

MANAGEMENT & ADMINISTRATION

[88-122]

96 ANNUAL GENERAL meeting

↓
CONDUCTED
↓
[EACH YEAR]

FIRST AGM - WITHIN 9 months from end of F.Y

SUBSEQUENT AGM'S - WITHIN 6 months from end of F.Y

THE MAXIMUM GAP BETWEEN TWO AGM'S
↓
15 months

SPECIAL REASONS [FOR NOT CONDUCTING AGM]

↓
(SATISFIED BY ROC)

↓
ON/BEFORE
DUE DATE OF AGM

↓
ROC MAY GIVE
EXTENSION OF DUE DATE
MAXIMUM - 3 months

↓
BUT, N/A → FIRST AGM

TIME	DATE	PLACE
BUSINESS HOURS	ANY DATE	GENERALLY
↓	↓	↓
9AM - 6PM ←	EXCEPT	- RD (OR) IN THE RANGE OF CITY/TOWN/VILLAGE
[ONLY START TIME IS CONSIDERED]	↓	- IF UNLISTED CO. ANYWHERE-INDIA BUT PRIOR CONSENT OF ALL MEMBERS IS REQUIRED
	NATIONAL HOLIDAY	
	- 15 AUG	
	- 26 JAN	
	- 2 OCT	
		- IF GOVERNMENT COMPANY
		↓
		ANYWHERE
		↓
		APPROVED BY CG

97 POWER OF TRIBUNAL TO CALL THE AGM

98 POWER OF TRIBUNAL TO CALL THE EGM

99 CONTRAVENTION IN 96, 97, 98

↓
FINE 100000 + 5000/DAY
(TILL SUCH DEFAULT CONTINUES)

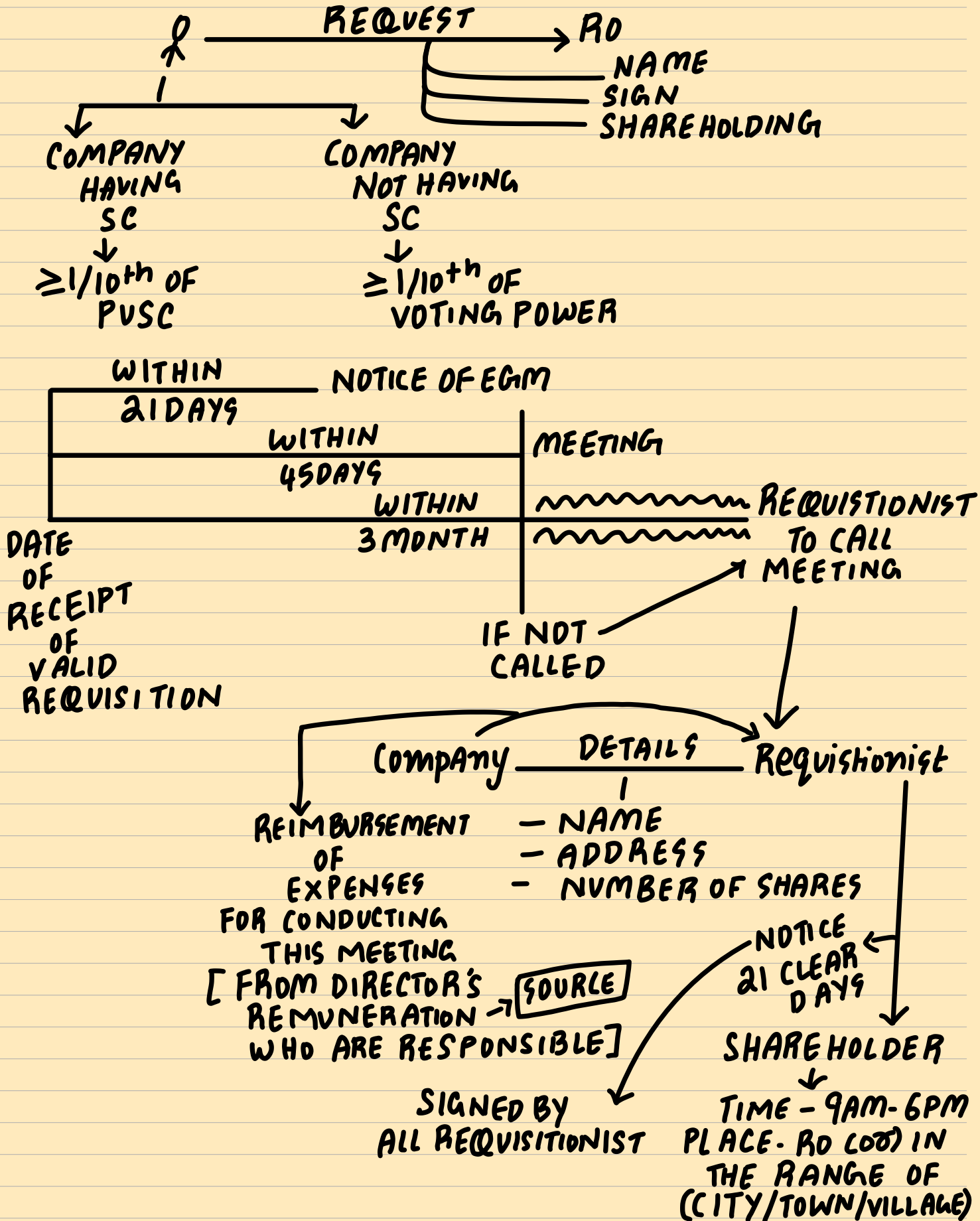
100 EXTRAORDINARY MEETING

BOD

REQUISITIONIST

PLACE — ANY PLACE IN INDIA
— EXCEPTION: WHOLLY OWNED SUBSIDIARY OF CIOI → CAN BE O/S INDIA

REQUISITIONIST



101 NOTICE

- 21 CLEAR DAYS

CLEAR DAYS - DATE OF SERVICE (&) DATE OF GENERAL MEETING

↓
EXCLUDED

ON/AFTER :

- 48 HOURS FROM DATE OF POSTING IS DEEMED TO BE DATE OF SERVICE

- CAN WE SEND SHORTER NOTICE

AGM

↓
95% OF MEMBERS

EGM

↓
HAVING SC

DUAL
MAJORITY

(in numbers) ↓
MAJORITY
(+)
95% OF PVSC

↓
NOT
HAVING SC

↓
95% OF
VOTING
POWER

NOTICE SENT TO
↓
MEMBERS
AUDITORS
DIRECTORS

ANY ACCIDENTAL OMISSION → MEETING

↓
SHALL NOT BE
"INVALID"

