

Compliance Calendar Quarter July to September 2020

"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, July to September 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

July to September	<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 & Secretarial Standard-1.</p> <p>Due to Covid-19, Ministry of Corporate Affairs vide its General Circular No. 11/2020 dated 24th March, 2020, has extended the mandatory requirement of holding meetings of the Board of the companies within the intervals of 120 days by an additional period of 60 days till 30th September, 2020. The Link of the above circular is provided at the end of Article.</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"> ❖ 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. ❖ In case, the Board meeting is 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
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	<p>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.</p> <ul style="list-style-type: none"> ❖ 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. <p><i>Due to Covid-19, Ministry of Corporate Affairs vide notification dated 19th March, 2020, has amended the Companies (Meetings of Board and its powers) Rules, 2014 has allowed the meeting on matters referred in Rule 4(1) be held through video conferencing or other audio visual means in accordance with Rule 3 till June 30, 2020. It was further extended vide notification dated 23rd June, 2020 till September 30, 2020. The Link of the above circular is provided at the end of Article.</i></p>
	<p>To obtain disclosures with respect to:</p> <ul style="list-style-type: none"> ❖ the confirmation in Form DIR-8 under section 164(2) from all the directors of the Company with respect to their eligibility change in his concern or interest in any company or companies or body corporate in Form MBP-1 from all the directors and Key Managerial Personnel under section 184(1) and 189 of the Companies Act, 2013, respectively. <p>To obtain confirmation letter, Form DIR-2 and Form DIR 8 from the Additional Director for recommending their appointment by the Board of Directors as Director at the ensuing Annual General Meeting</p> <p>To obtain eligibility certificate and Consent from the Auditors at the time of appointment in terms of Section 139, 141 of the Companies Act, 2013.</p>
<p>CSR Committee Meeting</p>	<p>If CSR is applicable on the Company then as per the CSR policy of the company, 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>To recommend the amount of expenditure to be incurred on the CSR activities for the Financial Year 2020-21 (if not approved in the meeting convened in the last quarter)</p> <p>If CSR was applicable on the Company during FY 2019-20, 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 (if not approved in the meeting convened in the last quarter).</p>
<p>Up to 15th July</p>	<p>To file RBI Annual Return on foreign liabilities and assets('FLA'), 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, 2020. It is to be submitted to the RBI through web based portal.</p> <p>Due date of filing FLA return for FY 2019-20 have been extended to 31 July, 2020.</p> <p>Further, if Company would be filing such Annual Return on Foreign Liabilities and Assets</p>

	(FLA return) based on un-audited (Provisional) financials of Company for FY 19-20, then Once the accounts get audited and there are revisions in the provisional information submitted by the company earlier, they are supposed to submit the revised FLA return based on audited accounts by end of September, 2020.
Upto 30th September	Every individual who holds a Director Identification Number (DIN) as on 31st March of a financial year as per these rules shall submit e-form DIR-3-KYC for the said financial year to the Central Government on or before 30th September of immediate next financial year.
Form MGT-14 Resolutions & Agreements to be filed	Form MGT-14 is required to be filed within 30 days from the date of passing the Board resolution or entering into agreement in respect of matters covered as per the provisions of section 117(3) of the Companies Act 2013, except clause (g) the said sub section.
Approval of Financial Statements and AGM related matters	<p>To fix a Board meeting in the manner stated above for consideration of Financial Statements and all other AGM related matters. MCA Vide General Circular dated March 19th, 2020 and June 23rd, 2020, allowed for the meetings on matters referred to in sub-rule 4 (1) of The Companies (Meetings of Board and its Powers) Rules, 2014 may be held through video conferencing or other audio visual means in accordance with rule 3 The Companies (Meetings of Board and its Powers) Rules, 2014. 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"> - To take note of disclosures received from the directors - To take note of disclosures received from the KMP, if any - To take note of the specific disclosure received from directors in respect of proposed contract or arrangement in the meeting - To recommend the dividend, if any - To approve the auditors' fees To recommend the appointment/ ratification of Statutory Auditors, if any - To approve the standalone and consolidated financial statements. - To appoint and fix the remuneration of Internal Auditor of the Company, if applicable. - To take note of Circular resolutions passed since last board meeting. - To approve CSR Annual Report - To appoint and fix the remuneration of Cost Auditor, if applicable - To approve Cost Audit Report, if applicable - To appoint and fix the remuneration of Internal Auditor, if applicable - To appoint and fix the remuneration of Secretarial Auditor, if applicable - To recommend remuneration to Cost Auditor for approval at AGM, if applicable. - To approve the board's Report along with annexures - To approve the place of maintaining the books of accounts, if maintained at a place other than registered office - To approve all other special business which is to be included in the notice of AGM - 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, 2020. However, gap between two Annual General Meetings should not be more than 15 months). - To approve the notice of AGM and authorize any director or the company secretary for the issuance of notice of the AGM - To check:

	<ul style="list-style-type: none"> a) Regularization of additional director b) Appointment / Re-appointment of Managerial Personnel, as may be applicable c) Any other item requiring shareholders' approval <ul style="list-style-type: none"> ❖ 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. ❖ Thereafter the dividend amount shall be distributed among the entitled shareholders of the company within thirty days from the date of the declaration. ❖ If, Dividend is not paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account. ❖ Further, the unpaid or unclaimed Dividend transferred to the Unpaid Dividend Account of a company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to the Investor Education and Protection Fund as per the IEPF Rules, 2016.
<p>Consolidation of Financial Statements</p>	<ul style="list-style-type: none"> ❖ The company shall present in the annual report, the consolidated financial statements of all subsidiaries, associate(s) or any joint venture companies duly audited by its statutory auditors, along with Auditors report thereon. ❖ 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"> 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
<p>Website</p>	<p>The website of the company shall be updated by uploading the following:</p> <ul style="list-style-type: none"> ❖ Notice of AGM ❖ CSR Annual report for the financial year ended March 31, 2020 ❖ Separate Audited accounts in respect of each of its subsidiaries ❖ Audited Standalone and Consolidated Financial statements of the Company ❖ Annual report of the Company for the financial year ended March 31, 2020 ❖ Copy of the annual return of the Company. ❖ The information w.r.t. resignation from a director on its website

<p>AGM Notice</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 (MGT-11) 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>However if company decides to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM) as per the MCA circular No. 14/2020 dated 08th April 2020, No. 17/2020 dated April 13, 2020 and No. 20/2020 dated May 05, 2020 (Circulars), there is no need to annex attendance slip, route map with prominent land mark for easy location, and Proxy form. However, compliances applicable to private company are to be ensured as mentioned in the circulars. The Link of the above circular is provided at the end of Article.</p>
<p>Annual Report to be forwarded to entitled persons</p>	<p>Board'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, trustees of the debenture holder and to all other entitled persons not less than 21days before the date of meeting.</p> <p>Due to Covid-19 Pandemic, MCA vide General Circular No 20/2020 dated May 5, 2020 decided that In view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements shall be sent only by email to the members, trustees for the debenture-holder of any debentures issued by the company, and to all other persons so entitled. Physical dispatch of the Annual Report is at the option of the Company in current scenario. The Link of the above circular is provided at the end of Article.</p>
<p>Inspection of documents</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. However, due to COVID pandemic, in case the</p>

	<p>Company is convening through VC/OAVM, then inspection of the documents must be available to the members electronically.</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"> ❖ 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. ❖ Quorum <table border="1" data-bbox="411 555 1070 633"> <tr> <td>Companies</td> <td>Quorum</td> </tr> <tr> <td>Private Company</td> <td>2</td> </tr> </table> ❖ 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. ❖ 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. ❖ 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. However if the company decides to convene AGM through VC/OAVM, then members cannot appoint proxy to attend the AGM. ❖ If the company decides to convene AGM through VC/OAVM then the company has to ensure compliances as per the MCA circular No. 14/2020 dated 08th April 2020, No. 17/2020 dated April 13, 2020 and No. 20/2020 dated May 05, 2020,. <p>The Link of the above circular is provided at the end of Article.</p>	Companies	Quorum	Private Company	2
Companies	Quorum				
Private Company	2				
<p>ROC Compliance relating to AGM</p>	<ul style="list-style-type: none"> ❖ 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. ❖ In case any special resolution(s) 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 resolution(s). ❖ If the company decides to convene AGM through VC/OAVM, then the company has to file all resolutions passed (including Ordinary resolution) shall be filed with ROC within 60 days of passing and such resolutions clearly indicating that the mechanism provided in the MCA circulars dated 08.04.2020, 13.04.2020 and 05.05.2020 along with other provisions of the Companies Act, 2013 and rules made thereunder were duly complied. . ❖ To file the Financial Statements including Consolidated Financial Statements, if 				

	<p>applicable, in Form AOC-4 (Form AOC 4 CFS, if applicable) or Form AOC-4 XBRL (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 are to be attached in Form AOC 4 CFS and Form AOC 4 XBRL.</p> <ul style="list-style-type: none"> ❖ To file annual return in Form MGT-7 with the ROC within 60 days from the date of Annual General Meeting. (copy of MGT-8 is also required to be attached if applicable upon the company) ❖ 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. ❖ Appointment letter should be sent to the appointed directors, if any. ❖ To file other documents/ E-forms as per businesses transacted at the AGM, as per the relevant provisions of the Act.
Secretarial Standards	<p>As per section 118(10) of the Act, Provisions of Secretarial Standards issued by the Institute of company secretaries of India and notified by the Ministry of Corporate Affairs shall be complied by the company.</p> <p>Quick link to revised Secretarial Standard is https://www.icsi.edu/WebModules/Announcement on Revised Secretarial Standards.pdf</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

July to September	<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, and other functions of the Committee.</p> <p>There must be at least 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 & Secretarial Standard-1.</p> <p>Due to Covid-19, Ministry of Corporate Affairs vide its General Circular No. 11/2020 dated 24th March, 2020, has extended the mandatory requirement of holding meetings of the Board of the companies within the intervals of 120 days by an additional period of 60 days till 30th September, 2020.</p> <p>Further, if we read this circular in consonance with the circular dated June 24, 2020 issued by Securities Exchange Board of India ("SEBI"), listed companies may defer its board meeting for the approval of Financial statement and Financial Result for the quarter and year ended March 31st, 2020 till July 31st, 2020 therefore the said relaxation of additional 60 days shall be restricted up to July 31st 2020 and for the second quarter ended 30th September, 2020 no relaxation been provided by the SEBI as</p>
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of now. However, the board of directors and audit committees of listed entities shall ensure that they meet at least four times a year, as stipulated under Regulation 17(2) and 18(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Link of the above circular is provided at the end of Article.

