

BY HAND/E-MAIL**NOTICE**

NOTICE is hereby given that the **Fourteenth Annual General Meeting** of the Members of **IDEMITSU LUBE INDIA PRIVATE LIMITED** will be held on Wednesday, the 30th day of September, 2020, at 2:00 P.M. at the Registered Office of the Company, situated at 603, 6th Floor, Eros Corporate Tower, Nehru Place, New Delhi - 110 019 through Audio Visual Means (“**AVM**”) via Microsoft Team Meeting Platform to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement for the Financial Year ended 31st March, 2020 including Auditor’s and Director’s report thereon.

SPECIAL BUSINESS

2. To ratify the remuneration of M/s. Y. R. Doshi & Associates, Cost Accountants (Firms Registration No. 000286) as the Cost Auditors of the Company for the Financial Year ending 31st March, 2021, by passing the following resolution as an **ORDINARY RESOLUTION** with or without modification(s):-

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 and all other applicable rules, regulations, guidelines (including any statutory modification(s) or re-enactment thereof), the remuneration of Rs.1,60,000/- plus GST with actual traveling cost and Out of Pocket Expenses payable to M/s Y. R. Doshi & Associates, Cost Accountants (Firms Registration No. 000286), who were re-appointed by the Board of Directors as the Cost Auditors for conducting the cost audit of the Cost Records of the Company for the Financial Year 2020-21 be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT any one of the Directors of the Company or Mr. Asish Rohatgi, Head & Company Secretary of the Company be and are hereby severally authorized to do all such other acts, deeds, matters and things which are necessary, essential, expedient incidental and/or consequential to give effect to the above resolution.”

By Order of the Board
Idemitsu Lube India Private Limited

(Asish Rohatgi)

Head & Company Secretary
Membership No. ACS 11382

Place: New Delhi

Date: 21st September, 2020

Address: M 13/27 2nd Floor, DLF Phase II, Gurgaon – 122 002
(Haryana)

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the Members at Registered Office, in compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the present AGM of the Company is being held through AVM via Microsoft Team Meeting Platform.
2. **IN TERMS OF THE MCA CIRCULARS SINCE THE PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH, THERE IS NO REQUIREMENT OF APPOINTMENT OF PROXIES. ACCORDINGLY, THE FACILITY OF APPOINTMENT OF PROXIES BY MEMBERS UNDER SECTION 105 OF THE ACT WILL NOT BE AVAILABLE AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE. 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 AVM VIA MICROSOFT TEAM MEETING PLATFORM FACILITY.**
3. Corporate Members are required to send a scanned copy (PDF/JPG Format) of their respective Board or Governing Body Resolution/ Authorization etc., authorizing its representative to attend and vote at the ensuing Annual General Meeting on its behalf through AVM via Microsoft Team Meeting Platform. The said Resolution/ Authorization shall be sent to Mr. Asish Rohatgi, Head & Company Secretary of the Company by email at his registered email address ashish.rohatgi.0010@idemitsu.com.
4. Members attending the AGM through AVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates sent to Mr. Asish Rohatgi, Head & Company Secretary of the Company by email through its registered email address to ashish.rohatgi.0010@idemitsu.com or at Mobile No.9711112649.
6. In compliance with the aforesaid MCA Circulars, Financial Statements for the Financial Year ended 31st March, 2020, including Statutory Auditor’s Report, Board Reports and other documents required to be attached herewith is being sent only through electronic mode to Members at the email addresses registered with the Company.
7. The scanned copy of Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be available for e-inspection at the Annual General Meeting through sharing of screen mechanism on Microsoft Team Meeting Platform.

8. Facility of joining the AGM through Microsoft Team Meeting Platform shall open 15 minutes before the time scheduled for the AGM and shall not be closed till the expiry of 15 minutes after

such scheduled time. A link for joining the AGM through the Microsoft Team Meeting Platform shall be shared in advance with the members.

