

Checklist for AGM by Companies not required to provide e-voting facility

Eligibility: E-Voting facility is not required to be provided by:

- a. A company which has not listed its equity shares on a recognised stock exchange;
- b. A company having less than one thousand members
- c. a Nidhi;
- d. An enterprise or Institutional investor referred to in Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- e. An enterprise or Institutional investor referred to in Chapter IX or Chapter X of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Particulars	Reference	Compliances to be done by a company not required to provide e-voting facility	Remark
Before the Annual General Meeting (AGM)			
Convening of Board meeting through VC mode	Section 173 of Companies Act, 2013 read with rule 3 of the Companies (MBP) Rules, 2014	Board meeting through VC mode to be held for the following- <ol style="list-style-type: none"> 1. To fix record date for declaration of dividend; 2. To fix period of book closure; 3. Approval of various matters for inclusion in AGM notice; 4. Approval of the draft notice, fixing of date, time and venue of the Annual General Meeting ('AGM' or 'Meeting') 	<ul style="list-style-type: none"> • The notice should have such special businesses that are unavoidable.
Eligibility for convening AGM through VC	Para 3B(I) of the MCA AGM Circular dated 05.05.2020	AGM can be conducted through the facility of VC only by a company which has in its records, the email addresses of at least half of its total number of members , who: <ul style="list-style-type: none"> • In case of Nidhi, hold shares of more than one thousand rupees in face value or more than 10% of the total paid-up capital, whichever is less; 	Companies unable to obtain the email ids to the said effect will have to approach Registrar of Companies seeking extension of

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		<ul style="list-style-type: none"> • In case of other companies, having share capital, who represent not less than 75% of such part of the paid-up share capital of the company as gives a right to vote at the meeting; • In case of companies not having share capital, who have the right to exercise not less than 75% of the total voting power exercisable at the meeting. 	time for convening AGM.
Pre-requisites for VC facility	Para 3B(II) of the MCA Circular dated 05.05.2020	Take necessary steps to register email addresses of all persons who have not register their email address with the company.	This is applicable to companies who do not have email-ids of all shareholders.
	Para 3B(III)& (XV) of the MCA Circular dated 08.04.2020 (EGM Circular-1)	<ol style="list-style-type: none"> 1. The Meeting through VC facility shall allow two way teleconferencing for the ease of participation of the members. 2. The participants shall be allowed to pose questions in advance on the e-mail address of the company. 3. The VC facility must have a capacity to allow at least 500 members to participate on first come first serve basis. Exempted category: Large shareholders (holding more than 2%), promoters, institutional investors, directors, KMPs, chairperson of audit committee/NRC/SRC and auditors etc. may be allowed to attend the Meeting without first come first serve basis. 4. The company shall provide a helpline number through the RTA, technology provider, for assisting the shareholders before or during the Meeting. 	<p>The circular provides for minimum capacity to be ensured. The Company may also choose maximum number of shareholders who can join on first come first serve basis.</p> <p>Additionally, it has to be ensured that the exempted category should be provided with separate login to ensure participation is not denied.</p>
Contacting shareholders for email ids	Para (i)B (III) of MCA Circular dated 13.04.2020 (EGM Circular-2)	Company to contact all those members whose e-mail addresses are not registered, over telephone or any other mode of communication.	

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Public notice in case of inability to obtain email-addresses	Para (i)B (III) of MCA Circular dated 13.04.2020 (EGM Circular-2)	<ol style="list-style-type: none"> 1. Where a company is unable to contact shareholders and obtain email addresses, it shall give public notice by way of advertisement shall be published atleast once in a vernacular newspaper in a principle vernacular language of the district in which the registered office is situated and in English language in English newspaper having wide circulation in that district and preferably both newspapers having electronic editions. 2. The advertisement shall specify that the company intends to convene AGM through VC and it proposes to send notices to all its members by email atleast 3 days from the date of publication of the public notice. 3. The advertisement shall also specify the details of the e-mail address along with a telephone number on which the members may contact for getting their e-mail addresses registered for participation and voting in the AGM. 	
Content of AGM Notice	Section 101 of Act	<ol style="list-style-type: none"> 1. Notice of a meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.; 2. Notes to the notice; 3. Explanatory Statement; 4. Clear instructions for participating through VC. <p>Also, the notice shall be displayed/hosted on the website of the company.</p>	Proxy form, attendance slip, route map is not relevant in case of AGM by VC.
Manner of sending Notice in electronic mode	Rule 18 of MGT Rules	<ol style="list-style-type: none"> 1. A notice may be sent through e-mail as a text or as an attachment to e-mail or as a notification providing electronic link or Uniform Resource Locator for accessing such notice. 2. The e-mail shall be addressed to the person entitled to receive such e-mail as per the records of the company or as provided by the depository: 3. The subject line in e-mail shall state the name of the company, notice of the type of meeting, place and the date on which the meeting is scheduled. 	