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.

To hold the meeting of Board of Directors of the Company:

- ❖ To fix the date of Board meeting and send notice along with agenda in writing to every director of the company/ any other entitled person, 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 day 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.
- ❖ 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.

SEBI vide Circular dated April 17, 2020, has decided that the requirement under Regulation 29 (2) of LODR of prior intimation of 5 days / 2 working days to the stock exchange shall be reduced to 2 days, for board meetings held till July 31, 2020.

Due to Covid-19, Ministry of Corporate Affairs vide notification dated 19th March, 2020, has amended the Companies (Meetings of Board and its powers) Rules, 2014 has allowed the meeting on matters referred in Rule 4(1) be held through video conferencing or other audio visual means in accordance with Rule 3 till June 30, 2020. It was further extended vide notification dated June 23, 2020 till September 30, 2020. The Link of the above circular is provided at the end of Article.

	<p>To obtain disclosures with respect to:</p> <ul style="list-style-type: none"> ❖ the confirmation in Form DIR-8 under section 164(2) from all the directors of the Company with respect to their eligibility for appointment or re- appointment, whether they are Rotational Director or Additional Director to be appointed as Director at the AGM. ❖ change in his concern or interest in any company or companies or body corporate 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(1)(b) & 25(8) of SEBI (Listing Obligations and Disclosure Requirements), 2015, in case there is any change in the circumstances which may affect his status as an independent Director. <p>To obtain the information about the changes in the committee positions held by every director in other listed entities in terms of Regulation 26(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>To obtain 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.</p> <p>To obtain eligibility certificate and consent from the Auditors at the time of appointment in terms of Section 139 and 141 of the Companies Act, 2013.</p> <p>To obtain offer letter, Form DIR-2 from the Rotational Directors and offer letter, Form DIR-2 and Form DIR-8 from Additional Director (along with Rs. 1 lakh) for his Appointment 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>
15 th July	To submit a quarterly compliance report on Corporate Governance in the format as specified by the Board from time to time to the recognized stock exchange(s) within fifteen days from close of the quarter as per Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
CSR Committee Meeting	If CSR is applicable on the Company then as per the CSR policy of 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. CSR Committee shall convene its meeting to recommend the following to the Board for

	<p>its approval:</p> <ul style="list-style-type: none"> ❖ To recommend the amount of expenditure to be incurred on the CSR activities for the Financial Year 2020-21 (if not approved in the meeting convened in the last quarter) ❖ Recommendation of CSR Annual Report for the FY 2019-20 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. (if not approved in the meeting convened in the last quarter).
Up to 15 th July	<p>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, 2020. It is to be submitted to the RBI through web based portal.</p> <p>Due date of filing FLA return for FY 2019-20 have been extended to 31 July, 2020. Further, if Company would be filing such Annual Return on Foreign Liabilities and Assets (FLA return) based on un-audited (Provisional) financials of Company for FY 19-20, then Once the accounts get audited and there are revisions in the provisional information submitted by the company earlier, they are supposed to submit the revised FLA return based on audited accounts by end of September, 2020.</p>
21 st July	<p>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> <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>
30 th July	<p>To obtain a Reconciliation of share certificate Audit report as per Regulation 76 of SEBI (Depositories and participants) Regulation, 2018 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 & electronic transfer facility either in house or RTA as applicable.</p>
July 31 st	<p>SEBI vide general circular SEBI/HO/CFD/CMD1/CIR/P/2020/106 dated June 24, 2020 further extended the timeline for submission of financial results under Regulation 33 of the Listing Regulations, by a month, to July 31, 2020, for the quarter and the year ending 31st March 2020.</p>

Upto 31st July	<p>The annual secretarial compliance report in the aforesaid format shall be submitted by the listed entity to the stock exchanges within 60 days of the end of the financial year. <i>SEBI vide its circular SEBI/HO/CFD/CMD1/CIR/P/2020/109 dated June 25th, 2020 has extended the due date of filing of secretarial compliance report up to July 31, 2020. The Link of the above circular is provided at the end of Article.</i></p>
14 th August	<p>To hold the meeting for consideration of Audited Financial Statements and all other AGM related matters:</p> <ul style="list-style-type: none"> ❖ 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. ❖ 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. MCA Vide General Circular dated March 19th, 2020, allowed for the meetings on matters referred to in sub-rule 4 (1) of The Companies (Meetings of Board and its Powers) Rules, 2014 may be held through video conferencing or other audio visual means in accordance with rule 3 of the Companies (Meetings of Board and its Powers) Rules, 2014. ❖ 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. <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 may be, are to be considered. However SEBI vide Circular no. SEBI/HO/CFD/CMD1 /CIR/P/2020/63 dated April 17, 2020 decided that the above requirement under Regulation 29 (2) of LODR of prior intimation of 5 days / 2 working days shall be reduced to 2 days for board meetings held till July 31, 2020</p> <ul style="list-style-type: none"> ❖ 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 and consolidated (if applicable) financial results to the stock exchange within forty-five days 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.
- ❖ 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 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. As per Regulation 33(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entity shall ensure that the statutory auditor of a listed entity shall undertake a limited review of the audit of all the entities/ companies whose accounts are to be consolidated with the listed entity as per AS 21 in accordance with guidelines issued by the Board on this matter
- ❖ 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 submit the financial results to the Stock Exchange within 30 minutes of the conclusion 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 to the stock exchange, the date of dispatch/payment of dividend.
- ❖ 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

	<p>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).</p> <ul style="list-style-type: none"> - 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 2020-21 - To take note of Annual Secretarial Compliance Report of the FY 2019-20 - To recommend the appointment of auditors - To recommend the appointment of retiring directors - To approve CSR Annual Report - To approve the Board's 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, 2020. However, gap between two Annual General Meetings should not be more than 15 months). - The top 100 listed entities by market capitalization, determined as on March 31st of every financial year, shall hold their annual general meetings within a period of five months from the date of closing of the financial year. However SEBI has granted relaxation vide general circular March 26, 2020 (SEBI/HO/CFD/CMD1/CIR/P/2020/48) had relaxed this requirement by one month i.e. September 30, 2020 for listed entities whose financial year ends on March 31, 2020. - Subsequently, the Ministry of Corporate Affairs (MCA) vide Circular No.18/2020 dated April 21, 2020 has clarified that "...if the companies whose financial year (other than the first financial year) has ended on December 31, 2019 hold their AGM for such financial year within a period of nine months from the closure of the financial year (i.e., by September 30, 2020), the same will not be treated as a violation. Accordingly, Regulation 44(5) of the LODR is relaxed where by the top 100 listed entities by market capitalization whose financial year ended on December 31, 2019 may hold their AGM within a period of nine months from the closure of the financial year (i.e., by September 30, 2020) - To fix book closure dates/record date - 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
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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
- (a) Any other item requiring shareholders' approval

- ❖ Prior intimation is required to be given at least two working days in advance, excluding the date of the intimation and date of the meeting
- ❖ 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.
- ❖ 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
- ❖ Thereafter the dividend amount shall be distributed among the entitled shareholders of the company within thirty days from the date of the declaration
- ❖ IF, Dividend is not paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.
- ❖ Further, the unpaid or unclaimed Dividend transferred to the Unpaid Dividend Account of a company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to the Investor Education and Protection Fund as per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016
- ❖ 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.
- ❖ 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:-
 - (a) statement that the business may be transacted by electronic voting;
 - (b) the date of completion of sending of notices;
 - (c) the date and time of commencement of voting through electronic means;
 - (d) the date and time of end of voting through electronic means;
 - (e) the statement that voting shall not be allowed beyond the said date and time;
 - (f) website address of the company and agency, if any, where notice of the meeting is displayed; and
 - (g) contact details of the person responsible to address the grievances connected with the electronic voting

(Both the above advertisements can be given by a single advertisement)

- ❖ Upload the results with recognize stock exchange(s).

Due to Covid-19, Ministry of Corporate Affairs vide its General Circular No. 11/2020 dated 24th March, 2020, has extended the mandatory requirement of holding meetings of the Board of the companies within the intervals of 120 days by an additional period of 60 days till 30th September, 2020.