9. The seat of meeting shall be deemed to be the Registered Office of the Company situated at 603, 6th Floor, Eros Corporate Tower, Nehru Place, New Delhi - 110 019. The administrator/moderator will be conducting the ensuing Annual General Meeting of the Company on the Microsoft Team Meeting Platform from the Registered Office of the Company itself. Accordingly the provision of Route map and landmark are not applicable with respect to the ensuing Annual General Meeting. Hence the Route Map is not annexed.
10. The Company has got less than 500 Members and hence suitable arrangements shall be made and ensured in order to allow seamless participation of all the Members at the AGM through AVM via Microsoft Team Meeting Platform.
11. The Microsoft Team platform allows seamless two way communication for the ease of participation of all the members at the ensuing Annual General Meeting.
12. A suitable arrangement shall be available to allow the participants to pose necessary questions either concurrently or the Members may submit their respective questions in advance through e-mail at ashish.rohatgi.0010@idemitsu.com.
13. In view of the prevailing situation and owing to the difficulties involved in dispatching of physical copies of the Notice of the present AGM, the Notice is hereby being sent only by email to the Members and all other persons who are entitled to receive the same.
14. The Chairman shall ordinarily conduct the business and consideration of all business items by show of hands and oral consent, unless a Poll is demanded and/or directed and the said Poll shall be conducted in terms of Section 109 of Companies Act, 2013. The Company at present has got less than 50 Members.
15. The Members are requested to convey their vote only by sending email at ashish.rohatgi.0010@idemitsu.com through their email address registered with the Company, if the poll is required to be taken during the meeting on any resolution.
16. The Company shall maintain due confidentiality and privacy of the password and access of the said email id ashish.rohatgi.0010@idemitsu.com in order to protect the data of the Members.
17. The AGM shall be conducted through AVM via Microsoft Team Meeting Platform, which is quite user friendly and still, if any, Member needs any kind of assistance, he may contact Mr. Asish Rohatgi, Head & Company Secretary of the Company at ashish.rohatgi.0010@idemitsu.com or at Mobile No. 9711112649. The copy of the MCA Circulars is annexed to this notice and forms an integral part of this notice.

18. The Chairman of the meeting shall be appointed in terms of the provision of the Section 104 of the Companies Act, 2013.
19. The Company is not required or mandated to appoint an Independent Director. Further the Statutory Auditor or their Authorized Representative, who is qualified to act as a Statutory Auditor, shall attend the AGM through the Microsoft Team Meeting Platform.
20. The Company shall record and preserve the audio video recording or transcript of the ensuing Annual General Meeting to be held through AVM via Microsoft Team Meeting Platform.
21. The Authorized Representative of Body Corporates are residing Outside India henceforth for the convenience of the Members present AGM will be held through the AVM on Microsoft Team Meeting Platform.
22. All the resolution passed at the AGM shall be filed with the office of Registrar of Companies in term of General Circular No. 14/2020 dated April 8, 2020.

By Order of the Board
Idemitsu Lube India Private Limited

(Asish Rohatgi)

Head & Company Secretary

Membership No. ACS 11382

Place: New Delhi

Date: 21st September, 2020

**Address: M 13/27 2nd Floor, DLF Phase II, Gurgaon – 122 002
(Haryana)**

Statement**(Pursuant to Section 102 of the Companies Act, 2013)****Item No.3**

M/s. Y. R. Doshi & Associates, Cost Accountants (Firm Registration No. 000286) were appointed as Cost Auditors of the Company by the Board at its Meeting held on 17th day of September, 2020 for the Financial Year ended 31st March, 2021 to conduct the Cost Audit of the Cost Records of the Company.

In terms of the provisions of Section 148 of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of Cost Auditors requires determination and confirmation by the Members of the Company.

None of the Directors or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Ordinary Resolution proposed at Item No.3.

Idemitsu Kosan Co. Ltd is one of the promoter as well as holding company and is holding 99.99% of the total equity paid up capital of the Company.