E-MODE
 ↓
 Statutorily Accepted

TEXT
 ATTACHMENT
 URL

CONDONATION
 FOR DELAY ☒

→ Entitled person - Email

↓
 CHANGE = ATLEAST ONCE IN A F.Y

ORDINARY
 BUSINESS

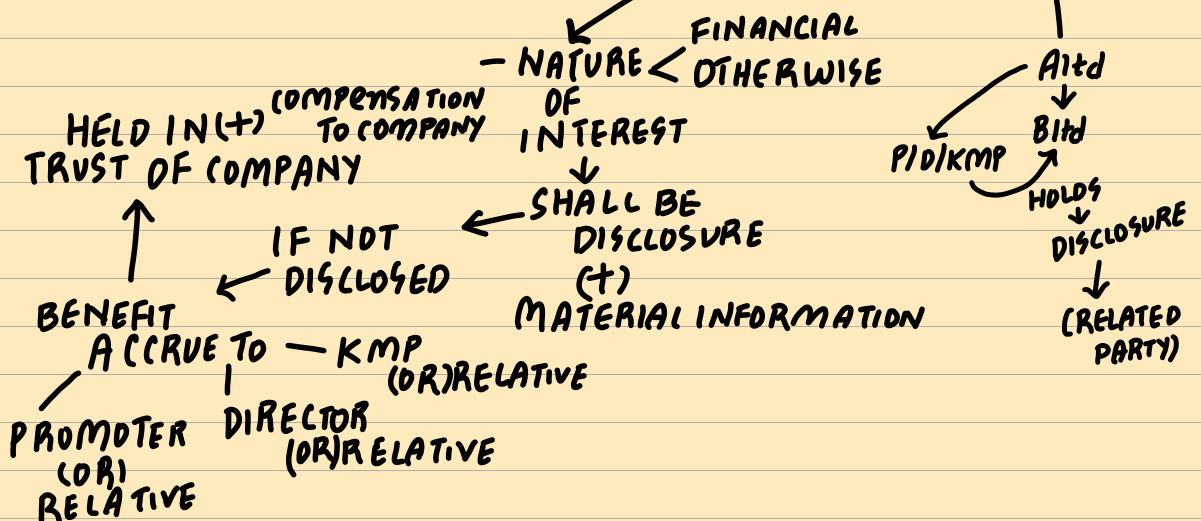
↓
 AGM

- FS
- DIVIDEND
- DIRECTOR
- AUDITOR

SPECIAL
 BUSINESS

↓
 OTHERS

↓
 102 EXPLANATORY
 STATEMENT



103 QUORUM

— UNLESS AOA PRESCRIBES THE LARGER
 NUMBER

PVT CO. PUBLIC CO.

↓
 2 members

↓
 UPTO 1000 members - 5
 > 1000 & ≤ 5000 members - 15
 > 5000 members - 30

EXCLUDES:
 PROXY

(SHALL BE PERSONALLY PRESENT)

— START |————|
WITHIN 1/2 HOUR QUORUM SHALL BE PRESENT

IF QUORUM ABSENT

NORMAL



ADJOURN —

NOTICE?

↳ YES —

AT LEAST 3 DAYS PRIOR

DATE

AS BOD

MAY DECIDE

↓
[BOD DISCRETION]

SAME TIME,
SAME PLACE,
SAME DAY
(NEXT WEEK)

REQUISITION



CANCEL

→ IF NO QUORUM PRESENT
(4)

IF 2(OR) MORE members ARE PRESENT



ATTENDANCE = SHALL BE DEEMED TO

IF ONLY 1 member is PRESENT

be QUORUM is present.

↓
CANCEL ☒

SHOW OF HANDS ☒

POLL ☒

105

PROXY



member, who has RIGHT TO VOTE



Another person can be Appointed
to



VOTE BEHALF OF MEMBER
IN GENERAL MEETING

— PROXY (ANY PERSON) — EXCEPTION — IN
↓
MAX LIMIT —
(a) UPTO 50 MEMBER
(OR)
(b) UPTO 10% PUSC

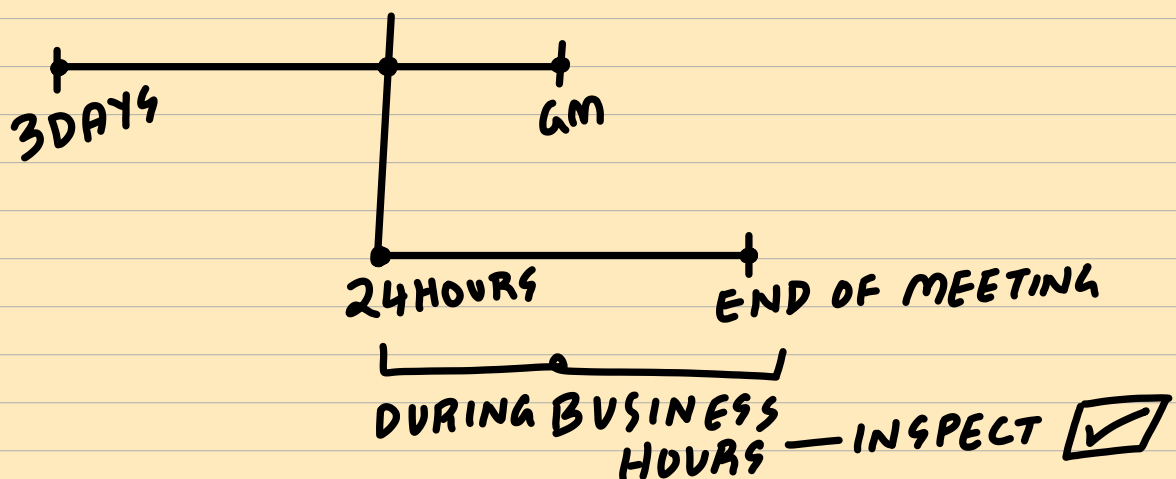
ONLY MEMBERS
← SECTION 8
COMPANY
CAN BE PROXIES

— IF MEMBER HOLDING > 10% PUSC CAN
APPOINT A PROXY

↓
THAT PROXY CANT BE
PROXY OF ANOTHER MEMBERS

—  — FORM → COMPANY
MGT-11
↓
PROXY FORM
↓
DEPOSIT 48 HOURS BEFORE
GENERAL MEETING
↓
THIS PROVISION CANT
BE ALTERED BY
(MOA/IDA)

— INSPECTION OF PROXY FORM



112

SG SHARE — MEMBER-GOVENOR
CG SHARE — MEMBER-PRESIDENT

REPRESENTATIVE
MEMBER (DEEMED) ☒
PROXY ☐

113

BODY CORPORATE

GM

CREDITORS MEETING

REPRESENTATION

SINGLE
NORMAL

MULTIPLE
BL'S

SINGLE
REPRESENTATIVE

DEEMED TO
BE "HOW
MANY BL'S
= FOR QUORUM"

104

CHAIRMAN

— AOA ☒ (if not)

↓
BY SHOW OF HANDS
(BY MEMBERS)
(OR)

POLL DEMAND
BY MEMBER/PROXY
(ON REASONABLE GROUND)

