

Compliance Calendar Quarter April to June, 2022

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

PRIVATE COMPANIES

April to June	<p>There must be atleast four Board Meetings in every calendar year and in the manner that not more than one hundred and twenty days shall intervene between two consecutive meetings in compliance with the provisions of section 173 of the Companies Act, 2013 & Secretarial Standard-1.</p>
	<p>Where the board of directors are approving any contract or agreement to be entered with any related party under section 188 or in which any director is concerned or interested under section 184(2) of the Companies Act, 2013 then the interested director shall be entitled to participate in respect of such item after disclosure of his interest and register under section 189 of the Companies Act, 2013 in which such transaction is entered shall be placed at next Board Meeting in order to take the signature of all the directors who are present in the meeting.</p> <p>Note: Entry to be made in Register of contracts or arrangements regarding the contract or arrangement entered into by the Company with related party which are either not in its ordinary course of business or not on arm's length basis or both.</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 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

	<p>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 of Companies (Meetings of Board and its Powers) Rules, 2014 if meeting is held through video conferencing or other audio visual means.
	<p>To obtain disclosures / declaration with respect to:</p> <ul style="list-style-type: none"> ❖ his concern or interest in any company or companies or body corporate including any change therein in Form MBP-1 from all the directors and Key Managerial Personnel under Section 184(1) and 189 of the Companies Act, 2013, respectively. ❖ the confirmation in Form DIR-8 under Section 164(2) from all the directors of the Company with respect to their eligibility.
	<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 Annual General Meeting, if any.</p>
	<p>To obtain eligibility certificate from the Auditors at the time of appointment / re-appointment in terms of Section 139 and 141 of the Companies Act, 2013. Further, the Board of Directors should also ensure the rotation of auditor at the Annual General Meeting, if applicable.</p>
CSR Committee Meeting	<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 and previous Financial Year.</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"> ❖ Recommendation of Annual Action Plan, CSR Activities and manner of implementation along with Budget for Financial Year 2022 – 23. ❖ If CSR was applicable on the Company during FY 2021-22, 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. ❖ To obtain Certificate from Chief Financial Officer or the person responsible for financial management of the Company that CSR funds so disbursed have been utilised for the purposes and in the manner as approved. ❖ Transfer any unspent amount which does not relate to ongoing projects to a Fund specified in Schedule VII within a period of 6 months of the expiry of the financial year and specify the reasons in Board report for not spending the amount. ❖ Transfer any unspent amount which relates to ongoing projects to a special account for financial year 2021-22 called the Unspent Corporate Social Responsibility Account ("Unspent CSR Account") within a period of 30 days from the end of the financial year. ❖ If the company is having any surplus arising out of the CSR activities shall not form part of the business profit of a company and the same is required to be ploughed back into the same project or transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of 6 months of the expiry of the financial year.
Up to 30 th April	<p>Every specified Company mandatorily requires to submit a half yearly return in MSME Form I on or before 30th April for the half year ended on 31.03.202221.</p>
Up to 31 st May	<p>Report on CSR for FY ended 31.03.2021: For the preceding financial year 2020-21, the Form is required to be filed separately through a web based form CSR-2 on or before 31st May, 2022 after filing Form AOC-4 or AOC-4 XBRL or AOC-4 NBFC (Ind AS) as the case may be.</p> <p><i>(MCA vide notification G.S.R. 107(E) dated 11th February, 2022 amended the Companies (Accounts) Rules, 2014 and made mandatory for every company covered under the provisions of sub-section (1)</i></p>

	<i>to section 135 to furnish a report on Corporate Social Responsibility in Form CSR-2 to the Registrar.)</i>
Upto 30 th June	Every Company (other than Banking Company, Non-banking Financial Company, Housing Finance Company and Government company) who has received 1. Any money or loan considered as deposits 2. Any money or loan not considered as deposits in terms of clause (c) of sub-rule 1 of rule 2. OR Falling in both of the above conditions Required to file the return of deposit in form DPT-3 (to furnish information on deposits or particulars of transaction not considered as deposit or both as on 31st March of every financial year, which needs to be submitted on or before 30th June of every year.
Up to 15 th July	To file RBI Annual Return on foreign liabilities and assets, it is required to be submitted by all the Indian resident companies which have received FDI and/or made overseas investment in any of the previous year(s), including current year by July 15, every year.
Up to 30 th 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 or DIR-3 WEB KYC for the said financial year to the Central Government on or before 30th September of immediate next financial year.
Up to 31 st December	An Indian Party (IP) / Resident Individual (RI), which has set up / acquired a JV / Wholly Owned Subsidiary overseas shall submit, to the AD bank every year, an APR in Form ODI Part II in respect of each JV / WOS outside India and other reports or documents by 31st of December each year or as may be specified by the Reserve Bank from time to time.
Before Approval of Board report for previous financial year	All Companies who have received FDI during FY 2021- 22 and have made downstream investment shall obtain a certificate from its statutory auditor on an annual basis, before approval of Board Report for the FY 2021-22 and such compliance shall be mentioned in the Board report in the Annual Report of Company. <i>[Foreign Exchange Management (Non-debt Instruments) Rules, 2019 as notified on dated October 17, 2019 S.O. 3732(E) dated October 17, 2019]</i>
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 resolution if any of the powers are exercised in Board Meeting as contained in of section 117(3) of the Companies Act 2013, except clause (g) the said sub section.
Approval of Financial Statements and AGM related matters	To fix a Board Meeting in the manner stated above for consideration of Financial Statements and all other AGM related matters. The important items for the board meeting shall be as per schedule and in compliance with Section 173 read with the rules made thereunder: <ul style="list-style-type: none"> - To take note of Annual disclosures received from the Directors and Key Managerial Personnel (KMPs), if any - To take note of minutes of previous Board and Committee Meetings, if any - To take note of Circular resolutions passed since last board meeting - To take note of the specific disclosure received from directors in respect of proposed contract or arrangement in the meeting, if any - To recommend the dividend, if any - To approve the auditors' fees - To recommend the appointment of auditors for 5 years, if term of the existing auditor expires - To approve the standalone and consolidated financial statements - To appoint and fix the remuneration of Internal Auditor of the Company, if applicable. - To appoint and fix the remuneration of Secretarial Auditor, if applicable - To consider and approve Annual Report on CSR, if applicable - To consider and approve Annual Action Plan, CSR Activities along with Budget for Financial Year 2022 – 23. (If not approved in the meeting convened in the last quarter) - To appoint Cost Auditor, if applicable and recommends remuneration Cost Auditor for approval at AGM - To approve Cost Audit Report, if applicable - To approve the Directors' Report along with annexure - To approve and review Related Party Transactions for the quarter ended March 31, 2022, if

	<p>required</p> <ul style="list-style-type: none"> - 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, 20221. However, gap between two Annual General Meetings should not be more than 15 months). - To approve the notice for convening the AGM - To check: <ul style="list-style-type: none"> a) Regularization of additional director b) 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 Annual General Meeting / General Meeting ❖ Composition of the CSR Committee, and CSR Policy and Projects approved by the Board ❖ Resignation from a directorship ❖ Annual return i.e. Form MGT – 7 along with the Form MGT – 8 and other necessary attachments. ❖ Details of establishment of Vigil Mechanism, if applicable ❖ Details of Unpaid Dividend
<p>Annual General Meeting</p>	<p>MCA vide General Circular No. 21/2021 dated 14.12.2021 has allowed the companies who are proposing to organize AGMs in 2022 for the Financial Year ended/ ending any time before/on 31.03.2022 through VC or OAVM as per the respective due dates by 30 June, 2022 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.</p>