Further, if we read this circular in consonance with the circular dated June 24, 2020 issued by Securities Exchange Board of India ("SEBI"), listed companies may defer its board meeting for the approval of Financial statement and Financial Result for the quarter and year ended March 31st, 2020 till July 31st, 2020 therefore the said

	<p><i>relaxation of additional 60 days shall be restricted up to July 31st 2020 and for the second quarter ended 30th September, 2020 no relaxation been provided by the SEBI as of now.</i></p> <p><i>Ministry of Corporate Affairs vide notification dated 19th March, 2020, has amended the Companies (Meetings of Board and its powers) Rules, 2014 has allowed the meeting on matters referred in Rule 4(1) be held through video conferencing or other audio visual means in accordance with Rule 3. The Link of the above circular is provided at the end of Article.</i></p> <p><i>The Link of the above circular is provided at the end of Article.</i></p>
Upto 30th September	Every individual who holds a Director Identification Number (DIN) as on 31st March of a financial year as per these rules shall submit e-form DIR-3-KYC for the said financial year to the Central Government on or before 30th September of immediate next financial year.
Form MGT-14 Powers exercised in Board Meeting	Form MGT-14 is required to be filed within 30 days from the date of passing the Board resolutions, if any of powers are exercised in Board Meeting as contained in Section 117(3) of the Companies Act 2013 and Rule 8 of the Companies (Meetings of Board and its Powers) Rule 2014.
Media Agreement	To intimate the stock exchange immediately upon entering into agreements with media companies and/or their associates.
Disclosure in respect of the default on payment of interest/ repayment of principal amount on loans from banks / financial institutions and unlisted debt securities	<p>Pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2019/140 dated 21.11.2019, listed companies are required to disclose to the Stock Exchange when the entity has defaulted in payment of interest / installment obligations on loans, including revolving facilities like cash credit, from banks/ financial institutions and unlisted debt securities.</p> <p>Disclosure of a default on loans, including revolving facilities like cash credit, from banks/financial institutions which continues beyond 30 days. Such disclosure shall be made promptly, but not later than 24 hours from the 30th day of such default.</p> <p>In case of unlisted debt securities i.e. NCDs and NCRPS, the disclosure shall be made promptly but not later than 24 hours from the occurrence of the default. This is in line with the existing disclosure requirements specified for listed debt instruments.</p> <p>Disclosure shall be made in the format as specified in the Para 3 (C1) and (C2) of the Circular. For more details please refer the below link: -</p> <p>https://www.sebi.gov.in/legal/circulars/nov-2019/disclosures-by-listed-entities-of-defaults-on-payment-of-interest-repayment-of-principal-amount-on-loans-from-banks-financial-institutions-and-unlisted-debt-securities_45036.html</p>
SEBI (LODR) (Amendment) Regulations, 2018	<p>The below mentioned amendment shall be effective from April 1, 2020:</p> <ul style="list-style-type: none"> ❖ Regulation 17(1)(a): the Board of directors of the top 1000 listed entities shall have at least one independent woman director by April 1, 2020; ❖ Regulation 17(1)(c): The board of directors of the top 2000 listed entities shall comprise of not less than six directors ❖ Regulation 17(2A): The quorum for every meeting of the board of directors of the top 2000 listed entities with effect from April 1, 2020 shall be one-third of its

	<p>total strength or three directors, whichever is higher, including at least one independent director</p> <ul style="list-style-type: none"> ❖ Regulation 17A(1): A person shall not be a director in not more than seven listed entities.(Provided that a person shall not serve as an independent director in more than seven listed entities).
<p>Non-compliance and Standard Operating Procedure</p>	<p>SEBI has issued a circular SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018 in supersession of its circulars, i.e. CIR/CFD/CMD/12/2015 dated November 30, 2015 and SEBI/HO/CFD/CIR/P/2016/116 dated October 26, 2016, to maintain consistency and to adopt a uniform approach in the matter of levy of fines for non-compliance with provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the manner of suspension of trading of securities of a listed entity and the manner of freezing the holdings of the promoter and promoter group of a non-compliant listed entity. The said circular is effective for the compliance Period ending on or after September 30, 2018.</p> <p>For detailed information, kindly visit http://www.cacsindia.com/Uploads/Files/bb8291ec-e244-40ef-a52b-a93fe4b1a049.pdf</p> <p>SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 issued the Standard Operating Procedure (SoP) on imposition of fines and other enforcement actions for non-compliances with provisions of the LODR, the effective date of operation of which is for compliance periods ending on or after March 31, 2020.</p> <p>The said circular dated January 22, 2020 shall now come into force with effect from compliance periods ending on or after June 30, 2020. It may be noted that the SoP circular dated May 03, 2018 would be applicable till June 30, 2020. With effect from July 01, 2020, the new SoP as issued by SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 would be applicable. The Link of the above circular is provided at the end of Article.</p>
<p>Consolidation of Financial Statements</p>	<ul style="list-style-type: none"> ❖ 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 ❖ 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"> (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 ❖ 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. ❖ The holding company shall furnish a hard copy of details of accounts of subsidiaries to any shareholder on demand.

	<ul style="list-style-type: none"> ❖ 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. ❖ 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.
<p>AGM Notice</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 (MGT-11) 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>However if company decides to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM) as per the MCA circular No. 14/2020 dated 08th April 2020, No. 17/2020 dated April 13, 2020 and No. 20/2020 dated May 05, 2020 and SEBI Vide Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, there is no need to annex attendance slip, route map with prominent land mark for easy location, and Proxy form. However, all compliances are to be ensured as mentioned in the above circulars. The Link of the above circular is provided at the end of Article.</p> <p>SEBI vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/48 dated March 26, 2020 has extended the date of holding AGM upto September 30, 2020 for the top 100 Listed Company by market capitalisation as required under Regulation 44(5) of LODR.</p>
<p>Annual Report to be forwarded to entitled persons</p>	<ul style="list-style-type: none"> ❖ Soft copies of full financial statement shall be sent to all those shareholder(s) who have registered their email address(es) for the purpose ❖ 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)

	<p>who have not so registered;</p> <ul style="list-style-type: none"> ❖ Hard copies of full annual reports to those shareholders, who request for the same. <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>Due to Covid-19 Pandemic, MCA vide General Circular No 20/2020 dated May 5, 2020 decided that In view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements shall be sent only by email to the members, trustees for the debenture-holder of any debentures issued by the company, and to all other persons so entitled. The Link of the above circular is provided at the end of Article.</p> <p>SEBI vide general circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 dispensed the requirements of Regulations 36 (1)(b) and (c) and Regulation 58 (1)(b) &(c) of the LODR for sending hard copies of for listed entities who conduct their AGMs during the calendar year 2020(i.e. till December 31, 2020)</p>
Postal Ballot	<p>Every company, except One Person Companies and other companies 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"> ❖ 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 ❖ 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 ❖ change in place of registered office outside the local limits of any city, town or village ❖ 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 ❖ issue of shares with differential rights as to voting or dividend or otherwise ❖ variation in the rights attached to a class of shares or debentures or other securities ❖ buy-back of shares by a company

	<ul style="list-style-type: none"> ❖ appointment of a Director elected by small shareholders ❖ 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 ❖ giving loans or extending guarantee or providing security in excess of the limit specified any other Resolution prescribed under any applicable law rules or regulations. <p>MCA vide General Circular No. 22/2020 dated 15.06.2020 has clarified on passing of ordinary and special resolutions by companies by holding extra-ordinary general meeting through VC or OAVM or passing of certain matters only through postal ballot without convening general meeting and extended the time period upto September 30, 2020.</p>
Annual Report to be forwarded to Stock Exchanges	<ul style="list-style-type: none"> ❖ 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, not later than the day of commencement of dispatch to its shareholders; ❖ in the event of any changes to the annual report, the revised copy along with the details of and explanation for the changes shall be sent not later than 48 hours after the annual general meeting. ❖ Filings in respect of Annual Report have to be filed by all the listed entities in XBRL mode in addition to the currently used PDF mode mandatorily, for periods ending March 31, 2020 ❖ 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.
Inspection of Financial Statements and other documents	<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>
AGM Compliances	<p>For the purpose of AGM, the following shall be taken care of:</p> <ul style="list-style-type: none"> ❖ 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. ❖ 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. ❖ Secretarial Auditor shall, either by himself or through his authorized representative shall be present at the AGM.

❖ Quorum

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

The Chairman of the Audit Committee, Nomination and Remuneration Committee and the Stakeholders Relationship Committee, or any other Member of any such Committee authorised by the Chairman of the respective Committee to attend on his behalf, shall attend the Annual General Meeting

❖ Following documents are to be kept open for inspection at every AGM, inter-alia,:

- Register of Directors and Key Managerial Personnel and their shareholding
- Register of Contracts and Arrangements with related parties
- Certificate from statutory auditor on the ESOP Scheme(s), if any.

❖ Proxy shall not have the right to speak at such meeting and shall not be entitled to vote except on a poll.

However if the company decides to convene AGM through VC/OAVM, then members cannot proxy to attend

- ❖ If the company decides to convene AGM through VC/OAVM then the company has to ensure compliances as per the MCA circular No. 14/2020 dated 08th April 2020, No. 17/2020 dated April 13, 2020 and No. 20/2020 dated May 05, 2020 and circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI).
- ❖ The Link of the above circular is provided at the end of Article.