RESPONSIBILITY & POWER OF CHAIRMAN

↓
To maintain
Decorum

↓
Casting
vote → ONLY IF AUTHORIZED BY AOA
(EXTRA
VOTE) if needed

106

RESTRICTION OF VOTING RIGHTS

CO. CAN RESTRICT — ONLY IF AUTHORIZED BY AOA

UNPAID

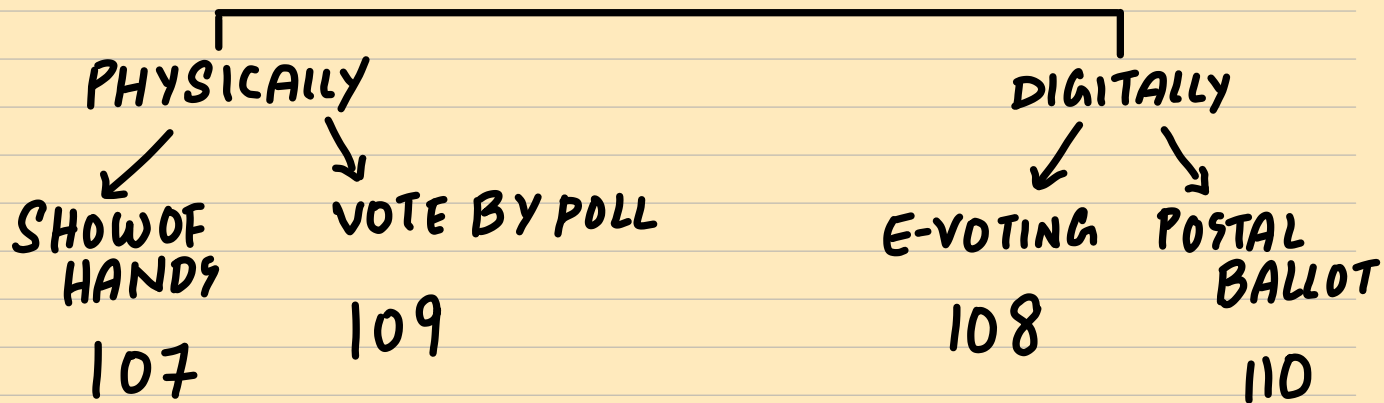
RIGHT
TO LIEN

IN CASE OF
JOINT SHAREHOLDERS

↓
FIRST NAME APPEARING
IN ROM → HAVE RIGHT TO VOTE

107

VOTING



SHOW OF HANDS

↓
CONCLUSIVE EVIDENCE

↓
IF CHAIRMAN - DECLARES

↓
IF ENTRY IN THE MINUTES

109

POLL

DEMAND ← MEMBER
PROXIES

CHAIRMAN
↓
SUD-MOTU

POLL CAN BE
↓
WITHDRAWN ☒

SC
↓
1/10th OF
voting power
(OR)
PUSC ≥ 500000

NO
↓
1/10th OF
voting power

POLL CONDUCT

↓
WITHIN
48 HOURS

↓
IMMEDIATELY
↓
IN CASE OF
CHAIRMAN
Appointment

IN CASE OF

↓
Adjournment

PROCESS

- SCRUTINIZER ← GIVE DETAILS

↓
PREPARES

↓
POLLING PAPER
(MGT-12)

votes →

BOX ← LOCKED
SEALED

↓
OPEN - In front of
a witness

(WITHIN 7 DAYS)

- Scrutinizer → MGT-13
Report → CHAIRMAN

- TOTAL
- VALID
- FAVOUR
- AGAINST

↓
SIGNATURE (ACCEPTING
THE RESULT)
↓
DECLARE

108

E - VOTING - APPLICABILITY

RULE 20

- ↓
- EVERY LISTED COMPANY
 - ≥ 1000 MEMBERS COMPANY

↓
EXCEPTIONS

- NIDHI COMPANY
- INSTITUTIONAL INVESTOR CO.

NOTICE

↓
IN ALL NORMAL MODES

↓
TO MEMBERS/AUDITORS/DIRECTORS

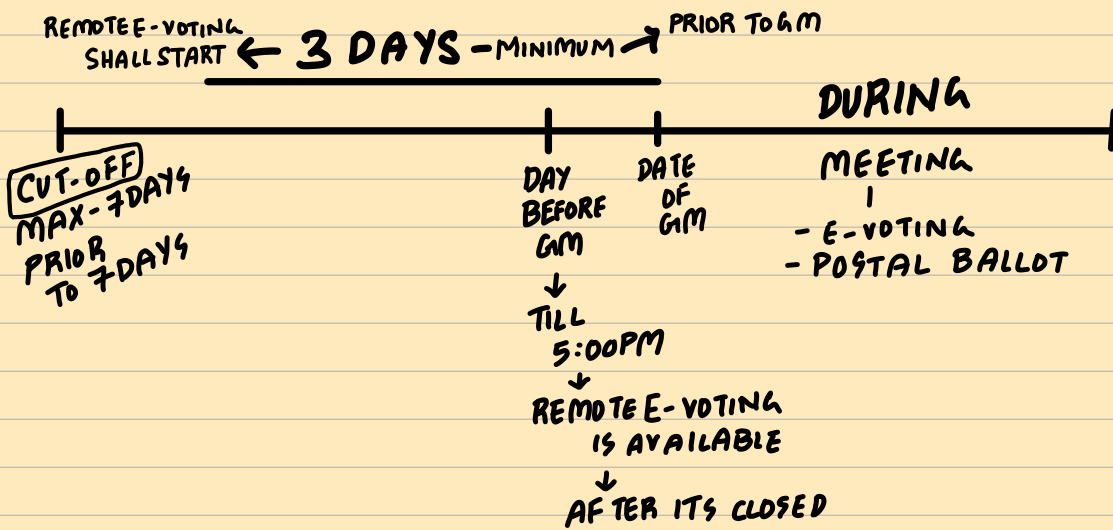
↓
ABOUT E-VOTING FACILITY

↓
SHALL INCLUDE THE INSTRUCTIONS

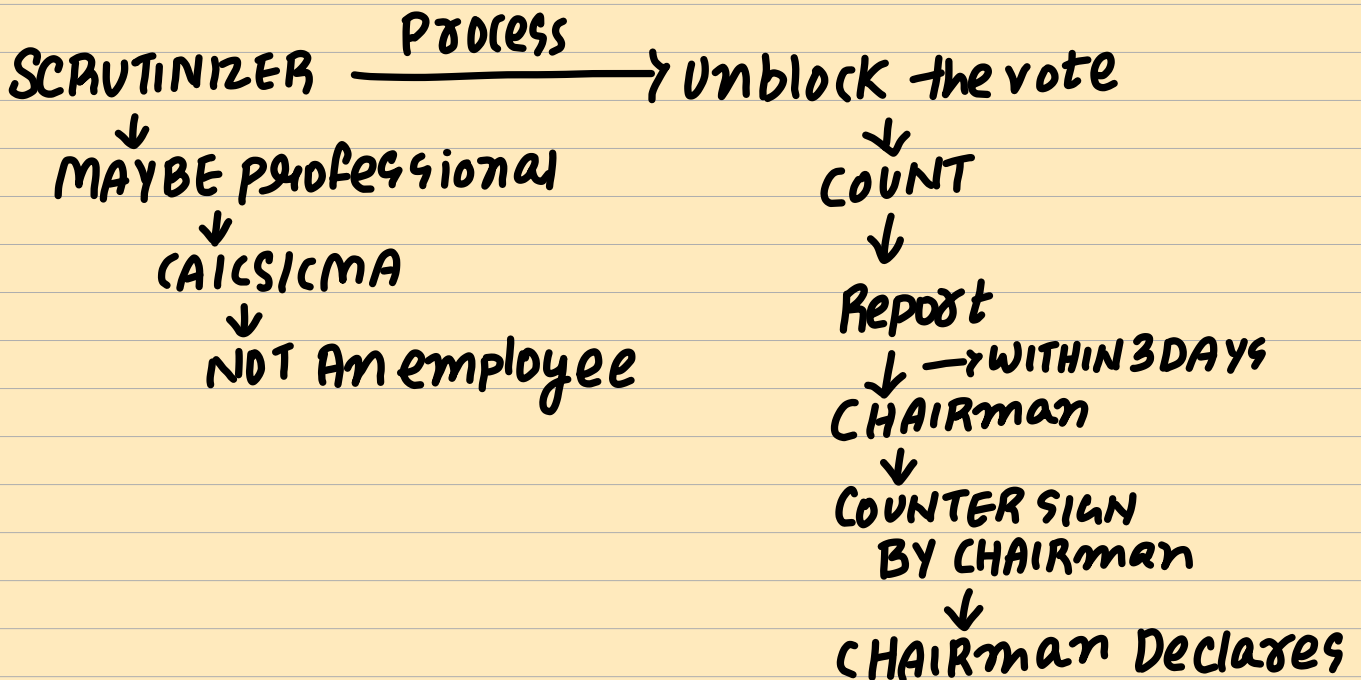
REMOTE
E-VOTING

↓
DURING
THE MEETING

REMOTE -E-VOTING



NOTE : - VOTES ONCE CASTED, CANT BE RETRACTED
- WHERE ALL RESOLUTIONS ARE VOTED UPON
↓
can still Attend General meeting