<p>AGM Notice</p>	<p>Notice of Annual General Meeting along with Annual Report shall be sent to the members, directors, auditors, debenture trustee and other entitled persons not less than 21 days before the meeting unless the Articles of Association of the Company prescribe a longer period.</p> <p>For the purpose of reckoning twenty-one days clear Notice, the day of sending the Notice and the day of Meeting shall not be counted. Further in case the company sends the Notice by post or courier, an additional two days shall be provided for the service of Notice.</p> <p>Notice and accompanying documents may be given at a shorter period of time if consent in writing is given thereto, by physical or electronic means, by not less than ninety-five per cent of the Members entitled to vote at such meeting.</p> <p>Notice shall specify the day, date, time and full address of the venue of the Meeting. Notice shall contain complete particulars of the venue of the Meeting including route map and prominent land mark for easy location. In case of companies having a website, the route map shall be hosted along with the Notice on the website. Route Map will not be applicable in case the AGM will be held through video conferencing.</p> <p>Notice shall be accompanied, by an attendance slip and a Proxy form with clear instructions for filling, stamping, signing and/or depositing the Proxy form. Proxy form will not be applicable in case the AGM will be held through video conferencing.</p> <p>An opportunity should be provided to the members to register his e-mail address and changes therein from time to time with the company or with the concerned depository.</p> <p>Notice of the meeting shall be sent by prescribed mode as mentioned in Section 20 of the Companies Act, 2013 and Secretarial Standard-2.</p> <p>If notice is sent through electronic mode, then procedure prescribed in Rule 18 of Companies (Management and Administration) Rules, 2014 is to be complied with.</p>
<p>Annual Report to be forwarded to entitled persons</p>	<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, members, Auditors of the Company, every trustee for the debenture holder and to all other entitled person not less than 21 days before the date of meeting.</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.</p>
<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 is passed by the company at the AGM, the same is required to be filed in Form MGT 14 with the ROC within 30 days from the date of passing such special resolution. Further, if the AGM is held through VC/OAVM, e-form MGT-14 is required to file within 30 days of such AGM irrespective of the facts that Special Resolution have been passed or not. ❖ To file the Financial Statements including Consolidated Financial Statements, if applicable, in Form AOC-4 or Form AOC-4 XBRL (if applicable) (and Form AOC 4 CFS, if applicable) with the ROC within 30 days from the date of Annual General Meeting. If the Company has Foreign Subsidiary, then Accounts of Foreign Subsidiary is also to be attached and filed with Form AOC-4 or Form AOC-4 XBRL, if applicable. In case of a foreign subsidiary, separate accounts are to be attached in Form AOC 4 CFS and Form AOC 4 XBRL. ❖ To file Form CSR-2 as an addendum to Form AOC-4 or 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.

	<ul style="list-style-type: none">❖ 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.
Secretarial Standards	<p>As per Section 118(10) of the Companies Act, 2013 read with the provisions of Secretarial Standards effective from October 1, 2017 as amended up to 31st December, 2020 issued by the Institute of Company Secretaries of India (ICSI) and notified by the Ministry of Corporate Affairs (MCA), the Companies needs to comply with the applicable Secretarial Standards.</p> <p>Quick links:</p> <p>Guidance Note on Meetings of the Board of Directors: https://www.icsi.edu/media/webmodules/GN_on_Meetings_of_BOD_3122020.pdf</p> <p>Guidance Note on General Meetings: https://www.icsi.edu/media/webmodules/GN_on_General_Meetings_31122020.pdf</p>

LISTED COMPANIES

<p>April to June</p>	<p><u>Audit Committee:</u> 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 the omnibus approval, inter-alia, and other functions of the Committee as stated under Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per Regulation 18(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings.</p>
	<p><u>Nomination and Remuneration Committee:</u> There must be at least one meeting in a year as per Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
	<p><u>Stakeholders Relationship Committee:</u> There must be at least one meeting in a year as per Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
	<p><u>Risk Management Committee:</u> There must be at least two meetings in a year as per Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>Note: The provisions of this regulation shall be applicable to top 1000 listed entities, determined on the basis of market capitalization, as at the end of the immediate previous financial year and a high value debt listed entity.</p> <p><u>*Constitution of Committee:</u> The Risk Management Committee shall have minimum three members with majority of them being members of the board of directors, including at least one independent director. The Chairperson of the Risk management committee shall be a member of the board of directors and senior executives of the listed entity may be members of the committee.</p> <p>For checking applicability, please refer the link mentioned below: https://www.bseindia.com/static/about/downloads.aspx</p>
	<p><u>Board Meeting:</u> 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 and as per Regulation 17(2) of SEBI LODR.</p>
	<p>Where the Board of directors are approving any contract or agreement to be entered with any related party under section 188 or in which any director is concerned or interested under section 184(2) of the Companies Act, 2013 takes place, register under section 189 of the Companies Act, 2013 in which such transaction is entered shall be placed at next Board Meeting in order to take the signature of all the directors who are present in the meeting.</p> <p>Note: Entry to be made in Register of contracts or arrangements regarding the contract or arrangement entered into by the Company with related party which are either not in its ordinary course of business or not on arm's length basis or both.</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/ 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 of Companies (Meetings of Board and its Powers) Rules, 2014 if meeting is held through video conferencing or other audio visual means.
- ❖ As per Guidance Note on SS-1 issued by ICSI, notes on items of business which are in the nature of Unpublished Price Sensitive Information may be given at a shorter period of time than stated above, with the consent of a majority of the Directors, which shall include at least one Independent Director, if any

To obtain disclosure with respect to:

- ❖ His / her 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.
- ❖ the confirmation in Form DIR-8 under section 164(2) from the director(s) of the Company with respect to their eligibility for their continuation of appointment of all existing Directors/ appointed as Additional Director, if any.
- ❖ 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ❖ To obtain from all members of the board of directors and senior management personnel, affirmation of compliance with the code of conduct of board of directors and senior management on an annual basis in terms of Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ❖ In case of change in shareholding of non – executive directors in the listed entity, including shareholding as a beneficial owner under Regulation 36(3)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.
- ❖ 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) Regulations, 2015 in case there is any change in the circumstances which may affect his status as an independent Director.
- ❖ To make disclosures by the senior management to the board of directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the listed entity at large in terms of Regulation 26(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ❖ To obtain eligibility certificate from the Auditors at the time of appointment in terms of Section 139 and 141 of the Companies Act, 2013.