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		<ol style="list-style-type: none"> 4. If notice is sent in the form of a non-editable attachment to e-mail, such attachment shall be in the Portable Document Format or in a non-editable format together with a 'link or instructions' for recipient for downloading relevant version of the software. 5. When notice or notifications of availability of notice are sent by e-mail, the company should ensure that it uses a system which produces confirmation of the total number of recipients e-mailed and a record of each recipient to whom the notice has been sent and copy of such record and any notices of any failed transmissions and subsequent re-sending shall be retained by or on behalf of the company as “proof of sending”. 6. The company’s obligation shall be satisfied when it transmits the e-mail and the company shall not be held responsible for a failure in transmission beyond its control: 7. If a member entitled to receive notice fails to provide or update relevant e-mail address to the company, or to the depository participant as the case may be, the company shall not be in default for not delivering notice via e-mail. 8. The company may send e-mail through in-house facility or its registrar and transfer agent or authorise any third party agency providing bulk e-mail facility. 9. The notice made available on the electronic link or Uniform Resource Locator has to be readable, and the recipient should be able to obtain and retain copies and the company shall give the complete Uniform Resource Locator or address of the website and full details of how to access the document or information. 	
Sending of financial statements only by email	Para 3B(V) of MCA circular dated 05.05.2020 (AGM Circular)	Physical copies of the financial statements (including Board’s report, Auditor’s report or other documents required to be attached herewith) shall be sent only by email to the members, trustee for the debenture-holder of any debenture issued by the company, and to all other persons so entitled.	
Designated	Para 3B(X)& (XI) of the	The company shall provide a designated email address to all members at the time of	

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email address to be stated while sending the notice	MCA Circular dated 08.04.2020 (EGM Circular-1)	<p>sending the notice of the meeting so that members can convey their vote, when a poll is required to be taken during the meeting on any resolution, at such designated email address.</p> <p>The confidentiality of the password and other privacy issues associated with the designated email address shall be maintained by the company</p>	
At the AGM			
Joining in the meeting	Para B (IV) of MCA Circular No. 14/ 2020	1. Facility for joining shall be kept open at least 15 minutes before the time scheduled, and shall not be closed till expiry of 15 minutes after such scheduled time.	<p>Section 103 (2) allows a time of half an hour to ensure quorum is present.</p> <p>If the quorum is not present, within 30 minutes, 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.</p>
Attendees in the meeting apart from members	Section 178 (read with Para 4 of SS-2 and Para B (VII), (IX) of MCA Circular No. 14/ 2020	<p>As per Act, 2013</p> <p>1. Chairman of NRC and SRC or any member of the committee authorised by Chairman;</p> <p>As per SS-2:</p> <p>1. Directors, including Chairman of AC, NRC and SRC or other member of the committee authorised by Chairman. If any Director is absent, the Chairman shall explain such absence;</p>	

