



CONDUCTING GENERAL MEETING THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS

SR. NO.	HEADING	ANNUAL GENERAL MEETING		EXTRA-ORDINARY GENERAL MEETING	
		For Companies which are required to provide the facility of e-voting under the Act, or any other company which has opted for such facility	For companies which are Not required to provide the facility of e-voting under the Act	For Companies which are required to provide the facility of e-voting under the Act, or any other company which has opted for such facility	For companies which are Not required to provide the facility of e-voting under the Act
1.	Conducting general meeting through procedure provided in circular(s)	Conducting Annual General Meeting (AGM) on or before December 31, 2020. ⁴		Conducting Extra-Ordinary General Meeting (EGM) on or before June 30, 2020. ¹	
2.	Companies Covered	-	<p>AGM may be conducted through the facility of VC or OAVM only by a company which has in its records, the email addresses of at least half of its total number of members, who —</p> <p>a) in case of a Nidhi , hold shares of more than one thousand rupees in face value or more than one per cent. of the total paid-up share capital, whichever is less;</p> <p>b) in case of other companies having share capital, who repress not less than seventy-five per cent. of such part of the paid-up share capital of the company as gives a right to vote at the meeting;</p> <p>c) in case of companies not having share capital, who have the right to exercise not less than seventy-five per cent. of the total voting power exercisable at the meeting. ⁴</p>	-	-
3.	Business Transacted	In such meetings, in addition to ordinary business, only those items of special business, which are considered to be unavoidable by the Board, may be transacted. ⁴		-	-



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4.	Provisions of Companies Act	-	-	The Act does not contain any specific provision for allowing conduct of members' meeting through video conferencing (VC) or other audio visual means (OAVM). However it has been noted that section 108 of the Act and rules made thereunder provide for relevant companies to allows e-voting (remote e-voting) in case of general meetings convened by them. Section 110 of the Act allows the company to pass resolutions (except items of ordinary business and items where any person has a right to be heard) through postal ballot (which includes electronic ballot and electronic voting under section 108). In view of the current extraordinary circumstances due to the pandemic caused by COVID-19 prevailing in the country, requiring social distancing, Companies are requested to follow in such case, other than item of ordinary business or business where any person has a right to be heard all the decisions of urgent nature requiring approval of members, , through the mechanism of postal ballot/ e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting, which requires physical presence of members at a common venue. ¹	
5.	Passing of certain items only through postal ballot without convening a general meeting	-	-	Rule 22(15) of the rules which provides that the provisions of the rule 20 regarding voting by electronic mean shall apply, as far as applicable, mutatis mutandis to this rule in respect of voting by electronic means. Therefore, for companies which are required to provide the facility of e-voting under the Act or any other company which has opted for such facility covered in para 3-A of the General Circular No. 14/2020, dated 08 th April, 2020, while they are transacting any item only by postal ballot, upto 30 th June 2020, or till further orders, whichever is earlier, the requirements provided in rule 20 of the rules as well as the framework provided in the General Circular No. 14/2020, dated 08 th April, 2020 and General Circular No. 17/2020, dated 13 th April, 2020 would be applicable mutatis mutandis. The company would send notice by email to all its shareholders who have registered their email address with the company or depository participant/depository. The company would also be duty bound to provide a process of registration of e-mail addresses of members and state so in its public notice. The communication of the assent or dissent of the members would only take place through the remote e-voting system, as no meeting will be required to be called. ²	



