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Annual General Meeting (AGM) of the Company may be held through Video Conferencing (VC) or other Audio Visual Means (OAVM) **during the calendar year 2020-** MCA Circular No. 20/2020 dated 05.05.2020

Vide this circular all Companies whose financial year whether ended on 31.12.2019 or 31.03.2020 are allowed to conduct their AGM through VC or OAVM and can transact ordinary as well as unavoidable special business, subject to fulfillment of the requirements stated in the circular.

The companies whose financial year has ended on 31.12.2019 have been allowed to hold its AGM by 30.09.2020 vide Circular No. 18/2020 dated 21.04.2020.

Particulars	For Companies Which are required to provide facility of e-voting (Listed Companies or Company having atleast 1000 members) or any other company which has opted for such facility.	For Companies Which are not required to provide facility of e-voting. (Precondition: Only such companies shall be allowed to hold their AGM with the facility of VC/OAVM who have at least 50% of the total member's updated e-mail address details in their records and such members- In case of Nidhi Company: holding shares of more than Rs. 1,000 in face value or more than 1% of the total paid-up share capital, whichever is less. In case of other companies having share capital: who represent not less than 75% of the total paid-up share capital of the company. In case of other companies Not having share capital: who have a right to exercise not less than 75% of the total voting power of the company exercisable at the meeting)
Issue of Notice of Meeting to members	Only via emails registered with the company or with depository participant/depository.	Only via emails registered with the company or with depository participant/depository.
Time Zone	Convenience of different persons positioned in different time zones shall be Kept in mind before scheduling the meeting. (However, the AGM should be convened during business hours between 09:00 AM to 06:00 PM in terms of Section 96 of Companies Act, 2013)	Convenience of different persons positioned in different time zones shall be Kept in mind before scheduling the meeting. (However, the AGM should be convened during business hours between 09:00 AM to 06:00 PM in terms of Section 96 of Companies Act, 2013)
Dispatch of Financial statements (including Board Report, Auditor Report or other documents required to be attached)	Shall be sent only by email to the members and to all other persons so entitled.	Shall be sent only by email to the members and to all other persons so entitled.
Newspaper Advertisement	Before sending notices and copies of Financial Statements to members, the company shall cause a public notice by way of an advertisement to be published, in minimum 2 newspapers (one in vernacular and one in English newspaper) preferably both newspapers having electronic	If email addresses are not registered with the company: -Contact all those members over telephone or any other mode of communication for registration of their email addresses before sending the notice for meeting. -Where contact details of any members are not available with the

	additions. Notice shall specify the following information: -That AGM has been conducted through VC or AOVm in compliance with applicable provisions of the act read with MCA Circular. -Date and time of AGM -Manner in which the members holding physical shares or who have not registered their email addresses with the company can cast their vote through remote e-voting or through e-Voting system during the meeting. -The manner in which the persons who have not registered their email addresses with the company can get the same registered with the company. -The manner in which the members can give their mandate receiving dividends directly in their bank accounts through Electronic Clearing Service (ECS) or any other means. Public Notice by way of an advertisement after the release of AGM Notice to members but atleast 21days before date of AGM for providing information related to E-voting i.e. -process and manner for voting by electronic means -time schedule including the time period during which the votes may be cast by remote e-voting. - details about the login ID -the process and manner for generating or receiving the password and for casting of vote in a secure manner. -Instruction as to how the members can access and participate in the meeting. -Helpline number of Registrar and Transfer Agent and technology provider for assistance of members; -any other matter considered necessary. Further, copy of notice shall be displayed on the website of the Company (if any) and due intimation shall be given to stock exchange, in case of listed company.	company it shall cause a public notice by way of an advertisement to be published, immediately in minimum 2 newspapers (one in vernacular and one in English newspaper) preferably both newspapers having electronic additions. Notice shall specify the following information: -That AGM has been conducted through VC or AOVm and the company proposes to send the notice by email, after at least 3 days from the date of publication of the public notice. -Date and time of AGM -To update the details of email address & telephone number on company's designated email address for participation and voting in general. -Instruction as to how the members can access and participate in the meeting -Helpline number of Registrar and Transfer Agent and technology provider for assistance of members. Further, copy of notice shall be displayed on the website of the Company (if any).
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Payment of Dividend	The companies shall make adequate provisions for allowing the members to give their mandate for receiving dividends directly in their bank accounts through the Electronic Clearing Service (ECS) or any other means. For shareholders, whose bank accounts are not available, company shall upon normalization of the postal services, dispatch the dividend warrant/cheque to such shareholder by post.	The companies shall make adequate provisions for allowing the members to give their mandate for receiving dividends directly in their bank accounts through the Electronic Clearing Service (ECS) or any other means. For shareholders, whose bank accounts are not available, company shall upon normalization of the postal services, dispatch the dividend warrant/cheque to such shareholder by post.
If Company has received permission from the relevant authorities to conduct AGM at its registered office, or at any other place	The company may in addition to holding such meeting with physical presence of some members, also provide the facility of VC or OAVM, so as to allow other members of the company to participate in such meeting. All resolutions shall continue to be passed through the facility of e-voting system.	The company may in addition to holding such meeting with physical presence of some members, also provide the facility of VC or OAVM, so as to allow other members of the company to participate in such meeting.
Participation and Queries of members	AGM through VC or OAVM facility shall allow two way Teleconferencing or webex for ease of participation and members are allowed to pose questions during the meeting or submit questions in advance on email of the company.	AGM through VC or OAVM facility shall allow two way Teleconferencing or webex for ease of participation and Members are allowed to pose questions or must be given time to submit questions in advance on email of the company.
No. of Members participate through VC or OAVM facility	Meeting through VC or OAVM must provide capacity of atleast 1000 members to participate on first-cum-first-served basis. The Rule of first-cum-first-served basis shall not apply to: Large shareholders (i.e. shareholders holding 2% or more shareholding, promoters, institutional investors, directors, KMP, chairperson of Audit committee, Nomination and Remuneration Committee, Stakeholder Relationship committee, auditors.	Meeting through VC or OAVM must provide capacity of atleast 500 members or actual number of members whichever is lower to participate on first cum first served basis. The Rule of first-cum-first-served basis shall not apply to: Large shareholders (i.e. shareholders holding 2% or more shareholding, promoters, institutional investors, directors, KMP, chairperson of Audit committee, Nomination and Remuneration Committee, Stakeholder Relationship committee, auditors.
Timeline for joining meeting through VC or OAVM	Facility for joining meeting shall be kept open for atleast 15 min before and shall not close till expiry of 15min after the scheduled time.	Facility for joining meeting shall be kept open for atleast 15 min before and shall not close till expiry of 15min after the scheduled time.
Quorum	Attendance of members through VC or OAVM shall be counted for the purpose of quorum.	Attendance of members through VC or OAVM shall be counted for the purpose of quorum.
Chairman of Meeting	a) If no. of members present are less than 50: The members present at the meeting shall elect one of themselves to be the Chairman by show of hands unless poll is demanded or the	a) If no. of members present are less than 50: The members present at the meeting shall elect one of themselves to be the Chairman by show of hands unless poll is demanded

