

**Compliance Calendar  
Quarter April to June 2018**

“The Quarterly Compliance Calendar provides a useful way to track the compliances to be followed during the period with their respective due dates. It would serve as a ready reckoner for corporate compliance team. During the quarter, April to June in every year, the role and responsibility of a Company Secretary / Compliance Office / KMPs in a company is enormous. The compliance calendar for the said quarter is available in through the link of website. Company Secretary/ Compliance Officer may take advantage of the same and in addition advised to take all necessary steps to comply with the provisions of various acts, rules and regulations. Any non-compliance of the various provisions applicable in the Company may bring a severe penalty provisions and may make a governance issue in the Company.”

**Private Companies**

<b>General</b>	Corporate Identity Number along with telephone number, fax number, if any, email id and website addresses to be printed on the business letters, billheads, letter papers and in all its notices and other official publications of the Company.
April to June	<p>There must be atleast four Board Meetings in every calendar year and in the manner that not more than one hundred and twenty days shall intervene between two consecutive meetings in compliance with the provisions of section 173 of the Companies Act, 2013 &amp; Secretarial Standard-1.</p> <p>Where the board of directors are approving any contract or agreement to be entered with any related party under section 188 or in which any director is concerned or interested under section 184(2) of the Companies Act, 2013 then the interested director shall be entitled to participate in respect of such item after disclosure of his interest and register under section 189 of the Companies Act, 2013 in which such transaction is entered shall be placed at next Board Meeting in order to take the signature of all the directors who are present in the meeting.</p> <p>To hold the meeting of Board of Directors of the Company:</p> <ul style="list-style-type: none"> <li>❖ To fix the date of board meeting and send notice along with agenda in writing to every director of the company by hand or by speed post or by registered post or by facsimile or by e-mail or by any other electronic means by giving not less than 7 days’ notice before the date of meeting, unless the Articles prescribe a longer period. In case of Company sends the notice by speed post or by registered post then additional two days shall be added for the service of notice.</li> <li>❖ In case, the Board meeting is conducted at a shorter notice, the Company may choose an expedient mode of sending notice.</li> </ul>

	<ul style="list-style-type: none"> <li>❖ In case the facility of participation through electronic mode is being made available, the notice shall provide the information to the directors about the availability of such facility and provide them necessary information to avail such facility. Further, the notice shall also contain the contact number or e-mail address (es) of the Chairman or the Company Secretary or any other person authorized by the Board, to whom the Director shall confirm in this regard.</li> <li>❖ To hold the board meeting as per schedule and in compliance with Rule 3 &amp; 4 of Companies (Meetings of Board and its Powers) Rules, 2014 if meeting is held through video conferencing or other audio visual means.</li> </ul>
	<p>To obtain disclosures with respect to:</p> <ul style="list-style-type: none"> <li>❖ the confirmation in Form DIR-8 under section 164(2) from all the directors of the Company with respect to their eligibility.</li> <li>❖ his concern or interest in any company or companies or body corporate including any change therein in Form MBP-1 from all the directors and Key Managerial Personnel under section 184(1) and 189 of the Companies Act, 2013, respectively.</li> </ul> <p>To obtain confirmation letter, Form DIR-2 and Form DIR 8 from the Additional Director for his appointment as Director at the Annual General Meeting</p> <p>To obtain eligibility certificate from the Auditors at the time of appointment/ ratification in terms of Section 139, 141 of the Companies Act, 2013.</p>
CSR Committee Meeting	<p>If CSR is applicable on the Company, the CSR Committee shall convene its meeting to update the Committee w.r.t. the status of the projects, programs or activities undertaken during the period.</p> <p>If CSR is applicable on the Company during FY 2017-18, the CSR Committee shall recommend to the Board for the approval of the annual report on CSR activities as per the format specified in the Companies (Corporate Social Responsibility Policy) Rules, 2014, which shall form the part of Board's Report.</p>
Up to 15th July	<p>To file RBI Annual Return on foreign liabilities and assets, it is required to be submitted by all the Indian resident companies which have received FDI and/ or made overseas investment in any of the previous year(s), including current year by July 15 every year. It is to be submitted to the RBI as per the format given in Excel Sheet via email to the following id - Surveyfla@rbi.org.in</p>
Form MGT-14 Powers exercised in Board Meeting	<p>Form MGT-14 is required to be filed within 30 days from the date of passing the Board resolution if following powers are exercised in Board Meeting as per the provisions of section 117(3)(c) of the Companies Act 2013:</p> <p>(a) to pass any resolution or execute agreement, relating to the appointment, re-appointment or renewal of the appointment, or variation of the terms of appointment of Managing Director.</p>

<p>Approval of Financial Statements and AGM related matters</p>	<p>To fix a Board meeting in the manner stated above for consideration of Financial Statements and all other AGM related matters. However, matter relating to approval of the financial statements shall not be dealt with in a meeting through video conference or other audio visual means. The important items for the board meeting shall be as per schedule and in compliance with Section 173 read with the rules made thereunder.</p> <ul style="list-style-type: none"> <li>- To take note of disclosures received from the directors</li> <li>- To take note of disclosures received from the KMP, if any</li> <li>- To take note of the specific disclosure received from directors in respect of proposed contract or arrangement in the meeting</li> <li>- To recommend the dividend, if any</li> <li>- To approve the auditors' fees</li> <li>- To recommend the appointment/ratification of auditors</li> <li>- To approve the standalone and consolidated financial statements.</li> <li>- To appoint Internal Auditor of the Company, if applicable.</li> <li>- To take note of Circular resolutions passed since last board meeting.</li> <li>- To approve revision in Remuneration of KMPs including Company Secretary and Chief Financial Officer, if any.</li> <li>- To approve CSR Annual Report</li> <li>- To appoint Cost Auditor, if applicable</li> <li>- To approve Cost Audit Report, if applicable</li> <li>- To recommend remuneration to Cost Auditor for approval at AGM</li> <li>- To approve the Directors' Report along with annexure</li> <li>- To approve the place of maintaining the books of accounts, if maintained at a place other than registered office</li> <li>- To approve all other special business which is to be included in the notice of AGM</li> <li>- To fix the AGM date (If Financial year of the company ends on 31st March of this year the Annual General Meeting must be held on or before 30th September, 2018. However, gap between two Annual General Meetings should not be more than 15 months).</li> <li>- To approve the notice for convening the AGM</li> <li>- To check:             <ul style="list-style-type: none"> <li>a) Regularization of additional director</li> <li>b) Appointment / Re-appointment of Managerial Personnel</li> <li>c) Any other item requiring shareholders' approval</li> </ul> </li> </ul> <p>❖ If Dividend declared by the Company at AGM, a separate bank account is to be opened and the dividend amount must be deposited with the bank within a period of five days from the date of declaration.</p>
<p>Consolidation of Balance Sheet</p>	<ul style="list-style-type: none"> <li>❖ The company shall present in the annual report, the consolidated financial statements of all subsidiary, associate or any joint venture companies duly audited by its statutory auditors.</li> <li>❖ The following information is required to be disclosed in the Consolidated Balance Sheet for each subsidiary, associate or any joint venture companies including subsidiaries of subsidiaries in Form AOC-1:             <ul style="list-style-type: none"> <li>a) capital</li> </ul> </li> </ul>

	<ul style="list-style-type: none"> <li>b) reserves</li> <li>c) total assets</li> <li>d) total liabilities</li> <li>e) details of investment (except in case of investment in the subsidiaries)</li> <li>f) turnover</li> <li>g) profit before taxation</li> <li>h) provision for taxation</li> <li>i) profit after taxation</li> <li>j) proposed dividend</li> </ul>
Website	<p>The website of the company shall be updated by uploading the following:</p> <ul style="list-style-type: none"> <li>❖ Notice of AGM</li> <li>❖ Financial statements including consolidated financial statements for the year ended 31st March 2018.</li> <li>❖ Separate Audited accounts in respect of each of its subsidiaries</li> <li>❖ CSR Annual report for the financial year ended March 31, 2018</li> </ul>
AGM Notice	<p>Notice of Annual General Meeting along with Annual Report shall be sent to the members, directors, auditors, debenture trustee and other entitled persons not less than 21 days before the meeting unless the Articles of Association of the Company prescribe a longer period.</p> <p>For the purpose of reckoning twenty-one days clear Notice, the day of sending the Notice and the day of Meeting shall not be counted. Further in case the company sends the Notice by post or courier, an additional two days shall be provided for the service of Notice.</p> <p>Notice and accompanying documents may be given at a shorter period of time if consent in writing is given thereto, by physical or electronic means, by not less than ninety-five per cent of the Members entitled to vote at such meeting.</p> <p>Notice shall specify the day, date, time and full address of the venue of the Meeting. Notice shall contain complete particulars of the venue of the Meeting including route map and prominent land mark for easy location. In case of companies having a website, the route map shall be hosted along with the Notice on the website.</p> <p>Notice shall be accompanied, by an attendance slip and a Proxy form with clear instructions for filling, stamping, signing and/or depositing the Proxy form.</p> <p>An opportunity should be provided to the members to register his e-mail address and changes therein from time to time with the company or with the concerned depository.</p> <p>Notice of the meeting shall be sent by prescribed mode as mentioned in Section 20 of the Companies Act, 2013 and Secretarial Standard-2.</p> <p>If notice is sent through electronic mode, then procedure prescribed in Rule 18 of Companies (Management and Administration) Rules, 2014 is to be complied with.</p>