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6.	Records	AGM/EGM wherever unavoidable may be held through VC or OVAM and recorded transcript shall be maintained in safe custody. In case of public company it shall be published on website as soon as possible. ^{1&4}			
7.	Meeting Time	Convenience of different persons positioned in different time zones shall be kept in mind before scheduling the meeting. ^{1&4}			
8.	Notice by e-mail	In accordance with the provisions of rule 18 of the Companies (Management and Administration) Rules 2014 (the rules), the notices to members may be given only through e-mails registered with the company or with depository participant / depository. ^{2&4}			
9.	Website	-	A copy of notice shall also be prominently displayed on the website. ⁴	-	A copy of notice shall also be prominently displayed on the website. ²
10.	Publish Notice	<p>While publishing the public notice as required under rule 20(4)(v) of the rules, the following matters shall also be stated, namely:-</p> <p>a) a statement that the AGM has been convened through VC or OAVM in compliance with applicable provisions of the Act read with general circular 20/2020, dated 05th May, 2020, general circular 14/2020, dated 8th April, 2020 and general circular 17/2020, dated 13th April, 2020 (Circular(s)) and;</p> <p>b) the date and time of the AGM through VC or OAVM;</p> <p>c) availability of notice of the meeting on the website of the</p>	<p>In order to ensure that all the members are aware that a general meeting is proposed to be conducted in compliance with the applicable provisions of the Act read with Circular(s), the company shall:</p> <p>a) contact all those members whose e-mail addresses are not registered with the company over telephone before sending notice to members;</p> <p>b) where contact details of member is not available with the company or could not be obtained as per (a) above, it shall cause a public notice by way of advertisement to be published immediately at least in one 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</p>	<p>While publishing the public notice as required under rule 20(4)(v) of the rules, the following matters shall also be stated, namely:-</p> <p>a) a statement that the EGM has been convened through VC or OAVM in compliance with applicable provisions of the Act read with general circular 14/2020, dated 8th April, 2020 and general circular 17/2020, dated 13th April, 2020;</p> <p>b) the date and time of the EGM through VC or OAVM;</p> <p>c) availability of notice of the meeting on the website of the company and the stock exchange;</p> <p>d) the manner in which the members who are holding shares in physical form or who have not registered</p>	<p>In order to ensure that all the members are aware that a general meeting is proposed to be conducted in compliance with the applicable provisions of the Act, the company shall:</p> <p>a) contact all those members whose e-mail addresses are not registered with the company over telephone before sending notice to members</p> <p>b) where contact details of member is not available with the company, it shall cause a public notice by way of advertisement to be published immediately at least in one 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 at least once in English</p>



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		company and the stock exchange; d). the manner in which the members who are holding shares in physical form or who have not registered their email addresses with the company can cast their vote through remote e-voting or through the e-voting system during the meeting; e) the manner in which members who have not registered their email addresses with the company can get the same registered with the company; f) any other detailed considered necessary by the company. ⁴	that district at least once in English language in an English newspaper having a wide circulation in that district and specifying in the advertisement the following information:- i. that the company intends to convene a general meeting in compliance with the applicable provisions of the Act read with Circular(s) and for the said purpose it proposes to send notices to all its members by e-mail, at least 3 days from the date of publication of notice; ii. the details of email address along with a telephone number on which the members may contact for getting their email addresses registered for participation and voting in the general meeting. ²	their email addresses with the company can cast their vote through remote e-voting or through the e-voting system during the meeting; e) the manner in which members who have not registered their email addresses with the company can get the same registered with the company; f) any other detailed considered necessary by the company. ²	language in an English newspaper having a wide circulation in that district and specifying in the advertisement the following information i. that the company intends to convene a general meeting in compliance with the applicable provisions of the Act and for the said purpose it proposes to send notices to all its members by e-mail, at least 3 days from the date of publication of notice; ii. the details of email address along with a telephone number on which the members may contact for getting their email addresses registered for participation and voting in the general meeting. ²
11.	Chairman	The Chairman of the meeting shall satisfy himself before considering the business in the meeting that all efforts feasible under the circumstances have indeed been made by the company to enable members to participate and vote in the meeting. ²			
12.	Two way tele-conferencing	All care must be taken to ensure that such meeting through VC or OAVM allows two ways teleconferencing. Participants are also allowed to raise questions on the e-mail address of the company. Such facility must have a capacity	All care must be taken to ensure that such meeting through VC or OAVM allows two ways teleconferencing. Participants are also allowed to raise questions on the e-mail address of the company. Such facility must have a capacity to allow at least 500 members on first-	All care must be taken to ensure that such meeting through VC or OAVM allows two ways teleconferencing. Participants are also allowed to raise questions on the e-mail address of the company. Such facility must have a capacity to allow at least 1000 members on first-	All care must be taken to ensure that such meeting through VC or OAVM allows two ways teleconferencing. Participants are also allowed to raise questions on the e mail address of the company. Such facility must have a capacity to allow at least 500 members on first-come-first-serve basis. The large shareholders (i.e the



