

Compliance Calendar Quarter April to June 2020

"The Quarterly Compliance Calendar provides a useful way to track the compliances to be followed during the period with their respective due dates. It would serve as a ready reckoner for corporate compliance team. During the quarter, 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."

FOR 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 board meetings in compliance with the provisions of Section 173 of the Companies Act, 2013 & Secretarial Standard-1.</p> <p><i>Due to Covid-19, Ministry of Corporate Affairs vide its General Circular No. 11/2020 dated 24th March, 2020, has extended the mandatory requirement of holding meetings of the Board of the companies within the intervals of 120 days by an additional period of 60 days till next two quarters i.e., till 30th September, 2020. The Link of the above circular is provided at the end of Article.</i></p>
	<p>Where the board of directors are approving any contract or agreement to be entered with any related party under section 188 or in which any director is concerned or interested under section 184(2) of the Companies Act, 2013 then the interested director shall be entitled to participate in respect of such item after disclosure of his interest and register under section 189 of the Companies Act, 2013 in which such transaction is entered shall be placed at next Board Meeting in order to take the signature of all the directors who are present in the meeting.</p>
	<p>To hold the meeting of Board of Directors of the Company:</p> <ul style="list-style-type: none"> ❖ To fix the date of board meeting and send notice along with agenda in writing to every director of the company by hand or by speed post or by registered post or by facsimile or by e-mail or by any other electronic means by giving not less than 7 days' notice before the date of meeting, unless the Articles prescribe a longer period. In case of Company sends the notice by speed post or by registered post then additional two days shall be added for the service of notice. ❖ In case, the Board meeting is conducted at a shorter notice, the Company may choose an expedient mode of sending notice.

	<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 & 4 of Companies (Meetings of Board and its Powers) Rules, 2014 if meeting is held through video conferencing or other audio visual means. <p><i>Due to Covid-19, Ministry of Corporate Affairs vide notification dated 19th March, 2020, has amended the Companies (Meetings of Board and its powers) Rules, 2014 has allowed the meeting on matters referred in Rule 4(1) be held through video conferencing or other audio visual means in accordance with Rule 3. The Link of the above circular is provided at the end of Article.</i></p>
	<p>To obtain disclosures with respect to:</p> <ul style="list-style-type: none"> ❖ the confirmation in Form DIR-8 under Section 164(2) from all the directors of the Company with respect to their eligibility. ❖ 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. <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.</p> <p>To obtain eligibility certificate from the Auditors at the time of appointment in terms of Section 139 and 141 of the Companies Act, 2013.</p>
<p>CSR Committee Meeting</p>	<p>If CSR is applicable on the Company, the CSR Committee shall convene its meeting to update the Committee w.r.t. the status of the projects, programs or activities undertaken during the period and previous Financial Year.</p> <p>To recommend the amount of expenditure to be incurred on the CSR activities for the Financial Year 2020-2021.</p> <p>If CSR was applicable on the Company during FY 2019-20, the CSR Committee shall recommend to the Board for the approval of the annual report on CSR activities as per the format specified in the Companies (Corporate Social Responsibility Policy) Rules, 2014, which shall form the part of Board's Report.</p>
<p>Upto 30th April</p>	<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 31.03.2020.</p>

