing may join live through electronic mode. At the same time, apart from the agenda, the notice must also mention about i) the predetermined time and place of the meeting, ii) actual and deemed attendance recording process, and iii) any document that would be tabled at the meeting. The other important requirement in case of hybrid meeting is advance information about electronic participation. Those who wish to join online must state that well in advance to the company so that necessary arrangement could be made for electronic participation.

### **Virtual meeting**

In case of virtual meeting no fixed place is required. All participants are to join live and online through any Electronic Mode.

## C. DEFINITIONS

In this Standard, the following terms are used with the meaning as specified below:

*‘Act’ means the Companies Act, 1994 (Act No. XVIII of 1994), or any statutory modification or re-enactment thereof.*

*‘Articles’ means the Articles of Association of a company, as originally framed or as altered from time to time, including, where they apply, the Regulations contained in the Schedule-I of the Act.*

*‘Board’ or ‘Board of Directors’ means the Board of Directors of a company.*

*‘Director’ means an individual who is a member of the Board of Directors of a company and also means the Chairperson or an Independent Director.*

*‘Chairperson’ means the Chairman or Chairperson of the Board or Committee, or the Chairman or Chairperson appointed or elected for presiding over a Meeting.*

*‘Commission’ means Bangladesh Securities and Exchange Commission.*

*‘Committee’ means a Committee of the Board and includes any Sub-committee under a Committee to act on its behalf.*

*‘Directors’ means the Board of Directors of a company.*

*‘Quorum’ means the minimum number of persons whose presence is necessary for conducting a valid Meeting.*

*Security Laws mean any law or laws issued by the Bangladesh Securities and Exchange Commission or any other regulatory authority from time to time.*

*‘Secretary’ means the Company Secretary of a company or companies.*

*‘SSB’ means Secretarial Standards Board of the Institute.*

*‘Meeting’ means a duly convened, held and conducted Meeting of the Directors whether Board Meeting or Committee Meeting or of the members Meeting.*

*‘Electronic Modes’ include, without limitation, Teleconferencing, video conferencing, and/or other audio-visual electronic communication facility employed (currently available or as may be evolve in future) which enables all the persons participating in a Meeting to communicate concurrently with each other without an intermediary and to participate effectively in the Meeting.*

Words and Expressions used but not defined herein shall have the same meaning respectively as assigned to them under the Act and BSS-1 published by ICSB.

Words and Terms used in masculine gender shall include feminine if applicable.

Words and Terms used in singular number shall include plurals if applicable.

## **D. SECRETARIAL STANDARDS FOR BOARD AND COMMITTEE MEETINGS**

The following is the text of ‘Bangladesh Secretarial Standard on Meetings through Electronic Modes’ issued by the Council of the Institute of Chartered Secretaries of Bangladesh and called as Bangladesh Secretarial Standard - 5 (BSS-5). The text contains the Standards as well as Guidance for attainment of the Standards.

**In this Secretarial Standard, the Standard portions have been set in ‘Italic Type’.**

### **1. Convening a Meeting Through Electronic Modes**

#### **1.1. *The Notice of the meeting should state clearly about:***

- a) the type of meeting i.e. whether it would be a hybrid or fully virtual meeting*
- b) whether any physical document would be tabled or not, and*
- c) how the attendance record would be made.*

#### **1.2. *The notice of the meeting should be sent to all the Directors in accordance with the provisions of the Act or the Articles. Notice of the Meeting, wherein the facility of participation through Electronic Mode is provided, shall clearly mention a venue, whether registered office or otherwise, to be the venue of the Meeting and it shall be the place where all the recordings of the proceedings would be made.***