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		to allow at least 1000 members on first-come-first-serve basis. The large shareholders (i.e the shareholders holding 2% or more shareholding), promoters, institutional directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors,, etc. may be allowed to attend the meeting without restriction on account of first-come-first-served principle. ⁴	come-first-serve basis. The large shareholders (i.e the shareholders holding 2% or more shareholding), promoters, institutional directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors,, etc. may be allowed to attend the meeting without restriction on account of first-come-first-served principle. ⁴	come-first-serve basis. The large shareholders (i.e the shareholders holding 2% or more shareholding), promoters, institutional directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors,, etc. may be allowed to attend the meeting without restriction on account of first-come-first-served principle. ¹	shareholders holding 2% or more shareholding), promoters, institutional directors, key managerial personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors,, etc. may be allowed to attend the meeting without restriction on account of first-come-first-served principle. ¹
13.	Meeting Start & End Time	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. ^{1 & 4}			
14.	Remote Voting	Before the date of actual meeting, the facility of remote voting shall be provided. ⁴	-	Before the date of actual meeting , the facility of remote voting shall be provided ¹	-
15.	Quorum Counting	Attendance of members through VC or OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act. ^{1 & 4}			
16.	Voting	Only those members, who are present in the meeting through VC or OAVM facility and have not cast their vote on resolutions through remote e-voting and are otherwise not barred from doing	-	Only those members, who are present in the meeting through VC or OAVM facility and have not cast their vote on resolutions through remote e-voting and are otherwise not barred from doing so, shall be allowed to vote through e-voting	-



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		so, shall be allowed to vote through e-voting system or by a show of hands in the meeting. ⁴		system r by a show of hands in the meeting. ¹	
17.	Selection of Chairman	<p>Unless the articles of the company require any specific person to be appointed as a Chairman of the meeting, the Chairman of the meeting shall be appointed in the following manner:</p> <p>a) where there are less than 50 members present at the meeting, the chairman shall be appointed in accordance with Section 104;</p> <p>b) in all other cases, the Chairman shall be appointed by a poll conducted through the e-voting system during the meeting.⁴</p>	<p>Unless the articles of the company require any specific person to be appointed as a Chairman for the meeting, the Chairman for the meeting shall be appointed in the following manner:</p> <p>a) where there are less than 50 members present at the meeting, the Chairman shall be appointed in accordance with section 104;</p> <p>b) in all other cases, the Chairman shall be appointed by a poll conducted in a manner provided in succeeding paragraphs.⁴</p>	<p>Unless the articles of the company require any specific person to be appointed as a Chairman of the meeting, the Chairman of the meeting shall be appointed in the following manner:</p> <p>a) where there are less than 50 members present at the meeting, the chairman shall be appointed in accordance with Section 104;</p> <p>b) in all other cases, the Chairman shall be appointed by a poll conducted through the e-voting system during the meeting.¹</p>	<p>Unless the articles of the company require any specific person to be appointed as a Chairman for the meeting, the Chairman for the meeting shall be appointed in the following manner:</p> <p>a) where there are less than 50 members present at the meeting, the Chairman shall be appointed in accordance with section 104;</p> <p>b) in all other cases, the Chairman shall be appointed by a poll conducted in a manner provided in succeeding paragraphs.¹</p>
18.	Duty of Chairman	-	-	The Chairman present at the meeting shall ensure that the facility of the e-voting system is available for the purpose of voting during the meeting held through VC or OAVM. ^{1&2}	-
19.	Proxies &	A proxy is allowed to be appointed under section 105 of the Act to attend and vote at a general meeting on behalf of a member who is not able to attend personally.			



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	Representative	Since general meetings under this framework will be held through VC or OAVM, where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies. Accordingly the facility of appointment of proxies by members will not be available for such meetings. However in pursuance of section 112 and section 113 of the Act, representatives of the members may be appointed for the purpose of voting through re-mote e-voting or for participation and voting in the meeting held through VC or OAVM. ^{1 & 4}			
20.	Independent Director and Auditor	At least one independent director (where the company is required to appoint one), and the auditor or his authorized representative, who is qualified to be the auditor shall attend such meeting through VC or OAVM. ^{1 & 4}			
21.	Institutional Investor	Where institutional investors are members of a company, they must be encouraged to attend and vote in the said meeting through VC or OAVM. ^{1 & 4}			
22.	Disclosure of circular framework	The notice for the general meeting shall make disclosures with regard to the manner in which framework provided in this circular shall be available for use by the members and also contain clear instructions on how to access and participate in the meeting. The members and also contain clear instructions on how to access and participate in the meeting. ⁴	-	The notice for the general meeting shall make disclosures with regard to the manner in which framework provided in this circular shall be available for use by the members and also contain clear instructions on how to access and participate in the meeting. ¹	-
23.	Helpline Number	The company shall also provide a helpline number through the registrar and transfer agent, technology provider, or otherwise, for those shareholders who need assistance with using the technology before or during	-	The company shall also provide a helpline number through the registrar and transfer agent, technology provider, or otherwise, for those shareholders who need assistance with using the technology before or during the meeting. A copy of the meeting shall also be	-