	<ul style="list-style-type: none"> ❖ To obtain offer letter, Form DIR-2 and Form DIR-8 from the Rotational Directors for their re-appointment at the Annual General Meeting.
CSR Committee Meeting	<p>If CSR is applicable on the Company, the CSR Committee shall convene its meeting to recommend the following to the Board for its approval:</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"> ❖ Recommendation of Annual Action Plan, CSR Activities and manner of implementation along with Budget for Financial Year 2022 – 23. ❖ If CSR was applicable on the Company during FY 2021-22, 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. ❖ To obtain Certificate from Chief Financial Officer or the person responsible for financial management of the Company that CSR funds so disbursed have been utilised for the purposes and in the manner as approved. ❖ Transfer any unspent amount which does not relate to ongoing projects to a Fund specified in Schedule VII within a period of 6 months of the expiry of the financial year and specify the reasons in Board report for not spending the amount. ❖ Transfer any unspent amount which relates to ongoing projects to a special account for financial year 2021-22 called the Unspent Corporate Social Responsibility Account (“Unspent CSR Account”) within a period of 30 days from the end of the financial year. ❖ If the company is having any surplus arising out of the CSR activities shall not form part of the business profit of a company and the same is required to be ploughed back into the same project or transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of 6 months of the expiry of the financial year.
Up to 21 st April	<p><u>Holding of specified securities and shareholding pattern:</u> 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p><u>Grievance Redressal Mechanism:</u> 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 within twenty-one days from the end of each quarter as per Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p><u>Corporate Governance Report:</u> To submit a quarterly compliance report on corporate governance in the format as specified by the Board from time to time to the recognised stock exchange(s) within twenty one days from the end of each quarter as per Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
Up to 30 th April	<p><u>Reconciliation of share certificate Audit report:</u> 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>
Up to 30 th April	<p>Every specified Company mandatorily requires to submit a half yearly return in MSME Form I on or before 30th April for the half year ended on 31.03.2022.</p>

<p>Up to 30th April / Up to 15th May, as the case may be.</p>	<p>A listed entity, identified as a LC under the instant framework, shall make the following disclosures to the stock exchanges, where its security(ies) are listed:</p> <ol style="list-style-type: none"> a) Within 30 days from the beginning of the FY, disclose the fact that they are identified as a LC, in the format as provided in Annex- XII-A. b) Within 45 days of the end of the FY, the details of the incremental borrowings done during the FY, in the formats as provided at Annex -XII-B1 and Annex -XII-B2. <p>Further, the disclosures made in terms of above provision shall also form part of audited annual financial results of the entity.</p> <p>[Refer Operational Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper:- https://www.sebi.gov.in/legal/circulars/aug-2021/operational-circular-for-issue-and-listing-of-non-convertible-securities-ncs-securitised-debt-instruments-sdi-security-receipts-sr-municipal-debt-securities-and-commercial-paper-cp-51761.html]</p> <p>The listed entities which are not identified as large corporates must submit a confirmation in this regard to the Stock Exchange.</p> <p>[Refer BSE Circular: https://www.bseindia.com/corporates/Displaydata.aspx?Id=9835334B-62CA-4D2D-A399-6BF9C06A6F45&Page=cir]</p>
<p>Up to 31st May</p>	<p>Report on CSR for FY ended 31.03.2021: For the preceding financial year 2020-21, the Form is required to be filed separately through a web based form CSR-2 on or before 31st May, 2022 after filing Form AOC-4 or AOC-4 XBRL or AOC-4 NBFC (Ind AS) as the case may be.</p> <p><i>(MCA vide notification G.S.R. 107(E) dated 11th February, 2022 amended the Companies (Accounts) Rules, 2014 and made mandatory for every company covered under the provisions of sub-section (1) to section 135 to furnish a report on Corporate Social Responsibility in Form CSR-2 to the Registrar.)</i></p>
<p>Up to 30th May</p>	<p>The annual secretarial compliance report shall be submitted (both in physical and XBRL mode) by the listed entity to the stock exchanges within 60 days of the end of the financial year.</p>
<p>Up to 30th June</p>	<p>Every Company (other than Banking Company, Non-banking Financial Company, Housing Finance Company and Government company) who has received</p> <ol style="list-style-type: none"> 1. Any money or loan considered as deposits 2. Any money or loan not considered as deposits in terms of clause (c) of sub-rule 1 of rule 2. <p>OR</p> <p>Falling in both of the above conditions</p> <p>Required to file the return of deposit in form DPT-3 (to furnish information on deposits or particulars of transaction not considered as deposit or both as on 31st March of every financial year, which needs to be submitted on or before 30th June of every year.</p>
<p>Up to 30th September</p>	<p>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 or DIR-3 WEB KYC for the said financial year to the Central Government on or before 30th September of immediate next financial year.</p>
	<p>To hold the meeting for consideration of Audited Financial Statements and all other AGM related matters:</p> <ul style="list-style-type: none"> ❖ To fix the date of board meeting and send notice in writing to every director of the company by and or by speed post or by registered post or by facsimile or by email 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.

	<ul style="list-style-type: none"> ❖ 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(s) 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 of the Companies (Meetings of Board and its Powers) Rules, 2014 if meeting is held through video conferencing or other audio visual means. ❖ 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 at least 5 days in advance (excluding the date of the intimation and date of the meeting), where the financial results viz. quarterly, half yearly, or annual, as the case maybe, are to be considered. To intimate the date of Board meeting to the Stock Exchange at least 2 working days or 11 working days in advance, as the case may be. ❖ Place on the website of the Company, the notice of meeting of the board of directors where financial results shall be discussed.
Up to 30th May	<p><u>Annual Audited Standalone and Consolidated Financial Results:</u></p> <p>To submit annual audited standalone and consolidated financial results to the stock exchange with in Sixty days from the end of the financial year along with audit report.</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. ❖ To hold the Board meeting as per schedule and in compliance with Rule 3 of Companies (Meetings of Board and its Powers) Rules, 2014 if meeting is held through video conferencing or other audio visual means. ❖ 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 audited/ un – audited standalone and consolidated financial results viz. quarterly, half yearly, or annual, as the case may be, are to be considered. ❖ Certificate from chief executive officer and chief financial officer of the listed entity shall be placed before the board that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading. ❖ To submit annual audited standalone and consolidated (if applicable) financial results to the stock exchange within sixty days of end of each quarter in terms of Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- ❖ 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per Regulation 33(8) of SEBI (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.
- ❖ To submit as part of its audited standalone or consolidated financial results for the half year by way of a note, a statement of assets and liabilities as at the end of the half year and statement of cash flows for the half - year.
- ❖ To publish the financial results as specified in Regulation 33, along with the modified opinions(s) or reservation(s), if any expressed by auditor, within 48 hours of conclusion 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).

Note: If both the audited/ un – audited 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 send copy of newspaper clippings to Stock exchange simultaneously after publishing in the newspaper.
- ❖ As per Schedule III, Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, companies are required to submit the financial results to the Stock Exchange within 30 minutes of closure of the Meeting (the listed entity must ensure that if board meeting is held for more than one day, then the financial results shall be disclosed within 30 minutes of end of the meeting for the day on which it has been considered).

