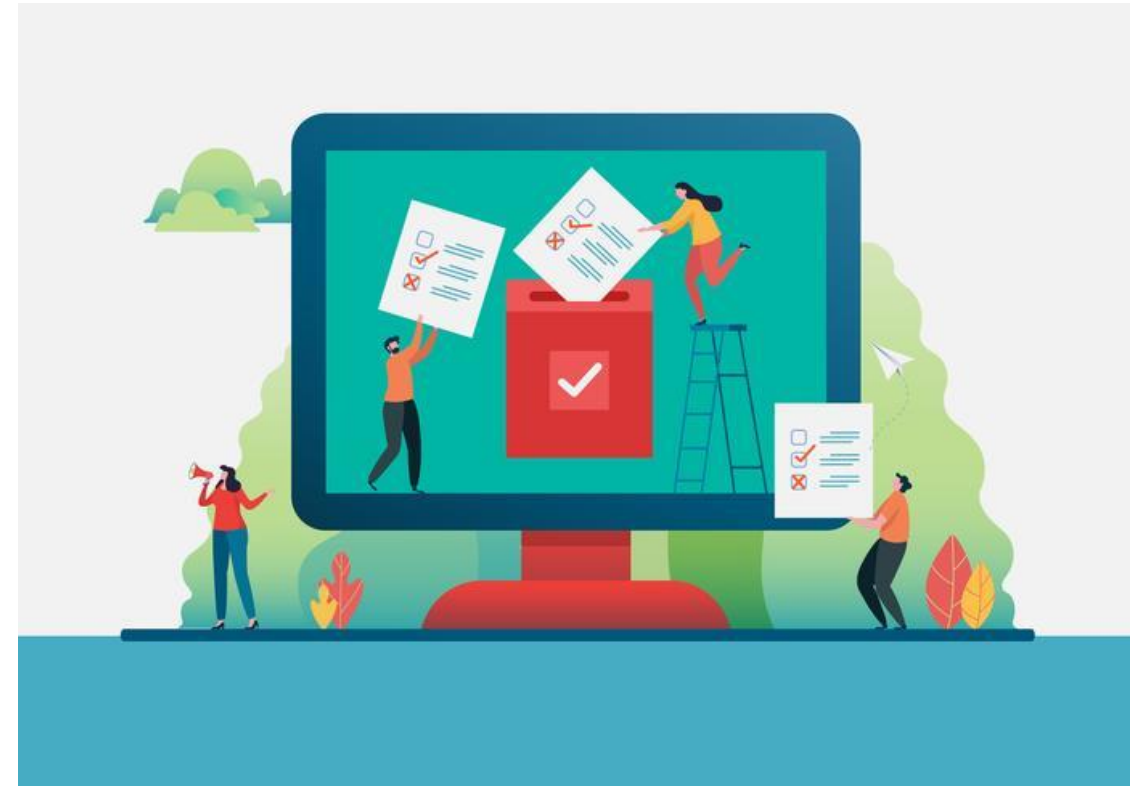
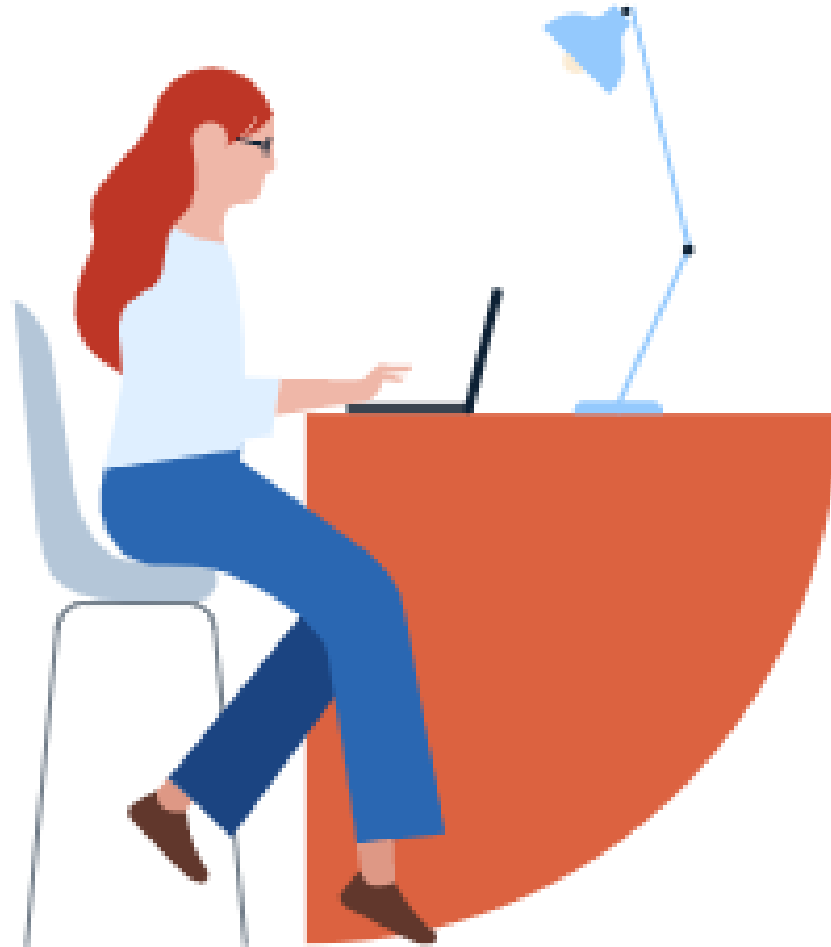


