

Checklist for AGM by Companies required to provide e-voting facility

Eligibility: E-Voting facility is required to be provided by:

- a. Every company which has listed its equity shares on a recognised stock exchange;
- b. Every company having not less than one thousand members

Provided that following need not provide e-voting, even if falling under aforesaid:

- i. a Nidhi, or an enterprise; or
- ii. 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;
- iii. 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 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. Appointment of agency for conducting e- voting and providing video conferencing ('VC') facility; 2. Appointment of scrutinizer for scrutinizing the voting process; 3. To fix the cut-off date for e-voting; 4. To fix record date for declaration of dividend; 5. To fix period of book closure; 6. Approval of various matters for inclusion in AGM notice; 7. 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"> • In case listed companies offers VC to all shareholders, webcast becomes a redundant activity. However, if VC facility is offered to only selective shareholders on

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			<p>first come first serve basis, live one way webcast should be provided for other shareholders</p> <ul style="list-style-type: none"> The notice should have such special businesses that are unavoidable.
Pre-requisites for VC facility	Para 3A(III) of the MCA Circular dated 08.04.2020 (EGM Circular-1)	<ol style="list-style-type: none"> The Meeting through VC facility shall allow two way teleconferencing for the ease of participation of the members. The participants shall be allowed to pose questions in advance on the e-mail address of the company. The company shall provide a helpline number through the RTA, technology provider, for assisting the shareholders before or during the Meeting. The VC facility must have a capacity to allow at least 1000 members to participate on first come first serve basis. <p>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.</p>	<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>
Giving of public notice before sending notice and financial statements	Para 3A(IV) of MCA circular dated 05.05.2020 (AGM Circular)	<ol style="list-style-type: none"> A public notice by way of advertisement shall be published 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. 	<p>Timeline not specified in the MCA Circulars. 3 days before dispatching notice by email, has been provided in case of</p>

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		<p>2. Contents of the public notice for e-voting as per MCA Circular:(to be given before sending the notices and financial statements)</p> <p>a. a statement that the AGM shall be convened through VC;</p> <p>b. the date and time of the AGM through VC;</p> <p>c. availability of notice on the website of the company and stock exchange, in case of listed company;</p> <p>d. the manner in which the shareholders holding shares in physical form or who have not registered their email addresses with the company can cast their votes through remote e-voting or through e-voting system:</p> <p>e. the manner in which the persons who have not registered their email addresses can get the same registered; and cast their vote through remote e-voting or through the e-voting system during the meeting;</p> <p>f. the manner in which the members can give their mandate for receiving dividends directly in their bank accounts through electronic clearing services or any other means;</p>	<p>companies not required to provide evoting.</p>
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 (<i>this will include manner in which shareholders can register their email ids</i>); 3. Explanatory Statement; 4. Instructions for e-voting; 5. Instructions for participating through VC. 	<p>Proxy form, attendance slip, route map is not relevant in case of AGM by VC.</p>
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. 	<p>Compliance with the said rules can be ensured while sending notices by email.</p>

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		<ol style="list-style-type: none"> 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. 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 authorize 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. 	
Giving of public	Section 108 read with	<ol style="list-style-type: none"> 1. The company shall cause a public notice by way of an advertisement to be 	

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<p>notice after sending notice and financial statements</p>	<p>Rule 20 of MGT Rules</p>	<p>published, immediately on completion of dispatch of notices for the meeting under clause (i) of sub-rule (4) but at least twenty-one days before the date of general meeting, 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 country-wide circulation, and specifying in the said advertisement, inter alia, the following manners namely :-</p> <p>2. Contents of the public notice for e-voting as per Rule 20 of MGT Rules</p> <ol style="list-style-type: none"> a. statement that the business may be transacted by electronic voting; b. the date and time of commencement of remote e-voting; c. the date and time of end of remote e-voting; d. cut-off date e. the manner in which persons who have acquired shares and become members of the company after the dispatch of notice may obtain the login ID and password f. the statement that - <ol style="list-style-type: none"> (A) remote e-voting shall not be allowed beyond the said date and time; (B) the manner in which the company shall provide for voting by members present at the meeting; and (C) a member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the meeting; and (D) a person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting; (g) website address of the company, if any, and of the agency where notice of the meeting is displayed; and (h) name, designation, address, email id and phone number of the person responsible to address the grievances connected with facility for voting by electronic means: <p>Provided that the public notice shall be placed on the website of the company, if</p>	<p>Companies required to provide e-voting facility will have to publish notice in newspaper twice.</p> <p>'May be' transacted is not relevant in instant case. The business shall be transacted by way of e-voting.</p>