None of the Directors of the Company are either individually or collectively holding any Equity Shares of the Company and further are not holding more than 2% of the total paid up capital of Holding Company.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors and no other information and facts is required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Further, the disclosure related to interest of the promoters, directors in any other Company is not applicable in the present matter as the proposed Ordinary Resolution relates to the Company itself.

Accordingly, the Ordinary Resolution as stated at Item No.3 is proposed for the approval of the Members whereby the remuneration payable to M/s Y. R. Doshi & Associates, Cost Accountants for the Financial Year 2019-20 is sought to be ratified and confirmed.

By Order of the Board
Idemitsu Lube India Private Limited

(Asish Rohatgi)

Head & Company Secretary

Membership No. ACS 11382

(Haryana)

Place: New Delhi

Date: 21st September, 2020

Address: M 13/27 2nd Floor, DLF Phase II, Gurgaon – 122 002

General Circular No. 20 /2020

F. No. 2/4/2020-CL-V
Government of India
Ministry of Corporate Affairs

5th Floor, 'A' Wing, Shastri Bhawan,
Dr. R. P. Road, New Delhi-110001
Dated: 5th May, 2020

To

All Regional Directors,
All Registrar of Companies
All Stakeholders

Subject: Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)

Sir/Madam,

Several representations have been received in the Ministry for providing relaxations in the provisions of Companies Act, 2013 (the Act) or rules made thereunder to allow companies to hold annual general meeting (AGM) in a manner similar to the one provided in General Circular No. 14/2020, dated 08.04.2020 (EGM Circular - I) and General Circular No. 17/2020 dated 13.04.2020 (EGM Circular - II), which deal with conduct of extraordinary general meeting (EGM).

2. In the meanwhile, by virtue of the General Circular No. 18/2020, dated 21.04.2020, the companies whose financial year ended on 31st December, 2019, have been allowed to hold their AGM by 30th September, 2020.

3. The matter has been further examined and it is stated that in view of the continuing restrictions on the movement of persons at several places in the country, it has been decided that the companies be allowed to conduct their AGM through video conferencing

(VC) or other audio visual means (OAVM), during the calendar year 2020, subject to the fulfillment of the following requirements:

A. 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 –

- I. The framework provided in para 3 -A of EGM Circular – I and the manner and mode of issuing notices provided in sub-para (i)-A of EGM Circular – II shall be applicable *mutatis mutandis* for conducting the AGM.
- II. In such meetings, other than ordinary business, only those items of special business, which are considered to be unavoidable by the Board, may be transacted.
- III. In view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements shall be sent only by email to the members, trustees for the debenture-holder of any debentures issued by the company, and to all other persons so entitled.
- IV. 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 in which the registered office of the company is situated 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:-

- a. statement that the AGM will be convened through VC or OAVM in compliance with applicable provisions of the Act read with this Circular;
 - b. the date and time of the AGM through VC or OAVM;
 - c. availability of notice of the meeting on the website of the company and the stock exchange, in case of a listed company;
 - 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 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
- V. 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 services, dispatch the dividend warrant/cheque to such shareholder by post.
- VI. 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 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.

B. For companies which are not required to provide the facility of e-voting under the Act -

- I. 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 –
 - 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;
 - b. in case of other companies having share capital, who represent 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;
 - 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.
- II. 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.

- III. The framework provided in para 3-B of EGM Circular – I and the manner and mode of issuing notices provided in sub-para (i)-B of EGM Circular – II shall be applicable *mutatis mutandis* for conducting the AGM.
- IV. In such meetings, other than ordinary business, only those items of special business, which are considered to be unavoidable by the Board, may be transacted.
- V. Owing to the difficulties involved in dispatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements shall be sent only by email to the members, trustees for the debenture-holder of any debentures issued by the company, and to all other persons so entitled.
- VI. 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. The companies referred to in paragraphs 3 (A) and (B) above, shall ensure that all other compliances associated with the provisions relating to general meetings viz making of disclosures, inspection of related documents/registers 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.

5. The companies which are not covered by the General Circular No. 18/2020, dated 21.04.2020 and are unable to conduct their AGM in accordance with the framework provided in this Circular are advised to prefer applications for extension of AGM at a suitable point of time before the concerned Registrar of Companies under section 96 of the Act.

