

To be provided by companies required to provide e-voting facility

## **NOTICE OF AGM, E-VOTING AND BOOK CLOSURE**

Notice is hereby given that [\*] Annual General Meeting of the Company ('AGM') of the Company will be held on [Day] [Date] through video conferencing at [Time] in accordance with the provisions of MCA circular dated 05.05.2020 read with other circulars dated 08.04.2020 and 13.04.2020.

In terms of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and MCA circular dated 05.05.2020 read with other circulars dated 08.04.2020 and 13.04.2020, the notice setting out the business to be transacted at the virtual AGM along with Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and Annual Report of the Company for the financial year ended 31<sup>st</sup> March, 2020 have been sent through electronic mode on [\*] to all those shareholders who have registered their e-mail address with the depositories or with the Company. The Members are also informed, that shareholders who have registered their email address with the Company post receiving request from the Company vide public notice dated [\*] have been sent their copy of Notice and Annual Report through email. As regards the shareholders who have not yet registered their email address with the Company, it is being informed that due to the non-operational postal services in the Country, the Company shall not be able to provide service of documents to the shareholders, except through email. The dispatch of Notice of AGM and Annual Report has been completed on [\*]

The Annual Report along with the Notice of AGM is available on the Company's website [\*\*]

The Company has provided its shareholders remote e-voting facility in compliance with the Act and Rules. The Company has engaged [\*\*] as the authorised agency to provide e-voting facility. The details as required pursuant to the Act and Rules are as follows:

1. The cut-off date to determine eligibility to cast votes by electronic voting is [\*]. The e-voting shall be open for [\*] days, commencing at 9:00 a.m on [date] and ending at 5:00 p.m on [date] for all shareholders. The e-voting module shall be disabled by [\*] for voting thereafter. Remote e-voting shall not be allowed beyond the said date and time.
2. Persons who acquire and become shareholder of the Company after the dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. [\*] can do remote e-voting by obtaining the login ID and password by sending an email to [\*] by mentioning their Folio no./DP ID no. However, if such shareholder is already registered with the [RTA/DP] for remote e-voting then existing user ID and password can be used for casting vote.
3. The members who have not cast their votes by remote e-voting can exercise their voting rights at the virtual AGM. The manner of voting at the virtual AGM has been provided along with the Notice of the meeting and can also be viewed at the website of the Company at [\*].
4. A member may participate in the meeting even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the virtual meeting.
5. The facility for joining the meeting shall be kept open at least 15 minutes before the meeting and shall not be closed till the expiry of 15 minutes after the meeting.
6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting through email at the virtual meeting.

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7. The Company has appointed [\*\*] as the Scrutinizer to scrutinize the voting process at the virtual meeting in a fair and transparent manner.

For detailed instructions pertaining to e-voting, members may please refer to the section “Notes” in the Notice of the Annual General Meeting. In case of queries pertaining to e-voting procedure or voting at the virtual meeting shareholders may refer user manual for the shareholders published on the website of the Company (or website of e-voting agency) available at [\*]. Members may also contact [Name] [Designation] [Address] [email address] [phone number] in case of any queries related to e-voting facility or voting at virtual AGM.

Notice is also hereby given that pursuant to section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from [\*] to [\*] (both days inclusive) for the purpose of AGM and for determining entitlement of Members to the dividend for the financial year ended 31<sup>st</sup> March, 2020.

Members who have by virtue of public notice dated [\*] provided their bank account details for e-payment of dividend shall be facilitated with electronic transfer of funds the Company. As regards members, who have not yet updated such information shall be provided with dividend warrants once postal service resumes to normal.

Date:

By Order of the Board

Place:

[Company Name]

To access other relevant resources on virtual AGMs, click here:

<http://vinodkothari.com/2020/05/resources-on-virtual-agm/>