

GM

meeting of members

AGM

EGM

always special business

ordinary business

- ✓ To approve FIs
- ✓ To declare dividend
- ✓ To appoint directors
- ✓ To appoint auditors

+

special but

other matters (optional)

other matters

at Any time

After completion of F.Y

Time limit for conducting AGM

First AGM

Subsequent AGM

✓ 9m from end of first FY

✓ 6m from the end of relevant F.Y

Note time extension for max 3m

1st AGM - Not possible

sub AGM - possible

✓ 1 AGM for every calendar year

✓ max gap b/w two AGM shall not exceed 15m

Earlier date

Place of AGM

At Registered Office

(or)

At any place within same city / town / village where R.O is situated

Day of AGM

Any day except
except National
Holiday

when agm date which
is already announced
was declared as
national holiday

conduct AGM on that day

Time of AGM

Commencement

End

During business hrs
(9 AM TO 6 PM)

At any time

Exemptions

Place

Time

Day

✓ unlisted co

(100% mem's consent)

✓ sec 8 co

(BOD will decide)

✓ Govt co

(Govt consent)

✓ Sec 8

(BOD consent)

Note

to claim exemption

by Govt co / sec 8 co

→ No filing (FIS)
default (A/R)

~~Suomotto~~

DATE

PAGE

AGM by NCIT

- 1) Member shall apply to NCLT
- 2) In case of default in conducting AGM
- 3) NCLT may order for the conduct AGM
- 4) NCIT may give directions
↳ will have overruling effect on Act / AOA

Gm (Shorter Notice)