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 take on record Committee Meetings Minutes
- ❖ To take note of resolution passed by circulation by board of directors since last board meeting, if any
- ❖ To take note of the disclosure/submission(s) to stock exchange where the securities of the Company are listed in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- ❖ To take note minutes of the Board Meetings of subsidiaries of the Company
- ❖ To recommend the dividend on per share basis (all dividend and/or cash bonuses should be recommended or declared at least 5 working days before commencement of the closure of its transfer books or the record date fixed for the purpose).
- ❖ To approve and consider items as per Part A of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- ❖ To review the compliance certificate on the laws applicable to the Company for the quarter ended March 31, 2022
- ❖ To approve annual action plan in pursuance of Corporate Social Responsibility Policy of the Company and CSR Budget, Projects and Programs for the Financial Year 2022 – 23
- ❖ To take on record the certificate from chief executive officer & CFO on Financial Statements under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

	<ul style="list-style-type: none"> ❖ To take on record the certificate from chief executive officer & CFO on Financial Results for the quarter ended March 31, 2022 under Regulation 33(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ❖ To consider and approve the Audited Financial Results (Standalone and Consolidated) along with the Auditors Report under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ❖ To approve the statement of assets and liabilities as at the end of the year 31st March, 2022 ❖ To consider and approve the Audited Financial Statements (Standalone and Consolidated) along with the Auditors Report. ❖ To take note of Related Party Transactions for the quarter ended March 31, 2022 ❖ To approve the auditors' fees ❖ To appoint Internal Auditor for the FY 2022-23 ❖ To appoint Secretarial Auditor for the FY 2022-23 ❖ To appoint Cost Auditor, if applicable ❖ To recommend remuneration to Cost Auditor for approval at AGM ❖ To approve the corporate governance report ❖ To take note of Secretarial Audit Report of the FY 2021-22 ❖ To take note of Annual Secretarial Compliance Report of the FY 201-22 ❖ To recommend the appointment of auditors ❖ To recommend the appointment of retiring directors ❖ To approve Annual Report on CSR ❖ To approve the Directors' Report ❖ To approve all other special business which is to be included in the notice of AGM ❖ To fix AGM date (If Financial year of the company ends on 31st March of this year the Annual General Meeting must be held on or before 30th September, 2022. 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. ❖ To fix book closure dates ❖ To fix dates for remote e-voting by shareholders (remote e-voting should remain open for not less than 3 days and shall close at 5:00 PM on the date preceding the date of the general meeting)
<p>Disclosure of Related Party Transactions</p>	<p>In terms of Regulations 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company to submit, disclosure of related party transactions on a consolidation basis for half year within 15 days from the date of publication of the standalone and consolidated financial results for the half year, in the format specified by SEBI and publish the same on the website.</p> <p>For Format prescribed by SEBI: https://www.sebi.gov.in/sebi_data/commondocs/nov-2021/Annexure%20-%20I%20-%20Circular-%20Disclosure%20obligations%20of%20listed%20entities%20in%20relation%20to%20RPTs_p.PDF</p> <p>Bombay Stock Exchange ("BSE") and National Stock Exchange of India ("NSE") on September 06, 2021 has issued a notice regarding filing of Related Party Transactions in XBRL mode. The Excel Utility for filing the Related Party Transactions Report in the prescribed Format in the XBRL mode has been made available in XBRL section of the Listing Centre.</p> <p>For detailed circular, please refer the link: https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210906-31</p>
<p>Dividend Declaration</p>	<ul style="list-style-type: none"> ❖ 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) as per Regulation 29 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ❖ If dividend is declared, the company should intimate the Stock Exchanges within 30 minutes of closure of the Meeting, where such dividend is declared.

	<ul style="list-style-type: none"> ❖ 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. ❖ To recommend or declare all dividend at least five working days (excluding the date of intimation and the record date) before the record date fixed for the purpose. ❖ 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.
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) Rules, 2014.
Other Compliances	<ol style="list-style-type: none"> 1. In terms of Regulation 32(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 following statement(s) on a quarterly basis for public issue, rights issue, preferential issue etc. <ol style="list-style-type: none"> a. indicating deviations, if any, in the use of proceeds from the objects stated in the offer document or explanatory statement to the notice for the general meeting, as applicable; b. indicating category wise variation (capital expenditure, sales and marketing, working capital etc.) between projected utilisation of funds made by it in its offer document or explanatory statement to the notice for the general meeting, as applicable and the actual utilisation of funds. 2. In terms of Regulation 32(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, where the listed entity has appointed a monitoring agency to monitor utilisation of proceeds of a public or rights issue, the listed entity shall submit to the stock exchange(s) any comments or report received from the monitoring agency within 45 days from the end of each quarter.
Consolidation of Financial Statements	<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.

	<ul style="list-style-type: none"> ❖ 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 (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 account 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 ❖ 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
Postal Ballot/ Extra-ordinary Meeting	MCA vide General Circular No. 20/2021 dated 08.12.2021 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 in accordance with the framework provided in the General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated 15.06.2020 the time period up to June 30, 2022.
Annual Meeting	MCA vide General Circular No. 21/2021 dated 14.12.2021 has allowed the companies who are proposing to organize AGMs in 2022 for the Financial Year ended / ending any time before / on 31.03.2022 through VC or OAVM as per the respective due dates by 30 June, 2022 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.
AGM Notice	<p>Notice of Annual General Meeting along with Annual Report shall be sent to the members, directors, auditors, debenture Trustee and other entitled persons not less than 21 days before the meeting.</p> <p>For the purpose of reckoning twenty-one days notice, the day of sending the Notice and the day of Meeting shall not be counted. Further in case the company sends the Notice by post or courier, an additional two days shall be provided for the service of Notice.</p> <p>Notice and accompanying documents may be given at a shorter period of time if consent in writing is given thereto, by physical or electronic means, by not less than ninety-five per cent of the Members entitled to vote at such meeting.</p> <p>Notice shall specify the day, date, time and full address of the venue of the Meeting. Notice shall contain complete particulars of the venue of the Meeting including route map and prominent land mark for easy location. In case of companies having a website, the route map shall be hosted along with the Notice on the website. Route Map will not be applicable in case the AGM will be held through video conferencing.</p> <p>Notice shall also be accompanied, by an attendance slip, Ballot Paper, and a Proxy form with clear instructions for filling, stamping, signing and/or depositing the Proxy form. Proxy form will not be applicable in case the AGM will be held through video conferencing.</p>

	<p>An opportunity should be provided to the members to register his e-mail address and changes therein from time to time with the company or with the concerned depository.</p> <p>Notice of the meeting shall be sent by prescribed mode as mentioned in Section 20 of the Companies Act, 2013 and Secretarial Standard-2.</p> <p>If notice is sent through electronic mode, then procedure prescribed in Rule 18 of Companies (Management and Administration) Rules, 2014 is to be complied with.</p>
Annual Report to be forwarded to Stock Exchanges	<ul style="list-style-type: none"> ❖ To submit the annual report to the stock exchange as per Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 period ending March 31, 2022. ❖ 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.
ROC Compliance relating to AGM	<ul style="list-style-type: none"> ❖ 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 is passed by the company at the AGM, the same is required to be filed in Form MGT 14 with the ROC within 30 days from the date of passing such special resolution. ❖ 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. ❖ 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. (if applicable) ❖ Appointment letter should be sent to the appointed directors ❖ To file any other documents as per Notice of AGM ❖ Further, if the AGM is held through VC/OAVM, e-form MGT-14 is required to file within 30 days of such AGM irrespective of the facts that Special Resolution have been passed or not.
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 2 working days 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. However, it is noticeable that the report of scrutinizer has to be submitted within 2 working days in terms of SEBI LODR Regulation or 3 days in terms of requirement of Companies Act, 2013, whichever is earlier.
Secretarial Standards	<p>As per section 118(10) of the Companies Act, 2013 provisions of effective from October 1, 2017 as amended up to 31st December, 2020 issued by the Institute of Company Secretaries of India (ICSI) and notified by the Ministry of Corporate Affairs (MCA), the Companies needs to comply with the applicable Secretarial Standards.</p> <p>Quick links: Guidance Note on Meetings of the Board of Directors: https://www.icsi.edu/media/webmodules/GN_on_Meetings_of_BOD_3122020.pdf Guidance Note on General Meetings: https://www.icsi.edu/media/webmodules/GN_on_General_Meetings_31122020.pdf</p>