- 1.3. *The notice should inform the Directors regarding the option available to them to participate through Electronic Modes, and should provide all the necessary information to enable the Directors to participate through Electronic Modes.*
- 1.4. *A Director intending to participate through Electronic Modes should communicate his intention to the Chairperson or the Company Secretary of the company. The Notice also contain the contact number or e-mail address (es) of the Chairperson or the Company Secretary, to whom the Director shall confirm in this regard.*
- 1.5. *If the Director intends to participate through Electronic Modes, he should give prior intimation to that effect sufficiently in advance so that the company is able to make suitable arrangements in this behalf.*

*Any Director who intends to participate in the meeting through Electronic Modes may intimate such intention well ahead of the meeting concerned:*

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

*In the absence of any intimation to the contrary by any director, it should be assumed that the director should attend the meeting in person.*

- 1.6. *If a Meeting is called in Electronic Modes only, Director does not require giving prior intimation to the company. Notice of the Meeting must inform Directors of the availability of that form of participation and provide necessary information to enable Directors to access the available medium or means of Electronic Modes. As the Electronic Modes only Meeting does not have a physical location and are accessible only through remote communication, in that case Notice of the Meeting does not require to mention venue of the Meeting. The web-link path or virtual address location may be deemed to be the place of the meeting.*

## **2. Special Cares to be Taken for Conducting a Meeting Through Electronic Modes**

- 2.1. *Capable and constant IT supports should be present during meeting time to follow-up connectivity failure at any time.*

- 2.2. *Convenient log-in from any device must be ensured.*
- 2.3. *All necessary arrangements should be made and precautions be taken to avoid failure of video or audio visual or any other voice transmitting connection under Electronic Modes of Communication.*
- 2.4. *From the commencement of the meeting and until the conclusion of such meeting, no person other than the Chairperson, Directors, Company Secretary and any other person whose presence is required by the Board should be allowed access to the place where any director is attending the meeting either physically or through any Electronic Modes without the permission of the Chairperson.*
- 2.5. *The registers which are required to be placed in the Board meeting as per the provisions of the Act should be placed at the scheduled venue of the meeting and where such registers are required to be signed by the Directors, the same should be deemed to have been signed by the directors participating through Electronic Modes, if they have given their consent to this effect and it is so recorded in the minutes of the meeting.*
- 2.6. *The Chairperson of the meeting and the Company Secretary should take due and reasonable care –*
- (a) to safeguard the integrity of the meeting by ensuring sufficient security and identification procedures;*
  - (b) to ensure availability of proper teleconferencing or video conferencing or other audio visual equipment or facilities for providing transmission of the communications for effective participation of the directors and other authorised participants at the Board meeting;*
  - (c) to ensure that no person other than the concerned director are attending or have access to the proceedings of the meeting through Electronic Modes of Communication;*
  - (d) to ensure that participants attending the meeting through Electronic Modes are able to hear and see the other participants clearly during the course of the meeting:*

*Provided that a differently abled person may make request to the Chairperson to allow another person to accompany him being his aide.*

- (e) *to ensure that the required quorum is present throughout the meeting; If there is lack of quorum in the meeting at any point, the meeting shall be adjourned and reconvened when everyone can be present; Notice of an adjourned Meeting shall be given to all Directors including those who did not attend the Meeting on the originally convened date.*
- (f) *to ensure that necessary arrangements are employed for proper recording of the proceedings of the meeting under Electronic Modes. The company may prepare a detailed ground rules for participants and it should be circulated to all those joining the Meeting. A suggested ground rules for participants is placed at Annexure-1 to this paper.*

### **3. Conducting a Meeting Through Electronic Modes**

- 3.1. *At the commencement, the Chairperson should place the meeting to order and call the directors by name who would be participating through Electronic Modes to register themselves by mentioning the following:*

- (a) name;*
- (b) the location from where he is participating;*
- (c) that he has received the agenda and all the relevant materials for the meeting; and*
- (d) that no one other than the concerned director is attending or having access to the proceedings of the meeting at the location mentioned in item (b).*

- 3.2. *After the roll of order, the Chairperson or the Company Secretary should inform the Board about the names of persons other than the directors who are present in person for the said meeting as per law; at the request or with the permission of the Chairperson and confirm that the required quorum is complete.*

