Voting through electronic means.-

(1) Every listed company or a company having not less than one thousand shareholders, shall provide to its members facility to exercise their right to vote at general meetings by electronic means.

(2) A member may exercise his right to vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the provisions of this rule.

Explanation.- For the purposes of this rule.- (i) the expressions ‘‘voting by electronic means’’ or ‘‘electronic voting system’’ means a ‘secured system’ based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralized server with adequate ‘cyber security’;

(ii) the expression ‘‘secured system’’ means computer hardware, software, and procedure that –

(a) are reasonably secure from unauthorized access and misuse;

(b) provide a reasonable level of reliability and correct operation;

(c) are reasonably suited to performing the intended functions; and

(d) adhere to generally accepted security procedures.

(iii). the expression “Cyber security” means protecting information, equipment, devices, computer, computer resource, communication device and information stored therein from unauthorized access, use, disclosures, disruption, modification or destruction.

Procedure to be followed by Company

(3) A company which opts to provide the facility to its members to exercise their votes at any general meeting by electronic voting system shall follow the following procedure, namely;

(i) the notices of the meeting shall be sent to all the members, auditors of the company, or directors either –

(a) by registered post or speed post ; or

(b) through electronic means like registered e-mail id;

(c) through courier service;

(ii) the notice shall also be placed on the website of the company, if any and of the agency forthwith after it is sent to the members;

(iii) the notice of the meeting shall clearly mention that the business may be transacted through electronic voting system and the company is providing facility for voting by electronic means;

(iv) the notice shall clearly indicate the process and manner for voting by electronic means and the time schedule including the time period during which the votes may be cast and shall also provide the login ID and create a facility for generating password and for keeping security and casting of vote in a secure manner;

(v) the company shall cause an advertisement to be published, not less than five days before the date of beginning of the voting period, at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated, and having a wide circulation in that district, and at least once in English language in an English newspaper having a wide circulation in that district, about having sent the notice of the meeting and specifying therein *inter alia*, the following matters, namely:-

(a) statement that the business may be transacted by electronic voting;

(b) the date of completion of sending of notices;

(c) the date and time of commencement of voting through electronic means;

(d) the date and time of end of voting through electronic means;

(e) the statement that voting shall not be allowed beyond the said date and time;

(f) website address of the company and agency, if any, where notice of the meeting is displayed; and

(g) contact details of the person responsible to address the grievances connected with the electronic voting;

(vi) the e-voting shall remain open for not less than one day and not more than three days:

Provided that in all such cases, such voting period shall be completed three days prior to the date of the general meeting;

(vii) during the e-voting period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically:

Provided that once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

(viii) at the end of the voting period, the portal where votes are cast shall forthwith be blocked.

(ix) the Board of directors shall appoint one scrutinizer, who may be chartered Accountant in practice, Cost Accountant in practice, or Company Secretary in practice or an advocate, but not in employment of the company and is a person of repute who, in the opinion of the Board can scrutinize the e-voting process in a fair and transparent manner:

Provided that the scrutinizer so appointed may take assistance of a person who is not in employment of the company and who is well-versed with the e-voting system;

(x) the scrutinizer shall be willing to be appointed and be available for the purpose of ascertaining the requisite majority;

(xi) the scrutinizer shall, within a period of not exceeding three working days from the date of conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and make a scrutinizer’s report of the votes cast in favour or against, if any, forthwith to the Chairman;

(xii) the scrutinizer shall maintain a register either manually or electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares and whether the shares have differential voting rights;

(xiii) the register and all other papers relating to electronic voting shall remain in the safe custody of the scrutinizer until the chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall return the register and other related papers to the company.

(xiv) the results declared along with the scrutinizer's report shall be placed on the website of the company and on the website of the agency within two days of passing of the resolution at the relevant general meeting of members;

(xv) subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of the relevant general meeting of members.

21. Manner in which the Chairman of meeting shall get the poll process scrutinized and report thereon.-

(1) The Chairman of a meeting shall ensure that-

(a) The Scrutinizers are provided with the Register of Members, specimen signatures of the members, Attendance Register and Register of Proxies.

(b) The Scrutinizers are provided with all the documents received by the Company pursuant to sections 105, 112 and section 113.