	articles of the company otherwise provide. b) If no. of members present are 50 or more than 50, the Chairman shall be appointed by a poll conducted through e-voting system.	b) If no. of members present are 50 or more than 50, the Chairman shall be appointed by a poll.
Manner of voting	-Before the actual date of meeting, Facility of remote e-voting shall remain open for not less than 3 days and shall close at 5.00 pm on the date preceding the date of general meeting. -Facility of E-voting shall be available for the purpose of conducting a poll. -The chairman present at the meeting shall ensure that the facility of e-voting system is available for the purpose of voting during the meeting held through VC or OAVM. -Those members who are present at the meeting and have not casted their vote through remote e-Voting shall be allowed to cast their vote through e-Voting system or by a show of hands at the meeting.	a)If no. of members present are less than 50: Voting may be conducted by show of hands. If Poll demanded: voting shall be conducted by sending e-mail at designated e-mail address provided in the notice of meeting through their e-mail address which are registered with the Company. b)If no. of members present are 50 or more than 50: voting shall be conducted by sending e-mail at designated e-mail address provided in the notice of meeting through their e-mail address which are registered with the Company. Note: When the poll is demanded, the members may convey their assent or dissent only at such stage on items considered in the meeting by sending e-mail at designated e-mail address provided in the notice of meeting.
Appointment of Proxy	The facility for appointment of proxies by members is not allowed for meeting through VC or OAVM. However, representative of the members in pursuance of section 112 and 113 of the act may be appointed.	The facility for appointment of proxies by members is not allowed for meeting through VC or OAVM. However, representative of the members in pursuance of section 112 and 113 of the act may be appointed.
Presence of Independent Director and Auditor	Atleast one Independent Director (where company is required to appoint) and Auditor or his authorized representative shall attend such meeting.	Atleast one Independent Director (where company is required to appoint) and Auditor or his authorized representative shall attend such meeting.
Record Maintenance	Recorded transcript of meeting held through VC or OAVM shall be maintained in safe custody of the company and in case of public company, recorded transcript be made available on the website (if any) of the company.	Recorded transcript of meeting held through VC or OAVM shall be maintained in safe custody of the company and in case of public company, recorded transcript be made available on the website (if any) of the company.
Disclosures to shareholders and inspection of documents/ registers	All disclosures or documents required to be made, shall be made available to the shareholders through electronic mode.	All disclosures or documents required to be made, shall be made available to the shareholders through electronic mode.
Appointment of Scrutinizer	-The company should be required appoint a scrutinizer who scrutinise the voting and remote e-voting process in a fair and transparent manner. -The Chairman or a person authorised by him in writing shall	-The company may appoint a scrutinizer even though on a voluntary basis for enabling transparent voting free from any conflict of interest. -In case the counting of votes requires time, the said meeting may

	declare the result of the voting forthwith. -The results declared along with the report of the scrutinizer shall be placed on the website of the company, if any, and on the website of the agency immediately after the result is declared by the Chairman.	be adjourned and called later to declare the result.
Resolutions	All resolution, whether Ordinary or Special shall be filed with the ROC within 60 days of the meeting clearly indicating therein that the mechanism provided in this circular along with other provisions of the Act and rules were duly complied with.	All resolution, whether Ordinary or Special shall be filed with the ROC within 60 days of the meeting clearly indicating therein that the mechanism provided in this circular along with other provisions of the Act and rules were duly complied with.
Extension of AGM	The Companies which are not required to close their financial year on 31 st December, 2019 and are unable to conduct their AGM via VC or OAVM can apply for extension of AGM with ROC.	The Companies which are not required to close their financial year on 31 st December, 2019 and are unable to conduct their AGM via VC or OAVM can apply for extension of AGM with ROC.

DISCLAIMER: The Entire Contents of this document have been prepared on the basis of circulars issued by MCA recently and based on the relevant provisions of Companies Act, 2013 and rules made thereunder. In no event, I will be liable for any damages caused in connection with the use of this information.

Reference:

http://www.mca.gov.in/Ministry/pdf/Circular20_05052020.pdf

http://www.mca.gov.in/Ministry/pdf/Circular18_21042020.pdf

http://www.mca.gov.in/Ministry/pdf/Circular17_13042020.pdf

http://www.mca.gov.in/Ministry/pdf/Circular14_08042020.pdf