

In continuation to earlier Circular of MCA, dated April 8, 2020, MCA has further clarified to the framework related to conducting Extra-Ordinary General Meeting ("EGM") through Video Conferencing (VC) or other audio-visual means (OAVM). Following are the key points for your quick reference.

- 1) Notices of EGM are allowed to be circulated through email only.

- 2) In case of companies not required to provide e-voting facility, if at all shareholders of the Company are holding shares in physical format:
 - a. If their email address is not registered with the Company, management should call them or communicate them through any other mode, asking them to register their email id with the Company, so that the notice of EGM can be circulated to all the shareholders.

 - b. If contact details are not available, public notice by way of newspaper advertisement should be published immediately. The statement that Company is proposing to conduct EGM and for that the notice should be sent to all shareholders, at least after 3 days from publication date. The statement should also provide the details of email id and contact details of the Company, where the shareholders may contact to get their email id registered with the Company, for receiving the notice of EGM through email.

- 3) Voting by show of hands by the companies which are required to provide e-voting facility: Voting by show of hands are done away with. Only e-voting facility should be provided.

- 4) Notice of Postal Ballot should be circulated to the shareholders only through email.

- 5) Poll by way of email (Companies which are not required to provide e-voting facility): Poll by way of sending email should be done only when the resolution is called out for shareholders at the time of meeting, i.e. Resolution No.1 is called for voting, shareholders should send their voting (assent or dissent) immediately on the designated email address provided by the company for the Poll and should not send their poll through email, before the start of meeting..

MCA Circular Link: http://www.mca.gov.in/Ministry/pdf/Circular17_13042020.pdf