ROC Compliance relating to AGM

- ❖ 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.
- ❖ In case any special resolution(s) or ordinary resolution(s) 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 resolution(s).
- ❖ If the company decides to convene AGM through VC/OAVM, then the company has to file all resolutions passed (including Ordinary resolution) shall be filed with ROC within 60 days of passing and such resolutions clearly indicating that the mechanism provided in the MCA circulars dated 08.04.2020, 13.04.2020 and 05.05.2020 along with other provisions of the Companies Act, 2013 and rules made thereunder were duly complied.
- ❖ 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

	<p>applicable.</p> <ul style="list-style-type: none"> ❖ To file annual return in Form MGT-7 with the ROC within 60 days from the date of Annual General Meeting. ❖ 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. ❖ 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. ❖ Appointment letter should be sent to the appointed directors ❖ To file any other documents as per Notice of AGM
Stock Exchange Compliances relating to AGM	<ul style="list-style-type: none"> ❖ To submit proceedings of the Annual General Meeting to the Stock Exchange on the same day of the AGM; ❖ 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.
Unclaimed Shares	<p>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.</p>
ROC Compliances related to submission of Reconciliation of Share Capital Audit Report	<p>Every unlisted public company governed by Rule 9A of the Companies (Prospectus and Allotment of Securities) Rules, shall submit Reconciliation of Share Capital Audit Report in Form PAS-6 within sixty days from the conclusion of each half year duly certified by a company secretary in practice or chartered accountant in practice. Also, the due date for filing Form PAS 6 for the half year ended September, 2019 and March, 2020 is September 30, 2020 vide MCA general circular 16/2019.</p> <p>The link of the said circular is hereunder: http://ebook.mca.gov.in/Default.aspx?page=notification</p>
Other Compliances	<ul style="list-style-type: none"> ❖ 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. ❖ 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.

- ❖ 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.
- ❖ 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).
- ❖ 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.
- ❖ SEBI vide circular dated November 26, 2018 with regard to fund raising by issuance of debt securities by large entities, the Exchange has introduced facility in the Listing Centre for filing of Initial Disclosure to be made by an entity to determine whether it is considered as a Large Corporate.
BSE has further clarified that Filings in respect of Initial Disclosure has to be filed by all listed entities identified as large corporate (LC) within 30 days from the beginning of Financial Year. The listed entities which are not identified as large corporates must submit confirmation in this regard to the Exchange in the mode as specified in the Circular.

To submit the audited or unaudited financial results in respect of the quarter, as per Regulation 33(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- ❖ 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.
- ❖ a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority has to be annexed with annual Report.

Secretarial

Provisions of Secretarial Standards to be complied. The Secretarial Standards have been

Standards	revised and are applicable w.e.f. October 1, 2017. Quick link to revised Secretarial Standard https://www.icsi.edu/WebModules/Announcement on Revised Secretarial Standards.pdf
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Items to be placed before the Board

Actions by the Board as per Listing Regulations	❖ 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.
	❖ 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.
	❖ 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.
	❖ 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.
	❖ 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 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.
	❖ 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.
	❖ 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.
	❖ 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.
	❖ 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

	<p>Disclosure Requirements) Regulations, 2015.</p> <ul style="list-style-type: none"> ❖ 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. ❖ 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 http://www.sebi.gov.in/cms/sebi_data/attachdocs/1483607537807.pdf. ❖ 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. <p>Ministry of Corporate Affairs vide its General Circular No. 11/2020 dated 24th March, 2020 has exempted the Companies from one meeting of the Independent Directors without the attendance of non-independent directors and members of management for the Financial Year 2019-20. The same will not be viewed as a violation. The Link of the above circular is provided at the end of Article.</p>
	<ul style="list-style-type: none"> ❖ 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.
	<ul style="list-style-type: none"> ❖ Internal Audit Report of the RTAs must be shared with the Issuer Company within 3 months from the end of Financial Year. The same must be noted in the meeting of board of directors of the Company.
	<ul style="list-style-type: none"> ❖ At least 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.
	<ul style="list-style-type: none"> ❖ 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 Regulation 24(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ 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)
	<ul style="list-style-type: none"> ❖ 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

	<p>(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;</p> <p>(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.)</p>
	<ul style="list-style-type: none"> ❖ 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.
	<ul style="list-style-type: none"> ❖ 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"> • for determining materiality of an event or information • for making disclosures to stock exchange(s) ❖ The contact details of such personnel shall be disclosed to the stock exchange(s) and on the listed entity's website.
	<ul style="list-style-type: none"> ❖ 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. ❖ The delegated authority shall report on transfer of securities to the board of directors in each meeting.

Policies to be formulated

Policies as per Listing Regulations	<ul style="list-style-type: none"> ❖ 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- <p>(a) documents whose preservation shall be permanent in nature;</p> <p>(b) documents with preservation period of not less than eight years after completion of the relevant transactions.</p> ❖ The listed entity may keep documents specified above in electronic mode.
	<ul style="list-style-type: none"> ❖ 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.
	<ul style="list-style-type: none"> ❖ 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)

	<p>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.</p>
	<ul style="list-style-type: none"> ❖ 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.
	<ul style="list-style-type: none"> ❖ 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.
	<ul style="list-style-type: none"> ❖ 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.
	<ul style="list-style-type: none"> ❖ 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.
	<ul style="list-style-type: none"> ❖ To formulate familiarization program for independent directors which shall 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.
	<ul style="list-style-type: none"> ❖ 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.
	<ul style="list-style-type: none"> ❖ 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.
	<ul style="list-style-type: none"> ❖ 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 report of the Company

	<ul style="list-style-type: none"> ❖ Contents of the policy: <ul style="list-style-type: none"> ❖ the circumstances under which the shareholders of the listed entities may or may not expect dividend; ❖ the financial parameters that shall be considered while declaring dividend; ❖ internal and external factors that shall be considered for declaration of dividend; ❖ policy as to how the retained earnings shall be utilized; and ❖ parameters that shall be adopted with regard to various classes of shares
	<ul style="list-style-type: none"> ❖ Policy and procedure for inquiry in case of leak of UPSI or suspected leak of UPSI ❖ To amend the policy on Code of Fair Disclosure and Conduct to include determination of 'legitimate purpose' ❖ To amend Code of Conduct as per regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 to cover trading by its designated persons and immediate relatives of designated persons

Risk Committee

Reference	Particulars
Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Top 500 listed entities, determined on the basis of market capitalization, 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.
	Risk Management Committee shall meet at least once in a year.
	The majority of members of Risk Management Committee shall consist of members of the Board of directors.
	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.
	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 such function shall specifically cover cyber security..

Business Responsibility Report

Reference	Particulars
Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Mandatory Applicability: Top 1000 hundred listed entities based on market capitalization, calculated as on March 31 of every financial year.
	Voluntary Applicability: <ul style="list-style-type: none"> ❖ Listed entities other than top five hundred listed companies based on market capitalization. ❖ Listed entities having their specified securities listed on SME Exchange.
	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.

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.

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.

- ❖ Principle 1:
Businesses should conduct and govern themselves with ethics, transparency and accountability
- ❖ Principle 2:
Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
- ❖ Principle 3:
Businesses should promote the wellbeing of all employees
- ❖ Principle 4:
Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
- ❖ Principle 5:
Businesses should respect and promote human rights
- ❖ Principle 6:
Businesses should respect, protect, and make efforts to restore the environment.
- ❖ Principle 7:
Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
- ❖ Principle 8:
Businesses should support inclusive growth and equitable development
- ❖ Principle 9:
Businesses should engage with and provide value to their customers and consumers in a responsible manner

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"> ❖ prior approval has to be obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution ❖ 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 ❖ 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 ❖ 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 ❖ all the interested persons involved in the transaction covered under the agreement shall be abstained from voting in the general meeting ❖ 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.

Other Compliances

<p>Insider Trading</p>	<ul style="list-style-type: none"> ❖ 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.
	<ul style="list-style-type: none"> ❖ 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"> - 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.

	<ul style="list-style-type: none"> ❖ 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.
	<ul style="list-style-type: none"> ❖ 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.
	<ul style="list-style-type: none"> ❖ 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. ❖ Every such code of practices and procedures for fair disclosure of unpublished price sensitive information and every amendment thereto shall be promptly intimated to the stock exchanges where the securities are listed.
	<ul style="list-style-type: none"> ❖ Trading window <p>Trading window shall be closed by the closure of each quarter till the 48 hours after the declaration of financial results in the Board Meeting.</p> <p>Further, the 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> ❖ Trading plan <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>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> ❖ 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.
	<ul style="list-style-type: none"> ❖ Updation of the Structured digital database containing the names of such persons or entities as the case may be with whom information is shared

	<p>along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.</p> <ul style="list-style-type: none"> ❖
	<p>SEBI via circular no. SEBI/HO/ISD/CIR/P/2019/82 dated July 19, 2019, standardized the process relating to dealing with violation of code of conduct by Listed company, intermediaries and fiduciaries. Following compliances are to be ensured in the case of violation</p> <ul style="list-style-type: none"> ❖ Report such violation by designated persons and immediate relatives of designated persons in the standardized format to SEBI. ❖ Maintain a database of the violation of code of conduct by designated persons and their immediate relatives that would entail initiation of appropriate action against them.
Code of Conduct	<ul style="list-style-type: none"> ❖ Every company having Code of Conduct under these regulations shall ensure that such a Code of Conduct provides for suitable protection against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee who reports any information relating to violation of insider trading laws to SEBI. ❖ For the purpose of this "employee" means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under these regulations and is a director, partner, regular or contractual employee, but does not include an advocate. <p>Please refer the below mentioned link: https://www.sebi.gov.in/legal/regulations/sep-2019/securities-and-exchange-board-of-india-prohibition-of-insider-trading-third-amendment-regulations-2019_44341.html</p>
	<ul style="list-style-type: none"> ❖ As per Regulation 9A(3) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended), the board of directors of every listed company and the board of directors or head(s) of the organisation of intermediaries and fiduciaries shall ensure that the Chief Executive Officer or the Managing Director or such other analogous person ensures compliance with regulation 9 and sub-regulations (1) and (2) of the regulation. ❖ As per Regulation 9A(4) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended), the Audit Committee of a listed company or other analogous body for intermediary or fiduciary shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

Unlisted Public Companies

General	
July to September	There must be at least 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.