(c) The Scrutinizers shall arrange for Polling papers and distribute them to the members and proxies present at the meeting; in case of joint shareholders, the polling paper shall be given to the first named holder or in his absence to the joint holder attending the meeting as appearing in the chronological order in the folio and the Polling paper shall be in Form No. MGT.12.

(d) The Scrutinizers shall keep a record of the polling papers received in response to poll, by initialing it.

(e) The Scrutinizers shall lock and seal an empty polling box in the presence of the members and proxies.

(f) The Scrutinizers shall open the Polling box in the presence of two persons as witnesses after the voting process is over.

(g) In case of ambiguity about the validity of a proxy, the Scrutinizers shall decide the validity in consultation with the Chairman.

(h) The Scrutinizers shall ensure that if a member who has appointed a proxy has voted in person, the proxy's vote shall be disregarded.

(i) The Scrutinizers shall count the votes cast on poll and prepare a report thereon addressed to the Chairman.

(j) Where voting is conducted by electronic means under the provisions of section 108 and rules made there under, the company shall provide all the necessary support, technical and otherwise, to the Scrutinizers in orderly conduct of the voting and counting the result thereof.

(k) The Scrutinizers' report shall state total votes cast, valid votes, votes in favour and against the resolution including the details of invalid polling papers and votes comprised therein.

(l) The Scrutinizers shall submit the Report to the Chairman who shall counter-sign the same

(m) The Chairman shall declare the result of Voting on poll. The result may either be announced by him or a person authorized by him in writing.

(2) The scrutinizers appointed for the poll, shall submit a report to the Chairman of the meeting in Form No. MGT.13 and the report shall be signed by the scrutinizer and, in case there is more than one scrutinizer by all the scrutinizer, and the same shall be submitted by them to the Chairman of the meeting within seven days from the date the poll is taken.

e-voting Platform Service Agencies:

In order to hinder the problems faced with the postal ballot, NSDL and CDSL ventures ltd (CVL) has developed an internet based e-voting platform which enables the shareholders to vote electronically in a convenient manner.

Particulars	Agency-1	Agency-2
Name of the agency	NSDL	CDSL ventures ltd (CVL)
Website Id	www.evoting.nsdl.com	http://www.evotingindia.com
E-mail Id	Helpdesk@nsdl.co.in evoting@nsdl.co.in	helpdesk.evoting@cdslindia.com.

Procedure for Issuer/Scrutinizer on e-Voting System:

In order to avail the facility of e-Voting, the following procedure is to be followed by Issuer:

1. The Issuer intending to avail the facility of e-Voting shall approach National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL)and sign the bi-partite or tri-partite agreement with NSDL or CDSL as applicable.

2. After signing the agreement, the Issuer has to submit a letter, authorizing its Registrar & Transfer Agent (R & T Agent) to interact with NSDL or CDSL for activities pertaining to e-Voting.

3. Issuer/R & T Agent and Scrutinizer shall obtain a Digital Signature Certificate (DSC).

4. User ID for Issuer/R & T Agent and Scrutinizer will be provided by NSDL and CDSL Issuer/R&T Agent and Scrutinizer are required to map its DSC.

5. Issuer shall intimate NSDL and CDSL about the resolutions it wishes to place for e-Voting for its respective shareholders. The Issuer will authorize its Registrar & Transfer Agent for uploading the data to the e-Voting platform on its behalf and performing all related activities.

6. The Registrar & Transfer Agent shall upload the resolutions on the e-Voting website of NSDL and CDSL.

7. For every voting cycle, an EVEN (e-Voting Event Number) will be generated by the e-Voting system.

8. For every voting cycle, Issuer/ R & T Agent will upload a holding file on the e-Voting System. This will contain the holding information as well as the demographic information of shareholders. There are three types of shareholders namely:

i) Shareholders registered with NSDL

ii) Shareholders registered with CDSL

iii) Shareholders holding shares in physical form

After uploading the holding file on the e-Voting system, Issuer/ Registrar & Transfer Agent will be able to download a response file.