AG
Mem(entitled vote) $\rightarrow 95\%$

EGM

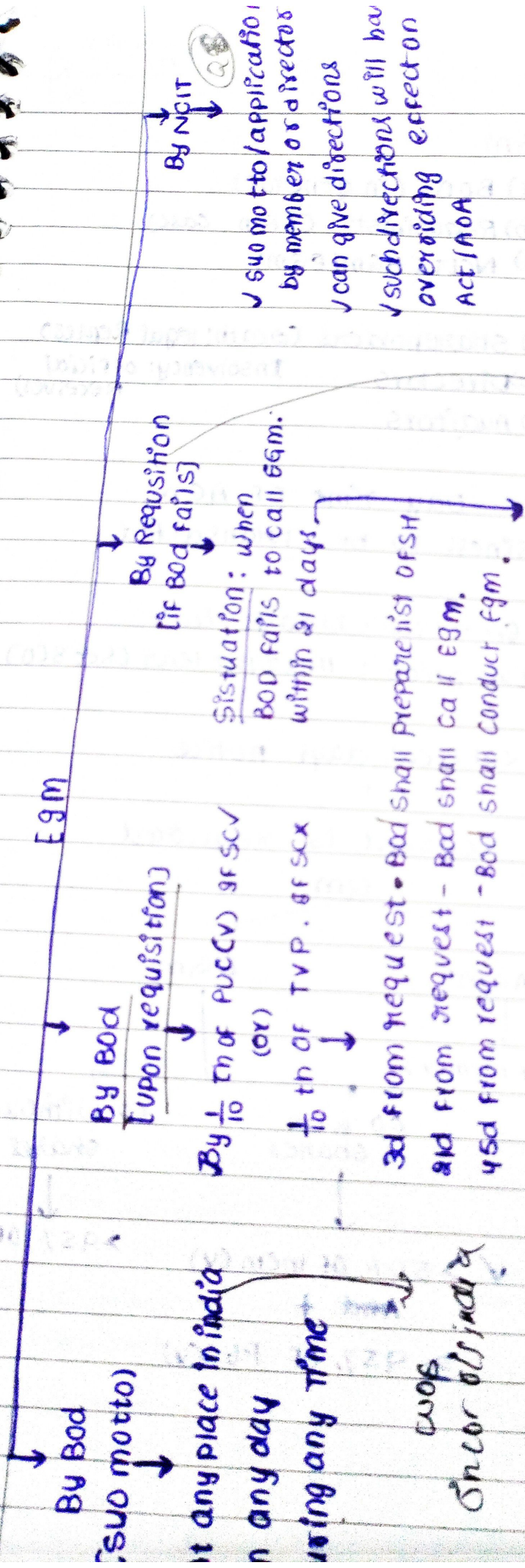
SCV

$m(v) > 50\%$
And

$PUC(v) \geq 95\%$

SCX

$TVp \rightarrow \geq 95\%$



3rd from request
request

Requisitionists
can demand
EGM.

1st of SH: They can demand the 1st as on 21st day

State M...
Explaining...
not agenda

AGM/EGM

Who can issue ?

- BoD (In general)
- Requisinists (EGM case)
- NCLT (AGM/EGM)

To whom ?

- Shareholders (Death: legal Repres)
 - Directors
 - Auditors
- Insolvency: official Receiver

Content:

- place Day time of AGM
- Business to be Transacted

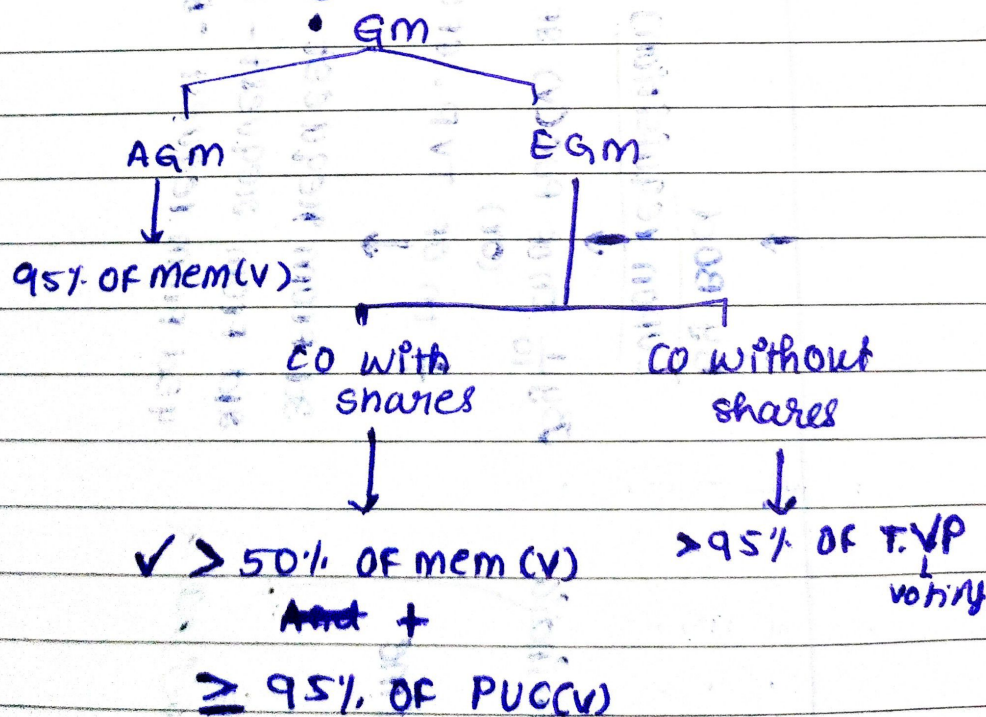
Length of Notice: General: 21 days clear

Exception: 14 days clear (Sec 800)

Shorter notice : < 21 clear days. notice

+

Consent is required



Email = same day

Failure to receive notice by member

- Intentional - meeting is invalid
- Accidental - meeting is not invalid

Source of documents

TO company / its officer
By any person

mode

Physical (Speed Post / Reg P) courier / direct
Electronic (Email)

TO member / ROC
By company

mode

Physical (OP, SP, RP / C / D)
Electronic (Email)