6. This issues with the approval of the competent authority.

Yours faithfully



Sridhar Pamarthi

Joint Director

Copy:-

1. e-Governance Section and Web contents officer to place this circular on the Ministry's website.
2. Guard File

F. No. 2/1/2020-CL-V
Government of India
Ministry of Corporate Affairs

5th Floor, 'A' Wing, Shastri Bhawan,
Dr. R. P. Road, New Delhi-110001
Dated: 8th April, 2020

To
All Regional Directors,
All Registrar of Companies,
All Stakeholders.

Subject: Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder on account of the threat posed by Covid-19.

Sir/Madam,

Several representations have been received in the Ministry for providing relaxations in the provisions of Companies Act, 2013 (the Act) or rules made thereunder to allow companies to pass ordinary and special resolutions of urgent nature, in view of the difficulties faced by the stakeholders on account of the threat posed by Covid-19. The issues raised in the said representations have been examined considering the overall situation at present.

2. The Act does not contain any specific provision for allowing conduct of members' meetings through video conferencing (VC) or other audio visual means (OAVM). It has been noted that section 108 of the Act and rules made thereunder provide for relevant companies to allow e-voting (including remote e-voting) in case of general meetings convened by them. Section 110 of the Act, on the other hand, allows the companies 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 take all decisions of urgent nature requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, 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.

3. However, in case holding of an extraordinary general meeting (EGM) by any company is considered unavoidable, the following procedure needs to be adopted for conducting such a meeting on or before 30.06.2020, in addition to any other requirement provided in the Act or the rules made thereunder:

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A. 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 -

- I. EGMs, wherever unavoidable, may be held through VC or OAVM and the recorded transcript of the same shall be maintained in safe custody by the company. In case of a public company, the recorded transcript of the meeting, shall as soon as possible, be also made available on the website (if any) of the company.
- II. Convenience of different persons positioned in different time zones shall be kept in mind before scheduling the meeting.
- III. All care must be taken to ensure that such meeting through VC or OAVM facility allows two way teleconferencing or webex for the ease of participation of the members and the participants are allowed to pose questions concurrently or given time to submit questions in advance on the e-mail address of the company. Such facility must have a capacity to allow at least 1000 members to participate on a first-come-first-served basis. The 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 and Stakeholders Relationship Committee, auditors, etc. may be allowed to attend the meeting without restriction on account of first-come-first-served principle.
- IV. 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.
- V. Before the actual date of the meeting, the facility of remote e-voting shall be provided in accordance with the Act and the rules.
- VI. Attendance of members through VC or OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- VII. 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 system or by a show of hands in the meeting.
- VIII. 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:
 - a. where there are less than 50 members present at the meeting, the Chairman shall be appointed in accordance with section 104;
 - b. in all other cases, the Chairman shall be appointed by a poll conducted through the e-voting system during the meeting.

- IX. The Chairman present at the meeting shall ensure that the facility of e-voting system is available for the purpose of conducting a poll during the meeting held through VC or OAVM. Depending on the number of members present in such meeting, the voting shall be conducted in the following manner:
- a. where there are less than 50 members present at the meeting, the voting may be conducted either through the e-voting system or by a show of hands, unless a demand for poll is made in accordance with section 109 of the Act, in which case, the voting shall be conducted through the e-voting system;
 - b. in all other cases, the voting shall be conducted through e-voting system.
- X. 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. 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 remote e-voting or for participation and voting in the meeting held through VC or OAVM.
- XI. 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.
- XII. Where institutional investors are members of a company, they must be encouraged to attend and vote in the said meeting through VC or OAVM.
- XIII. 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 company shall also provide a helpline number through the registrar & 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 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.
- XIV. In case a notice for meeting has been served prior to the date of this Circular, the framework proposed in this Circular may be adopted for the meeting, in case the consent from 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.