Upto June	30th	<p>Every Company (other than 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>
Upto June	30th	<p>To file Annual Performance Report (APR) in Form ODI Part III to the RBI, it is required to be submitted by all the Indian resident companies which has made an Overseas Direct Investment (ODI) in any of the previous year(s), including current year by June 30th every year in respect of each Joint Venture (JV) / Wholly Owned Subsidiary (WOS) outside India set up or acquired by all the Indian resident companies.</p>
Upto July	15th	<p>To file RBI Annual Return on foreign liabilities and assets, it is required to be submitted by all the Indian resident companies which have received FDI and/or made overseas investment in any of the previous year(s), including current year by July 15, every year. It is to be submitted to the RBI as per the format given in Excel Sheet via email to the following id - Surveyfla@rbi.org.in</p>
Upto September	30th	<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 for the said financial year to the Central Government on or before 30th September of immediate next financial year.</p>
Form MGT-14 Resolutions & Agreements to be filed		<p>Form MGT-14 is required to be filed within 30 days from the date of passing the Board resolution or entering into agreement in respect of matters covered as per the provisions of Section 117(3) of the Companies Act 2013, except clause (g) the said sub section.</p>
Approval of Financial Statements and AGM related matters		<p>To fix a Board meeting in the manner stated above for consideration of Financial Statements and all other AGM related matters. However, matter relating to approval of the financial statements shall not be dealt with in a meeting through video conference or other audio visual means. The important items for the board meeting shall be as per schedule and in compliance with Section 173 read with the rules made thereunder.</p> <ul style="list-style-type: none"> - To take note of Annual disclosures received from the directors - To take note of disclosures received from the KMP, if any - To take note of the specific disclosure received from directors in respect of proposed contract or arrangement in the meeting - To recommend the dividend, if any - To approve the auditors' fees - To recommend the appointment/ratification of auditors - To approve the standalone and consolidated financial statements. - To appoint Internal Auditor of the Company, if applicable. - To take note of Circular resolutions passed since last board meeting. - To approve revision in Remuneration of KMPs including Company Secretary and Chief Financial Officer, if any. - To approve CSR Annual Report, if applicable - To appoint Cost Auditor, if applicable - To approve Cost Audit Report, if applicable - To recommend remuneration to Cost Auditor for approval at AGM

	<ul style="list-style-type: none"> - To approve the Directors' Report along with annexure - To approve the place of maintaining the books of accounts, if maintained at a place other than registered office - To approve all other special business which is to be included in the notice of AGM - To fix the AGM date (If Financial year of the company ends on 31st March of this year the Annual General Meeting must be held on or before 30th September, 2020. However, gap between two Annual General Meetings should not be more than 15 months). - To approve the notice for convening the AGM - To check: <ul style="list-style-type: none"> a) Regularization of additional director b) Appointment / Re-appointment of Managerial Personnel, as may be applicable c) Any other item requiring shareholders' approval ❖ 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

Website	<p>The website of the company shall be updated by uploading the following:</p> <ul style="list-style-type: none"> ❖ Notice of AGM ❖ Separate Audited accounts in respect of each of its subsidiaries ❖ Audited Standalone and Consolidated Financial statements of the Company ❖ Annual report of the Company for the financial year ended March 31, 2020 ❖ Copy of the annual return of the Company. The information w.r.t. resignation from a director on its website
AGM Notice	<p>Notice of Annual General Meeting along with Annual Report shall be sent to the members, directors, auditors, debenture trustee and other entitled persons not less than 21 days before the meeting unless the Articles of Association of the Company prescribe a longer period.</p> <p>For the purpose of reckoning twenty-one days clear Notice, the day of sending the Notice and the day of Meeting shall not be counted. Further in case the company sends the Notice by post or courier, an additional two days shall be provided for the service of Notice.</p> <p>Notice and accompanying documents may be given at a shorter period of time if consent in writing is given thereto, by physical or electronic means, by not less than ninety-five per cent of the Members entitled to vote at such meeting.</p>

	<p>Notice shall specify the day, date, time and full address of the venue of the Meeting. Notice shall contain complete particulars of the venue of the Meeting including route map and prominent land mark for easy location. In case of companies having a website, the route map shall be hosted along with the Notice on the website.</p> <p>Notice shall be accompanied, by an attendance slip and a Proxy form with clear instructions for filling, stamping, signing and/or depositing the Proxy form.</p> <p>An opportunity should be provided to the members to register his e-mail address and changes therein from time to time with the company or with the concerned depository.</p> <p>Notice of the meeting shall be sent by prescribed mode as mentioned in Section 20 of the Companies Act, 2013 and Secretarial Standard-2.</p> <p>If notice is sent through electronic mode, then procedure prescribed in Rule 18 of Companies (Management and Administration) Rules, 2014 is to be complied with.</p>
Annual Report to be forwarded to entitled persons	<p>Director's Report along with the copies of full financial statement including consolidated financial statements, if any along with its attachments shall be sent to every Director, member, Auditor of the Company, every trustee for the debenture holder and to all other entitled persons not less than 21 days before the date of meeting.</p>
Inspection of documents	<p>All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection and time and place for inspection should be specified in the Explanatory Statement to notice of AGM.</p>
AGM Compliances	<p>For the purpose of AGM, the following shall be taken care of-</p> <ul style="list-style-type: none"> ❖ Unless the articles of the Company otherwise provide, the members personally present at the meeting shall elect one of themselves to be Chairman thereof on show of hands.