Items to be placed before the Board

<p>Actions by the Board as per Listing Regulations</p>	<ul style="list-style-type: none"> ❖ 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<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 in terms of Regulation 13(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ 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) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ To board shall recommend all fees or compensation, if any, paid to non – executive directors, including independent directors in terms of Regulation 17 (6) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ The evaluation of independent directors shall be done by the entire board of directors which shall include performance of directors and fulfillment of the independence criteria. The directors subject to evaluation shall not participate in terms of Regulation 17(10) of the SEBI (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.
	❖ 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.
	❖ 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ With effect from January 1, 2022, the Top 1000 listed entities by market capitalization calculated as on March 31 of the preceding financial year, shall undertake Directors and Officers insurance ('D and O insurance') for all their independent directors of such quantum and for such risks as may be determined by its board of directors.
	❖ No employee including key managerial personnel or director or promoter of a listed entity shall enter into any agreement for himself / herself 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.
	❖ 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Events specified in Para A of Part A of Schedule III are deemed to be material events)
	❖ To make disclosure of the events specified in Para B of Part A of Schedule III in terms of Regulation 30(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on application of the guidelines for materiality, as specified in Regulation 30(4): Criteria for determination of materiality of events/ information: <ul style="list-style-type: none"> a. the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or b. the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; c. in case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/ information may be treated as being material if in the opinion of the board of directors of listed entity, the event/ information is considered material.)
	❖ To frame a policy for determination of materiality, based on criteria specified in regulation 30(4)(i), duly approved by its board of directors, which shall be disclosed on its website in terms of Regulation 30(4)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ In terms of Regulation 30(5) of the SEBI (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.
	<ul style="list-style-type: none"> ❖ A certificate from CFO or the person responsible for financial management certifying that the funds so disbursed for the purpose of CSR have been utilised for the purposes and in the manner as approved by it.
	<ul style="list-style-type: none"> ❖ To place on quarterly basis, before the board of directors, Reconciliation of Share Capital Audit Report under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018.
	<ul style="list-style-type: none"> ❖ As per SEBI Circular dated November 04, 2019: CRAs shall meet the audit committee of the rated entity, at least once in a year, to discuss issues including related party transactions, internal financial control and other material disclosures made by the management, which have a bearing on rating of the listed NCDs.

POLICIES TO BE FORMULATED AS PER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Policies as per Listing Regulations	<ul style="list-style-type: none"> ❖ To formulate an effective vigil mechanism/whistle blower policy enabling stakeholders, including individual employees and their representatives bodies, to freely communicate their concerns about illegal or unethical practices as per Regulation 4 (2) (d) (iv) and Regulation 22 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ To formulate a policy in terms of Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for preservation of documents, approved by its board of directors, classifying them in at least two categories as follows- <ul style="list-style-type: none"> (a) documents whose preservation shall be permanent in nature; (b) documents with preservation period of not less than eight years after completion of the relevant transactions. ❖ 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for all members of board of directors and senior management of the listed entity. The code of conduct shall incorporate the duties of independent directors as laid down in the Companies Act, 2013.
	<ul style="list-style-type: none"> ❖ In terms of Regulation 17(9)(a) & (b) 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 and frame risk management plan.
	<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 SEBI (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 SEBI (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)(ii), duly approved by its board of directors, which shall be disclosed on its website in terms of Regulation 30(4)(ii) of the SEBI (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 SEBI (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 1000 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ❖ The Policy shall be disclosed on the website and a web – link shall also be provided in Annual Reports. ❖ 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 relating to remuneration of the directors, key managerial personnel and other employees as per Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ❖ Devising a Policy on diversity of board of directors as per Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ❖ Risk Management Policy as per Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

Insider Trading	<ul style="list-style-type: none"> ❖ Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter or member of the promoter group 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, member of the promoter group, designated person 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. ❖ 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 in format prescribed by SEBI.

Further, the manual disclosure is not required if the Company is complying with SEBI Circular on Automation of Continual Disclosures under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 - System driven disclosures - Ease of doing business

[Refer SEBI Circular- https://www.sebi.gov.in/legal/circulars/aug-2021/automation-of-continual-disclosures-under-regulation-7-2-of-sebi-prohibition-of-insider-trading-regulations-2015-system-driven-disclosures-ease-of-doing-business_51848.html]

https://www.sebi.gov.in/legal/circulars/sep-2020/automation-of-continual-disclosures-under-regulation-7-2-of-sebi-prohibition-of-insider-trading-regulations-2015-system-driven-disclosures_47523.html]

Quick Link of format prescribed by SEBI:

<https://www.bseindia.com/markets/MarketInfo/DownloadAttach.aspx?id=20210209-40&attachedId=136b48d5-deb2-45a6-9de6-09bdc3d58f3d>

❖ **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.

❖ Trading window

Trading window shall be closed from the end of the closure of each quarter till the 48 hours after the declaration of financial results in the Board Meeting.

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.

❖ Trading plan

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

- i. Such trading plan shall not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan.
- ii. 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.
- iii. Such trading plan shall entail trading for a period of not less than twelve months
- iv. Such trading plan shall not entail overlap of any period for which another trading plan is already in existence
- v. Such trading plan shall set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

❖ Updation of the Structured digital database containing the names of such persons or entities as the case may be with whom information is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

	<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.
<p>Policy and Code (s)</p>	<ul style="list-style-type: none"> ❖ Policy for determination of 'legitimate purpose' as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 3 and 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015. ❖ Policy on whistle Blower Policy to make employees aware of such Policy to enable employees to report instances of leak of unpublished price sensitive information under Regulation 9 (6) of SEBI (Prohibition of Insider Trading) Regulations, 2015. ❖ Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015. ❖ Code of Conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons as set out in Schedule B under Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
<p>Reporting to STX regarding violations under SEBI (Prohibition of Insider Trading) Regulations, 2015 relating to the Code of Conduct (CoC)</p>	<p>SEBI vide Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/135 dated July 23, 2020, had Specified the standard format for reporting of violations related to CoC in terms of clause 13 of Schedule B (in case of listed companies) and clause 11 of Schedule C (in case of intermediaries and fiduciaries) read with Regulation 9 of the PIT Regulations, the listed companies, intermediaries and fiduciaries.</p> <p>Quick Link of format prescribed by SEBI: https://www.bseindia.com/markets/MarketInfo/DownloadAttach.aspx?id=20200724-10&attachedId=90535fe2-15f6-4eab-81e9-7322528fc486</p>