Due to Covid-19, Ministry of Corporate Affairs vide its General Circular No. 11/2020 dated 24th March, 2020, has extended the mandatory requirement of holding meetings of the Board of the companies within the intervals of 120 days by an additional period of 60 days till next two quarters i.e., till 30th September, 2020. The Link of the above circular is provided at the end of Article.

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.

To hold the meeting of Board of Directors of the Company:

- ❖ 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.
- ❖ 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 for appointment or re- appointment, whether they are Rotational Director or Additional Director to be appointed as Director at the AGM.
- ❖ change in his concern or interest in any company or companies or body corporate 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in case there is any change in the circumstances which may affect his status as an independent Director.

	<p>To obtain eligibility certificate from the Auditors at the time of appointment 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>Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019</p> <p>Companies (creation and maintenance of databank of Independent Directors) Rules, 2019</p>	<ul style="list-style-type: none"> ❖ As these rules are effective from 01.12.2019, therefore already appointed Independent Directors on the date of the Commencement of these rules and who intends to get appointed as an independent director in a company after commencement of these rules shall within a period of ten months (i.e. 30.04.2020) from such commencement and before such appointment apply online to the institute for inclusion of his name in the data bank for a period of one year or five years or for his life-time ❖ "Provided that an individual shall not be required to pass the online proficiency self-assessment test, when he has served as a director or key managerial personnel, for a total period of not less than ten years, as on the date of inclusion of his name in the databank, in more of the following companies, namely:- <ul style="list-style-type: none"> (a) listed public company; or (b) unlisted public company having a paid-up share capital of rupees ten crore or more; or (c) body corporate listed on a recognized stock exchange: ❖ Provided further that for the purpose of calculation of the period of ten years referred to in the first proviso, any period during which an individual was acting as a director or as a key managerial personnel in two or more companies or Body Corporates at the same time shall be counted only once <p>MCA vide Notification dated 23rd June, 2020 has extended the time period from seven months to ten months for inclusion of the name in the Data Bank. The due date for registration is September 30, 2020. The Link of the notification is hereunder.</p> <p>http://www.mca.gov.in/Ministry/pdf/Rule2_25062020.pdf</p>
<p>CSR Committee Meeting</p>	<p>If CSR is applicable on the Company, then as per the CSR policy of the company 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"> ❖ To recommend the amount of expenditure to be incurred on the CSR activities (if not approved in the meeting convened in the last quarter) ❖ Recommendation of CSR Annual Report for FY 2018-19 for the approval of the Board of

	<p>Directors of the Company as per the format specified in the Annexure of Companies (Corporate Social Responsibility Policy) Rules, 2014, which shall form the part of Board's Report. (if not approved in the meeting convened in the last quarter)</p>
<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 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, 2020. It is to be submitted to the RBI through web based portal.</p> <p>Due date of filing FLA return for FY 2019-20 have been extended to 31 July, 2020. Further, if Company would be filing such Annual Return on Foreign Liabilities and Assets (FLA return) based on un-audited (Provisional) financials of Company for FY 19-20, then Once the accounts get audited and there are revisions in the provisional information submitted by the company earlier, they are supposed to submit the revised FLA return based on audited accounts by end of September, 2020.</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"> ❖ To take note of disclosures received from the directors and KMP ❖ To take note of the specific disclosure received from directors in respect of proposed contract or arrangement in the meeting ❖ To recommend the dividend, if any ❖ To approve the auditors' fees ❖ To recommend the appointment of auditors ❖ To recommend the appointment of retiring directors ❖ To approve the standalone and consolidated Financial statements ❖ To appoint Internal Auditor of the Company, if applicable. ❖ To appoint Secretarial Auditor of the Company, if applicable ❖ To take note of Circular resolutions passed since last board meeting. ❖ To approve revision in Remuneration of KMPs including CS and CFO, if any. ❖ To approve CSR Annual Report ❖ To appoint Cost Auditor, if applicable ❖ To approve Cost Audit Report, if applicable ❖ To recommend remuneration to Cost Auditor for approval at AGM ❖ To take note of Secretarial Audit Report of the FY 2016-17 ❖ To approve the Directors' Report ❖ To approve the place of maintaining the books of accounts, if maintained at a place other than registered office ❖ To approve all other special business which is to be included in the notice of AGM ❖ 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). ❖ To approve the notice for convening the AGM ❖ To check: <ol style="list-style-type: none"> a) Regularization of additional director b) Remuneration of Managerial Personnel c) Appointment / Re-appointment of Managerial Personnel

	<p>d) Appointment of Independent Director e) Shareholder's approval u/s 149(10) for re-appointment of Independent Director f) Section 180(1)(a) and 180(1)(c) g) Any other item requiring shareholders' approval</p> <ul style="list-style-type: none"> ❖ 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. ❖ Thereafter the dividend amount shall be distributed among the entitled shareholders of the company within thirty days from the date of the declaration. ❖ If, Dividend is not paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account. ❖ Further, the unpaid or unclaimed Dividend transferred to the Unpaid Dividend Account of a company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to the Investor Education and Protection Fund as per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016
<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 any of powers are exercised in Board Meeting as contained in section 117(3) of the Companies Act 2013 and Rule 8 of the Companies (Meetings of Board and its Powers) Rule 2014.</p>
<p>Consolidation of Financial Statements</p>	<ul style="list-style-type: none"> ❖ 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 ❖ 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"> (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 ❖ 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. ❖ The holding company shall furnish a hard copy of details of accounts of subsidiaries to any shareholder on demand. ❖ 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.

	<ul style="list-style-type: none"> ❖ 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.
Secretarial Standards	<p>As per section 118(10) of the Act, Provisions of Secretarial Standards issued by the Institute of company secretaries of India and notified by the Ministry of Corporate Affairs shall be complied by the company.</p> <p>Quick link to revised Secretarial Standard is https://www.icsi.edu/WebModules/Announcement_on_Revised_Secretarial_Standards.pdf</p>
Website	<p>The website of the company shall be updated by uploading the following:</p> <ul style="list-style-type: none"> ❖ Notice of AGM ❖ Separate Audited accounts in respect of each of its subsidiaries ❖ Notice of candidature of a person for directorship ❖ Annual report of the Company for the financial year ended March 31, 2020 ❖ Copy of the annual return of the Company ❖ The information w.r.t. resignation from a director on its website ❖ Policies, if any updated recently
AGM Notice	<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 (MGT-11) 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>However if company decides to hold AGM through Video Conferencing(VC) or other audio visual means (OAVM) as per the MCA circular No. 14/2020 dated 08th April 2020, No. 17/2020 dated April 13, 2020 and No. 20/2020 dated May 05, 2020, there is no need to annex attendance slip, route map with prominent land mark for easy location, and Proxy form. However certain</p>

	<p>compliances are to be ensured as mentioned in the circulars. The Link of the above circular is provided at the end of Article.</p>										
<p>Annual Report to be forwarded to entitled persons</p>	<p>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.</p> <p>Due to Covid-19 Pandemic, MCA vide General Circular No 20/2020 dated May 5, 2020 decided that In view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements shall be sent only by email to the members, trustees for the debenture-holder of any debentures issued by the company, and to all other persons so entitled.</p> <p>The Link of the above circular is provided at the end of Article.</p>										
<p>Inspection of documents</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. . However, due to COVID pandemic, in case the Company is convening through VC, then inspection of the documents must be available to the members electronically.</p>										
<p>At the AGM Compliances</p>	<p>For the purpose of AGM, the following shall be taken care of:</p> <ul style="list-style-type: none"> ❖ 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. ❖ 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. ❖ Secretarial Auditor shall, either by himself or through his authorized representative shall be present at the AGM. ❖ Quorum <table border="1" data-bbox="387 1473 1177 1704"> <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> <p>The Chairman of the Audit Committee, Nomination and Remuneration Committee and the Stakeholders Relationship Committee, or any other Member of any such Committee authorised by the Chairman of the respective Committee to attend on his behalf, shall attend the Annual General Meeting</p> <ul style="list-style-type: none"> ❖ Following documents are to be kept open for inspection at every AGM, inter-alia,: <ul style="list-style-type: none"> - Register of Directors and Key Managerial Personnel and their shareholding 	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									

	<ul style="list-style-type: none"> - Register of Contracts and Arrangements with related parties - Certificate from statutory auditor on the ESOP Scheme(s), if any. ❖ Proxy shall not have the right to speak at such meeting and shall not be entitled to vote except on a poll. However if the company decides to convene AGM through VC/OAVM, then members cannot proxy to attend ❖ If the company decides to convene AGM through VC/OAVM then the company has to ensure compliances as per the MCA circular No. 14/2020 dated 08th April 2020, No. 17/2020 dated April 13, 2020 and No. 20/2020 dated May 05, 2020 The Link of the above circular is provided at the end of Article
<p>ROC Compliance relating to AGM</p>	<ul style="list-style-type: none"> ❖ 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. ❖ If the company decides to convene AGM through VC/OAVM, then the company has to file all resolutions passed (including Ordinary resolution) shall be filed with ROC within 60 days of passing and such resolutions clearly indicating that the mechanism provided in the MCA circulars dated 08.04.2020, 13.04.2020 and 05.05.2020 along with other provisions of the Companies Act, 2013 and rules made thereunder were duly complied ❖ 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. ❖ To file annual return in Form MGT-7 with the ROC within 60 days from the date of Annual General Meeting. ❖ 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 ❖ Appointment letter should be sent to the appointed directors ❖ To file other documents as per businesses transacted at the AGM
<p>Postal ballot</p>	<p>Every company, except One person Companies and a company having upto 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"> ❖ 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 ❖ 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