*A Director participating in a meeting through Electronic Modes should be counted for the purpose of quorum unless he is to be excluded for any items of business under any provisions of the Act or the Articles.*

- 3.3. *Every participant should identify himself for the purpose of recording of the Proceedings of the meeting before speaking on any item of business on the agenda.*
- 3.4. *If a statement of a Director in the meeting through Electronic Modes is interrupted or distorted, the Chairperson or the Company*

*Secretary should request for a repeat or reiteration by the Director.*

- 3.5. *If a motion is objected to and there is a need to put it to vote, the Chairperson should call the roll and note the vote of each Director who should identify himself while casting his vote. The votes, yes or no should be clearly recorded under the specific agenda item.*
- 3.6. *At the end of discussion on each agenda item, the Chairperson of the meeting should announce the summary of the decision taken on such item along with names of the Directors, if any, who dissented from the decision taken by majority.*

#### **4. Minutes and Proceedings of a Meeting Through Electronic Modes**

- 4.1. *With respect to every hybrid meeting conducted through Electronic Modes authorised under this Standard, the scheduled venue of the meeting as set forth in the notice convening the meeting, should be deemed to be the place of the said meeting and all recordings of the proceedings at the meeting should be deemed to be made at such place.*
- 4.2. *The Chairperson of the meeting and/or the Company Secretary should take due and reasonable care to store for safekeeping and marking the audio-visual recording(s) or other electronic recording mechanism as part of the records of the company till the time of completion of audit of that particular year or at least till the confirmation of the minutes of that meeting or as per requirement of the primary regulator of the company, if any.*
- 4.3. *The Chairperson of the meeting and the Company Secretary should take due and reasonable care to prepare the minutes of the meeting.*
- 4.4. *The minutes should mention whether it was a hybrid or virtual meeting.*
- 4.5. *The minutes should disclose the particulars of the Director(s) who attended the meeting through Electronic Modes and the place(s) from where he/they attended.*
- 4.6. *The attendance register shall be deemed to have been signed by the Directors participating through Electronic Mode, if their attendance is recorded by the Chairperson or the Company Secretary in the Attendance Register and the Minutes of the Meeting.*
- 4.7. *A company shall make its own arrangement for payment of Directors virtual meeting attendance fees, if any.*

## **E. SECRETARIAL STANDARDS FOR MEMBERS MEETINGS**

The following is the text of 'Bangladesh Secretarial Standards on Meetings Through Electronic Modes' issued by the Council of the Institute of Chartered Secretaries of Bangladesh and called Bangladesh Secretarial Standard-5 (BSS-5).

This text contains both **Guidance** and **Standards** for application of the Standards.

### **1. Guidance for General Meeting Through Electronic Modes**

#### **1.1 Primary requirements**

Members at a Hybrid or Virtual meeting should be given the same opportunity that they would have had if attending in person. Accordingly, in addition to the requirements of the Companies Act and other subsidiary rules and regulations, the company organizing a Hybrid or Virtual meeting should also ensure that:

- i) the right technology mode is in operation that allows all members of the company to conveniently log-in. Connectivity from any device should also be ensured.*
- ii) the right infrastructure is in place that allows smooth conducting of the meeting including enabling members to interact and exercise their rights to asks questions, make comments and vote at the meeting.*
- iii) all members have equal access to discuss and raise any concerns that they might have.*
- iv) adequate guidance is there for the members about ways of participation at the general meeting and/or adjourned meeting using any Electronic Mode.*
- v) only eligible members or their duly appointed proxy would participate through foolproof access verification.*
- vi) proper system is in place to warrant participation by a member or his proxy.*
- vii) member can access to the Board members virtually i.e. by seeing or hearing them which is easy.*
- viii) the Electronic mode can cope up with the volume of meeting attendees and that sufficient technical support is available for remote participants during the entire meeting.*
- ix) there is in place the option of one-way live or live streaming or webcast of the proceedings of entire meeting.*