UNLISTED PUBLIC COMPANIES

Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex a secretarial audit report by a company secretary in practice, in such form as specified, with the annual report of the listed entity.
April to June	<p>There must be atleast four Board Meetings in every calendar year and in the manner that not more than one hundred and twenty days shall intervene between two consecutive meetings in compliance with the provisions of section 173 of the Companies Act, 2013 & Secretarial Standard-1.</p> <p>Where the Board of directors are approving any contract or agreement to be entered with any related party under section 188 or in which any director is concerned or interested under section 184(2) of the Companies Act, 2013 takes place, register under section 189 of the Companies Act, 2013 in which such transaction is entered shall be placed at next Board Meeting in order to take the signature of all the directors who are present in the meeting.</p> <p>Note: Entry to be made in Register of contracts or arrangements regarding the contract or arrangement entered into by the Company with related party which are either not in its ordinary course of business or not on arm's length basis or both.</p>
	<p>To obtain disclosures with respect to:</p> <ul style="list-style-type: none"> ❖ His/her 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. ❖ the confirmation in Form DIR-8 under section 164(2) from the director(s) of the Company with respect to their eligibility for their continuation of appointment of all existing Directors/ appointed as Additional Director, if any. ❖ declaration from Independent Directors under section 149(7) of the Companies Act, 2013 in case there is any change in the circumstances which may affect his status as an independent Director. ❖ To obtain eligibility certificate from the Auditors at the time of appointment in terms of Section 139 and 141 of the Companies Act, 2013. ❖ To obtain offer letter, Form DIR-2 and Form DIR-8 from the Rotational Directors for their re-appointment at the Annual General Meeting.
Items need to be placed in the Board Meeting	<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. - To hold the Board meeting as per schedule and in compliance with Rule 3 of Companies (Meetings of Board and its Powers) Rules, 2014 if meeting is held through video conferencing or other audio visual means.

	<ul style="list-style-type: none"> - To hold the board meeting as per schedule and in compliance with Section 173 read with the rules made thereunder. - To take note of disclosure/declaration(s) received from the directors and Key Managerial Personnel of the Company - To take note of resolution passed by circulation by board of directors since last board meeting, if any - To take note of Related Party Transactions for the quarter ended March 31, 2022 - To review the compliance certificate on the laws applicable to the Company for the quarter ended March 31, 2022 - To approve annual action plan in pursuance of Corporate Social Responsibility Policy of the Company and CSR Budget, Projects and Programs for the Financial Year 2022 – 23 To appoint Internal Auditor for the FY 2022 -23 - To appoint Secretarial Auditor for the FY 2022 -23 - To take on record Committee Meetings Minutes - To take note of resolution passed by circulation by board of directors since last board meeting, if any - To take note minutes of the Board Meetings of subsidiaries of the Company - To recommend the dividend, if any - To approve the standalone and consolidated Financial statements. - To approve annual action plan in pursuance of Corporate Social Responsibility Policy of the Company and CSR Budget, Projects and Programs for the Financial Year 2022 – 23 - To approve the auditors’ fees - To appoint Cost Auditor, if applicable - To recommend remuneration to Cost Auditor for approval at AGM - To take note of Secretarial Audit Report of the FY 2021-22 - To recommend the appointment of auditors - To recommend the appointment of retiring directors - To approve Annual Report on CSR - To approve the Directors’ Report - To approve all other special business which is to be included in the notice of AGM - To fix AGM date (If Financial year of the company ends on 31st March of this year the Annual General Meeting must be held on or before 30th September, 2022. 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. - To approve the notice for convening the AGM - To check: <ul style="list-style-type: none"> • Regularization of additional director • Remuneration of Managerial Personnel • Appointment / Re-appointment of Managerial Personnel • Appointment of Independent Director Shareholder’s approval u/s 149(10) for re-appointment of Independent Director • Any other item requiring shareholders’ approval
<p>CSR Committee Meeting</p>	<p>If CSR is applicable on the Company, the CSR Committee shall convene its meeting to recommend the following to the Board for its approval:</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"> ❖ Recommendation of Annual Action Plan, CSR Activities and manner of implementation along with Budget for Financial Year 2022 – 23. ❖ If CSR was applicable on the Company during FY 2021-22, 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. ❖ To obtain Certificate from Chief Financial Officer or the person responsible for financial management of the Company that CSR funds so disbursed have been utilised for the purposes and in the manner as approved. ❖ Transfer any unspent amount which does not relate to ongoing projects to a Fund specified in

	<p>Schedule VII within a period of 6 months of the expiry of the financial year and specify the reasons in Board report for not spending the amount.</p> <ul style="list-style-type: none"> ❖ Transfer any unspent amount which relates to ongoing projects to a special account for financial year 2021-22 called the Unspent Corporate Social Responsibility Account ("Unspent CSR Account") within a period of 30 days from the end of the financial year. ❖ If the company is having any surplus arising out of the CSR activities shall not form part of the business profit of a company and the same is required to be ploughed back into the same project or transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of 6 months of the expiry of the financial year.
Reconciliation of Share Capital Audit Report (Form PAS – 6)	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. Form PAS-6 to be filed within 60 days from the date of deployment of form on the website of the Ministry of Corporate Affairs.
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.
Postal Ballot/ Extra-ordinary General Meeting	MCA vide General Circular No. 20/2021 dated 08.12.2021 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 in accordance with the framework provided in the General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated 15.06.2020 the time period upto June 30, 2022.
Annual General Meeting	MCA vide General Circular No. 21/2021 dated 14.12.2021 has allowed the companies who are proposing to organize AGMs in 2022 for the Financial Year ended/ ending any time before/on 31.03.2022 through VC or OAVM as per the respective due dates by 30 June, 2022 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.
Website	<p>The website of the company shall be updated by uploading the following:</p> <ul style="list-style-type: none"> ❖ Notice of Annual General Meeting ❖ Composition of the CSR Committee, and CSR Policy and Projects approved by the Board ❖ Notice of Closure of the Register of members ❖ Resignation from a directorship ❖ Annual return i.e. Form MGT – 7 along with the Form MGT – 8 ❖ Details of establishment of Vigil Mechanism, if applicable
Secretarial Standards	<p>As per section 118(10) of the Companies Act, 2013 provisions of effective from October 1, 2017 as amended up to 31st December, 2020 issued by the Institute of Company Secretaries of India (ICSI) and notified by the Ministry of Corporate Affairs (MCA), the Companies needs to comply with the applicable Secretarial Standards.</p> <p>Quick links: Guidance Note on Meetings of the Board of Directors: https://www.icsi.edu/media/webmodules/GN_on_Meetings_of_BOD_3122020.pdf Guidance Note on General Meetings: https://www.icsi.edu/media/webmodules/GN_on_General_Meetings_31122020.pdf</p> <p>Due to COVID-19 outbreak and lockdown situation prevailing in the Country, various provisions of the Companies Act, 2013 and rules made there under have already been relaxed by the MCA for ease of compliance by the stakeholders and the ICSI has issued clarification/ Guidance on applicability of</p>

Secretarial Standards on Meetings of the Board of Directors (SS – 1) and General Meetings (SS – 2) dated 03.04.2020 and 15.04.2020

Quick links:

https://www.icsi.edu/media/webmodules/ssb/Guidance_on_applicability_of_SS-1.pdf

https://www.icsi.edu/media/webmodules/ssb/Guidance_on_SS-2_15_04_2020.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 (may be sent 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 preceeding FY); or Turnover = Rs. 200 crore or more (during the preceeding FY); or Outstanding loans or borrowings from banks or public financial institutions > Rs. 100 crore or more (at any