- XV. All resolutions passed in accordance with this mechanism shall be filed with the Registrar of Companies within 60 days of the meeting, clearly indicating therein that the mechanism provided herein alongwith other provisions of the Act and rules were duly complied with during such meeting.

B. For companies which are not required to provide the facility of e-voting under the Act -

- I. EGM, wherever unavoidable, may be held through VC or OAVM and the recorded transcript of the same shall be maintained in safe custody by the company. In case of a public company, the recorded transcript of the meeting, shall as soon as possible, be also made available on the website (if any) of the company.
- II. Convenience of different persons positioned in different time zones shall be kept in mind before scheduling the meeting.
- III. All care must be taken to ensure that such meeting through VC or OAVM facility allows two way teleconferencing or webex for the ease of participation of the members and the participants are allowed to pose questions concurrently or given time to submit questions in advance on the e-mail address of the company. Such facility must 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. The 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 and Stakeholders Relationship Committee, auditors, etc. may be allowed to attend the meeting without restriction on account of first-come-first-served principle.
- IV. 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.
- V. Attendance of members through VC or OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- VI. 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:
 - a. where there are less than 50 members present at the meeting, the Chairman shall be appointed in accordance with section 104;
 - b. in all other cases, the Chairman shall be appointed by a poll conducted in a manner provided in succeeding sub-paragraphs.

- VII. 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.
- VIII. 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. 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 remote e-voting or for participation and voting in the meeting held through VC or OAVM.
- IX. Where institutional investors are members of a company, they must be encouraged to attend and vote in the said meeting through VC or OAVM.
- X. 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.
- XI. 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.
- XII. 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.
- XIII. Where less than 50 members are present in a meeting, the Chairman may decide to conduct a vote by show of hands, unless a 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.
- XIV. In case the counting of votes requires time, the said meeting may be adjourned and called later to declare the result.

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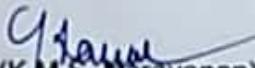
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- XV. The notice for the general meeting shall make disclosures with regard to the manner in which framework provided in this Circular shall be available for use by the members and also contain clear instructions on how to access and participate in the meeting. The company should also provide a helpline number through the registrar & 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 notice shall also be prominently displayed on the website of the company.
- XVI. In case a notice for meeting has been served prior to the date of this Circular, the framework proposed in this Circular may be adopted for the meeting in case the consent from 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.
- XVII. All resolutions passed in accordance with this mechanism shall be filed with the Registrar of Companies within 60 days of the meeting clearly indicating therein that the mechanism provided herein alongwith other provisions of the Act and rules were duly complied with.

4. The companies referred to in paragraphs 3 (A) and 3 (B) above, shall ensure that all other compliances associated with the provisions relating to general meetings viz making of disclosures, inspection of related documents 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.

5. This issues with the approval of the competent authority.

Yours faithfully,


(K.M.S. Narayanan)
Assistant Director

Copy to:-

1. e-Governance Section and Web Contents Officer to place this circular on the Ministry's website
2. Guard File

F. No. 2/1/2020-CL-V
Government of India
Ministry of Corporate Affairs

5th Floor, 'A' Wing, Shastri Bhawan,
Dr. R. P. Road, New Delhi-110001
Dated: 13th April, 2020

To
All Regional Directors,
All Registrar of Companies,
All Stakeholders.

Subject: Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder on account of the threat posed by Covid-19.

Sir/Madam,

Reference is drawn to this Ministry's General Circular No. 14/2020 dated 8th April, 2020 on the subject cited above. After the issue of the said circular, the Ministry has received representations from stakeholders for clarification on some of the elements in the framework laid down therein. The stakeholders have highlighted the difficulties in serving and receiving notices/responses by post in the current circumstances. In view of the same and with a view to bringing in greater clarity on the modalities to be followed by companies for conduct of EGMs during the COVID-19 related social distancing norms and lockdown for the period as indicated in the said Circular, or till further orders, whichever is earlier, the following clarifications are hereby given:-

(i) Manner and mode of issue of notices to the members before convening the general meeting:

A. 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 –

- I. In view of the present circumstances, 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 the depository participant/depository.
- II. While publishing the public notice as required under rule 20(4)(v) of the rules, the following matters shall also be stated, namely:-
 - 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 this Circular;
 - b. the date and time of the EGM through VC or OAVM;

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- c. availability of notice of the meeting on the website of the 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 the members who have not registered their email addresses with the company can get the same registered with the company;
 - f. any other detail considered necessary by the company.
- III. The Chairman of the meeting shall satisfy himself and cause to record the same 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 on the items being considered in the meeting.

