

The Ministry of Corporate Affairs (MCA) has issued the Circular No.14/2020 dated 8th April, 2020 read with Circular No. 17/2020 dated 13.04.2020 which provides the clarifications with relation to passing of Ordinary Resolution and Special Resolution by Companies under the Companies Act, 2013 and rules made thereunder on account of the threat posed by Covid-19.

<u>Checklist of the process to be followed by the Private Limited Companies pursuant to the</u> above mentioned General Circulars in consonance the Companies Act, 2013:-

EGM that are convened on or beform 30.06.2020. Holding of an EGM Unavoidable EGM may be held through Vid Conferencing (VC) or Other Audio Vision Means (OAVM) and the recorded transcription of the same shall be maintained in safe custore by the Company. The meeting shall be scheduled by taking in consideration the convenience of difference persons positioned in different zones. To ensure that such meeting shall allow the way teleconferencing or webex for the ease participation of the members. and The participants shall also be allowed to propose the company. Such facility shall have a capacity allow at least 500 members OR members of the company whichever is lower} to participate on a first-come-first served basis. Exclusion from first-come-first transcription of the total number of members of company whichever is lower} to participate on a first-come-first served basis. The following persons are excluded from first-come-first served principle. *Large Shareholders (i.e. shareholders holding: *Promoters; *Institutional Investors; *Directors; *Key Managerial Personnel; *The chairpersons of the Audit Committed Nomination and Remuneration Committed Stakeholder Relationship Committee; *Auditors etc., The facility for joining the meeting shall kept open at least 15 minutes before the tire scheduled to start the meeting and shall not	S.N	PARTICULAR	AS PER NOTIFICATIONS ISSUED BY MCA
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6.	Attendance for reckoning quorum	Attendance of members through VC or OAVM
0.	Treendance for reckoning quorum	shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act,
		2013.
7.	Appointment of Chairman	 Chairman for the meeting shall be appointed in the following manner [unless the articles of the company require any specific person to be appointed as a Chairman for the meeting.]; Less than 50 members present: The Chairman shall be appointed in accordance with Section 104 of the Companies Act, 2013; In all other cases: The Chairman shall be appointed by a poll conducted in a manner provided in succeeding points.
8.	Presence of Independent Director & Auditor and Institutional Investors	At least one independent director (where the company is required to appoint) and the auditor or his authorized representative who is qualified to be the auditor shall attend such meeting through VC or OAVM.
		The company shall encourage the Institutional Investors who are members of the Company, to attend and vote in the meeting through VC or OAVM.
9.	Proxy	The facility of appointment of proxies by members will not be available for such meetings.
10.	Representative of Body Corporate	In pursuance of Section 112 and Section 113 of the Companies Act, 2013, Representatives of the members may be allowed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC or OAVM. Such authorization if not already provided, can be shared with the Company through electronic means.
11.	How voting to be done	 During the meeting if the members present in the meeting are less than 50, then by way of show of hands unless poll is demanded. In all other cases by Poll.
12.	How Poll will be undertaken in the meeting.	 Poll will take place by way of Email. The company shall provide a designated email address to all members at the time of sending the notice of meeting. The confidentiality of the password and other privacy issues associated with the designated email address shall be strictly maintained by the company at all times Due safeguards with respect to authenticity of email address and other details of the



		 During the meeting, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email address which are registered with the company. Email for casting votes shall only be sent to the designated email address circulated by the company in advance. In case the counting of votes requires time, the said meeting may be adjourned and called later to declare the result. Note:- Polling by members will not be done any time before general meeting but only
10	Notice of meeting	during the general meeting.
13.	Notice of meeting	The following things shall be mentioned in the notice of General Meeting:-
		a) Disclosures with respect to the manner in
		which meeting shall be conducted, how to
		access and participate in the meeting, for use by the members.
		b) Clear instructions on how to access and
		participate in the meeting.
		c) The company shall also provide the helpline
		numbers through the Registrar & Transfer
		Agent, Technology Provider or such other
		person as required for those members who
		need assistance with using the technology
		before or during the meeting. d) A copy of notice of meeting shall be
		published on the website of the company.
14.	Provision for notice of meeting	In case a notice for meeting which has been
170	that have been issued prior to	served before the date of circular i.e. 8th April,
	08.04.2020.	2020, may adopt the framework mentioned
		herein above by complying the following;
		• Consent of member shall be obtained in
		accordance with the Section 101(1) of the
		Companies Act, 2013; AND
		A fresh notice of shorter duration with due disclosures in consonance with the said
		circular is issued consequently.
15.	Serving & Receiving of Notices	• In accordance with the provisions of Rule 18
		of the Companies (Management &
		Administration) Rules, 2014, the notices to
		the members may be given only through e-
		mails registered with the Company.
		A copy of notice of meeting shall be published and the supposite of the company.
		on the website of the company.
		In order to ensure that all the members are aware
		that a General Meeting is proposed to be
		conducted in compliance with applicable



provisions of the Act read with General Circular No.14/2020 dated 8th April, 2020, the Company shall ensure the following;

- 1. Contact all those members via telephone or any other mode of communication whose email ids are not registered with the Company, so that they can get the email ids registered with the Company before sending the notice for such meeting to all its shareholders.
- 2. Where it could not be obtained as per above point then immediately publish a public notice by way of advertisement in atleast one in a vernacular newspaper in the principal vernacular language of the district where the RO of the Company is situated and having a wide circulation in that district. And other in English language in English newspaper having a wide circulation in that district, preferably both newspapers having electronic editions.
- 3. The Advertisement shall specify the following information:-
- a. That the Company intends to convene a General Meeting in compliance with applicable provisions of the Act read with General Circular No.14/2020 dated 8th April, 2020 and General circular No. 17/2020 dated 13.04.2020, and for the above said purpose it proposes to send notices to all its members by e-mail after, atleast 3 days from the date of publication of this public notice.
- b. the details of the e-mail addresses along with a telephone no on which members may contact for getting their email addresses registered for participation and voting in the General meeting.
- 4. The Chairman of the meeting shall satisfy himself and record the same before considering the business in the meeting that all efforts feasible under the circumstances have indeed made by the Company to let the members participate and vote in the meeting.

Thanks & Regards Team KKSA