Annual Report to be forwarded to entitled persons	Director's Report along with the copies of full financial statement including consolidated financial statements, if any along with its attachments shall be sent to every Director, member, Auditor of the Company, every trustee for the debenture holder and to all other entitled persons not less than 21 days before the date of meeting.				
Inspection of documents	All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection and time and place for inspection should be specified in the Explanatory Statement to notice of AGM.				
AGM Compliances	<p>For the purpose of AGM, the following shall be taken care of-</p> <ul style="list-style-type: none"> <li>❖ Unless the articles of the Company otherwise provide, the members personally present at the meeting shall elect one of themselves to be Chairman thereof on show of hands.</li> <li>❖ Quorum <table border="1" data-bbox="379 853 1038 931"> <tr> <td>Companies</td> <td>Quorum</td> </tr> <tr> <td>Private Company</td> <td>2</td> </tr> </table> </li> <li>❖ Auditor shall, either by himself or through his authorized representative, who shall also be qualified to be an auditor, attend the AGM. He shall have a right to be heard at such meeting on any part of the business which concerns him as the auditor.</li> <li>❖ Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements with related parties shall be kept open for inspection at every AGM.</li> <li>❖ Proxy shall not have the right to speak at such meeting and shall not be entitled to vote except on a poll or as per Articles of Association of the Company.</li> </ul>	Companies	Quorum	Private Company	2
Companies	Quorum				
Private Company	2				
ROC Compliance relating to AGM	<ul style="list-style-type: none"> <li>❖ To file Form DIR 12 with the ROC for the regularization of additional director as a Director at the AGM, within 30 days from the date of passing the resolution in the AGM.</li> <li>❖ In case any special resolution is passed by the company at the AGM, the same is required to be filed in Form MGT 14 with the ROC within 30 days from the date of passing such special resolution.</li> <li>❖ To file the Financial Statements including Consolidated Financial Statements, if applicable, in Form AOC-4 or Form AOC-4 XBRL (if applicable) (and Form AOC 4 CFS, if applicable) with the ROC within 30 days from the date of Annual General Meeting. If the Company has Foreign Subsidiary, then Accounts of Foreign Subsidiary is also to be attached and filed with Form AOC-4 or Form AOC-4 XBRL, if applicable. In case of a foreign subsidiary, separate accounts is to be attached in Form AOC 4 CFS and Form AOC 4 XBRL.</li> <li>❖ To file annual return in Form MGT-7 with the ROC within 60 days from the date of</li> </ul>				

	<p>Annual General Meeting.</p> <ul style="list-style-type: none"> <li>❖ Appointment letter is to be given to the auditor after his appointment and notice of his appointment to be filed with ROC in Form ADT-1 within 15 days of appointment</li> <li>❖ Appointment letter should be sent to the appointed directors</li> <li>❖ To file other documents as per businesses transacted at the AGM</li> </ul>
Secretarial Standards	<p>Provisions of Secretarial Standards to be complied. The Secretarial Standards have been revised and are applicable w.e.f. October 1, 2017. Quick link to revised Secretarial Standard is  <a href="https://www.icsi.edu/WebModules/Announcement_on_Revised_Secretarial_Standards.pdf">https://www.icsi.edu/WebModules/Announcement_on_Revised_Secretarial_Standards.pdf</a></p>
Attention	<p>The exceptions, modifications and adaptations shall be applicable to private companies which has not committed a default in filing its financial statements under section 137 of the said Act or annual return under section 92 of the said Act with the Registrar.</p>

#### **Listed Companies**

General	<p>Corporate Identity Number along with telephone number, fax number, if any, email id and website addresses to be printed on the business letters, billheads, letter papers and in all its notices and other official publications of the Company.</p>
April to June	<p>There must be an Audit Committee meeting in every calendar quarter to review the details of related party transactions entered into by the Company pursuant to each of the omnibus approval, inter-alia, other functions of the Committee.</p>
	<p>There must be atleast four Board Meetings in every calendar year in the manner that not more than one hundred and twenty days shall intervene between two consecutive meetings in compliance with the provisions of section 173 of the Companies Act, 2013 &amp; Secretarial Standard-1.</p>
	<p>Where the board of directors are approving any contract or agreement to be entered with any related party under section 188 or in which any director is concerned or interested under section 184(2) of the Companies Act, 2013 takes place, register under section 189 of the Companies Act, 2013 in which such transaction is entered shall be placed at next Board Meeting in order to take the signature of all the directors who are present in the meeting.</p>
	<p>To hold the meeting of Board of Directors of the Company:</p> <ul style="list-style-type: none"> <li>❖ To fix the date of board meeting and send notice along with agenda in writing to every director of the company by hand or by speed post or by registered post or by facsimile or by e-mail or by any other electronic means by giving not less than 7 days' notice before the date of meeting, unless the Articles prescribe a longer period. In case of Company sends the notice by speed post or by registered post then additional two days shall be added for the service of notice.</li> </ul>

- ❖ In case, the Board meeting conducted at a shorter notice, the Company may choose an expedient mode of sending notice.
- ❖ In case the facility of participation through electronic mode is being made available, the notice shall provide the information to the directors about the availability of such facility and provide them necessary information to avail such facility. Further, the notice shall also contain the contact number or e-mail address (es) of the Chairman or the Company Secretary or any other person authorized by the Board, to whom the Director shall confirm in this regard.
- ❖ To hold the Board meeting as per schedule and in compliance with Rule 3 & 4 of Companies (Meetings of Board and its Powers) Rules, 2014 if meeting is held through video conferencing or other audio visual means.

To obtain disclosures with respect to:

- ❖ the confirmation in Form DIR-8 under section 164(2) from all the directors of the Company with respect to their eligibility.
- ❖ his concern or interest in any company or companies or body corporate including any change therein in Form MBP-1 from all the directors and Key Managerial Personnel under section 184(1) and 189 of the Companies Act, 2013, respectively.
- ❖ declaration from Independent Directors under section 149(7) of the Companies Act, 2013 and as per Regulation 16 of SEBI (LODR), 2015 that he/she meets the criteria of independence or whenever there is any change in the circumstances which may affect his status as an independent Director.

To obtain the information about the committee positions held by every director in other listed entities and notify changes as and when they take place in terms of Regulation 26(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To obtain from all members of the board of directors and senior management personnel, affirmation of compliance with the code of conduct of board of directors and senior management on an annual basis in terms of Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To make disclosures by the senior management to the board of directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the listed entity at large in terms of Regulation 26(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To obtain eligibility certificate from the Auditors at the time of appointment/ ratification in terms of Section 139, 141 of the Companies Act, 2013.

To obtain offer letter, Form DIR-2 and Form DIR-8 from the Rotational Directors for their

	<p>re-appointment at the Annual General Meeting.</p> <p>To obtain confirmation letter, Form DIR-2 and Form DIR-8 from the Additional Director along with Rs. 1 lakh for his appointment as Director at the Annual General Meeting.</p> <p>As per section 160 of the Companies Act, 2013, the requirements of deposit of amount shall not apply in case of the appointment of an independent director or a director recommended by the Nomination and Remuneration Committee, if any, constituted under sub-section (1) of section 178 of the Companies Act, 2013 or a director recommended by the Board of Directors of the Company, in the case of a company not required to constitute Nomination and Remuneration Committee.</p>
Return to be filed with ROC in case of change in stake of promoters and top 10 shareholders	Every listed company shall file a return in Form MGT-10 with ROC with respect to change in the number of shares (2% or more of the paid-up share capital) held by promoters and top 10 shareholders of such company, within 15 days of such change
15 <sup>th</sup> April	To file Corporate Governance Report as per Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange within 15 days from the end of quarter.
CSR Committee Meeting	<p>If CSR is applicable on the Company, the CSR Committee shall convene its meeting to update the Committee w.r.t. the status of the projects, programs or activities undertaken during the period.</p> <p>CSR Committee shall convene its meeting to recommend the following to the Board for its approval:</p> <ul style="list-style-type: none"> <li>❖ To recommend the amount of expenditure to be incurred on the CSR activities</li> <li>❖ Recommendation of CSR Annual Report for the FY 2017-18 for the approval of the Board of Directors of the Company as per the format specified in the Companies (Corporate Social Responsibility Policy) Rules, 2014, which shall form the part of Board's Report.</li> </ul>
Up to 15 <sup>th</sup> July	To file RBI Annual Return on foreign assets and liabilities, it is required to be submitted by all the Indian resident companies which have received FDI and/ or made overseas investment in any of the previous year(s), including current year by July 15 every year. It is to be submitted to the RBI as per the format given in Excel Sheet via email to the following id - <a href="mailto:Surveyfla@rbi.org.in">Surveyfla@rbi.org.in</a>
21 <sup>st</sup> April	To submit a statement showing holding of securities and shareholding pattern separately for each class of securities, in the format specified by the Board from time to time within twenty-one days from the end of each quarter as per Regulation 31(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



	<p>To file with the recognized stock exchange(s) on a quarterly basis, within twenty-one days from the end of each quarter, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter per Regulation 13(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
<p>30<sup>th</sup> April</p>	<p>To obtain a Reconciliation of share certificate Audit report as per Regulation 55A of SEBI (Depositories and participants) Regulation, 1996 from a Practicing Company Secretary or Practicing Chartered Accountant and to send to all the stock exchanges where the shares of the company are listed.</p> <p>The listed entity shall submit a compliance certificate to the exchange, duly signed by compliance officer and the authorized representative of the share transfer agent, wherever applicable, certifying maintaining physical &amp; electronic transfer facility either in house or RTA as applicable.</p>
<p>30<sup>th</sup> May</p>	<p>To hold the meeting for consideration of Audited Financial Statements and all other AGM related matters:</p> <ul style="list-style-type: none"> <li>❖ To fix the date of board meeting and send notice in writing to every director of the company by hand or by speed post or by registered post or by facsimile or by e-mail or by any other electronic means by giving not less than 7 days' notice before the date of meeting, unless the Articles prescribe a longer period. In case of Company sends the notice by speed post or by registered post or then additional two days shall be added for the service of notice.</li> <li>❖ In case the facility of participation through electronic mode is being made available, the notice shall provide the information to the directors about the availability of such facility and provide them necessary information to avail such facility. Further, the notice shall also contain the contact number or e-mail address(es) of the Chairman or the Company Secretary or any other person authorized by the Board, to whom the Director shall confirm in this regard. However, matter relating to approval of the financial statements shall not be dealt with in a meeting through video conference or other audio visual means.</li> <li>❖ To hold the board meeting as per schedule and in compliance with Rule 3 &amp; 4 of Companies (Meetings of Board and its Powers) Rules, 2014 if meeting is held through video conferencing or other audio visual means.</li> </ul> <p>To intimate the date of Board meeting under Regulation 29 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the Stock Exchange(s) at least 2 working days or 11 working days in advance, as the case may be.</p> <p>To intimate the date of Board meeting to the Stock Exchange at least 5 days in advance (excluding the date of the intimation and date of the meeting), where the financial results viz. quarterly, half yearly, or annual, as the case maybe, are to be considered.</p>

- ❖ To publish the date of board meeting in English newspaper (all India edition) and in vernacular language, where the registered office of the company is situated.
- ❖ To intimate the declaration of dividend date of board meeting to the Stock Exchange at least 2 working days in advance excluding the date of intimation and date of meeting.
- ❖ To submit quarterly and year-to-date standalone unaudited or audited financial results to the stock exchange within forty-five days or sixty days, as the case may be, of end of each quarter in terms of Regulation 33(3)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (If applicable)
- ❖ To publish the results along with the qualifications or reservations, if any, expressed by the auditor together with the audited/unaudited results, as the case may be, within 48 hours of board meeting in at least one English daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the company is situated (the matter of publication should also be in regional language in regional newspaper).
- ❖ If both the standalone and consolidated financial results are submitted, then the company shall need to publish the consolidated financial results along with turnover, profit before tax and profit after tax on as standalone basis as a foot note and also the link of the website from which the standalone results are available.
- ❖ To submit the limited review report in case of submission of unaudited financial results or audit report in case of submission of audited financial results by the company in terms of Regulation 33(3)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ❖ In case of subsidiaries, the listed entity may also submit quarterly/ year-to-date consolidated financial results subject to following:
  - (i) the listed entity shall intimate to the stock exchange, whether or not listed entity opts to additionally submit quarterly consolidated financial results in the first quarter of the financial year and this option shall not be changed during the financial year.