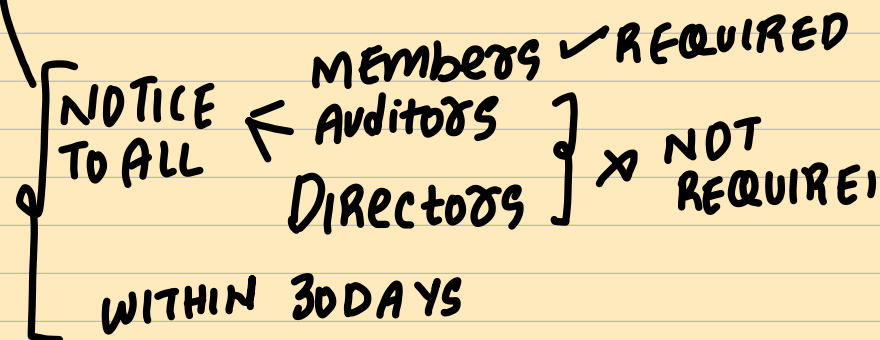
PREVENT DUAL VOTE

↓
GIVE INFORMATION OF MEMBERS WHO VOTED

III POSTAL BALLOT

RULE 20

NOTIFICATION
OF
CENTRAL GOVERNMENT



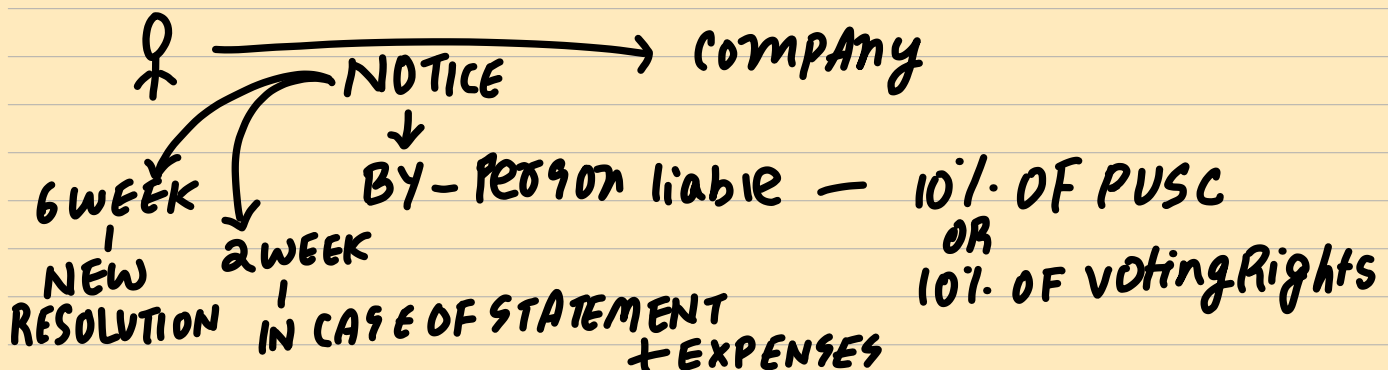
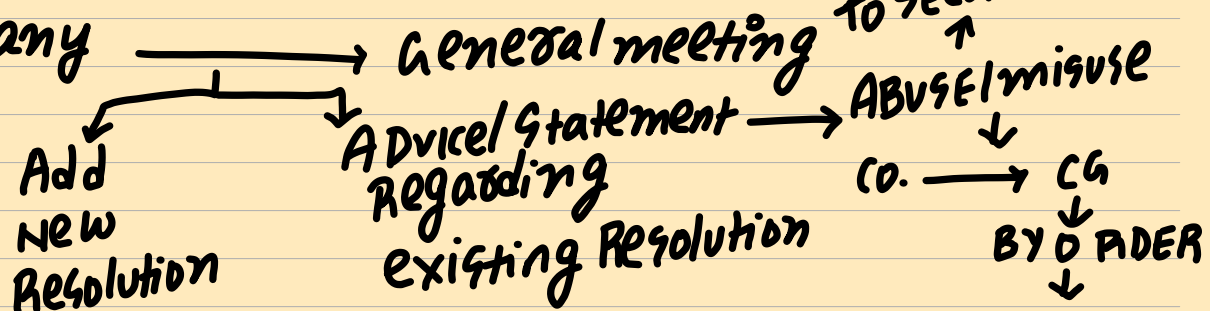
N.A. → OPC
→ COMPANY - member (in number)
↓
≤ 200

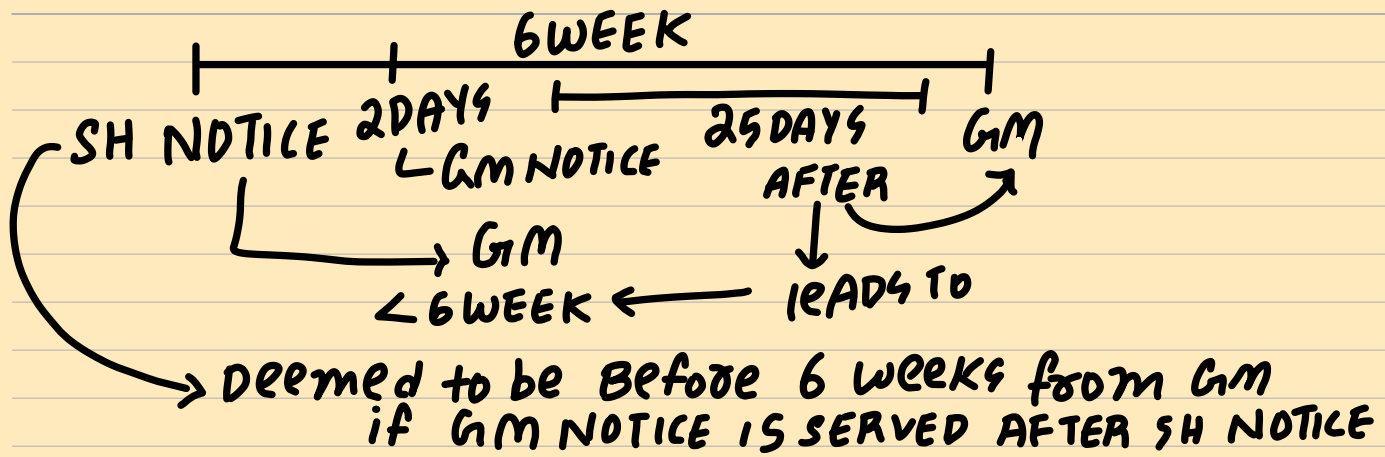
SUB-MOTIVE ✓
↓
ONLY in
CASE OF
SPECIAL BUSINESS