EXTRA ORDINARY GENERAL MEETING THROUGH VIDEO CONFERENCING



Amid the nationwide lockdown, the Government has given a breather for Indian Companies as the Ministry of Corporate Affairs (MCA) on 08th April, 2020 has addressed a circular to all the Regional Directors (RD), Registrar of Companies (ROC) and all the stakeholders allowing to hold Extra Ordinary General Meetings (EGMs) through Video conferencing (VC) and other audio visual means (OAVM).

The Circular has been divided into 2 parts:

- Companies required to provide facility of e-voting
- Companies not required to provide facility of e-voting



Holding of the EGM should be unavoidable for the Company.
.i.e. the item to be transacted should be of urgent requirement

The EGM will be conducted on or before 30.06.2020.

The attendance of members through VC or OVAM shall be counted for quorum

The recorded transcript of EGM to be created and kept in safe custody of the Company. Public Companies to upload the recorded transcript on their website, if any

Highlights of the circular applicable in both the cases

Convenience of different persons positioned in different time zones shall be kept in mind before scheduling the meeting

Appointment of proxies not allowed

Two-way teleconferencing or WebEx should be allowed to the members for posing questions



COMPANIES REQUIRED TO PROVIDE FACILITY OF E-VOTING

1. The facility must have a capacity to allow at least 1000 members to participate on a first come first serve basis except for : Large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, KMP, Chairperson of Audit, NRC and SRC Committee, auditors.
2. VC or OVAM must allow joining of the meeting at least before 15 minutes of the scheduled time and shall not be closed till the expiry of 15 minutes after the scheduled time.
3. Remote E-voting facility to be provided in accordance with the Act.

4. The members can pose the questions in advance on the e-mail address of the Company.
5. Chairman of the meeting to ensure e-voting system available for the purpose of poll during the meeting.
6. Voting at the meeting to be conducted in the following manner:
 - Less than 50 members: Through E-voting or through show off hands
 - Other cases : Through E-voting
7. One Independent Director and the auditor or the authorised representative of the auditor to attend the meeting .

COMPANIES REQUIRED TO PROVIDE FACILITY OF E-VOTING

8. The Company should provide a helpline number through the RTA, technological provider for the shareholders
9. All the resolutions passed at the meeting (Ordinary or Special) shall be filed with ROC in Form MGT-14 within 60 days of the Meeting.

COMPANIES NOT REQUIRED TO PROVIDE FACILITY OF E-VOTING

1. Company to provide designated email address to all the members along with the notice so that the members can convey their vote to the email address when poll is required
2. The credentials with respect to the designated email address should be kept confidential and shall be strictly maintained by the Company all the times
3. All the resolutions passed at the meeting (Ordinary or Special) shall be filed with ROC in Form MGT-14 within 60 days of the Meeting.
4. If there are less than 50 members present in the meeting, the chairman can conduct the voting by show of hands unless poll is demanded.
5. One Independent Director and the auditor or the authorised representative of the auditor to attend the meeting.

APPOINTMENT OF CHAIRMAN

The meeting shall be chaired by person specified in the AOA and if the AOA does not provide for the same and the members present at the meeting are 50 or more, the chairman shall be elected by taking a poll at the meeting and if there are less than 50 members, chairman shall be elected by show off hands.

AMBIGUITIES THAT POSE A CHALLENGE

1. How will notices be sent to members whose e-mail id's are not available as post/courier may not be functioning due to lockdown?
2. How e-voting at the meeting will be provided to those who have not voted through remote e-voting?
3. Where less than 50 members attend how will voting by show of hands be counted and verified & what about Section 108 Compliance for companies where e-voting applies?

Surbhi Sharma

Audit Division

Surbhi@bmpandco.com



BMP & Co. LLP

#4272, 2nd Floor, Saptagiri, Vivekananda park Road., Near Seetha circle, Girinagar, Bangalore-
560085

LLP IN: AAI-4194 ① - 08026714061 ✉ - biswajit@bmpandco.com