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		<p>2. Auditors, either by themselves or authorised representative qualified to be an auditor.</p> <p>3. Secretarial Auditor, either by themselves or authorised representative qualified to be an auditor.</p> <p>As per MCA Circular:</p> <p>4. Atleast one ID;</p> <p>5. Auditor or his authorised representative;</p> <p>6. Institutional investors must be encouraged;</p>	
Ascertainment of Quorum	Section 103 read with Para B (V) of MCA Circular No. 20/ 2020	<p>(a) in case of a public company,—</p> <p>(i) five members personally present if the number of members as on the date of meeting is not more than one thousand;</p> <p>(b) in the case of a private company, two members personally present, shall be the quorum for a meeting of the company.</p> <p>All the members who attend the meeting through the VC shall be reckoned for the purpose of quorum.</p>	<p>The quorum in case of more than 1000 shareholders will not apply here, as such companies will have to provide e-voting facility.</p> <p>Further, a confirmation of active logins may be provided by the agency providing VC facility, unless the same can be viewed by the moderator of the meeting.</p>
Voting by proxy and authorized representatives	Para 3B(VIII) of the EGM Circular-1	In the current situation where the meeting is taking place through VC, there is no point in getting an authorized representatives or a proxy participate in such meeting.	
Chairman of the meeting	Section 104 read with Para B (VI) of MCA Circular No. 14/ 2020	<p>1. As provided in the Articles of Association;</p> <p>2. If the Articles are silent; and</p> <ul style="list-style-type: none"> • Where less than 50 members are present, the chairman shall be appointed by 	Poll shall be conducted by way of sending mail to the designated email

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		<p>show of hands, unless a poll is demanded (process under Section 104);</p> <ul style="list-style-type: none"> • Where 50 or more members are present, Chairman shall be appointed by poll. 	address.
Documents open for inspection	102(3), 171(b) and 189(4) read with Para 4 of the EGM Circular-1& AGM Circular	The registers and other documents shall be accessible to all the members during the continuance of the meeting through electronic mode.	The companies shall be required to upload aforesaid registers and documents on VC platform itself, that can be viewed by shareholders during the AGM.
Reading of notice, directors report, auditors report	Para 13 of SS-2	The qualifications, observations or comments or other remarks on the financial transactions or matters which have any adverse effect on the functioning of the company, if any, mentioned in the Auditor's Report and the Secretarial Auditor's report shall be read at the AGM and attention of the Members present shall be drawn to the explanations / comments given by the Board of Directors in their report.	May also be taken as read with the consent of the shareholders.
Type of business to be transacted	Para 3(B)(IV) of the AGM Circular	<ol style="list-style-type: none"> 1. In addition to ordinary business, only unavoidable special business shall be transacted. 2. The term 'unavoidable' means something which cannot be deferred and should not be deferred. Accordingly, based on the reason of exigency or business urgency, etc., the Board of the company has to decide on the matters which are unavoidable. 	
Addressing the queries by shareholders		The Chairman shall address the queries raised by shareholders in relation to contents of the annual report.	
Chairman to explain rationale of resolutions being put to vote	Para 5.2 of SS-2	<ol style="list-style-type: none"> 1. The Chairman shall explain the objective and implications of the resolutions before they are put to vote at the Meeting; 2. The Chairman shall provide a fair opportunity to members who are entitled to vote to seek clarifications and/or offer comments related to any item of business and address the same, as warranted. 	

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Voting by shareholders	Para B (XIII) of MCA Circular No. 14/ 2020 – EGM Circular 1	<ol style="list-style-type: none"> Where less than 50 members are present, the Chairman may decide to conduct a vote by show of hands, unless poll is demanded. More than 50 members, matters to be transacted by way of poll. 	
After the AGM			
Scrutinizer's report	Rule 21 of MGT Rules	<ol style="list-style-type: none"> There won't be any polling paper in the instant case, votes will be cast by sending of emails. The scrutinizer will be required to access the said email Id and count the votes cast on poll and prepare a report thereon addressed to the Chairman. The Scrutinizers shall submit the Report to the Chairman who shall counter-sign the same 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. 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. 	The format of the report will be required to be suitably modified as there won't be any physical ballots/ polling paper.
Payment of dividend	Para 3B(VI) of AGM Circular	In case, the resolution for payment of dividend has been approved in the meeting, and the company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the company shall upon normalization of the postal services, dispatch the dividend warrant/cheque to such shareholder by post.	
Filing of resolution with the registrar	Para B (XVII) of MCA Circular No. 14/ 2020	All the resolution passed in the meeting shall be filed with the ROC within 60 days of the meeting.	Those resolutions that require filing.

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