	<ul style="list-style-type: none"> ❖ Quorum <table border="1" data-bbox="376 230 1037 336"> <tr> <td>Companies</td> <td>Quorum</td> </tr> <tr> <td>Private Company</td> <td>2 members personally present</td> </tr> </table> ❖ Auditor shall, either by himself or through his authorized representative, who shall also be qualified to be an auditor, attend the AGM. He shall have a right to be heard at such meeting on any part of the business which concerns him as the auditor. ❖ Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements with related parties shall be kept open for inspection at every AGM. ❖ Proxy shall not have the right to speak at such meeting and shall not be entitled to vote except on a poll or as per Articles of Association of the Company. 	Companies	Quorum	Private Company	2 members personally present
Companies	Quorum				
Private Company	2 members personally present				
<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. ❖ 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 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. 				
<p>Secretarial Standards</p>	<p>As per section 118(10) of the Act, Provisions of Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs shall be complied by the company. Quick link to revised Secretarial Standard is https://www.icsi.edu/WebModules/Announcement_on_Revised_Secretarial_Standards.pdf</p>				

Attention	The exceptions, modifications and adaptations shall be applicable to private companies which has not committed a default in filing its financial statements under section 137 of the said Act or annual return under section 92 of the said Act with the Registrar.
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FOR LISTED COMPANIES

April to June	There must be an Audit Committee meeting in every calendar quarter to review the details of related party transactions entered into by the Company pursuant to each of the omnibus approval, inter-alia, other functions of the Committee.
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	<p>There must be atleast four Board Meetings in every calendar year in the manner that not more than one hundred and twenty days shall intervene between two consecutive meetings in compliance with the provisions of section 173 of the Companies Act, 2013 & Secretarial Standard-1 and as per Regulation 17(2) of SEBI LODR.</p> <p><i>Due to Covid-19, Ministry of Corporate Affairs vide its General Circular No. 11/2020 dated 24th March, 2020, has extended the mandatory requirement of holding meetings of the Board of the companies within the intervals of 120 days by an additional period of 60 days till next two quarters i.e., till 30th September, 2020.</i></p> <p><i>Further, if we read this circular in consonance with the circular dated March 19, 2020 issued by Securities Exchange Board of India ("SEBI"), listed companies may defer its board meeting for the approval of Financial statement and Financial Result for the quarter and year ended March 31st, 2020 till June 30th, 2020 therefore the said relaxation of additional 60 days shall be restricted up to June 30th, 2020 and for the second quarter ended 30th September, 2020 no relaxation been provided by the SEBI as of now.</i></p> <p><i>The Link of the above circular is provided at the end of Article.</i></p> <p>Where the board of directors are approving any contract or agreement to be entered with any related party under section 188 or in which any director is concerned or interested under section 184(2) of the Companies Act, 2013 takes place, register under section 189 of the Companies Act, 2013 in which such transaction is entered shall be placed at next Board Meeting in order to take the signature of all the directors who are present in the meeting.</p> <p>To hold the meeting of Board of Directors of the Company:</p> <ul style="list-style-type: none"> ❖ 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.
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- ❖ 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 (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 & 4 of Companies (Meetings of Board and its Powers) Rules, 2014 if meeting is held through video conferencing or other audio visual means.

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

To obtain disclosures with respect to:

- ❖ 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.
- ❖ his concern or interest in any company or companies or body corporate including any change therein in Form MBP-1 from all the directors and Key Managerial Personnel under section 184(1) and 189 of the Companies Act, 2013, respectively.
- ❖ declaration from Independent Directors under section 149(7) of the Companies Act, 2013 and as per Regulation 16(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 obtain the information about the changes in the committee positions held by every director in other listed entities in terms of Regulation 26(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