- ❖ change in place of registered office outside the local limits of any city, town or village
- ❖ 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
- ❖ issue of shares with differential rights as to voting or dividend or otherwise
- ❖ variation in the rights attached to a class of shares or debentures or other securities
- ❖ buy-back of shares by a company
- ❖ appointment of a Director elected by small shareholders
- ❖ 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
- ❖ giving loans or extending guarantee or providing security in excess of the limit specified
- ❖ any other Resolution prescribed under any applicable law rules or regulations

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 https://www.icsi.edu/WebModules/Announcement_on_Revised_Secretarial_Standards.pdf

THRESHOLD BASED COMPLIANCES UNDER THE COMPANIES ACT, 2013

S.No.	Particulars	Reference	Criteria of Applicability
1	Acceptance of deposits from public	Section 76 Rule 2(1)(c)(xiv)(e) of Companies (Acceptance of Deposits) Rules, 2014	Public Company having: Net worth ≤ Rs. 100 crores; or Turnover ≤ Rs. 500 crores
2	Filing of Annual Return (Certified by a PCS)	Section 92(2) Rule 11 of Companies (Management and Administration) Rules, 2014	Listed Company; or Company having: Paid Up Share Capital = Rs. 10 crores or more; or Turnover = Rs. 50 crores or more.
3	Statement indicating Annual evaluation of its own performance by the Board in Financial Statement, Board's report, etc	Section 134(3) Rule 8(4) of Companies (Accounts) Rules, 2014	Listed Company; and Public Company having: Paid Up Share Capital = Rs. 25 crores or more (calculated at the end of the FY).

4	Corporate Social Responsibility	Section 135	Every Company having: Net worth = Rs. 500 crore or more; or Turnover = Rs. 1000 cr or more; or Net Profit = Rs. 5 crore or more; (during any FY)
5	Manner of circulation of Financial Statements in certain cases (By electronic mode & dispatch of physical copies)	Section 136 Rule 11 of Companies (Accounts) Rules, 2014	Listed Company; or Public Company having: Net Worth > Rs. 1 crores; or Turnover > Rs. 10 crores.
6	Internal Auditor	Section 138 Rule 13 of Companies (Accounts) Rules, 2014	Listed Company; Unlisted Public Company having: Paid up Share Capital = Rs. 50 crores or more (during the preceding FY); or Turnover = Rs. 200 crore or more (during the preceding FY); or Outstanding loans or borrowings from banks or public financial institutions > Rs. 100 crore or more (at any point of time during the preceding financial year); Outstanding Deposits = Rs. 25 crore or more (at any point of time during the preceding financial year); Private Company having: Turnover = Rs. 200 crore or more (during the preceding financial year); or Outstanding loans or borrowings from banks or public financial institutions > Rs. 100 crore or more (at any point of time during the preceding financial year)

7	Rotation of Auditors	Section 139(2) Rule 5 of Companies (Audit and Auditors) Rules, 2014	(Excluding OPC and Small Companies) Unlisted Public Company having: Paid Up Share Capital = Rs. 10 crores or more; Private Limited Company having: Paid Up Share Capital = Rs. 50 crores or more; All Companies having paid up share capital of below threshold limit mentioned above, but having Public Borrowings from financial institutions, Banks or Public Deposits = Rs. 50 crores or more.
8	Application of Cost Records	Section 148 Rule 3 of Companies (Cost Records and Audit) Rules, 2014	Class of companies including foreign companies, engaged in the production of goods and services as specified in the Table of the referred Rules, having: Overall Turnover from all its Products or Services = Rs. 35 crores or more (immediately preceding FY)
9	Cost Audit	Section 148 Rule 4 of Companies (Cost Records and Audit) Rules, 2014	Every Company including foreign companies, engaged in the production of goods and services as specified in the Table of Rule 3A, having: Overall Annual Turnover from all its Products or Services = Rs. 35 crores or more (during immediately preceding FY); and Aggregate Turnover of individual product/ products/ service/ services for which cost records are required to be maintained = Rs. 25 crores of more.

10	Cost Audit	Section 148 Rule 4 of Companies (Cost Records and Audit) Rules, 2014	Every Company including foreign companies, engaged in the production of goods and services as specified in the Table of Rule 3B, having: Overall Annual Turnover from all its Products or Services = Rs. 100 crores or more (during immediately preceding FY); and Aggregate Turnover of individual product/ products/ service/ services for which cost records are required to be maintained = Rs. 35 crores of more.
11	Non Applicability of Cost Audit	Section 148 Rule 4 of Companies (Cost Records and Audit) Rules, 2014	Company covered under Rule 3 of Companies (Cost Records and Audit) Rules, 2014 and: whose Revenue from Exports in foreign exchange > 75% of its Total Revenue; or which is operating from a special economic zone.
12	Woman Director	Section 149(1) Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014	Listed Company; Public Company having: Paid Up Share Capital = Rs. 100 crores or more; or Turnover = Rs. 300 crores or more (as on the last date of latest audited Financial Statements)
13	Number of Independent director	Section 149(4) Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014	Atleast one-third of total number of Directors: Listed Company. Atleast 2: Public Company having: Paid Up Share Capital = Rs. 10 crores or more; or Turnover = Rs. 100 crores or more; or Outstanding Loans + Debentures + Deposits > Rs. 50 crores. (as on the last date of latest audited

			Financial Statements)
14	Audit Committee	Section 177 Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014	Listed Company Public Company having: Paid Up Capital = Rs. 10 crores or more; or Turnover = Rs. 100 crores or more; or Outstanding Loans + Debentures + Deposits > Rs. 50 crores. (as on the last date of latest audited Financial Statements)
15	Nomination and Remuneration Committee	Section 178 Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014	Listed Company Public Company having: Paid Up Capital = Rs. 10 crores or more; or Turnover = Rs. 100 crores or more; or Outstanding Loans + Debentures + Deposits > Rs. 50 crores. (as on the last date of latest audited Financial Statements)
16	Appointment of KMP	Section 203 Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	Listed Company; Public Company having: Paid Up Share Capital = Rs. 10 crores or more.

17	Appointment of Company Secretary	Section 203 Rule 8A of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	Companies having: Paid Up Share Capital = Rs. 10 crores or more.
18	Secretarial Audit Report	Section 204(1) Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	Listed Company; Public Company having: Paid Up Share Capital = Rs. 50 crores or more; or Turnover = Rs. 250 crores or more; or Having outstanding loans or borrowings from banks or public financial institutions of 100 crore rupees or more.

IEPF Compliances

Form No. & Reference	Particulars and Timeline
IEPF-1 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 clauses (a) to (n) of sub-section (2) of section 125 of the Act shall be remitted online along with a Statement in Form No. IEPF 1 containing details of such transfer to the Authority within a period of thirty days of such amounts becoming due to be credited to the Fund.
IEPF 2 [Rule 5(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016]	An annual statement or information of unclaimed and unpaid amounts separately for each of the previous seven financial years in respect of as referred in subsection (2) of section 125 of the Act, as on the date of closure of financial year 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 sixty days from the date of annual general meeting or the date on which it would have been held: <input type="checkbox"/> Name and last Known address of the person entitled receive the sum. <input type="checkbox"/> Nature of amount <input type="checkbox"/> Amount to which each person is entitled <input type="checkbox"/> Due date of transferring into IEPF <input type="checkbox"/> Such other information as may be considered relevant for the purposes 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 or any other website as may be specified by the Government.
IEPF 3	Due to the order of Court or Tribunal or any statutory authority, if the

[Section 124 (6) of the Companies Act, 2013 and Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016]	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.
IEPF 4 [Rule 6(5) & 6(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016]	While effecting transfer of shares on which dividend have been unpaid / unclaimed for a period of 7 consecutive years, the company shall send a statement to the Authority in Form No. IEPF-4 within thirty days of the corporate action taken under clause (c) of sub-rule (3) of rule 6 containing details of such transfer and the company shall also attach a copy of the public notice published under clause (a) of sub-rule (3) of rule 6 in Form No IEPF-4. All benefits accruing on such shares like bonus shares, split, consolidation, fraction shares and the like except right issue shall also be credited to such DEMAT account by the Company within thirty days of the corporate action containing details of such transfer.
IEPF 7 [Rule6(13) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016]	Statement of amounts credited by the companies to the Fund as provided under sub-rule (10) (11) and (12) of Rule 6.
Kindly note: MCA vide General Circular No. 16/2020 dated April 13, 2020, has clarified that the additional filing fees on the IEPF forms has been relaxed upto September 30, 2020.	