N/A TO
- ORDINARY BUSINESS ✗
- OOBH TO
AUDITOR DIRECTOR

III CIRCULATION OF MEMBERS RESOLUTION

Company





114

ORDINARY RESOLUTION



$V_P > V_A$

MAJORITY

SPECIAL RESOLUTION



$V_P \geq 3 \times V_A$

$\geq 75\%$

VALID NOTICE IS REQUIRED

GMP →

IF NOTICE IS INVALID, THEN RESOLUTION FROM THAT NOTICE IS ALSO INVALID

115

SPECIAL NOTICE

↓ APPLICABLE

140
REMOVAL
OF
AUDITOR

169
REMOVAL
OF
DIRECTOR

→ COMPANY

↓ HOLDING

$\geq 1\%$ OF VP
(OR)
 ≥ 5 LAKH = PVSC

ISSUANCE OF SPECIAL NOTICE

3 months MAX PRIOR

MIN 14 DAYS PRIOR

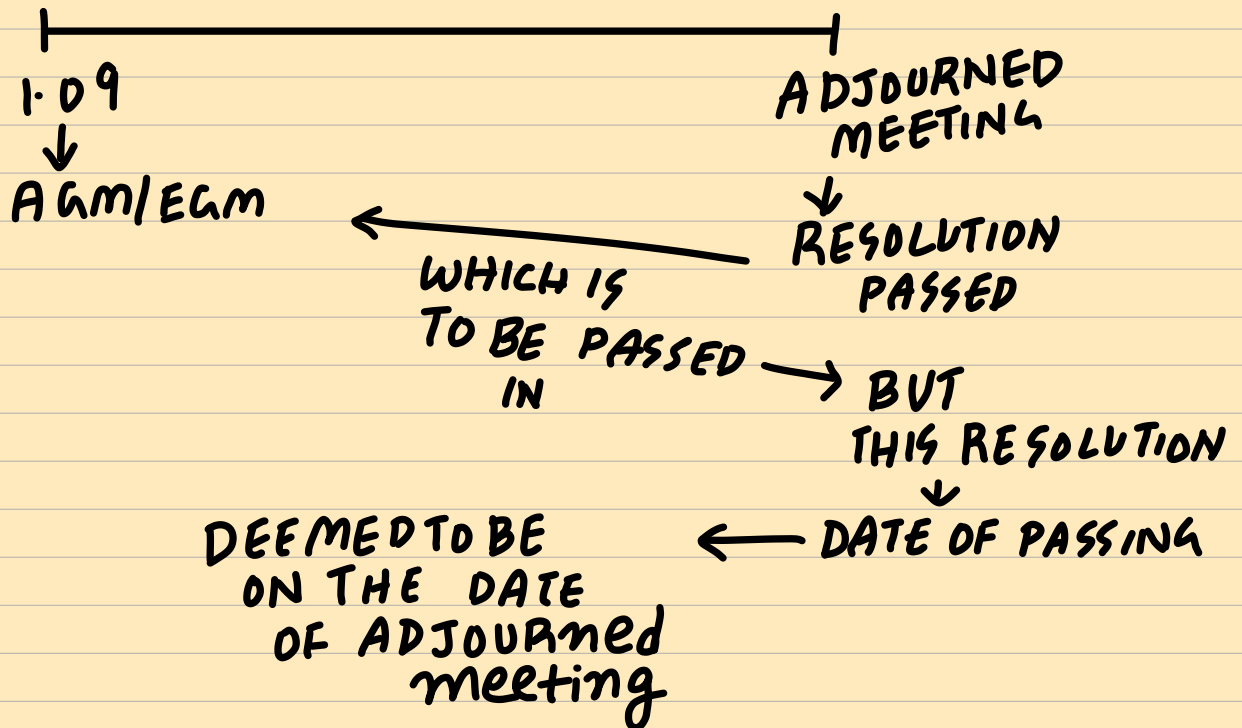
GM

INTIMATE TO SH - ABT SPECIAL NOTICE

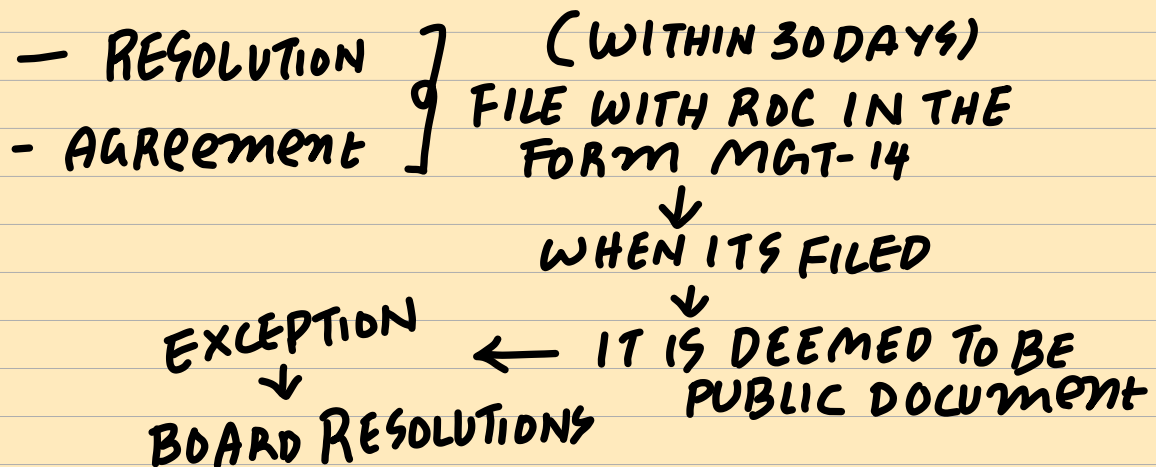
7 DAYS PRIOR (MIN)