			<p>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)</p>
7	Rotation of Auditors	Section 139(2) Rule 5 of Companies (Audit and Auditors) Rules, 2014	<p>(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.</p>
8	Application of Cost Records	Section 148 Rule 3 of Companies (Cost Records and Audit) Rules, 2014	<p>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)</p>
9	Cost Audit	Section 148 Rule 4 of Companies (Cost Records and Audit) Rules, 2014	<p>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.</p>

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 preceeding 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 Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Listed Company; Public Company having: Paid Up Share Capital = Rs. 50 crores or more; or Turnover = Rs. 250 crores or more; or Company having outstanding loans or borrowings from banks or public financial institutions of 100 crore rupees or more. Every material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex a secretarial audit report with the annual report of listed entity.
19	Vigil / Whistle Blower Mechanism	Section 177 of the Companies Act, 2013 read with Rule 7 of (Meetings of Board and its Powers)	Every Listed Company and the Companies belonging to the following class or classes: <ul style="list-style-type: none"> ◆ The Companies which accept deposits from the public; ◆ The Companies which have borrowed money from banks and public financial institutions in excess of Rs. 50 Crore.

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: <ul style="list-style-type: none"> ❖ Name and last Known address of the person entitled receive the sum. ❖ Nature of amount ❖ Amount to which each person is entitled ❖ Due date of transferring into IEPF ❖ Such other information as may be considered relevant for the purposes <p>Statement of amount of unclaimed amount as on the date of annual general meeting or the date on which it would have been held shall be uploaded on the website of the Company and also on the website of the authority or any other website as may be specified by the Government.</p>
IEPF - 3 [Section 124 (6) of the Companies Act, 2013 and Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016]	Due to the order of Court or Tribunal or any statutory authority, if the company does not transfer the shares and payment of dividend or where such shares are pledged or hypothecated under the provisions of the Depositories Act, 1996 or shares already been transferred under rule 6(1), the company shall furnish such details within 30 days of end of financial year.
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]	Any amount required to be credited by the companies to the Fund as provided under sub rules (10), (11) and sub-rule (12) shall be remitted into the specified account of the IEPF Authority maintained in the Punjab National Bank and the details thereof shall be furnished to the Authority within thirty days from the date of remittance or within thirty days from the date of enforcement of these Rules, as the case may be.

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
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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:
 - notice and its delivery;
 - agenda and notes on agenda and their delivery;
 - sending and delivery of the draft of the resolution by circulation and the necessary papers;
 - draft minutes and its delivery;
 - signed Minutes and its delivery;
- ❖ 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
- ❖ 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.
- ❖ Minutes must be entered in the Minutes Book within 30 days from the date of conclusion of the meeting.
- ❖ Minutes of the meeting must be signed and dated by the Chairman of the meeting or by the Chairman of the next board meeting.
- ❖ Signed minutes certified by the Company Secretary or where there is no Company Secretary, by any Director authorized by the board shall be circulated to all the Directors, as on the date of the meeting and appointed thereafter, except to those directors who have waived their right to receive the same either in writing or such waiver is recorded in the Minutes within 15 days of signing.

Website disclosures as per the Companies Act and Listing Regulations

<p>Regulation 43A of the Listing (Obligation and Disclosure Requirement) Regulations, 2015</p>	<ul style="list-style-type: none"> ❖ The dividend distribution policy ❖ The changes to the policy along with the rationale.
<p>Regulation 46 of the Listing (Obligation and Disclosure Requirement) Regulations, 2015</p>	<p>The website of the company shall be updated by uploading the following:</p> <ul style="list-style-type: none"> ❖ 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. <ul style="list-style-type: none"> ❖ Policy on determining material subsidiaries. ❖ Details of familiarization programme 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 financial results discussed, complete copy of annual report and financial results on conclusion of board meeting. ❖ 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 ❖ composition of the Board; ❖ Financial information including – notice of Board meeting in which financial results discussed, complete copy of annual report and financial results on conclusion of board meeting. ❖ contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances;

	<ul style="list-style-type: none"> ❖ 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 or redemption amount; (ii) failure to create a charge on the assets; ❖ all credit ratings obtained by the entity for all its listed non-convertible securities, updated immediately upon any revision in the ratings ❖ statements of deviation(s) or variation(s) as specified in sub-regulation (7) and sub-regulation (7A) of regulation 52 of these regulations; ❖ Financials including consolidated financial statements. ❖ 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. ❖ annual return as provided under section 92 of the Companies Act, 2013 and the rules made thereunder.
Section 136(1) of the Companies Act, 2013	<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.
Regulation 23(9) of the Listing (Obligation and Disclosure Requirement) Regulations, 2015	<ul style="list-style-type: none"> ❖ The listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.
Rule 15 of Companies (Appointment and Qualification of Directors) Rules, 2014	<ul style="list-style-type: none"> ❖ Details / Notice of Resignation letter in terms of Section 168 of the Companies Act, 2013.

Rule 23 of 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.

Important Updates

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:

DATE	SUBJECT MATTER	LINKS
July 6, 2021	Issue of No Objection Certificate for release of 1% of Issue amount	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210706-1
July 7, 2021	Standard Operating Procedure for listed subsidiary company desirous of getting delisted through a Scheme of Arrangement wherein the listed parent holding company and the listed subsidiary are in the same line of business	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210707-7
July 9, 2021	Guidance note for companies undergoing Corporate Insolvency Resolution Process	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210709-9
July 21, 2021	Relaxation in timelines for compliance with regulatory requirements by Debenture Trustees due to Covid-19	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210721-1

		aspx?page=20210721-1
July 26, 2021	Continuous disclosures in compliances by REITs - Amendments.	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210726-3
July 26, 2021	Continuous disclosures in compliances by InvITs - Amendments	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210726-4
July 26, 2021	Holding of Annual General Meeting (AGM) by top 100 listed entities by market capitalization – Reg. Securities and Exchange Board of India (SEBI) has issued circular No. SEBI/HO/CFD/CMD1/P/CIR/2021/602 dated July 23, 2021, regarding holding of Annual General Meeting (AGM) by top 100 listed entities by market capitalization. After consideration, it has been decided to extend the timeline for conduct of AGM by top 100 listed entities by market capitalization. Accordingly, such entities shall hold their AGM within a period of six months from the date of closing of the financial year for 2020-21. This Circular shall come into force with immediate effect.	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210726-6
August 4, 2021	SEBI (Infrastructure Investment Trusts) (Amendment) Regulations, 2021	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210804-37
August 4, 2021	SEBI (Real Estate Investment Trusts) (Amendment) Regulations, 2021	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210804-38
August 4, 2021	SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 For detailed circular: http://www.cacsindia.com/Bulletine.aspx	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210804-39
August 16, 2021	Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210816-1
August 16, 2021	Operational Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210816-2
August 16, 2021	Guidelines on issuance of non-convertible debt instruments along with warrants ('NCDs with Warrants') in terms of	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=