This option shall also be applicable to listed entity that is required to prepare consolidated financial results for the first time at the end of a financial year in respect of the quarter during the financial year in which the listed entity first acquires the subsidiary.
  - (ii) in case the listed entity changes its option in any subsequent year, it shall furnish comparable figures for the previous year in accordance with the option exercised for the current financial year.
- ❖ To submit audited standalone financial results for the financial year, within sixty

days from the end of the financial year along with the audit report and Statement on Impact of Audit Qualifications (applicable only for audit report with modified opinion) in terms of Regulation 33(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

In case the listed entity has subsidiaries, it shall, while submitting annual audited standalone financial results also submit annual audited consolidated financial results along with the audit report and Statement on Impact of Audit Qualifications (applicable only for audit report with modified opinion).

- ❖ To hold the board meeting as per schedule and in compliance with Section 173 read with the rules made thereunder.
  - To take note of disclosures received from the directors and Key Managerial Personnel of the Company
  - To take note of the specific disclosure received from the directors in respect of proposed contract or arrangement in the meeting
  - To recommend the dividend on per share basis (all dividend and/or cash bonuses should be recommended or declared at least 5 working days before commencement of the closure of its transfer books or the record date fixed for the purpose).
  - To approve and consider items as per Part A of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - To approve the auditors' fees
  - To appoint Internal Auditor
  - To appoint Secretarial Auditor
  - To appoint Cost Auditor, if applicable
  - To recommend remuneration to Cost Auditor for approval at AGM
  - To pass a Resolution for not attaching the balance sheet of the subsidiary company, if any
  - To approve the corporate governance report
  - To take note of Secretarial Audit Report of the FY 2017-2018
  - To recommend the appointment of auditors
  - To recommend the appointment of retiring directors
  - To approve the standalone and consolidated quarterly and annual accounts.
  - To approve the statement of assets and liabilities as at the end of the year 31st March, 2018, with the approval of the Annual Results.
  - To approve CSR Annual Report
  - To approve the Directors' Report
  - To approve all other special business which is to be included in the notice of AGM
  - To fix AGM date (If Financial year of the company ends on 31st March of this year the Annual General Meeting must be held on or before 30th September, 2018. However, gap between two Annual General Meetings should not be more than 15 months).
  - To fix book closure dates
  - To fix dates for remote e-voting by shareholders (remote e-voting should remain open for not less than 3 days and shall close at 5:00 PM on the

date preceding the date of the general meeting)

- To fix record date for determining shareholders, holding shares either in physical form or in dematerialized form, who may cast their vote electronically
  - Make arrangements for poll to be made in AGM
  - To appoint Scrutinizer for scrutinizing the results of e-voting and poll
  - To approve the notice for convening the AGM
  - To check:
    - (a) Regularization of additional director
    - (b) Remuneration of Managerial Personnel
    - (c) Appointment / Re-appointment of Managerial Personnel
    - (d) Appointment of Independent Director
    - (e) Section 180(1)(a) and 180(1)(c)
    - (f) Section 186
    - (g) To ratify and confirm interim dividend declared during the previous financial year
    - (h) Any other item requiring shareholders' approval
- ❖ As per Schedule III, Part A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, companies are required to send the results to the Stock Exchange within 30 minutes of the closure of the board meeting.
- ❖ If interim dividend is declared, the company should intimate the Stock Exchanges within 30 minutes of closure of Board Meeting where such dividend is declared.
- ❖ To intimate stock exchange about the total turnover, gross profit/loss, provision for depreciation, tax provisions and net profits for the year (with comparison with the previous year) and the amounts appropriated from reserves, capital profits, accumulated profits of past years.
- ❖ To intimate to the stock exchange date of dispatch/payment of dividend.
- ❖ To publish the results along with the qualifications or reservations, if any, expressed by the auditor together with the audited results within 48 hours of board meeting in at least one English daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the company is situated (the matter of publication should also be in regional language in regional newspaper).
- ❖ To send copy of newspaper clippings to Stock exchange
- ❖ To intimate to all the recognized stock exchange at least 7 working days in advance (excluding the date of intimation and record date), about the book closure or record date as per Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ❖ To make an advertisement in English newspaper and in vernacular language, where the registered office of the company is situated, at least 7 days before the date of book closure stating the date, place and venue of the meeting and dates of closure of its transfer books and purpose of closure of books.

	<ul style="list-style-type: none"> <li>❖ The company shall cause an advertisement to be published, not less than five days before the date of beginning of the voting period 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, about having sent the notice of the meeting and specifying therein, inter alia, the following matters, namely:- <ul style="list-style-type: none"> <li>(a) statement that the business may be transacted by electronic voting;</li> <li>(b) the date of completion of sending of notices;</li> <li>(c) the date and time of commencement of voting through electronic means;</li> <li>(d) the date and time of end of voting through electronic means;</li> <li>(e) the statement that voting shall not be allowed beyond the said date and time;</li> <li>(f) website address of the company and agency, if any, where notice of the meeting is displayed; and</li> <li>(g) contact details of the person responsible to address the grievances connected with the electronic voting</li> </ul> <p><b>(Both the above advertisements can be given by a single advertisement)</b></p> </li> <li>❖ Upload the results with recognize stock exchange(s).</li> <li>❖ If dividend is declared by the Company, a separate bank account need to be opened and the dividend amount must be deposited with the bank within a period of five days from the date of declaration.</li> </ul>
<p>Form MGT-14 Powers exercised in Board Meeting</p>	<p>Form MGT-14 is required to be filed within 30 days from the date of passing the Board resolutions, if following powers are exercised in Board Meeting as per the provisions of section 117(3)(c) and section 179 of the Companies Act 2013 and Rule 8 of the Companies (Meetings of Board and its Powers) Rule 2014:</p> <ul style="list-style-type: none"> <li>(a) to make calls on shareholders in respect of money unpaid on their shares;</li> <li>(b) to authorize buy-back of securities under section 68;</li> <li>(c) to issue securities, including debentures, whether in or outside India;</li> <li>(d) to borrow monies;</li> <li>(e) to invest the funds of the company;</li> <li>(f) to grant loans or give guarantee or provide security in respect of loans;</li> <li>(g) to approve financial statement;</li> <li>(h) to diversify the business of the company;</li> <li>(i) to approve amalgamation, merger or reconstruction;</li> <li>(j) to take over a company or acquire a controlling or substantial stake in another company;</li> <li>(k) to make political contributions;</li> <li>(l) to appoint or remove key managerial personnel (KMP);</li> <li>(m) to appoint internal auditors and secretarial auditor;</li> <li>(n) to pass any resolution or execute agreement, relating to the appointment, re-appointment or renewal of the appointment, or variation of the terms of appointment of Managing Director.</li> </ul>

Media Agreement	To intimate the stock exchange immediately upon entering into agreements with media companies and/or their associates.
Consolidation of Balance Sheet	<ul style="list-style-type: none"> <li>❖ The company shall present in the annual report, the consolidated financial statements of all subsidiary, associate or any joint venture companies duly audited by its statutory auditors</li> <li>❖ The following information is required to be disclosed in the Consolidated Balance Sheet for each subsidiary, associate or any joint venture companies including subsidiaries of subsidiaries: <ul style="list-style-type: none"> <li>(a) capital (b) reserves (c) total assets (d) total liabilities (e) details of investment (except in case of investment in the subsidiaries) (f) turnover (g) profit before taxation (h) provision for taxation (i) profit after taxation (j) proposed dividend</li> </ul> </li> <li>❖ The annual accounts of the subsidiary companies are kept for inspection by any shareholders in the head office of the holding company and of the subsidiary companies concerned and a note to the above effect is included in the annual report of the holding company.</li> <li>❖ The holding company shall furnish a hard copy of details of accounts of subsidiaries to any shareholder on demand.</li> <li>❖ The holding as well as subsidiary has filed such data to the various regulatory and Government authorities as may be required by them, if any asked by them</li> <li>❖ Indian rupee equivalent of the figures given in foreign currency appearing in the accounts of the subsidiary companies along with exchange rate as on closing day of the financial year</li> </ul>
AGM Notice	<p>Notice of Annual General Meeting along with Annual Report shall be sent to the members, directors, auditors, debenture Trustee and other entitled persons not less than 21 days before the meeting.</p> <p>For the purpose of reckoning twenty-one days notice, the day of sending the Notice and the day of Meeting shall not be counted. Further in case the company sends the Notice by post or courier, an additional two days shall be provided for the service of Notice.</p> <p>Notice and accompanying documents may be given at a shorter period of time if consent in writing is given thereto, by physical or electronic means, by not less than ninety-five per cent of the Members entitled to vote at such meeting.</p> <p>Notice shall specify the day, date, time and full address of the venue of the Meeting. Notice shall contain complete particulars of the venue of the Meeting including route map and prominent land mark for easy location. In case of companies having a website, the route map shall be hosted along with the Notice on the website.</p> <p>Notice shall also be accompanied, by an attendance slip, Ballot Paper, and a Proxy form with clear instructions for filling, stamping, signing and/or depositing the Proxy form.</p>

