

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.

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

S.N	PARTICULAR	AS PER NOTIFICATIONS ISSUED BY MCA
1	Applicability	The following procedure need to be followed for EGM that are convened on or before 30.06.2020.
2	Holding of an EGM	Unavoidable EGM may be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and the recorded transcript of the same shall be maintained in safe custody by the Company. The meeting shall be scheduled by taking into consideration the convenience of different persons positioned in different zones.
3	Facilities to be ensured	<ul style="list-style-type: none"> • To ensure that such meeting shall allow two way teleconferencing or webex for the ease of participation of the members. and • The participants shall also be allowed to pose questions concurrently or given time to submit questions in advance on the e-mail address of the company. • Such facility shall have a capacity to allow at least 500 members OR members equal to the total number of members of the company {whichever is lower} to participate on a first-come-first served basis.
4.	Exclusion from first-come-first served basis.	The following persons are excluded from first-come-first served principle. *Large Shareholders (i.e. shareholders holding 2% or more shareholding; * Promoters; * Institutional Investors; * Directors; * Key Managerial Personnel; *The chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee; *Auditors etc.,
5.	Upto what time members can join the meeting?	The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.

6.	Attendance for reckoning quorum	Attendance of members through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7.	Appointment of Chairman	<ul style="list-style-type: none"> • 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	<p>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.</p> <p>The company shall encourage the Institutional Investors who are members of the Company, to attend and vote in the meeting through VC or OAVM.</p>
9.	Proxy	The facility of appointment of proxies by members will not be available for such meetings.
10.	Representative of Body Corporate	<p>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.</p> <p>Such authorization if not already provided, can be shared with the Company through electronic means.</p>
11.	How voting to be done	<p>During the meeting</p> <ul style="list-style-type: none"> • 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.	<ul style="list-style-type: none"> • 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 members shall also be taken by the company.

		<ul style="list-style-type: none"> • 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. <p>Note:- Polling by members will not be done any time before general meeting but only during the general meeting.</p>
13.	Notice of meeting	<p>The following things shall be mentioned in the notice of General Meeting:-</p> <ol style="list-style-type: none"> 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 that have been issued prior to 08.04.2020.	<p>In case a notice for meeting which has been served before the date of circular i.e. 8th April, 2020, may adopt the framework mentioned herein above by complying the following;</p> <ul style="list-style-type: none"> • 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	<ul style="list-style-type: none"> • 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 on the website of the company. <p>In order to ensure that all the members are aware that a General Meeting is proposed to be conducted in compliance with applicable</p>