Major Compliance of Secretarial Standard-1 applicable for all companies

	<ul style="list-style-type: none"> ❖ 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. ❖ 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 ❖ Quorum shall be present throughout the Meeting. ❖ 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"> • notice and its delivery; • agenda and notes on agenda and their delivery; • sending and delivery of the draft of the resolution by circulation
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	<p>and the necessary papers;</p> <ul style="list-style-type: none"> • draft minutes and its delivery; • signed Minutes and its delivery; <p>❖ Company shall maintain attendance register for the Meetings of the Board and Meetings of the Committee in pursuant to the provisions stated in the standard. If an attendance register is maintained in loose-leaf form, it shall be bound periodically, at least once in every three years. 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</p> <p>❖ 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.</p> <p>❖ Minutes must be entered in the Minutes Book within 30 days from the date of conclusion of the meeting.</p> <p>❖ Minutes of the meeting must be signed and dated by the Chairman of the meeting or by the Chairman of the next board meeting.</p> <p>❖ 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</p> <p>❖ right to receive the same either in writing or such waiver is recorded in the Minutes within 15 days of signing.</p> <p>Kindly note: ICSI on 15th April, 2020 has issued Clarification/Guidance on applicability of Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) due to COVID-19 outbreak and lockdown situation prevailing in the Country.</p>
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KYC of Directors

<p>Rule 12 A of Companies (Appointment and Qualification of Directors) Rules, 2014</p>	<p>MCA vide notification dated July 25, 2019 has mandated the filing of "E-Form DIR - 3 KYC" for Individual who holds DIN and is filing his KYC details for the first time and those has already filed his KYC once in e-form DIR-3 KYC but wants to update/change his/her personal mobile number or the e-mail address.</p>
	<p>Web based Verification through "DIR-3-KYC-WEB" for DIN holder who has filed DIR-3 KYC e-form in the previous financial year and no updation /change is required in current year.</p>
	<p>"DIR-6" and Web based verification through "DIR-3-KYC-WEB" for DIN holder</p>

	who has filed e-form DIR-3 KYC in the previous financial year and wants to update/change his/ her personal details other than mobile number and e-mail address. First the e-form DIR-6 is to be filed for updation /change of the same and then KYC can be done through the web-based service
	Due date for the timely completion of the compliance is 30 th September, 2019, failing of which DIN shall be deactivated and such deactivation shall continue until the filing of above forms with additional fees of Rs. 5000/-

Deposits

Section 74 (1)(a) read with Rule 20 of the Companies (Acceptance of Deposits) Rules, 2014	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.
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Website updation by the Companies as per the Companies Act and Listing Regulations

Regulation 43A of the Listing (Obligation and Disclosure Requirement) Regulations, 2015	<ul style="list-style-type: none"> ❖ The dividend distribution policy ❖ The changes to the policy along with the rationale.
Regulation 46 of the Listing (Obligation and Disclosure Requirement) Regulations, 2015	<p>The website of the company shall be updated by uploading the following:</p> <ul style="list-style-type: none"> ❖ To maintain a functional website containing basic information about the company e.g. details of its business; ❖ Terms and conditions of appointment of Independent director. ❖ Composition of various committees of Board of Directors. ❖ Code of conduct of senior management personnel and Board of directors. ❖ Details of establishment of vigil mechanism/ whistle blower policy in terms of section 177 of Companies Act, 2013. ❖ Criteria of making payment to Non-Executive Director. ❖ Policies on dealing with the Related Party Transactions. ❖ Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year, uploaded at least 21 days prior to the date of the annual general meeting which has been called ❖ to inter alia consider accounts of that financial year
	<ul style="list-style-type: none"> ❖ Policy on determining material subsidiaries. ❖ Details of familiarization program to Independent Director. ❖ Email address of grievance redressal and other relevant details. ❖ Contact information of designated officials who is responsible for handling investor grievances. ❖ Financial information including – notice of Board meeting in which

	<p>financial results discussed, complete copy of annual report and financial results on conclusion of board meeting.</p> <ul style="list-style-type: none"> ❖ Shareholding pattern. ❖ Agreement with the Media Companies and / or their associates. ❖ Schedule of analyst or institutional investor meet and presentations made along with submission to the stock exchange. ❖ New name and old name of the listed entity for one year. ❖ All credit ratings obtained by the entity for all its outstanding instruments, updated immediately as and when there is any revision in any of the ratings. ❖ separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year, uploaded at least 21 days prior to the date of the annual general meeting which has been called to inter alia consider accounts of that financial year.
<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"> ❖ details of its business ❖ financial information including complete copy of the annual report including balance sheet, profit and loss account, directors report etc ❖ contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances; ❖ email address for grievance redressal and other relevant details; ❖ name of the debenture trustees with full contact details; ❖ information with respect to the following events: <ul style="list-style-type: none"> (i) default by issuer to pay interest on or redemption amount; (ii) failure to create a charge on the assets; (iii) revision of rating assigned to the non-convertible debt securities ❖ Financials including consolidated financial statements. ❖ Name and contact details of the debenture trustee, if any ❖ Information, reports, notices, call letters, circulars, proceedings, etc. relating to nonconvertible redeemable preference shares or non-convertible debt securities. ❖ Compliance report relating to non-convertible redeemable preference shares or non-convertible debt securities. ❖ 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.
<p>Section 136(1) of the Companies Act, 2013</p>	<ul style="list-style-type: none"> ❖ Financial statements including consolidated financial statements, if any, of the Company and all other documents required to be attached thereto, ❖ Separate audited accounts in respect of each of subsidiary ❖ In case of a subsidiary incorporated outside India and consolidation of financial statement are mandatory under any law of the country of its incorporation – the consolidated financial statements of such foreign subsidiary is placed on the website of the company ❖ In case of a subsidiary incorporated outside India and the financial statements are not required to be audited under any law of the country of its incorporation and the subsidiary company does not get its financial statements audited, the holding Indian listed company may place such unaudited financial statement on its website. Further,

	where such financial statement is in a language other than English, a translated copy of the financial statement in English shall also be placed on the website.
Rule 15 of Companies (Appointment and Qualification of Directors) Rules, 2014	❖ Details / Notice of Resignation letter in terms of Section 168 of the Companies Act, 2013.
Rule 23 Companies (Management and Administration) Rules, 2014	❖ Any Special Notice received under section 115 read with Rules made thereunder.
Rule 18(3) and 10 (1) of Companies (Management and Administration) Rule, 2014	❖ Notice of General Meetings / Postal Ballot as and when convened at the time of sending the same to the shareholders. ❖ Notice of closure of Register of Members / Debenture Holders or other security holder or fixing of the record date for the same.
Section 124 of Companies Act, 2013	❖ Statement of Unpaid Dividend Account.
Rule 22 of Companies (Management and Administration) Rules, 2014	❖ Notice of e-voting. ❖ 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.
Section 135 of Companies Act, 2013	❖ Annual Report on CSR along with the CSR policy.
Section 150 (1) of Companies Act, 2013	❖ Manner of appointment of Independent Director along with appointment letter and terms and conditions of appointment of Independent Director.
Section 160 of Companies Act, 2013	❖ Notice of candidature for directorship in terms of section 160 of the Companies Act, 2013.
Regulation 30 (4)(ii), 30 (5) and 30 (8) of LODR	❖ Policy for determination of materiality. ❖ Contact details of the personnel who is authorized for determining the materiality. ❖ Any material information or events as per archival policy. ❖ Details of the shareholders in respect of the transfer of shares three months before the due date of transfer of shares including their folio number or DP ID - Client ID

Securities Exchange Board of India and Ministry of Corporate Affairs have come up with the circulars for providing relaxation from various compliances to be done by the Companies which are as follows:

SUBJECT MATTER	LINKS
SEBI vide circular NO SEBI/HO/CFD/CMD1/	Additional relaxations / clarifications in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') due

<p>CIR/P/2020/63</p>	<p>to the COVID – 19 pandemic</p> <p>1) SEBI decided that under Regulation 29 (2) of LODR, requirement of prior intimation of 5 days / 2 working days shall be reduced to 2 days, for board meetings held till July 31, 2020.</p> <p>2) Intimation to Stock Exchanges regarding loss of share certificates and issue of the duplicate certificates: of the duplicate certificates, to the stock exchange within two days of its getting information. It has been decided that any delay beyond the stipulated time will not attract penal provisions. This relaxation is for intimations to be made between March 1, 2020 to May 31, 2020.</p> <p>3) Clarification regarding the use of digital signatures: It is hereby clarified that authentication / certification of any filing / submission made to stock exchanges under LODR may be done using digital signature certifications until June 30, 2020.</p> <p>Kindly refer below link:- https://www.sebi.gov.in/legal/circulars/apr-2020/additional-relaxations-clarifications-in-relation-to-compliance-with-certain-provisions-of-the-sebi-listing-obligations-and-disclosure-requirements-regulations-2015-lodr-due-to-the-covid-19-46525.html</p>
<p>SEBI vide circular SEBI/HO/CFD/DIL1/C IR/P/2020/66 dated April 21, 2020</p>	<p>1) A public issue/rights issue may be opened within twelve months from the date of issuance of observations by SEBI. The validity of the SEBI Observations where the same have expired/ will expire between March 1, 2020 and September 30, 2020 has been extended by 6 months</p> <p>2) An issuer shall be permitted to increase or decrease the fresh issue size by up to 50% of the estimated issue size without requiring to file fresh draft offer document with the Board. The limit has been increased from 20 to 50 %. The above relaxation on change in fresh issue size shall be applicable for issues (IPO/ Rights Issues/ FPO) opening before December 31, 2020</p> <p>Kindly refer below link:- https://www.sebi.gov.in/legal/circulars/apr-2020/one-time-relaxation-with-respect-to-validity-of-sebi-observations-46536.html</p>
<p>SEBI vide general circular SEBI/HO/CFD/CIR/CF D/DIL/67/2020 date April 21, 2020</p>	<p>1) SEBI provided several relaxations with respect to the eligibility conditions related to Fast Track Rights Issues.</p> <p>2) SEBI decided that minimum subscription to be received in the rights issue shall be at least seventy five per cent of the offer through the offer document.</p> <p>3) SEBI provided relaxation with respect to the minimum threshold required for not filing draft letter of offer with SEBI by increasing the limit from "Ten Crores " to " twenty Five Crores"</p> <p>These temporary relaxations are applicable for Right Issues that open</p>