	<p>An opportunity should be provided to the members to register his e-mail address and changes therein from time to time with the company or with the concerned depository.</p> <p>Notice of the meeting shall be sent by prescribed mode as mentioned in Section 20 of the Companies Act, 2013 and Secretarial Standard-2.</p> <p>If notice is sent through electronic mode, then procedure prescribed in Rule 18 of Companies (Management and Administration) Rules, 2014 is to be complied with.</p>
<p>Annual Report to be forwarded to entitled persons</p>	<ul style="list-style-type: none"> <li>❖ Soft copies of full financial statement shall be sent to all those shareholder(s) who have registered their email address(es) for the purpose</li> <li>❖ Hard copy of statement containing the salient features of all the documents, as prescribed in section 136 of the Companies Act, 2013 to those shareholder(s) who have not so registered;</li> <li>❖ Hard copies of full annual reports to those shareholders, who request for the same.</li> </ul> <p>In case of hard copy same should be sent by post or registered post or speed post or courier or delivering at office or address.</p>
<p>Annual Report to be forwarded to Stock Exchanges</p>	<p>To submit the annual report to the stock exchange as per Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, within twenty-one working days of it being approved and adopted in the annual general meeting as per the provisions of the Companies Act, 2013.</p> <p>The annual report shall contain any other disclosures specified in Companies Act, 2013 along with other requirements as specified in Schedule V of these regulations.</p>
<p>Inspection of Financial Statements and other documents</p>	<p>Financial Statements shall be made available for inspection at its registered office during working hours for a period of 21 days before the date of meeting.</p> <p>All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection and time and place for inspection should be specified in the Explanatory Statement to notice of AGM.</p>
<p>AGM Compliances</p>	<p>For the purpose of AGM, the following shall be taken care of:</p> <ul style="list-style-type: none"> <li>❖ Unless the articles of the Company otherwise provide, the members personally present at the meeting shall elect one of themselves to be Chairman thereof on show of hands.</li> <li>❖ Auditor shall, either by himself or through his authorized representative, who shall also be qualified to be an auditor, attend the AGM. He shall have a right to be heard at such meeting on any part of the business which concerns him as the auditor.</li> <li>❖ Secretarial Auditor shall, either by himself or through his authorized</li> </ul>

	<p>representative shall be present at the AGM.</p> <ul style="list-style-type: none"> <li>❖ Quorum <table border="1" data-bbox="434 331 1225 562"> <thead> <tr> <th>Companies</th> <th>Number of members on the date of meeting</th> <th>Quorum</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Public Company</td> <td>Not more than 1000</td> <td>5</td> </tr> <tr> <td>More than 1000 but upto 5000</td> <td>15</td> </tr> <tr> <td>More than 5000</td> <td>30</td> </tr> </tbody> </table> </li> <li>❖ Chairperson of Nomination and Remuneration Committee and Stakeholders Relationship Committee or in his absence, any other member of the committee authorized by him in this behalf shall attend the AGM.</li> <li>❖ Chairman of the Audit Committee shall be present at Annual General Meeting to answer shareholder queries.</li> <li>❖ Following documents are to be kept open for inspection at every AGM, inter-alia,: <ul style="list-style-type: none"> <li>- Register of Directors and Key Managerial Personnel and their shareholding</li> <li>- Register of Contracts and Arrangements with related parties</li> <li>- Certificate from statutory auditor on the ESOP Scheme(s), if any.</li> </ul> </li> <li>❖ Proxy shall not have the right to speak at such meeting and shall not be entitled to vote except on a poll</li> </ul>	Companies	Number of members on the date of meeting	Quorum	Public Company	Not more than 1000	5	More than 1000 but upto 5000	15	More than 5000	30
Companies	Number of members on the date of meeting	Quorum									
Public Company	Not more than 1000	5									
	More than 1000 but upto 5000	15									
	More than 5000	30									
<p>ROC Compliance relating to AGM</p>	<ul style="list-style-type: none"> <li>❖ To file Form DIR 12 with the ROC for the regularization of additional director within 30 days from the date of passing the resolution in the AGM.</li> <li>❖ In case any special resolution is passed by the company at the AGM, the same is required to be filed in Form MGT 14 with the ROC within 30 days from the date of passing such special resolution.</li> <li>❖ To file the Financial Statements including Consolidated Annual Accounts, if applicable, in Form AOC-4 XBRL with the ROC within 30 days from the date of Annual General Meeting. If the Company has Foreign Subsidiary, then Accounts of Foreign Subsidiary is also to be attached and filed with Form AOC-4 XBRL, if applicable.</li> <li>❖ To file annual return in Form MGT-7 with the ROC within 60 days from the date of Annual General Meeting.</li> <li>❖ Report on AGM shall be prepared in prescribed manner and should be filed with Registrar in Form MGT-15 within 30 days of conclusion of AGM.</li> <li>❖ Appointment letter is to be given to the auditor after his appointment and notice of his appointment to be filed with ROC in Form ADT-1 within 15 days of appointment</li> </ul>										



	<ul style="list-style-type: none"> <li>❖ Appointment letter should be sent to the appointed directors</li> <li>❖ To file any other documents as per Notice of AGM</li> </ul>
Stock Exchange Compliances relating to AGM	<ul style="list-style-type: none"> <li>❖ To submit proceedings of the Annual General Meeting to the Stock Exchange on the same day of the AGM;</li> <li>❖ To submit to the stock exchange, within 48 hours of conclusion of its General Meeting, details regarding the voting results in the prescribed format under Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> </ul>
Unclaimed Shares	Any unclaimed shares or any corporate benefits not claimed by shareholders shall be credited to a demat suspense account with one of the Depository Participants opened by the issuer. The details of the same will have to be disclosed in the Annual Report of the Company according to the schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Other Compliances	<ul style="list-style-type: none"> <li>❖ To place on quarterly basis, before the board of directors, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter as per Regulation 13(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>❖ In terms of Regulation 23(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the audit committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the listed entity pursuant to each of the omnibus approvals given.</li> <li>❖ To take note that as per Regulation 23(3)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.</li> <li>❖ In terms of Regulation 31(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a statement showing holding of securities and shareholding pattern separately for each class of securities, in the format specified by the Board from time to time within ten days of any capital restructuring of the listed entity resulting in a change exceeding 2% of the total paid-up share capital is to be submitted to the stock exchange(s).</li> <li>❖ In terms of Regulation 32(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the audit committee shall review and publish the information in the newspaper simultaneously with the submission of the same to the stock exchange(s), the variations in the use of the proceeds of right issue, public issue, preferential issue from the objects stated in the offer documents or explanatory statement.</li> </ul>

	<ul style="list-style-type: none"> <li>❖ To submit the audited financial results in respect of the last quarter along-with the results for the entire financial year, with a note stating that the figures of last quarter are the balancing figures between audited figures in respect of the full financial year and the published year-to-date figures upto the third quarter of the current financial year as per Regulation 33(3)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>❖ As per sub section (3) of section 92 of the Companies (Amendment) Act, 2017, every company shall place a copy of the annual return on the website of the company, if any, and the web-link of such annual return shall be disclosed in the Board's Report.</li> </ul>
Secretarial Standards	Provisions of Secretarial Standards to be complied. The Secretarial Standards have been revised and are applicable w.e.f. October 1, 2017. Quick link to revised Secretarial Standard is <a href="https://www.icsi.edu/WebModules/Announcement_on_Revised_Secretarial_Standards.pdf">https://www.icsi.edu/WebModules/Announcement_on_Revised_Secretarial_Standards.pdf</a>

#### **Items to be placed before the Board**

Actions by the Board as per Listing Regulations	<ul style="list-style-type: none"> <li>❖ In case of any change or appointment of new share transfer agent, the tripartite agreement between listed company, existing share transfer agent and new share transfer agent shall be placed in the subsequent meeting of the board of directors. This regulation shall not be applicable to the units issued by mutual funds that are listed on recognized stock exchange(s) in terms of Regulation 7(4) and 7(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ To place on quarterly basis, before the board of directors, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter in terms of Regulation 13(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ To review, periodically, the compliance reports pertaining to all laws applicable to the listed entity, prepared by the listed entity as well as steps taken by the listed entity to rectify instances of non-compliances in terms of the Section 205 of Companies Act, 2013 and Regulation 17(3) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ The board shall satisfy itself that plans are in place for orderly succession for appointment to the board of directors and senior management in terms of Regulation 17(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ To lay down the code of conduct for all members of the board of directors and senior management which include the duties of independent directors as laid</li> </ul>

	<p>down in Companies Act, 2013 in term of Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
	<ul style="list-style-type: none"> <li>❖ To place minimum information before the board of directors as specified in Part A of Schedule II in terms of Regulation 17(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ To provide the compliance certificate to the board of directors by the chief executive officer and the chief financial officer as specified in Part B of Schedule II in terms of Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ To lay down the procedures to inform members of the Board about the risk assessment and minimization procedures in terms of 17(9)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ The board of directors shall be responsible for framing, implementing and monitoring the risk management plan for the listed entity in terms of Regulation 17(9)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ The performance evaluation of independent directors shall be done by the entire board of directors. The directors subject to evaluation shall not participate in terms of Regulation 17(10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>❖ On January 5, 2017, SEBI has issued a circular as a guidance note on Board evaluation. The hyperlink of the same has been included here <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1483607537807.pdf">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1483607537807.pdf</a>.</li> <li>❖ The independent directors of the company shall hold at least one meeting in a financial year, without the attendance of non-independent directors and members of management.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ To place the minutes of the meetings of the board of directors of the unlisted subsidiary at the meeting of the board of directors of the listed entity in terms of Regulation 24(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ Atleast one independent director of the listed company shall be the director on the Board of Director of the unlisted material subsidiary company in terms of Regulation 24 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ The management of the unlisted subsidiary shall periodically bring to the notice of the board of directors of the listed entity, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary in terms of</li> </ul>

	Regulation 24(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ To make disclosures of any events or information which are material in the opinion of the board of directors of the company in terms of Regulation 30(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Events specified in Para A of Part A of Schedule III are deemed to be material events)
	❖ To make disclosure of the events specified in Para B of Part A of Schedule III in terms of Regulation 30(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on application of the guidelines for materiality, as specified in Regulation 30(4). (Regulation 30(4)(i): Criteria for determination of materiality of events/ information:  (a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or  (b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;  (c) in case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/ information may be treated as being material if in the opinion of the board of directors of listed entity, the event/ information is considered material.)
	❖ To frame a policy for determination of materiality, based on criteria specified in regulation 30(4)(i), duly approved by its board of directors, which shall be disclosed on its website in terms of Regulation 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ In terms of Regulation 30(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to authorize one or more Key Managerial Personnel: <ul style="list-style-type: none"> <li>• for determining materiality of an event or information</li> <li>• for making disclosures to stock exchange(s)</li> </ul> ❖ The contact details of such personnel shall be disclosed to the stock exchange(s) and on the listed entity's website.
	❖ In terms of Regulation 40(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board of directors may delegate the power of transfer of securities to a committee or to compliance officer or to the registrar to an issue and/or share transfer agent(s).  ❖ The board of directors and/or the delegated authority shall attend to the formalities pertaining to transfer of securities at least once in a fortnight.

