



PCS as Scrutinizer for e-Voting

Opportunities for PCS

- Reconciliation of Share Capital Audit for listed companies on a quarterly basis
- To be Submitted by companies to stock exchanges
- Reconciliation of total issued capital, listed capital and capital held by depositories in demat form
- Details of change in share capital during the quarter
- Details of stock exchange approvals in case of further issued capital



Opportunities for PCS

- Certificate of Holding for change of R & T Agent of companies
- Details of securities held in NSDL, other depository and in physical form
- To be submitted to NSDL at the time of application for change of R & T Agent



Opportunities for PCS

- Section 204 of Companies Act, 2013 – Secretarial Audit
- Audit of the secretarial and related records of the companies
- To be annexed with the report of the Board of Directors

Any qualification /observation/remarks made in secretarial audit to be explained in Board's report



Opportunities for PCS

- Section 205 of Companies Act, 2013 –Functions of Company Secretary
- Report to the Board about compliance with provisions of the Act, rules made thereunder and other laws
- To ensure that the company complies with applicable secretarial standards



Opportunities for PCS

- Section 247 of Companies Act, 2013 –Valuation by registered valuers
- Valuation to be made in respect of any property, stocks, shares, debentures, securities, goodwill or any other assets
- Valuation of the net worth of a company
- Valuation of liabilities of a company



Opportunities for PCS

- To act as scrutinizers for e-voting
- Postal ballots and General Meetings
- Conduct of poll during General Meetings



Legal Framework - eVoting

- Section 108 of Companies Act, 2013 – Voting through electronic means
- Section 110 of Companies Act, 2013 - Postal ballots
- Ministry of Corporate Affairs (MCA) Circular No. 21/2011 dated May 2, 2011



Legal Framework - eVoting

- Ministry of Corporate Affairs (MCA) Companies (Management and Administration) Rules, 2014 dated March 27, 2014
- Voting through electronic means (e-Voting)
- Procedure for postal ballots
- Provision for sending notices through electronic means



e-Voting for general meetings

- Every listed company or company having not less than one thousand shareholders to provide facility of e-Voting
- e-Voting to remain open for not less than one day and not more than three days
- e-Voting to be completed three days prior to the date of general meeting



e-Voting for general meetings

- Vote once cast by shareholder will not be allowed to be changed
- The portal where votes are cast to be blocked at the end of the voting period
- Scrutinizers to unblock the votes in presence of at least two witnesses within three working days from the date of conclusion of e-Voting
- Scrutinizers to prepare the report



Company/RTA

- Company to complete formalities for availing e-voting services of NSDL
- Company may authorise RTA to upload data, create voting cycle etc. on its behalf
- Company to intimate details of scrutineers
- Company/RTA and scrutineers to obtain Digital certificates to log e-voting system



Company/RTA

- Create e-Voting Event Number (EVEN)
- Register Investors (File Upload)
- View/Modify EVEN Cycle.



Shareholder/Custodian/Mutual Fund(Voter)

- First Login - Update Email/Mobile Number
- Cast the Vote



Scritinizer

- View e-Voting Cycle
- Authorize the poll results.



ScrutinizerRegistration

- Scrutiniser has to provide Certificate details from IE Browser along with e-Voting User Creation Form
- Provide details (print screens) of respective Certificate w.r.t General, details, certification path.



Read Map of e-Voting system of Miraaj

- MCA authorised NSDL for providing e-Voting facility - May 2, 2011
- NSDL developed e-Voting system - July 1, 2011.
- Obtained the STQC certificate from Ministry of Communications & IT, Government of India -January 19, 2012.
- Home page of e-Voting system launched- January 25, 2012
- More than 245 companies on 345 occasions have already availed e-voting services of NSDL



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THANK YOU

