



**THE INSTITUTE OF  
Company Secretaries of India**  
**भारतीय कम्पनी सचिव संस्थान**  
**IN PURSUIT OF PROFESSIONAL EXCELLENCE**  
Statutory body under an Act of Parliament  
(Under the jurisdiction of Ministry of Corporate Affairs)

ICSI: PP&FS:2024

September 25, 2024

**Shri Pramod Rao**  
Executive Director  
Department of Debt and Hybrid Securities (DDHS)  
Securities and Exchange Board of India

Respected Sir,

**Sub: Request to dispense with the requirement for dispatch of physical copy of Notice and Annual Report with respect to General Meetings of Listed Entities who have listed their Non-convertible Securities under Regulation 58 (1) of the SEBI (LODR) Regulations, 2015**

This has reference to Circular issued by the MCA vide General Circular No. 09/2024 dated September 19, 2024 allowing companies to conduct their general meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM). We also would like to refer to similar relaxation provided by SEBI with regard to dispatching the hard copies of the Annual Report to the shareholders, the details of which are as under for ready reference:

Sl. No.	Circular	Particulars
<b>Ministry of Corporate Affairs (MCA)</b>		
1.	<b>General Circular No. 09/2024 dated September 19, 2024</b>	Allowed companies whose Annual General Meetings (AGM) are due in the year 2024 or 2025, to conduct their AGMs through video Conference (VC) or other Audio-Visual Means (OAVM) or transact items through postal ballot in accordance with framework provided in the aforesaid Circulars up to September 30, 2025 in <b>accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated May 5, 2020.</b>
<b>Para 3 (A) (III) of the MCA Circular dated May 5, 2020</b>		
In view of the prevailing situations, owing to the difficulties involved in dispatching of physical copies of the Financial Statements (including Board's Report, Auditors Report or other documents to be attached herewith), 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.		
<b>Para 4 of the MCA Circular dated May 5, 2020</b>		
Other Compliances associated with the provisions relating to general meeting viz. making of disclosures, inspection of related documents/ registers by members, or authorisations for voting by bodies corporate,		

**Vision**

"To be a global leader in promoting good corporate governance"

**Motto**

सत्यं वद। धर्मं चर। इष्टकारं कुरु। लुब्धकं ब्रूयते। ह्यु किं च कुरु।

**Mission**

"To develop high calibre professionals facilitating good corporate governance"

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etc. as provided in the Act and the Articles of association of the Company are made through electronic mode.			
<b>Securities &amp; Exchange Board of India (SEBI)</b>			
1.	<b>SEBI Circular</b> SEBI/HO/DDHS/DDHS- ACPOD1/P/CIR/2023/001 dated January 5, 2023	<b>No.:</b> dated	Relaxation upto September 30, 2023 regarding requirements of Regulation 58 (1)(b) of the Listing Regulations which prescribes that an entity with listed non-convertible securities shall send a hard copy of statement containing the salient features of all the documents, as specified in Section 136 of Companies Act, 2013 and rules made thereunder to those holders of non-convertible securities who have not registered their email address(es) either with the listed entity or with any depository.
2.	<b>SEBI Circular</b> SEBI/HO/DDHS/P/CIR/2023/0164 dated October 06, 2023	<b>No.:</b>	Relaxation upto September 30, 2024 regarding requirements of Regulation 58 (1)(b) of the Listing Regulations which prescribes that an entity with listed non-convertible securities shall send a hard copy of statement containing the salient features of all the documents, as specified in Section 136 of Companies Act, 2013 and rules made thereunder to those holders of non-convertible securities who have not registered their email address(es) either with the listed entity or with any depository.

We, further, wish to draw your kind attention towards the recommendations of the SEBI Expert Committee for facilitating ease of doing business and harmonization of the provisions of ICDR and LODR regulations wherein it has been recommended to do away with the requirements to send annual reports to shareholders and proxy forms for general meetings held virtually.

In the above backdrop, we humbly request your goodself to kindly consider our submissions to dispense with the requirements of dispatching physical copies of Notices and Annual Reports to the stakeholders of the Entities who have listed their Non- convertible Securities under Regulation 58 (I) of the SEBI (LODR) Regulations, 2015. Further, this will be an environment friendly initiative which will save enormous paper to be wasted afterwards.

We shall be pleased to provide any further information in this regard on hearing from your goodself.

Thanking You,

Yours faithfully

**(CS B Narasimhan)**

President, The ICSI