	<ul style="list-style-type: none"> <li>❖ The delegated authority shall report on transfer of securities to the board of directors in each meeting.</li> </ul>
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**Policies to be formulated**

Policies as per Listing Regulations	<ul style="list-style-type: none"> <li>❖ To formulate a policy in terms of Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for preservation of documents, approved by its board of directors, classifying them in at least two categories as follows- <ul style="list-style-type: none"> <li>(a) documents whose preservation shall be permanent in nature;</li> <li>(b) documents with preservation period of not less than eight years after completion of the relevant transactions.</li> </ul> </li> <li>❖ The listed entity may keep documents specified above in electronic mode.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ To formulate a policy for determining 'material' subsidiary in terms of explanation of Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ To formulate a code of conduct in terms of Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for all members of board of directors and senior management of the listed entity. The code of conduct shall incorporate the duties of independent directors as laid down in the Companies Act, 2013.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ In terms of Regulation 17(9)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to lay down procedures to inform members of board of directors about risk assessment and minimization procedures.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ To formulate a vigil mechanism for directors and employees to report genuine concerns. The vigil mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism in terms of Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ To formulate a policy on materiality of related party transactions and on dealing with related party transactions in terms of Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ The audit committee shall lay down the criteria for granting the omnibus approval in line with the policy on related party transactions of the listed entity and such approval shall be applicable in respect of transactions which are repetitive in nature in terms of Regulation 23(3)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ To formulate familiarization programme for independent directors which shall</li> </ul>

	include nature of the industry in which the listed entity operates, business model of the listed entity, roles, rights, responsibilities of independent directors and any other relevant information in terms of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ To frame a policy for determination of materiality, based on criteria specified in regulation 30(4)(i), duly approved by its board of directors, which shall be disclosed on its website in terms of Regulation 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ To formulate archival policy in terms of Regulation 30(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.  ❖ The listed entity shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website of the listed entity for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website.
	❖ Top five hundred listed entities based on market capitalization, calculated as on March 31 of every financial year, shall formulate dividend distribution policy in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.  ❖ The Policy shall be disclosed in the annual reports of the Company  ❖ Contents of the policy: <ul style="list-style-type: none"> <li>• the circumstances under which the shareholders of the listed entities may or may not expect dividend;</li> <li>• the financial parameters that shall be considered while declaring dividend;</li> <li>• internal and external factors that shall be considered for declaration of dividend;</li> <li>• policy as to how the retained earnings shall be utilized; and</li> <li>• parameters that shall be adopted with regard to various classes of shares</li> </ul>

### Risk Committee

Reference	Particulars
<b>Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</b>	Top 100 listed entities, determined on the basis of market capitalisation, as at the end of the immediate previous financial year shall constitute Risk Management Committee.
	The Board of directors shall constitute a Risk Management Committee.
	The majority of members of Risk Management Committee shall consist of members of the Board of directors.

	<p>The Chairperson of the Risk management committee shall be a member of the Board of directors and senior executives of the listed entity may be members of the committee.</p>
	<p>The Board of directors shall define the role and responsibility of the Risk Management Committee and may delegate monitoring and reviewing of the risk management plan to the committee and such other functions as it may deem fit.</p>

### Business Responsibility Report

Reference	Particulars
<p><b>Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</b></p>	<p><b>Mandatory Applicability:</b> Top five hundred listed entities based on market capitalization, calculated as on March 31 of every financial year.</p> <p><b>Voluntary Applicability:</b></p> <ul style="list-style-type: none"> <li>❖ Listed entities other than top five hundred listed companies based on market capitalization.</li> <li>❖ Listed entities having their specified securities listed on SME Exchange.</li> </ul>
	<p>The annual report shall contain a business responsibility report describing the initiatives taken by the listed entity from an environmental, social and governance perspective, in the format as specified by SEBI in its vide circular CIR/CFD/CMD/10/2015 dated November 4, 2015.</p>
	<p>The listed entities which have been submitting sustainability reports to overseas regulatory agencies/ stakeholders based on internationally accepted reporting frameworks need not prepare a separate report for the purpose of the guidelines but only furnish the same to their stakeholders along with the details of the framework under which their Business Responsibility Report has been prepared and a mapping of the principles contained in the guidelines to the disclosures made in their sustainability reports.</p>
	<p>Nine principles have been specified by SEBI in its vide circular CIR/CFD/CMD/10/2015 dated November 4, 2015 to assess compliance with environmental, social and governance norms.</p> <ul style="list-style-type: none"> <li>❖ Principle 1: Businesses should conduct and govern themselves with ethics, transparency and accountability</li> <li>❖ Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle</li> <li>❖ Principle 3: Businesses should promote the wellbeing of all employees</li> </ul>

	<ul style="list-style-type: none"> <li>❖ Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized</li> <li>❖ Principle 5: Businesses should respect and promote human rights</li> <li>❖ Principle 6: Businesses should respect, protect, and make efforts to restore the environment.</li> <li>❖ Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner</li> <li>❖ Principle 8: Businesses should support inclusive growth and equitable development</li> <li>❖ Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner</li> </ul>
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**Obligations with respect to employees including senior management, key managerial persons, directors and promoters**

Reference	Particulars
<p>Regulation 26(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p>	<p>No employee including key managerial personnel or director or promoter of a listed entity shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution.</p> <p>Compliances for entering into above specified agreement/ subsisting or expired agreement:</p> <ul style="list-style-type: none"> <li>❖ prior approval has to be obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution</li> <li>❖ the agreement, if any, whether subsisting or expired, entered during the preceding three years from the date of coming into force of this sub-regulation, shall be disclosed to the stock exchanges for public dissemination</li> <li>❖ the subsisting agreement, if any, as on the date of coming into force of this sub-regulation shall be placed for approval before the Board of Directors in the forthcoming Board meeting</li> </ul>



	<ul style="list-style-type: none"> <li>❖ after the Board approves such agreement, the same shall be placed before the public shareholders for approval by way of an ordinary resolution in the forthcoming general meeting</li> <li>❖ all the interested persons involved in the transaction covered under the agreement shall be abstained from voting in the general meeting</li> <li>❖ the definition of 'interested person' shall mean any person holding voting rights in the listed entity and who is in any manner, whether directly or indirectly, interested in an agreement or proposed agreement, entered into or to be entered into by such a person or by any employee or key managerial personnel or director or promoter of such listed entity with any shareholder or any other third party with respect to compensation or profit sharing in connection with the securities of such listed entity.</li> </ul>
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### Other Compliances

Insider Trading	<ul style="list-style-type: none"> <li>❖ Every person on appointment as a KMP or a director of the company or upon becoming a promoter shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ Continual Disclosures to be given by every promoter, employee and director of every company in respect of securities acquired or disposed of within two trading days of such transaction if: <ul style="list-style-type: none"> <li>- Value of securities traded (in one transaction or a series) over a calendar quarter aggregates to a traded value in excess of 10 lakh rupees or such other specified value.</li> </ul> </li> <li>❖ Every Company shall notify such particulars to the stock exchange within 2 trading days of receipt of the disclosure or from becoming aware of such information</li> </ul>
	<ul style="list-style-type: none"> <li>❖ Disclosure by other connected persons- Any company with its securities listed may require any connected person or class of connected persons to make disclosures of holding and trading in securities in such form and at such frequency as determined by the company in order to monitor compliance with these regulations.</li> </ul>
	<ul style="list-style-type: none"> <li>❖ Code of Fair Disclosure- The board of directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to these regulations, without diluting the provisions of these regulations in any manner.</li> <li>❖ Every such code of practices and procedures for fair disclosure of</li> </ul>

	<p>unpublished price sensitive information and every amendment thereto shall be promptly intimated to the stock exchanges where the securities are listed.</p>
	<p>❖ Code of conduct-</p> <p>The board of directors of every listed company and market intermediary shall formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B to these regulations, without diluting the provisions of these regulations in any manner.</p> <p>Every listed company, market intermediary and other persons formulating a code of conduct shall identify and designate a compliance officer to administer the code of conduct and other requirements under these regulations.</p>
	<p>❖ Trading plan and trading window</p> <p>An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.</p> <p>Trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information.</p> <p>❖ Such trading plan shall not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results</p> <p>❖ The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.</p>
	<p>❖ Board of directors shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to these regulations, without diluting the provisions of the regulations in any manner.</p>

### Unlisted Public Companies

General	Corporate Identity Number along with telephone number, fax number, if any, email id and website addresses to be printed on the business letters, billheads, letter papers and in all its notices and other official publications of the Company.
April to June	There must be atleast four Board Meetings in every calendar year and in the manner that not more than one hundred and twenty days shall intervene between two consecutive meetings in compliance with the provisions of section 173 of the Companies Act, 2013 & Secretarial Standard-1.
	Where the board of directors are approving any contract or agreement to be entered with any related party under section 188 or in which any director is concerned or interested under section 184(2) of the Companies Act, 2013 takes place, register under section 189 of the Companies Act, 2013 in which such transaction is entered shall be placed at next Board Meeting in order to take the signature of all the directors who are present in the meeting.
	<p>To hold the meeting of Board of Directors of the Company:</p> <ul style="list-style-type: none"> <li>❖ To fix the date of board meeting and send notice in writing to every director of the company by hand or by speed post or by registered post or by facsimile or by e-mail or by any other electronic means by giving not less than 7 days' notice before the date of meeting, unless the Articles prescribe a longer period. In case of Company sends the notice by speed post or by registered post, then additional two days shall be added for the service of notice.</li> <li>❖ In case, the Board meeting conducted at a shorter notice, the Company may choose an expedient mode of sending notice.</li> <li>❖ In case the facility of participation through electronic mode is being made available, the notice shall provide the information to the directors about the availability of such facility and provide them necessary information to avail such facility. Further, the notice shall also contain the contact number or e-mail address(es) of the Chairman or the Company Secretary or any other person authorized by the Board, to whom the Director shall confirm in this regard.</li> <li>❖ To hold the board meeting as per schedule and in compliance with Rule 3 &amp; 4 of Companies (Meetings of Board and its Powers) Rules, 2014 if meeting is held through video conferencing or other audio visual means.</li> </ul>
	<p>To obtain disclosures with respect to:</p> <ul style="list-style-type: none"> <li>❖ the confirmation in Form DIR-8 under section 164(2) from all the directors of the Company with respect to their eligibility.</li> <li>❖ his concern or interest in any company or companies or body corporate including any change therein in Form MBP-1 from all the directors and Key Managerial Personnel under section 184(1) and 189 of the Companies Act, 2013, respectively.</li> </ul>