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		<p>any, and of the agency;</p> <p>3. The advertisement shall also be placed simultaneously on the website of the company and of the agency.</p>	
Commencement of remote e-voting	Section 108 read with Rule 20 of MGT Rules and Para (ii) of MCA Circular dated 13.04.2020 (EGM Circular-2)	<ol style="list-style-type: none"> 1. 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; 2. Since, the company will opt to provide the same electronic voting system as used during remote e-voting during the general meeting, the said facility shall be in operation till all the resolutions are considered and voted upon in the meeting and may be used for voting only by the members attending the meeting and who have not exercised their right to vote through remote e-voting. 3. During the period when facility for remote e-voting is provided, the members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may opt for remote e-voting: 4. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again: 5. A member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again; 	In case of AGM by VC, blocking of remote e-voting facility after the specified period will not apply as a company providing remote e-voting facility has to provide e-voting at the AGM as well.
At the AGM			
Where company gets permission to conduct AGM at registered office	Para A (VI) of AGM Circular	<p>In addition to holding such meeting with physical presence of some members. The company may in addition to holding such meeting, also provide the facility of VC so as to allow members of the Company to participate in such meeting.</p> <p>All resolutions shall continue to be passed through the facility of e-voting system.</p>	

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Joining in the meeting	Para A (IV) of EGM Circular-1	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.	Section 103 (2) allows a time of half an hour to ensure quorum is present. 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.
Attendees in the meeting apart from members	Section 178 (7) read with Para 4 of SS-2 and Para A (XI), (XII) of EGM Circular-1	<p>As per Act, 2013</p> <p>1. Chairman of NRC and SRC or any member of the committee authorized 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 authorized by Chairman. If any Director is absent, the Chairman shall explain such absence;</p> <p>2. Auditors, either by themselves or authorized representative qualified to be an auditor.</p> <p>3. Secretarial Auditor, either by themselves or authorized representative qualified to be an auditor.</p> <p>As per MCA Circular:</p> <p>4. Atleast one ID;</p> <p>5. Auditor or his authorized representative;</p> <p>6. Institutional investors must be encouraged;</p>	

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Ascertainment of Quorum	Section 103 read with Para A (VI) of AGM Circular	<p>1. 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>(ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;</p> <p>(iii) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;</p> <p>2. All members who are physically present in the meeting as well as the members who attend the meeting through the VC shall be reckoned for the purpose of quorum.</p>	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.
Chairman of the meeting	Section 104 read with Para A (VIII) of EGM Circular-1	<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 show of hands, unless a poll is demanded (process under Section 104). • Where 50 or more members are present, Chairman shall be appointed by poll conducted through e-voting system. 	
Documents open for inspection	102(3), 171(b) and 189(4) read with Para 4 of the EGM Circular-1	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	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	May also be taken as read with the consent of the shareholders.

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report, auditors 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.	
Type of business to be transacted	Para 3(A)(II) 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. 	
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. 	This can be done before taking up shareholder queries, so that shareholders can start voting electronically.
Voting by electronic means at the meeting	Para 7.2, 8.3 of SS-2 read with rule 20(viii) of the M and A Rules and Para 3A(IX) of the EGM Circular-1	<ol style="list-style-type: none"> 1. The Chairman present at the meeting shall ensure that the facility of e-votingsystem is available for the purpose of voting during the meeting held throughVC; 2. Since, the company will opt to provide the same electronic voting system as used during remote e-voting during the general meeting, the said facility shall be in operation till all the resolutions are considered and voted upon in the meeting and may be used for voting only by the members attending the meeting and who have not exercised their right to vote through remote e-voting. 	In case of AGM by VC, blocking of remote e-voting facility after the specified period will not apply as a company providing remote e-voting facility has to provide e-voting at the AGM as well.
Voting by proxy and authorized representatives	Para 3A(X) of the EGM Circular-1	<ol style="list-style-type: none"> 1. While the authorised representative can participate in the meeting through VC and cast vote on behalf of the corporate shareholder, proxy shall not be allowed. 	
Closure of voting facility	Para 3A(IV) of the EGM Circular-1	After the time stipulated by the Chairperson for allowing the members to cast vote, the voting facility shall be closed.	
Addressing the		The Chairman shall address the queries raised by shareholders in relation to contents of	

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queries by shareholders		the annual report.	
After the AGM			
Proceedings of the Meeting	Para 3A(1) of the EGM Circular-1	The recorded transcript shall be maintained by the company and shall also be made available on the website of the company.	The recorded transcript is also required to be posted on the website of the Company. Uploading of the minutes or proceedings of the Meeting shall also suffice.
Scrutinizer's report	Rule 20(4)(xii) of the M and A Rules	<ol style="list-style-type: none"> 1. The scrutinizer shall, immediately after the conclusion of voting at the meeting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company. 2. The consolidated scrutinizer's report shall be issued to the Chairman or a person authorized by him in writing who shall countersign the same. 3. The voting results shall be uploaded on the stock exchange within 48 hours from the conclusion of the meeting. 4. The voting results declared along with the scrutinizer's report shall be placed on the website of the company and on the website of the agency (if any). 5. The scrutinizer shall hand over the register related to e-voting (in soft copy) post signing of the minutes of the meeting by the chairperson. 	Since, voting on the resolutions at the meeting will be held through remote e-voting itself. There will be no papers related e-voting to be handed over to the company.
Payment of dividend	Para 3A(5) 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	

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		shareholder by post.	
Filing of resolutions passed under the framework	Para 3A(XV) of the AGM Circular	All the resolutions passed at the meeting in accordance with this framework shall be filed within 60 days from the date of meeting indicating the details of the mechanism.	Those resolutions that require filing.

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