- x) *In case of listed companies, an entity enlisted with the Commission shall provide the service of digital platform for conducting the general meeting through online or e-voting platform or system.*
- xi) *there is in place a facility for e-voting through online platform or system or digital platform for the shareholders holding shares in physical and/or dematerialized form to exercise member's voting right on any resolution proposed to be considered at the general meeting.*

## **1.2 Notice Requirements**

- 1.2.1 *Before serving a Notice it is to be ascertained whether all legal and regulatory requirements are covered in convening a members meeting through Electronic modes. Proper dissemination of Notice is also to be ensured.*
- 1.2.2 *The exact mode of the meeting i.e. whether a hybrid or fully virtual meeting - this is to be clearly mentioned in the Notice of the meeting.*
- 1.2.3 *If it is a hybrid meeting, then the Notice should explicitly mention the day, date, time and venue of the meeting. The venue should be fixed at a convenient location which would be reckoned to be the place of the meeting.*
- 1.2.4 *In case of a virtual meeting the Notice should clearly mention the day, date and time of the meeting. The web-link path or virtual address location may be deemed to be the place of the meeting.*
- 1.2.5 *Pre-meeting arrangement for question/comments submission should be allowed in advance (minimum for 1 day and maximum for 3 days prior to the meeting) so as to ensure convenient engagement by members. This aspect should also be explicitly mentioned in the Notice for general dissemination of the members.*
- 1.2.6 *For security reasons mode of access verification should be clearly set forth and mentioned well ahead of the meeting.*
- 1.2.7 *Permissibility, whether or not, of non-members at the meeting to be clearly outlined and circulated in advance.*
- 1.2.8 *Notes on the Notice: There should be adequate guidelines in the Notice on how to use the technology to send proxy form, access the meeting, raise questions and make comments prior and during the meeting and vote on agenda resolutions. The instructions should be clear, concise and effective. An email address should be given (or other online submission facility) in the Notice for submission of questions/comments/proxy form. Companies may provide a dedicated contact number to seek technical assistance to participate in the hybrid or virtual General Meeting.*

### **1.3 Quorum Requirements**

- 1.3.1 Whether at a physical, hybrid or virtual general meeting, the minimum acceptable number of attendance known as quorum has to be ensured in order for it to be a valid meeting. However, attendance by means of proxy may be excluded in determining the presence of quorum.*
- 1.3.2 In case of hybrid general meeting, a quorum is constituted by the presence of those attending in person at the beginning, plus those who log-in at the start of the meeting. If the number together fulfills the minimum required presence, the quorum is constituted for transaction of business.*
- 1.3.3 For a fully virtual general meeting, quorum is determined by the number of members who log-in at the start of meeting. If the log-in number satisfies the minimum required presence at the start, the quorum is constituted for transaction of business.*
- 1.3.4 A quorum established whether by way of personal presence or through online log-in, it should be present at the beginning of the meeting. The law, however, does not require that the quorum at general meeting has to be present throughout the meeting.*

### **1.4 At Meeting Requirements**

#### **1.4.0 Deliberations**

- 1.4.1 It should be clearly communicated to the members when the question and answer session (Q&A session) shall start.*
- 1.4.2 All members are to be equally treated at Q&A session irrespective of their holdings or mode of participation.*
- 1.4.3 Queries and questions may be encouraged in all forms, namely: in advance / during meeting by mail, text message or written letter, or verbal at real time without any moderation. Such pre-meeting/ during meeting submissions of text message or written letter or email should also be sufficiently revealed during meeting time for general information of all.*
- 1.4.4 The company may, however, reserve the right to oversee decorum and decency and language suitability of comments/questions before revelation at meeting.*
- 1.4.5 Ensure that all participants can see and/or hear the answers to those question by the Board and Management.*