	<ul style="list-style-type: none"> <li>❖ declaration from Independent Directors under section 149(7) of the Companies Act, 2013 that he /she meets the criteria of independence or whenever there is any change in the circumstances which may affect his status as an independent Director.</li> </ul> <p>To obtain eligibility certificate from the Auditors at the time of appointment/ ratification in terms of Section 139, 141 of the Companies Act, 2013.</p> <p>To obtain offer letter, Form DIR-2 and Form DIR 8 from the Rotational Directors for their re-appointment at the Annual General Meeting.</p> <p>To obtain confirmation letter, Form DIR-2 and Form DIR 8 from the Additional Director along with Rs. 1 lakh for his appointment as Director at the Annual General Meeting.</p> <p>As per section 160 of the Companies Act, 2013, the requirements of deposit of amount shall not apply in case of the appointment of an independent director or a director recommended by the Nomination and Remuneration Committee, if any, constituted under sub-section (1) of section 178 of the Companies Act, 2013 or a director recommended by the Board of Directors of the Company, in the case of a company not required to constitute Nomination and Remuneration Committee.</p>
<p>CSR Committee Meeting</p>	<p>If CSR is applicable on the Company, the CSR Committee shall convene its meeting to update the Committee w.r.t. the status of the projects, programs or activities undertaken during the period.</p> <p>CSR Committee shall convene its meeting to recommend the following to the Board for its approval:</p> <ul style="list-style-type: none"> <li>❖ To recommend the amount of expenditure to be incurred on the CSR activities</li> <li>❖ Recommendation of CSR Annual Report for FY 2017-18 for the approval of the Board of Directors of the Company as per the format specified in the Companies (Corporate Social Responsibility Policy) Rules, 2014, which shall form the part of Board's Report.</li> </ul>
<p>Up to 15th July</p>	<p>To file RBI Annual Return on Foreign Assets and Liabilities, it is required to be submitted by all the India resident companies which have received FDI and/ or made overseas investment in any of the previous year(s), including current year by July 15 every year. It is to be submitted to the RBI as per the format given in Excel Sheet via email to the following id - <a href="mailto:Surveyfla@rbi.org.in">Surveyfla@rbi.org.in</a></p>
<p>Approval of Annual Accounts and AGM related matters</p>	<p>To fix a Board meeting in the manner stated above for consideration of Financial Statements and all other AGM related matters. However, matter relating to approval of the financial statements shall not be dealt with in a meeting through video conference or other audio visual means. The important items for the board meeting shall be as per schedule and in compliance with Section 173 read with the rules made thereunder.</p> <ul style="list-style-type: none"> <li>- To take note of disclosures received from the directors and KMP</li> <li>- To take note of the specific disclosure received from directors in respect of proposed contract or arrangement in the meeting</li> <li>- To recommend the dividend, if any</li> </ul>

	<ul style="list-style-type: none"> <li>- To approve the auditors' fees</li> <li>- To recommend the appointment of auditors</li> <li>- To recommend the appointment of retiring directors</li> <li>- To approve the standalone and consolidated Financial statements</li> <li>- To appoint Internal Auditor of the Company, if applicable.</li> <li>- To appoint Secretarial Auditor of the Company, if applicable</li> <li>- To take note of Circular resolutions passed since last board meeting.</li> <li>- To approve revision in Remuneration of KMPs including CS and CFO, if any.</li> <li>- To approve CSR Annual Report</li> <li>- To appoint Cost Auditor, if applicable</li> <li>- To approve Cost Audit Report, if applicable</li> <li>- To recommend remuneration to Cost Auditor for approval at AGM</li> <li>- To take note of Secretarial Audit Report of the FY 2016-17</li> <li>- To approve the Directors' Report</li> <li>- To approve the place of maintaining the books of accounts, if maintained at a place other than registered office</li> <li>- To approve all other special business which is to be included in the notice of AGM</li> <li>- To fix the AGM date (If Financial year of the company ends on 31st March of this year the Annual General Meeting must be held on or before 30th September, 2018. However, gap between two Annual General Meetings should not be more than 15 months).</li> <li>- To approve the notice for convening the AGM</li> <li>- To check:             <ul style="list-style-type: none"> <li>a) Regularization of additional director</li> <li>b) Remuneration of Managerial Personnel</li> <li>c) Appointment / Re-appointment of Managerial Personnel</li> <li>d) Appointment of Independent Director</li> <li>e) Shareholder's approval u/s 149(10) for re-appointment of Independent Director</li> <li>e) Section 180(1)(a) and 180(1)(c)</li> <li>f) Any other item requiring shareholders' approval</li> </ul> </li> </ul> <p>❖ If Dividend declared by the Company at AGM, a separate bank account is to be opened and the dividend amount must be deposited with the bank within a period of five days from the date of declaration.</p>
<p>Form MGT-14 Powers exercised in Board Meeting</p>	<p>Form MGT-14 is required to be filed within 30 days from the date of passing the Board resolution, if following powers are exercised in Board Meeting as per the provisions of section 117(3)(c) and section 179 of the Companies Act 2013 and Rule 8 of the Companies (Meetings of Board and its Powers) Rule 2014:</p> <ul style="list-style-type: none"> <li>(a) to make calls on shareholders in respect of money unpaid on their shares;</li> <li>(b) to authorize buy-back of securities under section 68;</li> <li>(c) to issue securities, including debentures, whether in or outside India;</li> <li>(d) to borrow monies;</li> <li>(e) to invest the funds of the company;</li> <li>(f) to grant loans or give guarantee or provide security in respect of loans;</li> <li>(g) to approve financial statement;</li> </ul>

	<p>(h) to diversify the business of the company;          (i) to approve amalgamation, merger or reconstruction;          (j) to take over a company or acquire a controlling or substantial stake in another company;          (k) to make political contributions;          (l) to appoint or remove key managerial personnel (KMP);          (m) to appoint internal auditors and secretarial auditor;          (n) to pass any resolution or execute agreement, relating to the appointment, re-appointment or renewal of the appointment, or variation of the terms of appointment of Managing Director.</p>
Consolidation of Balance Sheet	<ul style="list-style-type: none"> <li>❖ The company shall present in the annual report, the consolidated financial statements of all subsidiary, associate or any joint venture companies duly audited by its statutory auditors</li> <li>❖ The following information is required to be disclosed in the Consolidated Balance Sheet for each subsidiary, associate or any joint venture companies including subsidiaries of subsidiaries in Form AOC-1:             <ul style="list-style-type: none"> <li>(a) capital (b) reserves (c) total assets (d) total liabilities (e) details of investment (except in case of investment in the subsidiaries) (f) turnover (g) profit before taxation (h) provision for taxation (i) profit after taxation (j) proposed dividend</li> </ul> </li> <li>❖ The annual accounts of the subsidiary companies are kept for inspection by any shareholders in the head office of the holding company and of the subsidiary companies concerned and a note to the above effect is included in the annual report of the holding company.</li> <li>❖ The holding company shall furnish a hard copy of details of accounts of subsidiaries to any shareholder on demand.</li> <li>❖ The holding as well as subsidiary has filed such data to the various regulatory and Government authorities as may be required by them, if any asked by them</li> <li>❖ Indian rupee equivalent of the figures given in foreign currency appearing in the accounts of the subsidiary companies along with exchange rate as on closing day of the financial year</li> </ul>
Website	<p>The website of the company shall be updated by uploading the following:</p> <ul style="list-style-type: none"> <li>❖ Notice of AGM</li> <li>❖ Financial statements including consolidated financial statements for the year ended 31st March 2018.</li> <li>❖ Separate Audited accounts in respect of each of its subsidiaries</li> <li>❖ Notice of candidature of a person for directorship</li> <li>❖ CSR Annual report for the financial year ended March 31, 2018</li> </ul>
AGM Notice	<p>Notice of Annual General Meeting along with Annual Report shall be sent to the members, directors, auditors, debenture trustee and other entitled persons not less than 21 days before the meeting.</p>

	<p>For the purpose of reckoning twenty-one days clear Notice, the day of sending the Notice and the day of Meeting shall not be counted. Further in case the company sends the Notice by post or courier, an additional two days shall be provided for the service of Notice.</p> <p>Notice and accompanying documents may be given at a shorter period of time if consent in writing is given thereto, by physical or electronic means, by not less than ninety-five per cent of the Members entitled to vote at such meeting.</p> <p>Notice shall specify the day, date, time and full address of the venue of the Meeting. Notice shall contain complete particulars of the venue of the Meeting including route map and prominent land mark for easy location. In case of companies having a website, the route map shall be hosted along with the Notice on the website.</p> <p>Notice shall be accompanied, by an attendance slip and a Proxy form with clear instructions for filling, stamping, signing and/or depositing the Proxy form</p> <p>An opportunity should be provided to the members to register his e-mail address and changes therein from time to time with the company or with the concerned depository.</p> <p>Notice of the meeting shall be sent by prescribed mode as mentioned in Section 20 of the Companies Act, 2013 and Secretarial Standard-2.</p> <p>If notice is sent through electronic mode, then procedure prescribed in Rule 18 of Companies (Management and Administration) Rules, 2014 is to be complied with.</p>
Annual Report to be forwarded to entitled persons	Director's Report along with the copies of full financial statement including consolidated financial statements, if any along with its attachments shall be sent to every Director, member, Auditor of the Company, Secretarial Auditor (if applicable on the Company), every trustee for the debenture holder and to all other entitled persons not less than 21 days before the date of meeting.
Inspection of documents	All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection and time and place for inspection should be specified in the Explanatory Statement to notice of AGM
At the AGM Compliances	<p>For the purpose of AGM, the following shall be taken care of:</p> <ul style="list-style-type: none"> <li>❖ Unless the articles of the Company otherwise provide, the members personally present at the meeting shall elect one of themselves to be Chairman thereof on show of hands.</li> <li>❖ Auditor shall, either by himself or through his authorized representative, who shall also be qualified to be an auditor, attend the AGM. He shall have a right to be heard at such meeting on any part of the business which concerns him as the auditor</li> <li>❖ Chairperson of Nomination and Remuneration Committee and Stakeholders Relationship Committee or in his absence, any other member of the committee</li> </ul>