GM

116

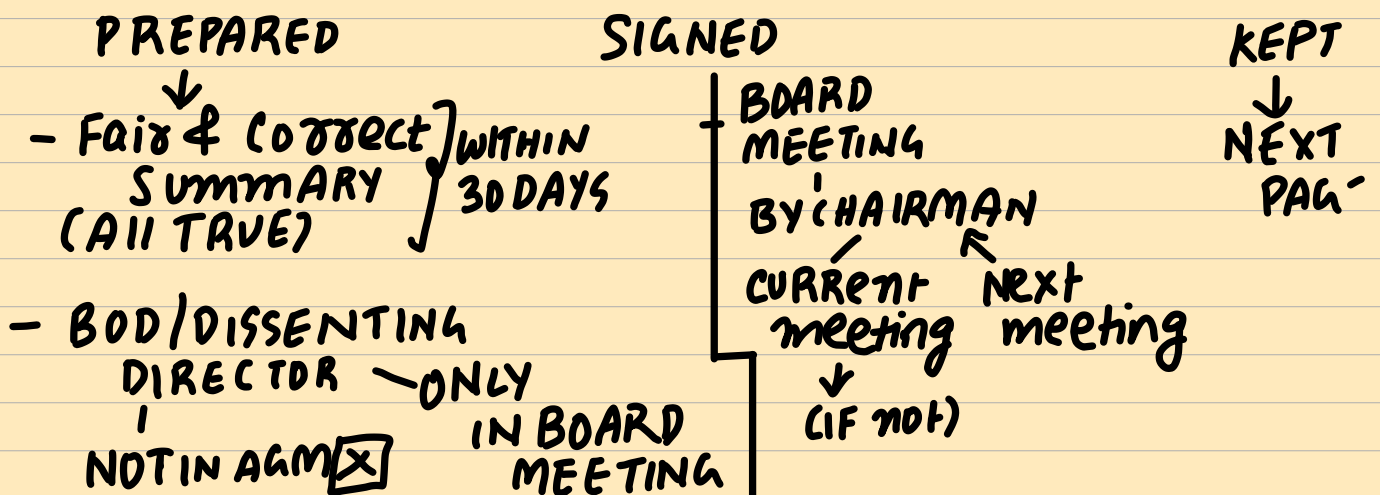


117



118

MINUTES



- IF ANY MATTER
IN
MINUTES
DEFAMATORY | IRRELEVANT
DETREMENTAL
ABSOLUTE DISCRETION
OF
CHAIRMAN
FOR INCLUSION
OR EXCLUSION
IN MINUTES

TAMPERING
JAIL UPTO (2) 2 YEARS
FINE 25K - 1 LAKH

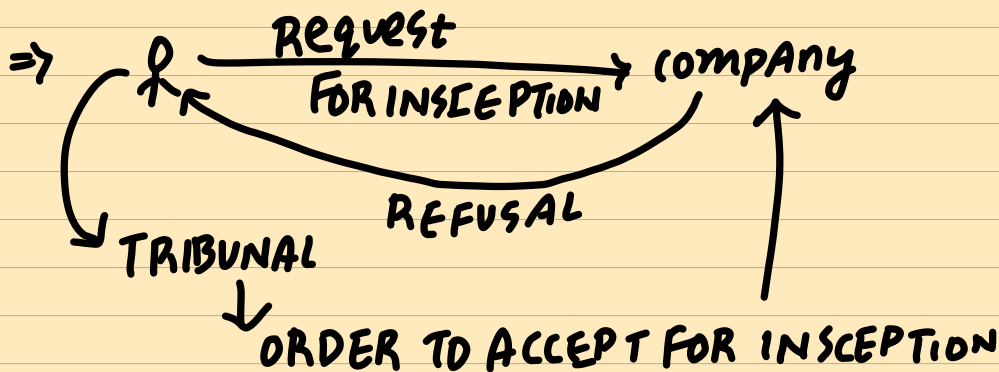
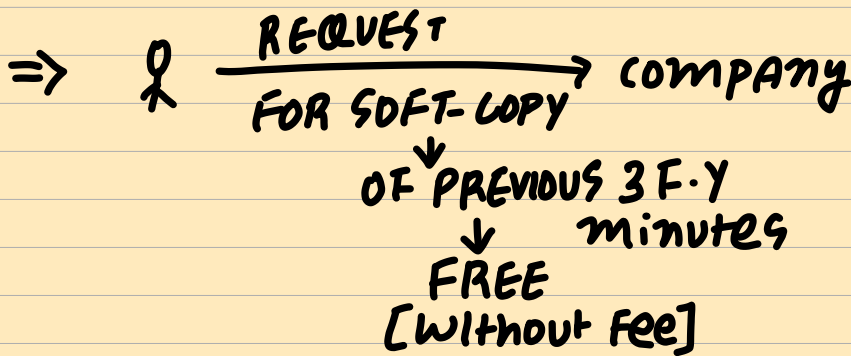
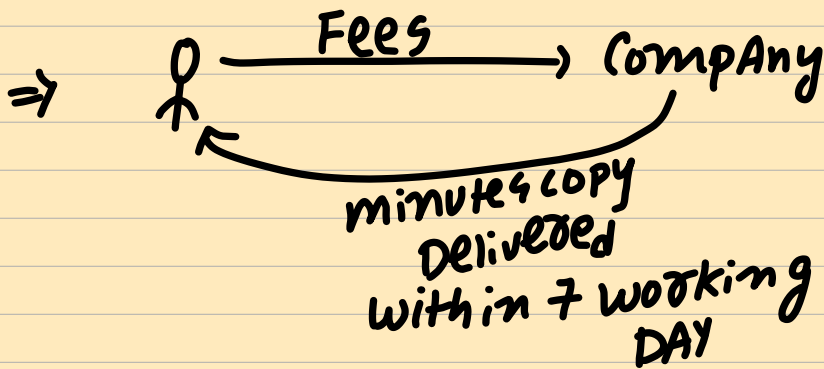
GENERAL
meeting
↓
BY CHAIRMAN
|
IF IN CASE OF
DEATH INSOUND
OF MIND
CHAIRMAN CHAIRMAN
AUTHORIZED
DIRECTOR

POSTAL
BALLOT ↓
BY CHAIRMAN
|
IF IN CASE OF
DEATH INSOUND
OF MIND
CHAIRMAN CHAIRMAN
AUTHORIZED
DIRECTOR

KEPT (PRESERVED) (FOR) PERMANENTLY
BY CS AUTHORIZED PERSON
↓
GM
↓
RO
↓
BOD
↓
RO [OR] BOD may decide

119

INSPECTION OF MINUTES OF GENERAL MEETING

↓
OPEN FOR INSPECTION↓
BUSINESS HOURS - [NORMAL]↓
AOA may restrict the
visiting hours upto 2 hours
(minimum - 2 hours)

120

RECORDS → MAY - E-FORM
MAINTAIN

121

REPORT ON AGM

LISTED COMPANY → MGT-15
WITHIN 30 DAYS → ROCDATED
(#)
SIGNED BY CS
CHAIRMAN
OF
THAT MEETING

CONTENTS OF REPORT U/s 121 [A B O L D M C Q]

- **A**DJOURNED?
- **B**USINESS TRANSACTIONS
- **O**THER
- **L**AW COMPLIANCE
- **D**ETAILS - DATE, TIME, PLACE
- **N**UMBER OF **M**EMBERS
- **C**HAIRPERSON
- **Q**UOTUM?

122 OPC — N/A $\begin{cases} \rightarrow \text{AGM} \\ \rightarrow \text{EGM} \end{cases}$

88 Register of members

Company $\begin{cases} \leftarrow \text{Register of members (MGT-1)} \\ \leftarrow \text{Register of Debenture Holders (MGT-2)} \\ \leftarrow \text{Register of Other Security Holders (MGT-2)} \end{cases}$

- INDEX [≥ 50 members in a company]

ONLY WHEN $\rightarrow$

- MGT-1 $\rightarrow$ ENTRY $\begin{cases} \leftarrow \text{IN CHRONOLOGICAL} \\ \leftarrow \text{WITHIN 7 DAYS} \end{cases}$
AT $\begin{cases} \leftarrow \text{RD} \\ \leftarrow \text{OTHER PLACE} \end{cases}$ $\begin{cases} \leftarrow \text{IN INDIA} \\ \leftarrow \text{PASS SR} \\ \leftarrow \text{MORE THAN } 1/10^{\text{th}} \text{ RESIDE THERE} \end{cases}$

OTHER POINT:

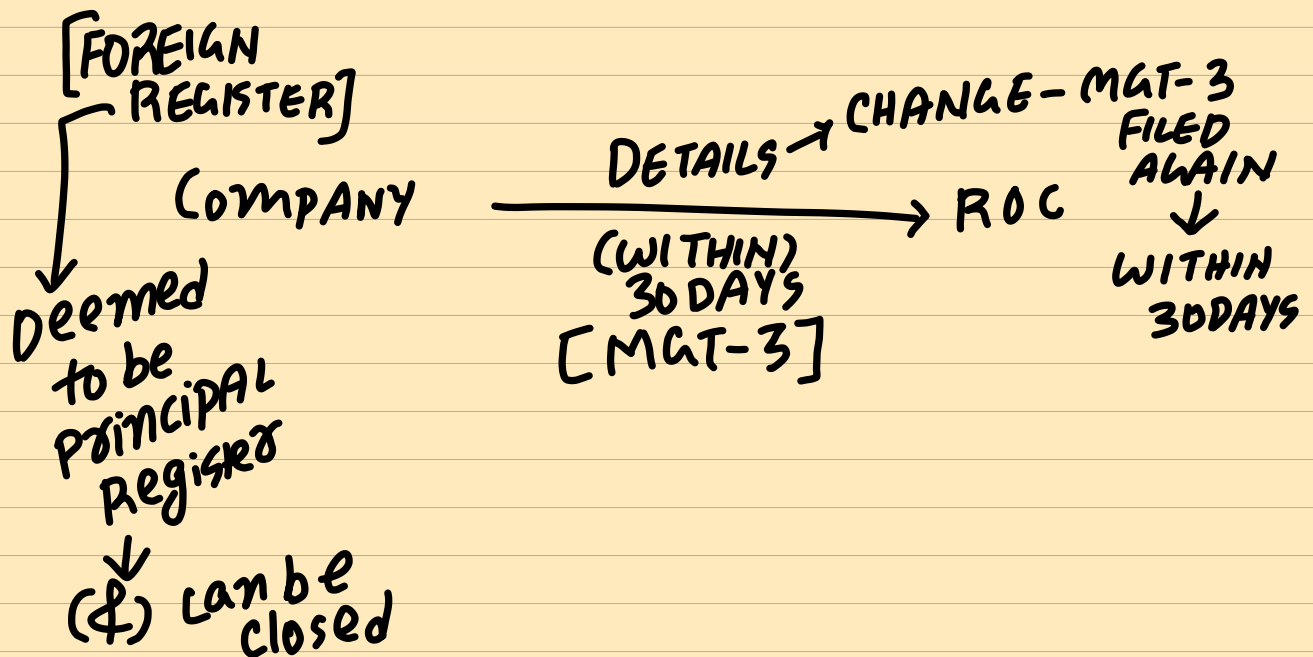
- Attached $\begin{cases} \text{SEBI} \\ \text{OTHER} \end{cases}$
- PLEDGE/CHARGE ON ANY SECURITY
- SECURITIES TRANSFERRED TO IEPF

FOREIGN REGISTER

- AUTHORIZATION OF AOA

↓
WE CAN MAINTAIN REGISTER
↓
DIS INDIA

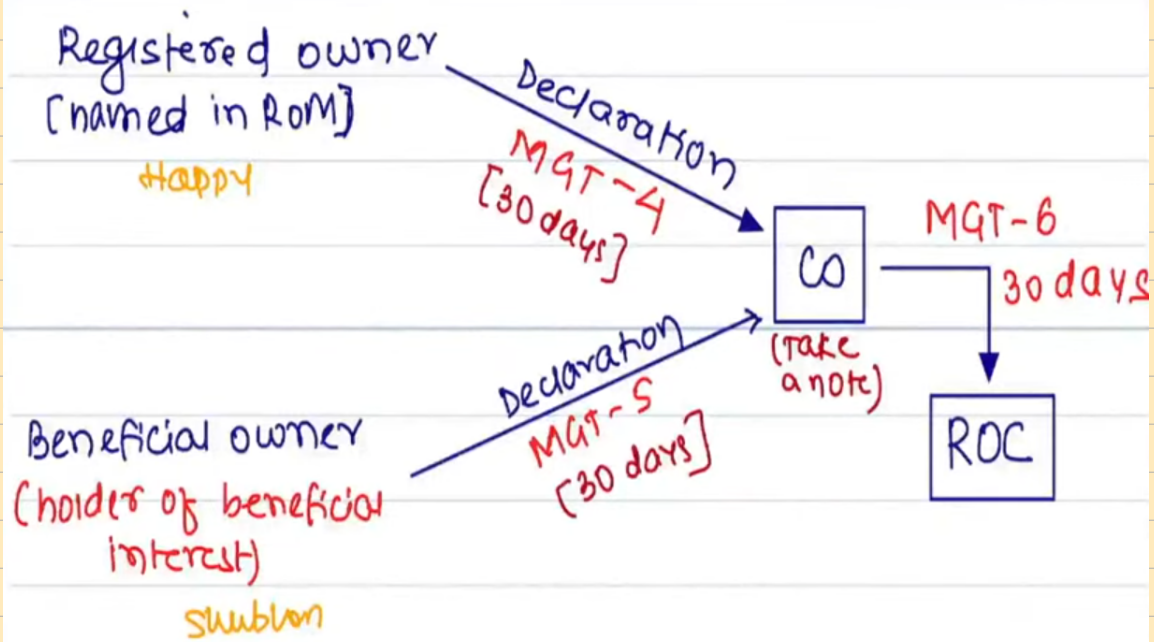
SHAREHOLDERS - RESIDING O/S INDIA



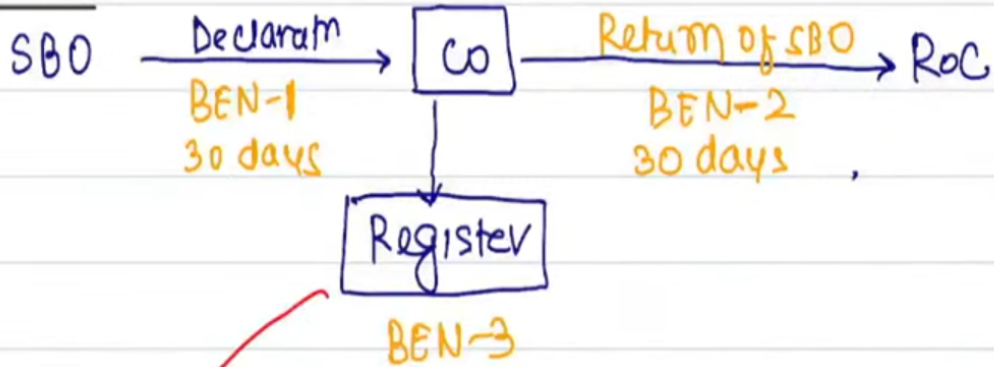
→ BACK-UP + 15 DAYS → Transmitt Data to R.O

DISCONTINUE → BACKUP → $\begin{cases} \text{Principal register} \\ \text{Other Foreign register} \end{cases}$