B. For companies which are not required to provide the facility of e-voting under the Act –

- I. In view of the present circumstances, 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 the depository/depository participant.
- II. A copy of the notice shall also be prominently displayed on the website, if any, of the company.
- III. In order to ensure that all 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:
 - (a) contact all those members whose e-mail addresses are not registered with the company over telephone or any other mode of communication for registration of their e-mail addresses before sending the notice for meeting to all its members; or
 - (b) where the contact details of any of members are 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 once in a 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, 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:-

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- i. That the company intends to convene a general meeting in compliance with applicable provisions of the Act read with the General Circular No. 14/2020, dated 8th April, 2020 and this Circular, and for the said purpose it proposes to send notices to all its members by e-mail after, at least, 3 days from the date of publication of the public notice;
 - ii. the details of the e-mail address along with a telephone number on which the members may contact for getting their e-mail addresses registered for participation and voting in the general meeting.
- IV. The Chairman of the meeting shall satisfy himself and cause to record the same 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 on the items being considered in the meeting.

(ii) Requirement for voting by show of hands:- In sub-paragraph A – IX of para 3 of the General Circular 14/2020, dated 8th April, 2020 relevant companies were allowed to pass resolutions in certain cases through show of hands. Considering the dissimilarities involved in e-voting and voting by show of hands, the said sub-paragraph is substituted as under:-

“IX. The Chairman present at the meeting shall ensure that the facility of e-voting system is available for the purpose of voting during the meeting held through VC or OAVM.”

(iii) Passing of certain items only through postal ballot without convening a general meeting:- (a) In the General Circular No. 14/2020, dated 8th April, 2020, it was stated that the companies may pass resolutions through postal ballot/e-voting without holding a general meeting unless it is so required as per section 110(1)(b) of the Act. Clarifications have been sought on the issue of dispatch of notices by companies by post and communication by the members of their assent or dissent on relevant resolutions by post under the current circumstances.

(b) The matter has been examined and the attention is invited to rule 22(15) of the rules which provides that the provisions of rule 20 regarding voting by electronic means shall apply, as far as applicable, *mutatis mutandis* to this rule in respect of the voting by electronic means. Therefore, for companies covered in para 3-A of the General Circular No. 14/2020, dated 8th April, 2020, while they are transacting any item only by postal ballot, upto 30th 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 8th April, 2020 and this Circular

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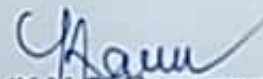
would be applicable *mutatis mutandis*. The company would send notice by email to all its shareholders who have registered their email addresses with the company or depository participant/depository. The company would also be duty bound to provide a process of registration of e-mail addresses of members 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.

(iv) Sending of e-mails by members, where a poll on any item is required for companies covered in para 3-B of the General Circular No. 14/2020, dated 8th April, 2020:-

Clarification has been sought as to whether the members are required to take part in the poll on items considered during the meeting by sending e-mails in advance to the company before the meeting is actually held through VC or OAVM facility. The matter has been examined and it is hereby clarified that sub-paragraph B-XII of para 3 of the General Circular No. 14/2020, dated 8th April, 2020 does not provide for polling by members at any time before the general meeting. 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 e-mails to the designated e-mail address of the company, which was circulated by the company in the notice sent to the members.

2. This issues with the approval of the competent authority.

Yours faithfully,


(K.M.S. Narayanan)
Assistant Director

Copy to:-

1. e-Governance Section and Web Contents Officer to place this circular on the Ministry's website
2. Guard File.