	<p>on or before March 31, 2021. The relaxations mentioned in this circular are not applicable for issuance of warrants.</p> <p>Kindly refer below link:- https://www.sebi.gov.in/legal/circulars/apr-2020/relaxations-from-certain-provisions-of-the-sebi-issue-of-capital-and-disclosure-requirements-regulations-2018-in-respect-of-rights-issue-46537.html</p>
<p>SEBI vide general circular SEBI/HO/CFD/DCR2/ CIR/P/2020/69 dated April 23, 2020</p>	<p>Currently, regulation 24(i)(f) of SEBI (Buy-back of Securities) Regulations, 2018 ("Buyback Regulations") provides a restriction that the companies shall not raise further capital for a period of one year from the expiry of buyback period, except in discharge of their subsisting obligations. It has been represented that the said period of one year may be reduced to six months, which would be in line with section 68(8) of the Companies Act, 2013. This relaxation will be applicable till December 31, 2020.</p> <p>Kindly refer below link:- https://www.sebi.gov.in/legal/circulars/apr-2020/relaxation-in-regulation-24-i-f-of-the-sebi-buy-back-of-securities-regulations-2018-due-to-the-covid-19-pandemic-46547.html</p>
<p>SEBI vide general circular SEBI/HO/CFD/CMD1/ CIR/P/2020/71 dated April 23, 2020</p>	<p>Relaxation in relation to Regulation 44(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') on holding of Annual General Meeting (AGM) by top 100 listed entities by market capitalization, due to the COVID -19 pandemic</p> <p>Kindly refer below link:- https://www.sebi.gov.in/legal/circulars/apr-2020/relaxation-in-relation-to-regulation-44-5-of-the-sebi-listing-obligations-and-disclosure-requirements-regulations-2015-lodr-on-holding-of-annual-general-meeting-agm-by-top-100-listed-entitie-46552.html</p>
<p>SEBI vide general circular SEBI/HO/CFD/DIL2/C IR/P/2020/78 dated May 06, 2020</p>	<p>SEBI decided to grant one time relaxations s from strict enforcement of certain regulations of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereafter "ICDR Regulations") , pertaining to Rights Issue opening upto July 31, 2020.</p> <p>Kindly refer below link:- https://www.sebi.gov.in/legal/circulars/may-2020/relaxations-relating-to-procedural-matters-issues-and-listing-46652.html</p>
<p>SEBI vide general circular SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020</p>	<p>SEBI granted following relaxations:-</p> <ol style="list-style-type: none"> 1) Dispensing of Requirement of sending physical copies of annual report to shareholders for listed entities who conduct their AGMs during the calendar year 2020 (i.e. till December 31, 2020). 2) Dispensing of requirement of proxy in case of for listed entities who conduct their AGMs through electronic mode during the calendar year 2020 (i.e. till December 31, 2020)meetings held through electronic mode only. 3) The requirements of regulation 12 will apply upon normalization of postal services. X` 4) exemptions from publication of advertisements in newspapers are extended for all events scheduled till June 30, 2020

	<p>Kindly refer below link:- https://www.sebi.gov.in/legal/circulars/may-2020/additional-relaxation-in-relation-to-compliance-with-certain-provisions-of-sebi-listing-obligations-and-disclosure-requirements-regulations-2015-covid-19-pandemic_46661.html</p>
<p>SEBI vide general circular SEBI/HO/CFD/CMD1/ CIR/P/2020/81 dated May 14, 2020</p>	<p>the stipulations of the aforesaid October 10, 2017 SEBI circular are relaxed for listed entities for whom the deadline to comply with MPS requirements falls between the period from March 1, 2020 to August 31, 2020. Recognized Stock Exchanges are advised not to take any penal action as envisaged in the October 10, 2017 circular against such entities in case of non-compliance during the said period. Penal actions, if any, initiated by Stock Exchanges from March 1, 2020 till date for non-compliance of MPS requirements by such listed entities may be withdrawn.</p> <p>Kindly refer the below link:- https://www.sebi.gov.in/legal/circulars/may-2020/relaxation-from-the-applicability-of-sebi-circular-dated-october-10-2017-on-non-compliance-with-the-minimum-public-shareholding-mps-requirements_46669.html</p>
<p>SEBI vide general circular SEBI/CIR/CFD/DCR1/ CIR/P/2020/83 dated May 14, 2020</p>	<p>Relaxations relating to procedural matters – Takeovers and Buy-back.</p> <p>Kindly refer the below link:- https://www.sebi.gov.in/legal/circulars/may-2020/relaxations-relating-to-procedural-matters-takeovers-and-buy-back_46672.html</p>
<p>SEBI vide general circular SEBI/HO/CFD/CMD1/ CIR/P/2020/84 dated May 20, 2020</p>	<p>SEBI released Advisory on disclosure of material impact of CoVID-19 pandemic on listed entities under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015('LODR Regulations'/'LODR')</p> <p>Kindly refer the below link:- https://www.sebi.gov.in/legal/circulars/may-2020/advisory-on-disclosure-of-material-impact-of-covid-19-pandemic-on-listed-entities-under-sebi-listing-obligations-and-disclosure-requirements-regulations-2015_46688.html</p>
<p>SEBI vide general circular SEBI/HO/CFD/CIR/CF D/DIL/85/2020 dated June 9, 2020</p>	<p>SEBI provided Relaxations from certain provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 in respect of Further Public Offer. These temporary relaxations are applicable for FPOs that open on or before March 31,2021.</p> <p>Kindly refer the below link:- https://www.sebi.gov.in/legal/circulars/jun-2020/relaxations-from-certain-provisions-of-the-sebi-issue-of-capital-and-disclosure-requirements-regulations-2018-in-respect-of-further-public-offer_46791.html</p>
<p>SEBI vide general circular SEBI/HO/CFD/CMD1/ CIR/P/2020/106 dated June 24, 2020</p>	<p>SEBI further extended time for submission of financial results for the quarter/half year/financial year ending 31st March 2020 due to the continuing impact of the CoVID-19 pandemic by month of July 31 , 2020.</p> <p>Kindly refer the below link:- https://www.sebi.gov.in/legal/circulars/jun-2020/further-extension-of-</p>

	time-for-submission-of-financial-results-for-the-quarter-half-year-financial-year-ending-31st-march-2020-due-to-the-continuing-impact-of-the-covid-19-pandemic 46924.html
SEBI Vide general circular SEBI/HO/CFD/CMD1/ CIR/P/2020/109 dated June 25, 2020	SEBI further extended the timeline for submission of the Annual secretarial compliance Report by one more month to July 31, 2020. Kindly refer the below link:- https://www.sebi.gov.in/legal/circulars/jun-2020/further-extension-of-time-for-submission-of-annual-secretarial-compliance-report-by-listed-entities-due-to-the-continuing-impact-of-the-covid-19-pandemic 46933.html
SEBI vide general circular SEBI/HO/CFD/CMD1/ CIR/P/2020/110 dated June 26, 2020	SEBI decided that the relaxation of maximum time gap between two board/Audit Committee meetings as provided by circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 is further extended till July 31, 2020. However, the board of directors and audit committees of listed entities shall ensure that they meet atleast four times a year, as stipulated under Regulations 17(2) and 18(2)(a) of the LODR Regulations. Kindly refer the below link:- https://www.sebi.gov.in/legal/circulars/jun-2020/relaxation-of-time-gap-between-two-board-audit-committee-meetings-of-listed-entities-owing-to-the-covid-19-pandemic 46945.html

RECENT MCA NOTIFICATIONS

SUBJECT MATTER	LINKS
Clarification on passing of Ordinary and special resolution by companies under the Companies Act, 2013 on account of threat of Covid-19	http://ebook.mca.gov.in/Default.aspx?page=notification
Clarification on passing of Ordinary and special resolution by companies under the Companies Act, 2013 on account of threat of Covid-19	http://ebook.mca.gov.in/Default.aspx?page=notification
Holding of AGM's by companies whose financial year ended on 31st Dec 2019	http://ebook.mca.gov.in/Default.aspx?page=notification
Period / days of extension for names reserved and resubmission of forms	http://ebook.mca.gov.in/Default.aspx?page=notification
Companies (Appointment and Qualification of Directors) Rules, 2014	http://ebook.mca.gov.in/Default.aspx?page=notification

Extension of last date of filing of Form NFRA-2	http://ebook.mca.gov.in/Default.aspx?page=notification
Clarification on Holding of AGM through VC or OAVM	http://ebook.mca.gov.in/Default.aspx?page=notification
Clarification on dispatch of notice under section 62(2) of Companies Act, 2013 by listed companies for rights issue opening upto 31st July 2020	http://ebook.mca.gov.in/Default.aspx?page=notification
Amendment of item No. VIII in Schedule VII of The Companies Act, 2013	http://ebook.mca.gov.in/Default.aspx?page=notification
Companies (Share Capital and Debentures) Amendment Rules, 2020.	http://ebook.mca.gov.in/Default.aspx?page=notification
Extension of time limits for convening EGM.	http://ebook.mca.gov.in/Default.aspx?page=notification
Scheme for relaxation of time for filing forms related to creation or modification of charges under the Companies Act, 2013	http://ebook.mca.gov.in/Default.aspx?page=notification
Clarification with regard to creation of deposit repayment reserve of 20.% u/s. 73 (2) (C) of the companies Act 2013 and to invest or deposit 157o of amount of debentures u/r.18 of Companies (Share capital and Debentures) Rules 2014 - COVID-19 - Extension of time-regarding'	http://ebook.mca.gov.in/Default.aspx?page=notification
Companies (Meetings of Board and its Powers) Second	http://ebook.mca.gov.in/Default.aspx?page=notification

Amendment Rules, 2020	
Companies (Appointment and Qualification of Directors) Third Amendment Rules, 2020	http://ebook.mca.gov.in/Default.aspx?page=notification
Clarification on CSR contribution to PM CARES fund	http://ebook.mca.gov.in/Default.aspx?page=notification

Suggestions may be sent to rupesh@cacsindia.com

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