90

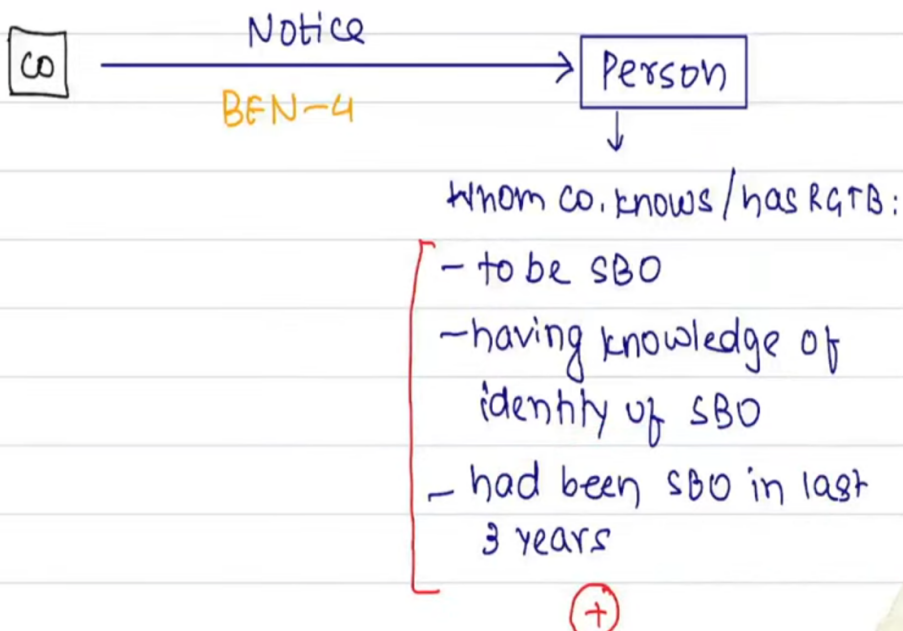


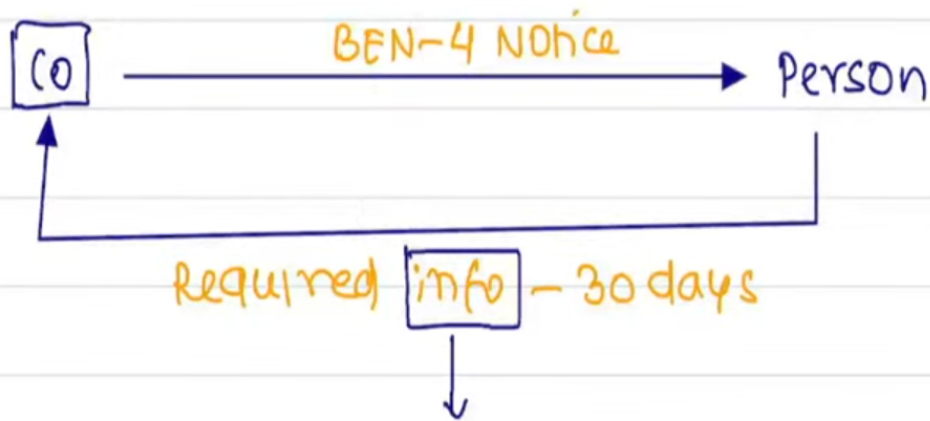
Provision:



Inspection during business hours (not < 2 hours)

↳ By members + Prescribed fees (not > ₹50) Per inspectn.



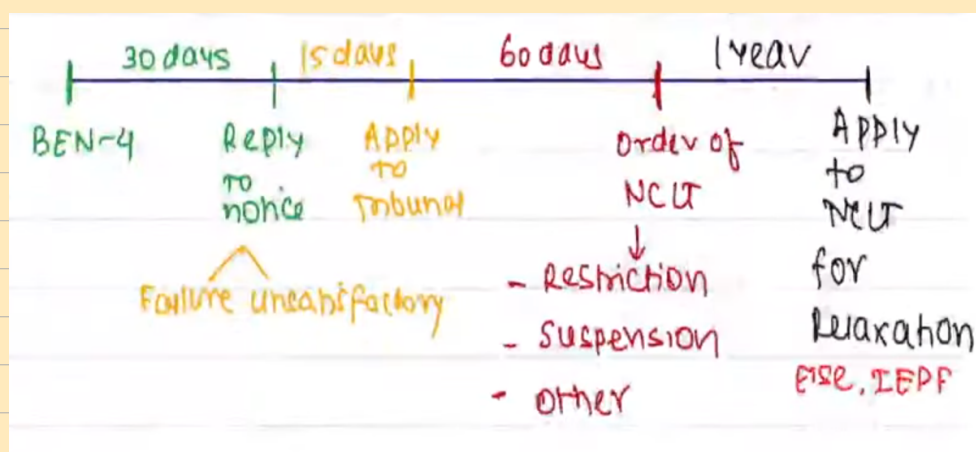


- Person fails to give info
 - Info. is not satisfactory
- } Co. to apply to NCLT within 15 days

NCLT may order: - Restrictions w.r.t. transfer [within 60 days] - suspension of rights attached [after OOBH] - other matters

Aggreived person may → Apply to NCLT for relaxation / lifting restriction within 1 year of order.

If no appin made
→ Trf shares to IEPF.



Penalty:

Failure to make declaration (BEN-1)

- 50K + 1K/day upto RS. 2 lacs

Failure to maintain Register (BEN-3)

- 1 lakh + 500/day upto ₹5 lakh [CO]
- 25000 + 200/day upto ₹1 lakh [DID]

Person wilfully submits wrong info → Liable u/s 447.

91

CLOSURE OF REGISTER

[AT A TIME]

[MAX 45 DAYS IN A YEAR]

CAN BE CLOSED FOR 30 DAYS

WITH 7 DAYS PRIOR INTIMATION

94

88 - Register

92 - Annual Return

- KEPT AT $\left\{ \begin{array}{l} \text{RO} \\ \text{OTHER PLACE} \end{array} \right\}$ $\left\{ \begin{array}{l} \text{IN INDIA} \\ \text{PASS SR} \end{array} \right\}$
MORE THAN 1/10th RESIDE THERE

- PRESERVE $\left\{ \begin{array}{l} \text{member - permanently} \\ \text{DEBENTURE HOLDERS - 8 YEARS FROM REDEMPTION} \\ \text{Annual Returns - 8 YEARS} \end{array} \right\}$

- CUSTODY $\swarrow$ CS
AUTHORIZED DIRECTOR

- INSPECTION - DURING Business Hours [9AM-6PM]

Fee $\rightarrow$ member - Without Fee
 $\rightarrow$ others - With Fee

$\downarrow$
(Directors are included in others)

- COPIES - FEES - WITHIN 7 DAYS
(Any person) FROM DATE of payment of FEE

REFUSAL BY COMPANY - APPLY TO TRIBUNAL - ORDER TO
ACCEPT INSPECTION

92
(GMP)

ANNUAL RETURN $\rightarrow$ FILE TO ROC - WITHIN 60 DAYS
FROM

$\downarrow$
FORM MGT-7 $\rightarrow$ SIGN $\rightarrow$ DIRECTOR
(+) CS in PRACTICE

DATE OF AR (if NOT)
LAST DUE DATE (+)
REASONS

IN CASE OF OPC & SMALL COMPANY

$\downarrow$
MGT-7A - (ABRIDGED ANNUAL RETURN)

$\downarrow$
CS (if not possible)

$\downarrow$
Director

PENALTY-22L $\leftarrow$
ANY FAILURE

- LISTED CO.

- PUSC ≥ 10 CR

OR

T/O ≥ 50 CR

CS in
practice
(MGT-8)

MGT-8 - CERTIFICATE $\leftarrow$ Compliance ☒
Facts ☒
True & Fair view

95

Register

Annual
Return

} PRIMA-FACIE
EVIDENCE