Note: Depository company: E-mail only

company to members

Gm notice

Post: sent date + 48 hrs
Email: Sent date

other notice

Actual received date

Business to be transacted

AGM

- ✓ APPROVAL OF F/S
- ✓ APPOINTING Auditor
- ✓ APPOINTING director
- ✓ APPROVING dividend

Ordinary business

+ Other matters

SPECIAL business

EGM

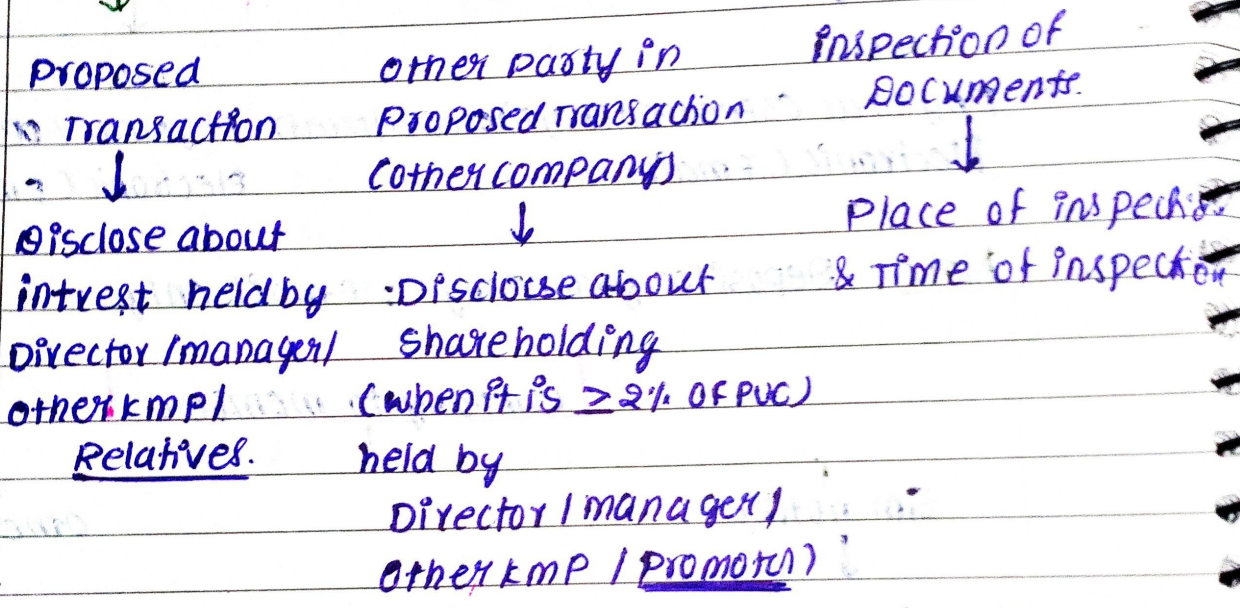
Any matter

SPECIAL Business

Explanatory statement

- ✓ when co is going to discuss 'special business'
- ✓ issued along with gm notice

content



Quorum

1) Meaning: min no of members personally present to conduct a valid gm

2) Number: PVT CO - 2
 Pub CO : No of mem

≤ 1000	- 5
> 1000	- 15
≤ 5000	
> 5000	- 30

can be increased by AOA but can't be reduced

3) counting rule: members - counted
 proxies - Excluded

Representatives of GOS/POI - counted

Representative of BC → counted

Note: ✓ member may present physically / through VC
✓ If a person is a representative
of a BC → It shall be counted
also.

- 4) Presence of Quorum - a) within 30m from commencement
of meeting
b) present throughout the meeting

LACK OF QUORUM

Requisite based meeting

↓
cancelled

other meeting

↓
Adjourned

Next - Same Place
week same time
same day

In case of change, 3d prior
notice must be given to members

LACK OF QUORUM IN Adjourned meeting.

Due to lack of quorum

↓
continued

other reason

↓
Adjourned