	<p>authorized by him in this behalf shall attend the AGM</p> <ul style="list-style-type: none"> <li>❖ Quorum</li> </ul> <table border="1" data-bbox="434 342 1225 593"> <thead> <tr> <th>Companies</th> <th>Number of members on the date of meeting</th> <th>Quorum</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Public Company</td> <td>Not more than 1000</td> <td>5</td> </tr> <tr> <td>More than 1000 but upto 5000</td> <td>15</td> </tr> <tr> <td>More than 5000</td> <td>30</td> </tr> </tbody> </table> <ul style="list-style-type: none"> <li>❖ Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts and Arrangements with related parties shall be kept open for inspection at every AGM.</li> <li>❖ Proxy shall not have the right to speak at such meeting and shall not be entitled to vote except on a poll</li> </ul>	Companies	Number of members on the date of meeting	Quorum	Public Company	Not more than 1000	5	More than 1000 but upto 5000	15	More than 5000	30
Companies	Number of members on the date of meeting	Quorum									
Public Company	Not more than 1000	5									
	More than 1000 but upto 5000	15									
	More than 5000	30									
<p>ROC Compliance relating to AGM</p>	<ul style="list-style-type: none"> <li>❖ To file Form DIR 12 with the ROC for regularization of additional director within 30 days from the date of passing the resolution in the AGM.</li> <li>❖ In case any special resolution is passed by the company at the AGM, the same is required to be filed in Form MGT 14 with the ROC within 30 days from the date of passing such special resolution.</li> <li>❖ To file the Financial Statements including Consolidated Annual Accounts, if applicable, in Form AOC-4 XBRL with the ROC within 30 days from the date of Annual General Meeting. If the Company has Foreign Subsidiary, then Accounts of Foreign Subsidiary is also to be attached and filed with Form AOC-4 XBRL, if applicable.</li> <li>❖ To file annual return in Form MGT-7 with the ROC within 60 days from the date of Annual General Meeting.</li> <li>❖ Appointment letter is to be given to the auditor after his appointment and notice of his appointment to be filed with ROC in Form ADT-1 within 15 days of appointment</li> <li>❖ Appointment letter should be sent to the appointed directors</li> <li>❖ To file other documents as per businesses transacted at the AGM</li> </ul>										
	<p>Every company, except a company having less than or equal to two hundred Members, shall transact items of business as prescribed, only by means of postal ballot instead of transacting such business at a General Meeting in accordance with the section 110(1)(a) of the Companies Act, 2013 and Rule 22(16) of the Companies (Management and Administration) Rule, 2014 and Secretarial Standard- 2.</p>										



	<p>Items of business which shall be passed only by postal ballot</p> <ul style="list-style-type: none"> <li>❖ alteration of the objects clause of the memorandum and in the case of the company in existence immediately before the commencement of the Act, alteration of the main objects of the memorandum</li> <li>❖ alteration of articles of association in relation to insertion or removal of provisions which are required to be included in the articles of a company in order to constitute it a private company</li> <li>❖ change in place of registered office outside the local limits of any city, town or village</li> <li>❖ change in objects for which a company has raised money from public through prospectus and still has any unutilized amount out of the money so raised</li> <li>❖ issue of shares with differential rights as to voting or dividend or otherwise</li> <li>❖ variation in the rights attached to a class of shares or debentures or other securities</li> <li>❖ buy-back of shares by a company</li> <li>❖ appointment of a Director elected by small shareholders</li> <li>❖ sale of the whole or substantially the whole of an undertaking of a company or where the company owns more than one undertaking, of whole or substantially the whole of any of such undertakings</li> <li>❖ giving loans or extending guarantee or providing security in excess of the limit specified</li> <li>❖ any other Resolution prescribed under any applicable law rules or regulations</li> </ul>
<p>Secretarial Standards</p>	<p>Provisions of Secretarial Standards to be complied. The Secretarial Standards have been revised and are applicable w.e.f. October 1, 2017. Quick link to revised Secretarial Standard is  <a href="https://www.icsi.edu/WebModules/Announcement_on_Revised_Secretarial_Standards.pdf">https://www.icsi.edu/WebModules/Announcement_on_Revised_Secretarial_Standards.pdf</a></p>

**IEPF Compliances**

<b>Form No. &amp; Reference</b>	<b>Particulars and Timeline</b>
Rule 5(1) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016	Any amount required to be credited by the companies to the Fund as provided under clause (a) to (n) of sub-section (2) of section 125 of the Act shall be remitted into the specified branches of Punjab National Bank, which is the accredited Bank of the Pay and Accounts Office, Ministry of Corporate Affairs and other authorised banks engaged by the MCA-21 system, within a period of thirty days of such amounts becoming due to be credited to the Fund.
IEPF 1 [Rule 5(4) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016]	The company shall, along with the copy of the challan as required under Rule 5(3) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, furnish a Statement in Form No. IEPF 1 containing details of such transfer to the Authority within thirty days of submission of challan.
IEPF 2 [Rule 5(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016]	<p>An annual statement containing investor wise details of unclaimed and unpaid amounts in respect of dividends, debentures, deposits, etc. the date of annual general meeting or the date on which it would have been held till completion of seven years period containing the following information is to be filed within a period of ninety days from the date of annual general meeting or the date on which it would have been held:</p> <ul style="list-style-type: none"> <li>❖ Name and last Known address of the person entitled receive the sum.</li> <li>❖ Nature of amount</li> <li>❖ Amount to which each person is entitled</li> <li>❖ Due date of transferring into IEPF</li> <li>❖ Such other information as may be considered relevant for the purposes</li> </ul> <p>Statement of amount of unclaimed amount as on the date of annual general meeting or the date on which it would have been held shall be uploaded on the website of the Company and also on the website of the authority.</p>
IEPF 3 [Section 124 (6) of the Companies Act, 2013 and Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and	Due to the order of Court or Tribunal or any statutory authority, if the company does not transfer the shares and payment of dividend or where such shares are pledged or hypothecated under the provisions of the Depositories Act, 1996 or shares already been transferred under rule 6(1), the company shall furnish such details within 30 days of end of financial year.

Refund) Rules, 2016]	
IEPF 4 [Rule 6(5) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016]	The company shall send a statement to the Authority containing details of transfer.
IEPF 6 [Rule 8 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016]	Statement of Unclaimed or Unpaid amounts to be transferred to the Investor Education and Protection Fund in the next financial year within thirty days of end of financial year.  The Company shall furnish a statement within thirty days of the closure of its accounts for the financial year stating the reasons of deviations, if any.

**Major Compliance of Secretarial Standard-1 applicable for all companies**

	<ul style="list-style-type: none"> <li>❖ Notice shall be issued by the Company Secretary or where there is no Company Secretary, any Director or any other person authorized by the Board for the purpose.</li> <li>❖ A Director shall neither be reckoned for Quorum nor shall be entitled to participate in respect of an item of business in which he is interested. However, in case of a private company, a Director shall be entitled to participate in respect of such item after disclosure of his interest</li> <li>❖ Quorum shall be present throughout the Meeting.</li> <li>❖ Proof of sending the following shall be maintained by the Company for such period as decided by the Board, which shall not be less than three years from the date of the Meeting:             <ul style="list-style-type: none"> <li>• notice and its delivery;</li> <li>• agenda and notes on agenda and their delivery;</li> <li>• sending and delivery of the draft of the resolution by circulation and the necessary papers;</li> <li>• draft minutes and its delivery;</li> <li>• signed Minutes and its delivery;</li> </ul> </li> <li>❖ Company shall maintain attendance register for the Meetings of the Board and Meetings of the Committee in pursuant to the provisions</li> </ul>
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	<p>stated in the standard. If an attendance register is maintained in loose-leaf form, it shall be bound periodically, atleast once in every three years.</p> <ul style="list-style-type: none"> <li>❖ A distinct Minutes Book shall be maintained for Meetings of the Board and each of its Committees in pursuant to the provisions stated in the standard.</li> <li>❖ Within fifteen days from the date of the conclusion of the Meeting of the Board or the Committee, the draft Minutes thereof shall be circulated by hand or by speed post or by registered post or by courier or by e-mail or by any other recognized electronic means to all the members of the Board or the Committee, as on the date of the meeting, for their comments.</li> <li>❖ Minutes must be entered in the Minutes Book within 30 days from the date of conclusion of the meeting.</li> <li>❖ Minutes of the meeting must be signed and dated by the Chairman of the meeting or by the Chairman of the next board meeting.</li> <li>❖ Signed minutes certified by the Company Secretary or where there is no Company Secretary, by any Director authorized by the board shall be circulated to all the Directors, as on the date of the meeting and appointed thereafter, except to those directors who have waived their right to receive the same either in writing or such waiver is recorded in the Minutes within 15 days of signing.</li> </ul>
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### **Deposits**

<p>Section 74 (1)(a) read with Rule 20 of the Companies (Acceptance of Deposits) Rules, 2014</p>	<p>The Company shall file, within a period of three months from the commencement or from the date on which the payments are due, with the Registrar a statement, i.e. Form DPT 4, of all the deposits accepted by the company and sums remaining unpaid on such amount with the interest payable thereon along with the arrangements made for such repayment, notwithstanding anything contained in any other law for the time being in force or under the terms and conditions subject to which the deposit was accepted or any scheme framed under any law.</p>
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**Website updation by the Companies as per the Companies Act and Listing Regulations**

<p>Regulation 43A of the Listing (Obligation and Disclosure Requirement) Regulations, 2015</p>	<ul style="list-style-type: none"> <li>❖ The dividend distribution policy</li> <li>❖ The changes to the policy along with the rationale.</li> </ul>
<p>Regulation 46 of the Listing (Obligation and Disclosure Requirement) Regulations, 2015</p>	<p>The website of the company shall be updated by uploading the following:</p> <ul style="list-style-type: none"> <li>❖ To maintain a functional website containing basic information about the company e.g. details of its business;</li> <li>❖ Terms and conditions of appointment of Independent director.</li> <li>❖ Composition of various committees of Board of Directors.</li> <li>❖ Code of conduct of senior management personnel and Board of directors.</li> <li>❖ Details of establishment of vigil mechanism/ whistle blower policy in terms of section 177 of Companies Act, 2013.</li> <li>❖ Criteria of making payment to Non-Executive Director.</li> <li>❖ Policies on dealing with the Related Party Transactions.</li> </ul> <ul style="list-style-type: none"> <li>❖ Policy on determining material subsidiaries.</li> <li>❖ Details of familiarization programmes to Independent Director.</li> <li>❖ Email address of grievance redressal and other relevant details.</li> <li>❖ Contact information of designated officials who is responsible for handling investor grievances.</li> <li>❖ Financial information including – notice of Board meeting in which financial results discussed, complete copy of annual report and financial results on conclusion of board meeting.</li> <li>❖ Shareholding pattern.</li> <li>❖ Agreement with the Media Companies and / or their associates.</li> <li>❖ Schedule of analyst or institutional investor meet and presentations made along with submission to the stock exchange.</li> <li>❖ New name and old name of the listed entity for one year.</li> </ul>
<p>Regulation 62 of the Listing (Obligation and Disclosure Requirement) Regulations, 2015</p>	<p>The listed entity shall maintain a functional website containing the following information about the listed entity:</p> <ul style="list-style-type: none"> <li>❖ details of its business</li> <li>❖ contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances;</li> <li>❖ email address for grievance redressal and other relevant details;</li> <li>❖ name of the debenture trustees with full contact details;</li> <li>❖ information with respect to the following events: <ul style="list-style-type: none"> <li>(i) default by issuer to pay interest on or redemption amount;</li> <li>(ii) failure to create a charge on the assets;</li> <li>(iii) revision of rating assigned to the non-convertible debt securities</li> </ul> </li> <li>❖ Financials including consolidated financial statements.</li> <li>❖ Name and contact details of the debenture trustee, if any</li> <li>❖ Information, reports, notices, call letters, circulars, proceedings, etc. relating to nonconvertible redeemable preference shares or non-</li> </ul>