## **1.5 Voting & Polling**

- 1.5.1 Voting is a means by which resolutions are arrived at and members may demand the use of voting as a matter of right. The company shall provide online (real time) or e-voting (offline) facility to members to exercise their voting rights. Arrangement has to be there for agenda-wise online (real time) or e-voting (offline) voting option either for or against each resolution and which shall remain open minimum for 1 day and maximum for 3 days prior to the meeting. Such online (real time) or e-voting (offline) is kept open upto the closure of the meeting on the day of the general meeting.*
- 1.5.2 Although 'show of hands' is a common type of voting, but at a meeting conducted through Electronic modes, because of the 'virtual' or latent limitations, show of hands cannot be resorted to.*
- 1.5.3 Therefore, voting at a hybrid or virtual general meeting is to be arranged only under a duly demanded poll.*
- 1.5.4 At a general meeting poll may be demanded by a) the Chairman of the meeting, b) five members present in person or by proxy, or c) any member or members holding not less than one-tenth of the issued capital which carries voting rights.*
- 1.5.5 Voting by means of poll is, therefore, an obligatory option at a hybrid or virtual meeting. It is the Chairman of the meeting who provides directives as to how the polling would be organized. He will at the same time announce the scrutinizer who would conduct the poll. Conventionally, it is the Company Secretary who is assigned to the task. In case of listed companies, however, an independent Commission approved scrutinizer shall be assigned to the task. But he has to ensure that such polling is held in an orderly, disciplined and transparent manner conducive to all members alike.*
- 1.5.6 At a poll votes are cast based on actual holding of shares. The system should be able to generate instant result of a poll by full counting of the respective shares of those who cast their votes.*
- 1.5.7 The Chairman or the Company Secretary should announce the poll result immediately after the votes count on the basis of actual shareholding. The process is to be completed in real time and the passing of or not about the resolution on the agenda item, in case of voting online (real time), is also to be webcast at the same time. If any member does not have access to the internet but wants cast his vote, he may appoint a proxy to vote on his behalf. In that case, the proxy form is to be submitted in advance and within the stipulated time and in a manner (for example through electronic means or physically) as determined by the Company.*

- 1.5.8 *Every agenda on which poll is demanded should be put to vote separately and has to be scrutinized and result, in favour or against, to be announced unambiguously in real time. Such poll result is to be deemed to be the decision of the meeting on that resolution on which the poll was demanded.*
- 1.5.9 *In case of listed companies, the detailed information about offline e-voting results is to be authenticated by an independent scrutinizer as approved by the Commission, who shall report about it to the Exchange(s) within 48 (forty-eight) hours of conclusion of the general meeting*
- 1.5.10 *Although the conventional practice of moving a motion for proposing and seconding are not very necessary at a hybrid or virtual general meeting, but the Chairman may consider those at his absolute discretion. In that case, the chat function of the system should allow to record motions. The Company Secretary may ask for a motion verbally and/or onscreen. Members should type “propose” or “second” with their BO ID to indicate their support.*

## **1.6 Post Meeting Requirements**

- 1.6.1 *There should be thorough and uninterrupted audio-visual recording of the whole program for internal use as well as for regulatory submissions. In case of listed companies, the company may as well make those recording available on its website for minimum 15 (fifteen) days from the date of the meeting, subject to restrictions, if any.*
- 1.6.2 *Such audio-visual recording of the meeting may be stored/preserved till the time of completion of audit of that particular year or at least one (1) month from the date of the meeting or as per requirement of the primary regulator of the company, if any.*
- 1.6.3 *The Chairperson of the meeting and the Company Secretary should take due and reasonable care to prepare the minutes of the meeting. The minutes of the meeting should mention whether it was a hybrid or virtual meeting.*
- 1.6.4 *Along with the Director(s), the names of the Statutory and Corporate Governance Compliance Auditors and the Scrutinizer (if any) should also be recorded in the minutes of the meeting and the mode of their attendance at the meeting.*
- 1.6.5 *The attendance register shall be deemed to have been signed by the Director(s), External Auditors, Corporate Governance Compliance Auditor participating through Electronic Mode, if their attendance is recorded by the Chairperson or the Company Secretary in the Attendance Register and the Minutes of the Meeting.*