9. e-Voting System will generate the User ID & Password for shareholders after validating the holding file uploaded by the Issuer/Registrar & Transfer Agent. NSDL and CDSL will generate the user-ID and password for the shareholders. In respect of shareholders whose email IDs are provided by Issuer/R&T Agent, the user-ID and password will be emailed to the shareholders in a secure manner. For the remaining shareholders user-Id and password shall be provided to the Issuer/R&T Agent for printing and onward dispatch of pin-mailers to shareholders.

10. On or after the Voting Result date the scrutinizer shall authorize the voting and download the details of the voting results.

11. Features of e-Voting System:-

a. e-Voting System allows Issuer/ R & T Agent to modify the voting cycle.

b. e-Voting System allows Issuer/ R & T Agent/ Scrutinizer to extend the voting cycle.

c. e-Voting System has a provision for reset password for users.

d. e-Voting System has an option for the shareholders to edit their mobile number or e-mail ID.

e. e-Voting System allows Scrutinizer to view the details of voting viz; votes cast for, votes cast against.

Registration by Issuer on e-Voting System and brief Process flow.

I. Procedure for registration:-

1. Issuer will sign the requisite agreement with NSDL or CDSL.

2. Issuer will submit letter authorize Registrar & Transfer Agent (R&T Agent) to operate e-Voting system on its behalf (format *enclosed at Annexure A*). In case the Issuer has an in-house share registry (*i.e., the Issuer itself is a R&T Agent*), it shall submit the necessary details in respect of its in-house Registry Division.

3. Issuer will submit letter informing the details of the Scrutinizer for every e-Voting cycle (format *enclosed at Annexure B*).

4. Issuer/R&T Agent and Scrutinizer will have to obtain Aladdin e-Token (32K Memory size option) and Digital Signature Certificate (DSC) to log-in into the NSDL e-Voting system.

II. Process Flow

1. Issuer shall intimate NSDL or CDSL about the resolution(s) (*in hard copy*) it wishes to set-up for e-Voting.

2. Issuer/R&T Agent and Scrutinizer shall submit User details viz., Name of the User, details of DSC, etc. in the enclosed User Creation form (*Annexure C*). Upon receipt of the User Creation form, NSDL or CDSL will generate/activate the User ID and map the DSC & User ID with the e-Voting system. Issuer may note that the User shall be authorized by the Issuer by an appropriate Board resolution.

3. The User authorized by the Issuer/R&T Agent shall log-in with his/her User ID using the DSC and create e-Voting Event Number (EVEN) (i.e. *an unique number*). An EVEN will be generated by the e-Voting system for every voting cycle set-up by the Issuer/R&T Agent. User may also upload the resolution(s) on the e-Voting system (https://www.evoting.nsdl.com).

4. For every voting cycle, it will be pre-requisite for Issuer/ R&T Agent to upload a shareholding file, containing details of the shareholders viz., Client ID, DP ID, Address, etc on the e-Voting system (*file format for uploading the shareholding file is enclosed at Annexure D*). It may be mentioned that the shareholding file will contain details of three types of shareholders viz.,:

I. Shareholders registered with NSDL.

II. Shareholders registered with CDSL.

III. Shareholders holding shares in physical form.

5. After uploading the shareholding file on the e-Voting system, the User will download a response file. The response file will contain the details of the records that are accepted/rejected by the e-Voting system.

6. Based on the successful shareholding file uploaded by the Issuer/R& T Agent, NSDL or CDSL will generate and send the User ID & password in respect of shareholders where email ID of the first holder/sole holder is available.

7. For shareholders where email address of the first holder/sole holder is not available, NSDL or CDSL will generate User ID and password and provide the same to the Issuer/R&T Agent for onward printing and dispatch of the User ID and password in PIN mailers to such shareholders.

8. As Clearing Members (CM) do not have rights to vote in respect of securities lying in the CM pool account as on the record date, User ID and password will not be sent to such CM pool account holders.

9. The shareholders will login on NSDL or CDSL e-Voting system (https://www.evoting.nsdl.com) with their User ID and password and cast their votes electronically.

10. After the Voting End date, the Scrutinizer will login on NSDL or CDSL e-Voting system (https://www.evoting.nsdl.com) and shall authorize the completion of voting cycle and download the details of the voting results done through e-Voting system of NSDL or CDSL.