General Meetings

First Annual General Meeting: Sec 96

In case of the first annual general meeting, it shall be held within a period **of nine months** from the date of closing of the first financial year of the company.

Holding of subsequent AGM:

-AGM is to be held in each **calendar year**

-AGM is to be held within 15 months of last AGM (gap b/w two AGMs shouldn't exceed 15M)

-AGM is to be held **within 6 months** of close of financial year (by 30th sep)
ROC can extend upto 3 more months. However ROC Cannot extend for first AGM

Date, time and place of AGM:

Every annual general meeting shall be called during business hours, that is, between 9 a.m. and 6 p.m. on any day that is not a National Holiday.

Proper Authority to call meeting:
BOD has power to call for a GM. An individual director Or secretary has no power to call a GM.

MCA NOTIFICATION 5th June 2015

For Private companies Incase MOA,AOA contains any specific provisions they will **prevail** over the sections 101,102,103,104,105,106,107,109

In simple MOA **or** AOA of Pvt company **>** Above sections

Length of Notice for calling GM: Sec 101
For Regular companies, A General Meeting can be called by giving **at least 21 clear days** notice in writing,
For Section 8 Companies, the length of Notice is 14 Days
Incase of post an additional two days should be added Sec 20

For any shorter notice, approval of members shall be obtained in writing or in electronic mode for a GM from members who are entitled to vote on such meeting **95% approval shall be obtained.**

Ravi Kiran Vustela

General Meetings

<u>Quorum for General Meeting:</u> Section 103

Based on Number of Members in the company **<u>as on the date of Meeting,</u>**
<u>For Public</u>

Upto 1,000 - 5 members personally present

More than 1,000 but upto 5,000 - 15 members personally present

Exceeds 5,000 - 30 members personally present

<u>For Private</u>
2 members personally present

<u>Lack of quorum:</u>
The meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine.
Provided In case of an adjourned meeting or of a change of day, time or place of meeting under clause (a), the company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated. in case of an adjourned meeting or of a change of day, time or place of meeting under above, the company shall give **<u>not less than three days</u>** notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.
Refer regulation (49) of Table F.II in Schedule I

<u>Proxy:</u> Form MGT 11 Section 105

A member of a company can appoint a person as his proxy to attend and vote in the meeting instead of himself. (proxy is agent of member)

#A proxy can vote only on a Poll

#A Proxy can demand a poll

#A proxy cannot vote on a show of hands

#A proxy has no right to speak at the meeting

#A proxy is not counted for the purpose of quorum

Representative of the President of India, Governor of a State or if Company is a member, then a representative can be appointed. The Representative shall have same powers as that of a Member. Section 112 & 113
In simple the proxy appointed under 112 , 113 is Deemed to be a Member. He has all rights as a member

106. Restriction on voting rights

A member can be restrained from voting in GM only on TWO grounds

1. He didn't Paid his call money on shares when company called for
2. He owes debt to the company and he didn't paid even it was matured(in capacity OTHER than as shareholder)
On above two grounds company can exercise lien on his shares
Please NOTE in order to restrict voting articles should contain a provision in this regard.
In simple if there is NO provision on lien of shares in AOA the defaulting member can enjoy his voting rights This is NOTWITHSTANDING section

107. Voting by show of hands

One Person One Vote Irrespective of his shareholding

109. Demand for poll.

In the case a company having a share capital, by the members present in person or by proxy, where allowed, and having **not less than one-tenth** of the total voting power or holding shares on which an **aggregate sum of not less than five lakh rupees** or such higher amount as may be prescribed has been paid-up(NO AMOUNT PRESCRIBED TILL NOW)

and

(b) in the case of any other company, by any member or members present in person or by proxy, where allowed, and having not less than one-tenth of the total voting power.
Once Poll is demanded the results on show of hands gets **NULLIFIED**
In poll voting will be based on % of Holding of shares.
In simple more shares i hold .more votes i Can enjoy
Polling Paper in Form No.MGT-12 and report of scrutinizer in Form No.MGT-13]

Passing of Resolution by Postal Ballot: Rule 22 Section 110

Voting though Postal Ballot **mandatory** in certain cases-

(a) Alteration in the objects clause of MOA

(b) Buy-back of shares 68

(c) Issue of shares with differential voting rights Rule 4 of Chapter 4 Sec43

(d) Change in place of registered office outside local limits

(e) Conversion of **Public Company to Private Company**

(f) 180(1)(a)

(g) 186 except for investments

(h) 151

(i) for inserting restrictions under 2(68) in articles of Public company Sec 14

(j) 48

(k) change in place of registered office outside the local limits of any city, town or village as specified in sub-section (5) of section 12

Voting through electronic means: Rule 20 Sec 108
Every listed company **or** a company having **not less than** one thousand share holders, shall provide to its members facility to exercise their right to vote at general meetings by electronic means.

The e-voting shall remain open for not **less than one day and not more than three days**

118(10) every company should follow SS issued by ICSI for GM and BM