*1.6.6 Adequate and foolproof documentation has to be maintained for regulatory submission and future reference in particular for the following respects:*

*i) attendance record of those joining in the meeting supported by their identifications viz: name, BO ID number, shareholding and log-in time.*

*ii) voting details namely: agenda number and item on which poll was taken, poll results supported by voter identifications viz: name, BO ID number, vote-type and log-in time etc.*

*iii) agenda wise voting results with votes in favour or against.*

*iv) Full details of comments and questions with respective member name and BO ID number along with the responses made by the Board and Management during the meeting.*

## **1.7 Backup Services**

*1.7.1 Realising the fact that all members may not be equally affluent with the cyber world, the company should also arrange for helpline in the event of need by the members.*

*1.7.2 To that end, the virtual log-in may start half an hour early to facilitate easy and secured entry into the program.*

*1.7.3 Competent stand-in support may be there throughout the whole program to backup any virtual disruptions or to provide instant help to anybody facing midcourse log-in problems.*

## **1.8 Technological Limitations**

*1.8.1 A hybrid or virtual meeting is virtually entirely dependent on the performance of the telecommunication scenario of the country, which is often unpredictable. So, there are indeed some latent risks involved: namely connectivity risk, disruption risk, technical risk, weather risk etc. But still things have to go together with it.*

*1.8.2 The company planning for a virtual meeting should therefore consider every problem possibility involved well ahead of time, in particular whether it has the technological abilities and resources to handle an online program.*

*1.8.3 Sufficient backup solutions may often mitigate not-too-big technical issues. One way to overcome it could be to ensure that in the event of any technical failure at the primary log-in stage, it could be supplemented by any secondary backup communication channel.*

- 1.8.4 *In the event of technical failure, the company should have detailed plan about how to mitigate the situation and to communicate the participants about company's action. Also, in an incapacitating situation to adjourn the meeting as per legal requirements followed by immediate communication to the participants. The participants should know before the meeting about company's such plan of action in case of technical limitations.*
- 1.8.5 *To anticipate likely glitches, some early online rehearsal sessions may be arranged to assess the potential problems and how to remove those in real time.*
- 1.8.6 *To ensure that necessary arrangements are employed for proper audio-visual recording of the proceedings of the meeting under Electronic Modes. The company may prepare a detailed ground rules for the participants and it should be published in the Company website before the meeting. The suggested ground rules as attached in Appendix-1 are also a part of this Standard.*

## **2. Standards for Convening and Conducting of Members Meeting Through Electronic Modes**

- 2.1 *The notice of the meeting shall be sent to all the members in accordance with the provisions of Law.*
- 2.2 *The notice shall inform the members regarding the option available to them to participate through electronic mode and shall provide all the necessary information to enable them to participate accordingly.*
- 2.4 *All enclosures necessary for a member should be attached with notice of the meeting.*
- 2.5 *Sufficient clarification should be provided in the Notice for members understanding about the meeting.*
- 2.6 *Transparency should be ensured in queuing questions from the members.*
- 2.7 *All legal rights of the members namely: receiving Notice and report of the meeting, attending and voting, appointing proxy, questioning, and deliberating have to be carefully ensured.*
- 2.8 *Full and thorough deliberation on all agenda should be ensured.*
- 2.9 *Full and complete documentation should be ensured for post-meeting return and regulatory submissions.*
- 2.10 *Copy of previous minutes (if demanded) should be provided.*

**F. EFFECTIVE DATE**

This Standard has been approved by the Council of the Institute of Chartered Secretaries of Bangladesh (ICSB) on December 5 2020 with immediate effect.