	<p>convertible debt securities.</p> <ul style="list-style-type: none"> <li>❖ Compliance report relating to non-convertible redeemable preference shares or non-convertible debt securities.</li> <li>❖ Information relating to default by company to pay interest or redemption amount. Failure in creating charge on assets, Revision in rating assigned to non-convertible debt securities.</li> </ul>
Section 136(1) of the Companies Act, 2013	<ul style="list-style-type: none"> <li>❖ Financial Statement of the subsidiary Companies.</li> </ul>
Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014	<ul style="list-style-type: none"> <li>❖ Details / Notice of Resignation letter in terms of Section 168 of the Companies Act, 2013.</li> </ul>
Rule 23 Companies (Management and Administration) Rules, 2014	<ul style="list-style-type: none"> <li>❖ Any Special Notice received under section 115 read with Rules made thereunder.</li> </ul>
Rule 18(3) and 10 (1) of Companies (Management and Administration) Rule, 2014	<ul style="list-style-type: none"> <li>❖ Notice of General Meetings / Postal Ballot as and when convened at the time of sending the same to the shareholders.</li> <li>❖ Notice of closure of Register of Members / Debenture Holders or other security holder or fixing of the record date for the same.</li> </ul>
Section 124 of Companies Act, 2013	<ul style="list-style-type: none"> <li>❖ Statement of Unpaid Dividend Account.</li> </ul>
Rule 22 of Companies (Management and Administration) Rules, 2014	<ul style="list-style-type: none"> <li>❖ Notice of e-voting.</li> <li>❖ Result of e-voting along with Scrutinizer Report of General Meeting / Postal Ballot on the website of the Company as well as Agency who has provided e-voting platform.</li> </ul>
Section 135 of Companies Act, 2013	<ul style="list-style-type: none"> <li>❖ Annual Report on CSR along with the CSR policy.</li> </ul>
Section 150 (1) of Companies Act, 2013	<ul style="list-style-type: none"> <li>❖ Manner of appointment of Independent Director along with appointment letter and terms and conditions of appointment of Independent Director.</li> </ul>
Section 160 of Companies Act, 2013	<ul style="list-style-type: none"> <li>❖ Notice of candidature for directorship in terms of section 160 of the Companies Act, 2013.</li> </ul>
Regulation 30 (4)(ii), 30 (5) and 30 (8) of LODR	<ul style="list-style-type: none"> <li>❖ Policy for determination of materiality.</li> <li>❖ Contact details of the personnel who is authorized for determining the materiality.</li> <li>❖ Any material information or events as per archival policy.</li> </ul>

**Important Updates**

<b>SUBJECT MATTER</b>	<b>LINKS</b>
Circular on Schemes of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 dated January 3, 2018	<a href="https://www.sebi.gov.in/legal/circulars/jan-2018/circular-on-schemes-of-arrangement-by-listed-entities-and-ii-relaxation-under-sub-rule-7-of-rule-19-of-the-securities-contracts-regulation-rules-1957-37265.html">https://www.sebi.gov.in/legal/circulars/jan-2018/circular-on-schemes-of-arrangement-by-listed-entities-and-ii-relaxation-under-sub-rule-7-of-rule-19-of-the-securities-contracts-regulation-rules-1957-37265.html</a>
Companies (Registration Offices and Fees) Amendment Rules, 2018 vide Notification dated January 20, 2018	<a href="http://www.mca.gov.in/Ministry/pdf/CompaniesRegnofficeandfeesAmendmentRules2018_25012018.pdf">http://www.mca.gov.in/Ministry/pdf/CompaniesRegnofficeandfeesAmendmentRules2018_25012018.pdf</a>
Companies (Incorporation) Amendment Rules, 2018 vide Notification dated January 20, 2018	<a href="http://www.mca.gov.in/Ministry/pdf/CompaniesIncorporationAmendmentRules2018_25012018.pdf">http://www.mca.gov.in/Ministry/pdf/CompaniesIncorporationAmendmentRules2018_25012018.pdf</a>
Companies (Appointment and Qualification of Directors) Amendment Rules, 2018 vide Notification dated January 22, 2018	<a href="http://www.mca.gov.in/Ministry/pdf/AppointmentQualificationDirectoramendmentrules2018_25012018.pdf">http://www.mca.gov.in/Ministry/pdf/AppointmentQualificationDirectoramendmentrules2018_25012018.pdf</a>
Enforcement of Section 1 and 4 of the Companies (Amendment) Act, 2017 vide Notification dated January 23, 2018	<a href="http://www.mca.gov.in/Ministry/pdf/NotificationComapniesAct_23012018.pdf">http://www.mca.gov.in/Ministry/pdf/NotificationComapniesAct_23012018.pdf</a>
Designation of Special Courts and their Jurisdictions vide Notification dated February 5, 2018	<a href="http://www.mca.gov.in/Ministry/pdf/NotificationSO528Specialcourts_06022018.pdf">http://www.mca.gov.in/Ministry/pdf/NotificationSO528Specialcourts_06022018.pdf</a>

<p>Exemption to Government Companies under section 129(6) of Companies Act, 2013 from recognizing Deferred Tax Assets/ Deferred Tax Liability under AS-22/Ind AS-12 vide Notification dated February 5, 2018</p>	<p><a href="http://www.mca.gov.in/Ministry/pdf/NotificationSO529_06022018.pdf">http://www.mca.gov.in/Ministry/pdf/NotificationSO529_06022018.pdf</a></p>
<p>Companies (Registered Valuers and Valuation) Amendment Rules, 2018 vide Notification dated February 9, 2018</p>	<p><a href="http://www.mca.gov.in/Ministry/pdf/CompaniesRules2018_12022018.pdf">http://www.mca.gov.in/Ministry/pdf/CompaniesRules2018_12022018.pdf</a></p>
<p>Enforcement of certain Sections of the Companies (Amendment) Act, 2017 vide Notification dated February 9, 2018</p>	<p><a href="http://www.mca.gov.in/Ministry/pdf/Commencementnotification_12022018.pdf">http://www.mca.gov.in/Ministry/pdf/Commencementnotification_12022018.pdf</a></p>
<p>Companies (Authorised to Register) Amendment Rules, 2018 vide Notification dated February 16, 2018</p>	<p><a href="http://www.mca.gov.in/Ministry/pdf/CompaniesAuthorisedRegisterAdmendmentRules2018_19022018.pdf">http://www.mca.gov.in/Ministry/pdf/CompaniesAuthorisedRegisterAdmendmentRules2018_19022018.pdf</a></p>
<p>Companies (Management and Administration) Amendment Rules, 2018 vide Notification dated February 16, 2018</p>	<p><a href="http://www.mca.gov.in/Ministry/pdf/CompaniesManagementAdministrationAdmendmentRules2018_19022018.pdf">http://www.mca.gov.in/Ministry/pdf/CompaniesManagementAdministrationAdmendmentRules2018_19022018.pdf</a></p>
<p>Companies (Audit and Auditors) Amendment Rules, 2018 vide Notification dated</p>	<p><a href="http://www.mca.gov.in/Ministry/pdf/CompaniesAuditAuditorsAdmendmentRules2018_19022018.pdf">http://www.mca.gov.in/Ministry/pdf/CompaniesAuditAuditorsAdmendmentRules2018_19022018.pdf</a></p>



February 16, 2018	
Companies (Removal of Difficulties) Order, 2018	<a href="http://www.mca.gov.in/Ministry/pdf/CompaniesROOrder2018_22022018.pdf">http://www.mca.gov.in/Ministry/pdf/CompaniesROOrder2018_22022018.pdf</a>
Companies (Accounts) Amendment Rules, 2018 vide Notification dated February 27, 2018	<a href="http://www.mca.gov.in/Ministry/pdf/CompaniesAccountsAmendmentRule_01032018.pdf">http://www.mca.gov.in/Ministry/pdf/CompaniesAccountsAmendmentRule_01032018.pdf</a>
Companies (Filing of Documents and Forms in Extensible Business Reporting Language) Amendment Rules, 2018 vide Notification dated March 8, 2018	<a href="http://www.mca.gov.in/Ministry/pdf/CompaniesXBRL0803rule_15032018.pdf">http://www.mca.gov.in/Ministry/pdf/CompaniesXBRL0803rule_15032018.pdf</a>
National Finance Reporting Authority (Manner of Appointment and Other Terms and Conditions of Service of Chairperson and Members) Rules, 2018 vide Notification dated March 21, 2018	<a href="http://www.mca.gov.in/Ministry/pdf/ReportingAuthorityRule2103_21032018.pdf">http://www.mca.gov.in/Ministry/pdf/ReportingAuthorityRule2103_21032018.pdf</a>
Companies (Incorporation) Second Amendment Rules, 2018 vide Notification dated March 23, 2018	<a href="http://www.mca.gov.in/Ministry/pdf/CompanyRule2303_23032018.pdf">http://www.mca.gov.in/Ministry/pdf/CompanyRule2303_23032018.pdf</a>
Relaxation of additional fees and extension of last date of filing of AOC-4 XBRL E-Forms using Ind AS under the Companies Act, 2013 vide Circular dated March 28, 2018	<a href="http://www.mca.gov.in/Ministry/pdf/GeneralCircularNo01of2018_29032018.pdf">http://www.mca.gov.in/Ministry/pdf/GeneralCircularNo01of2018_29032018.pdf</a>

Condonation of Delay Scheme 2018 vide Circular dated March 28, 2018	<a href="http://www.mca.gov.in/Ministry/pdf/GeneralCircularNo02of2018_29032018.pdf">http://www.mca.gov.in/Ministry/pdf/GeneralCircularNo02of2018_29032018.pdf</a>
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**Suggestions may be send to [rupesh@cacsindia.com](mailto:rupesh@cacsindia.com)**

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