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		the meeting. A copy of the meeting shall also be prominently displayed on the website of the company and due intimation may be made to the exchanges in case of a listed company. ⁴		prominently displayed on the website of the company and due intimation may be made to the exchanges in case of a listed company. ¹	
24.	Designated Email for Poll	-	The company shall provide a designated email address to all members at the time of sending the notice of meeting so that the members can convey their vote, when a poll is required to be taken during the meeting on any resolution, at such designated email address. ⁴	-	The company shall provide a designated email address to all members at the time of sending the notice of meeting so that the members can convey their vote, when a poll is required to be taken during the meeting on any resolution, at such designated email address. ¹
25.	Dispatching Financial Statement	In view of the prevailing situation , owing to the difficulties involved in dispatching of physical copies of the financial statements (including Board's report or other documents required to be attached therewith), such statements shall be sent only by e-mail to the members, trustee for the debenture-holder of any debentures issued by the company, and to all other persons entitled. ⁴		-	-
26.	Public Notice	Before sending the notices and copies of the financial statements, etc., a public notice by way of advertisement be published at least once in a vernacular newspaper in the principal vernacular language of the district which the registered office of the company is situated	-	-	-



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		<p>and having a wide circulation in that district, and at least once in English language in an English newspaper having a wide circulation in that district, preferably both newspapers having electronic editions, and specifying in the advertisement the following information:-</p> <p>a) statement that the AGM will be convened through VC or OAVM in compliance with applicable provisions of the Act read with this Circular;</p> <p>b) the date and time of the AGM through VC or OAVM;</p> <p>c) availability of notice of the meeting on the website of the company and the stock exchange, in case of a listed company;</p> <p>d) the manner in which the members who are holding shares in physical form or who have not registered their email addresses with the company can cast their vote through remote e-voting or through the e-voting system</p>			



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		during the meeting; e) the manner in which the persons who have not registered their email addresses with the company can get the same registered with the company; f) the manner in which the members can give their mandate for receiving dividends directly in their bank accounts through the Electronic Clearing Service (ECS) or any other means; g) any other detail considered necessary by the company. ⁴			
27.	Privacy of designated Email	-	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 regard to authenticity of email address (es) and other details of the members shall also be taken by the company. ⁴	-	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 regard to authenticity of email address (es) and other details of the members shall also be taken by the company. ¹
28.	Register Emails	-	The company shall take all necessary steps to register the email addresses of all persons who have not registered their email addresses with the company. ⁴	-	-



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29.	Dividend Warrant/Cheques	In case, 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 service, dispatch the dividend warrant/ cheque to such shareholder by post. ⁴	The companies shall make adequate provisions for allowing the members to give their mandate for receiving dividends directly in their bank accounts through the Electronic Clearing Service (ECS) or any other means. For shareholders, whose bank accounts are not available, company shall upon, normalization of the postal services, dispatch the dividend warrant/cheque to such shareholder by post. ⁴	-	-
30.	Conduct AGM at registered office	In case, the company has received the permission from the relevant authorities to conduct its AGM at its registered office, or at any other place, as provided under section 96 of the Act, after following any advisories issued from such authorities, the company may in addition to holding such meeting with physical presence of some members, also provide the facility of VC or OAVM, so as to allow other members of the company to participate in such meeting. All members who are physically present in the meeting as well as the members who attend the meeting through the facility of			



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		VC or OAVM shall be reckoned for the purpose of quorum under section 103 of the Act. All resolutions shall continue to be passed through the facility of e-voting system. ⁴			
31.	Voting on Poll by Email	-	-	-	During the meeting held through VC or OAVM facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the company. The said emails shall only be sent to the designated email address circulated by the company in advance. The poll will take place during the meeting and the members may convey their assent or dissent only at such stage on items considered in the meeting by sending email to designated email address of the company, which was circulated. By the company in the notice sent to the member <small>1 & 2</small>
32.	Voting by Show of Hand	-	Where less than 50 members are present in a meeting, the Chairman may decide to conduct a vote by show of hands, unless a	-	Where less than 50 members are present in a meeting, the Chairman may decide to conduct a vote by show of hands, unless a