	Chapter VI – Qualified Institutions Placement of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018	20210816-3
August 16, 2021	<p>Disclosure of shareholding pattern of promoter(s) and promoter group entities.</p> <p>Securities and Exchange Board of India (SEBI) has issued circular No. SEBI/HO/CFD/CMD/CIR/P/2021/616 dated August 13, 2021, regarding disclosure of shareholding pattern of promoter(s) and promoter group entities.</p> <p>Currently, the shareholdings of promoter(s) and promoter group entities are collectively disclosed under 'table II - Statement showing shareholding pattern of the Promoter and Promoter Group' of the aforementioned circular. In the interest of transparency to the investors, all listed entities shall now provide such shareholding, segregated into promoter(s) and promoter group. The revised format of aforementioned table II is placed at Annexure A.</p> <p>The circular No. CIR/CFD/CMD/13/2015 dated November 30, 2015 stands modified to that extent.</p>	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210816-4
August 16, 2021	<p>Automation of Continual Disclosures under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 - System driven disclosures - Ease of doing business</p> <p>For detailed circular: http://www.cacsindia.com/Bulletine.aspx</p>	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210816-8
August 19, 2021	<p>Tendering of shares in open offers, buy-back offers and delisting offers by marking lien in the demat account of the shareholders.</p>	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210819-1
August 19, 2021	<p>Securities and Exchange Board of India (Share Based Employee Benefits and Sweaty Equity) Regulations, 2021</p> <p>For detailed circular: http://www.cacsindia.com/Bulletine.aspx</p>	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210819-2
August 19, 2021	<p>Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2021</p>	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210819-3
August 19, 2021	<p>Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Second Amendment) Regulations, 2021.</p>	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210819-4

August 23, 2021	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2021 For detailed circular: http://www.cacsindia.com/Bulletine.aspx	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210823-3
September 6, 2021	Filing of Related Party Transactions in XBRL mode	https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20210906-31
September 7, 2021	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 For detailed circular: http://www.cacsindia.com/Bulletine.aspx	https://www.sebi.gov.in/legal/regulations/sep-2021/securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-fifth-amendment-regulations-2021_52488.html

RECENT MCA NOTIFICATIONS

Date of Notification/Circular Date	Particulars	Link
22-07-2021	Commencement notification dated 22.07.2021: Section 4 of the Companies (Amendment) Act, 2020 shall come into force from 1 st September, 2021.	http://ebook.mca.gov.in/Default.aspx?page=notification
22-07-2021	The Companies (Incorporation) Fifth Amendment Rules, 2021:	http://ebook.mca.gov.in/Default.aspx?page=notification
05-08-2021	In the Companies (Specification of definitions details) Rules, 2014, in clause (h) of sub-rule (1) of rule 2 i.e. electronic mode , the following explanation shall be inserted, namely:- "Explanation.- For the purposes of this clause, electronic based offering of securities, subscription thereof or listing of securities in the International Financial Services Centres set up under section 18 of the Special Economic Zones Act, 2005 (28 of 2005) shall not be construed as 'electronic mode' for the purpose of clause (42) of section 2 of the Act."	http://ebook.mca.gov.in/Default.aspx?page=notification
05-08-2021	MCA vide Notification dated 05-08-2021 has given exemptions to the below mentioned: (a) foreign companies; (b) companies incorporated or to be incorporated outside India, whether the company has or has not established, or when formed may or may not establish, a place of business in India, which are offering securities in the International Financial	http://ebook.mca.gov.in/Default.aspx?page=notification

	Services Centres (IFSC) set up under section 18 of the Special Economic Zones (SEZ) Act, 2005, from the provisions of sections 387 to 392, insofar as they relate to the offering for subscription in the securities, requirements related to the prospectus, and all matters incidental thereto.							
05-08-2021	In the Companies (Registration of Foreign Companies) Rules, 2014, in clause (c) of sub-rule (1) of rule 2, the following explanation shall be inserted, namely:- "Explanation.- For the purposes of this clause, electronic based offering of securities, subscription thereof or listing of securities in the International Financial Services Centres set up under section 18 of the Special Economic Zones Act, 2005 (28 of 2005) shall not be construed as 'electronic mode' for the purpose of clause (42) of section 2 of the Act."	http://ebook.mca.gov.in/Default.aspx?page=notification						
19-08-2021	Special Court Notification under section 435 of the Companies Act, 2013: Jharkhand hereby designates the Court mentioned in column (2) of the Table below as Special Court for the purpose of providing speedy trial of offences under clause (b) of sub-section (2) of section 435 of the said Act, namely:- <table border="1" data-bbox="359 1019 1125 1243"> <thead> <tr> <th>Sl. No</th> <th>Court</th> <th>Jurisdiction as Special Court</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Court of Sub-Divisional Judicial Magistrate at Ranchi</td> <td>State of Jharkhand.</td> </tr> </tbody> </table>	Sl. No	Court	Jurisdiction as Special Court	1	Court of Sub-Divisional Judicial Magistrate at Ranchi	State of Jharkhand.	http://ebook.mca.gov.in/Default.aspx?page=notification
Sl. No	Court	Jurisdiction as Special Court						
1	Court of Sub-Divisional Judicial Magistrate at Ranchi	State of Jharkhand.						
19-08-2021	In the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019, after rule 5, the following rule and the Schedule shall be inserted, namely:- "6. Annual report on the capacity building of independent directors:- The institute shall within sixty days from the end of every financial year send an annual report to every individual whose name is included in the data bank and also to every company in which such individual is appointed as an independent director in format provided in the Schedule to these Rules.	http://ebook.mca.gov.in/Default.aspx?page=notification						
19-08-2021	MCA has amended the Companies (Appointment and Qualification of Directors) Rules, 2014 to provide the following new exemptions from online proficiency self-assessment test: a. Individuals, who are or have been, for at least 10 years as <ul style="list-style-type: none"> • an advocate of a court; or • in practice as a chartered accountant; or • in practice as a cost accountant; or • in practice as a company secretary b. An individual who has served for a total period of not	http://ebook.mca.gov.in/Default.aspx?page=notification						

	<p>less than two years in the pay scale of Director or equivalent or above in any Ministry or Department, of the Central Government or any State Government, and having experience in handling, —</p> <ul style="list-style-type: none"> • the matters relating to commerce, corporate affairs, finance, industry or public enterprises; or • the affairs related to Government companies or statutory corporations set up under an Act of Parliament or any State Act and carrying on commercial activities. <p>Previously, only director or above in the Ministry of Corporate Affairs or the Ministry of Finance or Ministry of Commerce and Industry or the Ministry of Heavy Industries and Public Enterprises having experience in handling the matters relating to corporate laws or securities laws or economic laws were covered.</p>	
25-08-2021	<p>MCA issues updated and fresh FAQs on CSR in supersession of all previous FAQs:</p> <ul style="list-style-type: none"> a) Circular No. 21/2014 (dated 18th June, 2014); b) Circular No. 36/2014 (dated 17th September, 2014); c) Circular No. 01/2016 (dated 12th January, 2016); d) Circular No. 05/2016 (dated 16th May, 2016); e) Letter dated 25th January, 2018; and f) Circular No. 06/2018 (dated 28th May, 2018); 	<p>http://ebook.mca.gov.in/Default.aspx?page=notification</p>

Suggestions may be sent to rupesh@cacsindia.com

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