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			demand for poll is made by any member in accordance with section 109 of the Act. Once such demand is made, the procedure provided in the preceding sub-paragraphs shall be followed. ⁴		demand for poll is made by any member in accordance with section 109 of the Act. Once such demand is made, the procedure provided in the preceding sub-paragraphs shall be followed. ¹
33.	Counting of Votes	-	In case the counting of votes requires time, the said meeting may be adjourned and called later to declare the result. ⁴	-	In case the counting of votes requires time, the said meeting may be adjourned and called later to declare the result. ¹
34.	Disclosures in Notice	The notice for the general meeting shall make disclosure with regard to the manner in which framework provided in this circular shall be available for use by the members and also contain clear instruction on how to access and participate in the meeting. The company shall also provide a helpline number through the registrar & transfer agent, technology provider, or otherwise, for those shareholder who need assistance with using the technology before or during the meeting. A copy of the meeting notice shall also be prominently displayed on the website of the company and due intimation may be made to the exchanges in case of a listed	The notice of the general meeting shall make disclosures with regard to the manner in which framework provided in this circular shall be available for use by the members and also contain clear instructions on how to access and participate in the meeting. The company should also provide a helpline number through the registrar and transfer agent, technology provider, or otherwise for those shareholder who need assistance with using of technology. A copy of the notice shall also be displayed on the website of the company. ⁴	The notice for the general meeting shall make disclosure with regard to the manner in which framework provided in this circular shall be available for use by the members and also contain clear instruction on how to access and participate in the meeting. The company shall also provide a helpline number through the registrar & transfer agent, technology provider, or otherwise, for those shareholder who need assistance with using the technology before or during the meeting. A copy of the meeting notice shall also be prominently displayed on the website of the company and due intimation may be made to the exchanges in case of a listed company. ¹	The notice of the general meeting shall make disclosures with regard to the manner in which framework provided in this circular shall be available for use by the members and also contain clear instructions on how to access and participate in the meeting. The company should also provide a helpline number through the registrar and transfer agent, technology provider, or otherwise for those shareholders who need assistance with using of technology. A copy of the notice shall also be displayed on the website of the company. ¹



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		company. ⁴			
35.	Notice prior to Circular(s)	In case of notice of meeting has been served prior to the date of this Circular ,the framework proposed in Circular(s) may be adopted for the meeting, in case the consent from the members has been obtained in accordance with section 101(1) of the Act, and a fresh notice of shorter duration with due disclosures in consonance with this Circular is issued consequently. ^{1 & 4}			
36.	Filing with RoC	All resolutions passed in the meeting shall be filed with the Registrar of Companies within 60 days of the meeting, clearly indicating therein that the mechanism provided herein along with the provisions of the Act and rules were duly complied with during such meeting. ^{1 & 4}			
37.	Ancillary Compliances	It should be noted that the all companies shall ensure that all other compliances associated with the provisions relating to general meetings viz making of disclosures ,inspection of related documents/register by members or authorizations for voting by bodies corporate etc. as provided in the Act and the articles of association of the company are made through electronic mode. ^{1 & 4}			
38.	Holding of AGM by companies whose financial year ended on 31st December, 2019	Companies whose financial year (other than first financial year) has ended on 31 st December, 2019, hold their AGM for such financial year within a period of nine months from the closure of the financial year (i.e. by 30th September, 2020), the same shall not be viewed as a violation. The references to due date of AGM or the date by which the AGM should have been held under the Act or the rules made there under shall be construed accordingly. ³		-	-
39.	Extension of AGM	Companies which are not covered by Circular no.18 and are unable to conduct their AGM in accordance with the framework provided in this circular are advised prefer applications for extension of AGM at a suitable point of time before the concerned Registrar of Companies under section 96 of the Act. ⁴		-	-



Source:

1. Ministry of Corporate Affairs, General Circular No. 14/2020 dated 08th April, 2020
2. Ministry of Corporate Affairs, General Circular No. 17/2020 dated 13th April, 2020
3. Ministry of Corporate Affairs, General Circular No. 18/2020 dated 21st April, 2020
4. Ministry of Corporate Affairs, General Circular No. 20/2020 dated 05th May, 2020