	<p>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.</p> <p>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.</p> <p>To obtain eligibility certificate from the Auditors at the time of appointment in terms of Section 139 and 141 of the Companies Act, 2013.</p> <p>To obtain offer letter, Form DIR-2 and Form DIR-8 from the Rotational Directors for their re-appointment at the Annual General Meeting.</p>
	<p>To obtain confirmation letter, Form DIR-2 and Form DIR-8 from the Additional Director along with Rs. 1 lakh for his appointment as Director at the Annual General Meeting.</p> <p>As per section 160 of the Companies Act, 2013, the requirements of deposit of amount shall not apply in case of the appointment of an independent director or a director recommended by the Nomination and Remuneration Committee, if any, constituted under sub-section (1) of section 178 of the Companies Act, 2013 or a director recommended by the Board of Directors of the Company, in the case of a company not required to constitute Nomination and Remuneration Committee.</p>
15 th April	<p>To submit a quarterly compliance report on corporate governance in the format as specified by the Board from time to time to the recognized stock exchange(s) within fifteen days from close of the quarter as per Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p><i>SEBI vide its circular dated SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020, has extended the due date of filing of compliance report upto May 15, 2020. The Link of the above circular is provided at the end of Article.</i></p>
CSR Committee Meeting	<p>If CSR is applicable on the Company, the CSR Committee shall convene its meeting to update the Committee w.r.t. the status of the projects, programs or activities undertaken during the period.</p> <p>CSR Committee shall convene its meeting to recommend the following to the Board for its approval:</p> <ul style="list-style-type: none"> ❖ To recommend the amount of expenditure to be incurred on the CSR activities ❖ Recommendation of CSR Annual Report for the FY 2019-20 for the approval of the Board of Directors of the Company as per the format specified in the Companies (Corporate Social Responsibility Policy) Rules, 2014, which shall form the part of Board's Report.

Upto 21 st April	<p>To submit a statement showing holding of securities and shareholding pattern separately for each class of securities, in the format specified by the Board from time to time within twenty-one days from the end of each quarter as per Regulation 31(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p><i>SEBI vide its circular dated SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020, has extended the due date of filing of shareholding pattern up to May 15, 2020. The Link of the above circular is provided at the end of Article.</i></p>
	<p>To file with the recognized stock exchange(s) on a quarterly basis, within twenty-one days from the end of each quarter, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter per Regulation 13(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p><i>SEBI vide its circular dated SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020, has extended the due date of filing of statement of Investor Complaints up to May 15, 2020. The Link of the above circular is provided at the end of Article.</i></p>
Upto 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 31.03.2020.</p>
Upto 30 th September	<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 for the said financial year to the Central Government on or before 30th September of immediate next financial year.</p>
Upto 30 th April	<p>To obtain a Reconciliation of Share Capital 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>
Upto 30 th April	<p>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.</p>
Upto 30 th May	<p>The annual secretarial compliance report in the aforesaid format shall be submitted by the listed entity to the stock exchanges within 60 days of the end of the financial year.</p> <p><i>SEBI vide its circular dated SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020, has extended the due date of filing of secretarial compliance report up to June 30, 2020. The Link of the above circular is provided at the end of Article.</i></p>

<p>Upto 30th May</p>	<p>To hold the meeting for consideration of Audited Financial Statements and all other AGM related matters:</p> <ul style="list-style-type: none">❖ 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(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 & 4 of Companies (Meetings of Board and its Powers) Rules, 2014 if meeting is held through video conferencing or other audio visual means. <p>To intimate the date of Board meeting under Regulation 29 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the Stock Exchange(s) at least 2 working days or 11 working days in advance, as the case may be.</p> <p>To intimate the date of Board meeting to the Stock Exchange at least 5 days in advance (excluding the date of the intimation and date of the meeting), where the financial results viz. quarterly, half yearly, or annual, as the case maybe, are to be considered.</p> <ul style="list-style-type: none">❖ To publish the date of board meeting in English newspaper (all India edition) and in vernacular language, where the registered office of the company is situated and place the same on the website of the Company.❖ To intimate the declaration/recommendation of interim dividend/dividend date of board meeting to the Stock Exchange at least 2 working days in advance excluding the date of intimation and date of meeting.❖ To submit quarterly and year-to-date standalone unaudited or audited financial results to the stock exchange within forty-five days or sixty days, as the case may be, of end of each quarter in terms of Regulation 33(3)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (If applicable)
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- ❖ To publish the Financial Results along with the qualifications or reservations, if any, expressed by the auditor together with the audited/unaudited results, as the case may be, within 48 hours of board meeting in at least one English daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the company is situated (the matter of publication should also be in regional language in regional newspaper).
- ❖ If both the standalone and consolidated financial results are submitted, then the company shall need to publish the consolidated financial results along with turnover, profit before tax and profit after tax on as standalone basis as a foot note and also the link of the website from which the standalone results are available.
- ❖ To submit the limited review report in case of submission of unaudited financial results or audit report in case of submission of audited financial results by the company in terms of Regulation 33(3)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per Regulation 33(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entity shall ensure that the statutory auditor of a listed entity shall undertake a limited review of the audit of all the entities/ companies whose accounts are to be consolidated with the listed entity as per AS 21 in accordance with guidelines issued by the Board on this matter.
- ❖ As per Schedule III, Part A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, companies are required to submit the financial results to the Stock Exchange within 30 minutes of the conclusion of the Board meeting.
- ❖ If interim dividend is declared, the company should intimate the Stock Exchanges within 30 minutes of closure of Board Meeting, where such dividend is declared.
- ❖ To intimate to the stock exchange, the date of dispatch/payment of dividend.
- ❖ To publish the financial results r within 48 hours of conclusion of board meeting in at least one English daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the company is situated (the matter of publication should also be in regional language in regional newspaper).
- ❖ To send copy of newspaper publications to Stock exchange.
- ❖ To intimate to all the recognized stock exchange at least 7 working days in advance (excluding the date of intimation and record date), about the book closure or record date as per Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ❖ To make an advertisement in English newspaper and in vernacular language, where the registered office of the company is situated, at least 7 days before the date of book closure stating the date, place and venue of the meeting and dates of closure of its transfer books and purpose of closure of books.
- ❖ The company shall cause an advertisement to be published, not less than five days before the date of beginning of the voting period at least once in a

vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated, and having a wide circulation in that district, and at least once in English language in an English newspaper having a wide circulation in that district, about having sent the notice of the meeting and specifying therein, inter alia, the following matters, namely: -

- (a) statement that the business may be transacted by electronic voting;
- (b) the date of completion of sending of notices;
- (c) the date and time of commencement of voting through electronic means;
- (d) the date and time of end of voting through electronic means;
- (e) the statement that voting shall not be allowed beyond the said date and time;
- (f) website address of the company and agency, if any, where notice of the meeting is displayed; and
- (g) contact details of the person responsible to address the grievances connected with the electronic voting

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

- ❖ To hold the board meeting as per schedule and in compliance with Section 173 read with the rules made thereunder.
 - To take note of disclosures received from the directors and Key Managerial Personnel of the Company
 - To take note of the specific disclosure received from the directors in respect of proposed contract or arrangement in the meeting
 - To recommend the dividend on per share basis (all dividend and/or cash bonuses should be recommended or declared at least 5 working days before commencement of the closure of its transfer books or the record date fixed for the purpose).
 - To approve and consider items as per Part A of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - To approve the auditors' fees
 - To appoint Internal Auditor
 - To appoint Secretarial Auditor
 - To appoint Cost Auditor, if applicable
 - To recommend remuneration to Cost Auditor for approval at AGM
 - To pass a Resolution for not attaching the balance sheet of the subsidiary company, if any
 - To approve the corporate governance report
 - To take note of Secretarial Audit Report of the FY 2019-20
 - To take note of Annual Secretarial Compliance Report of the FY 2019-20
 - To recommend the appointment of auditors
 - To recommend the appointment of retiring directors
 - To approve the standalone and consolidated quarterly and annual accounts.
 - To approve the statement of assets and liabilities as at the end of the year 31st March, 2020, with the approval of the Annual Results.
 - To approve CSR Annual Report
 - To approve the Directors' Report
 - To approve all other special business which is to be included in the notice of AGM
 - To fix AGM date (If Financial year of the company ends on 31st March of this year the Annual General Meeting must be held on or before 30th September, 2020. However, gap between two Annual General Meetings should not be more than 15 months). The top 100 listed entities by market capitalization, determined as on March 31st of every financial year, shall hold their annual general meetings within a period of five months from the date of closing of the financial year.
 - 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)

- ❖ Prior intimation is required to be given at least two working days in advance, excluding the date of the intimation and date of the meeting
- ❖ If dividend is declared, the company should intimate the Stock Exchanges within 30 minutes of closure of Board Meeting where such dividend is declared.
- ❖ If dividend is declared by the Company, a separate bank account need to be opened and the dividend amount must be deposited with the bank within a period of five days from the date of declaration.
- ❖ Thereafter the dividend amount shall be distributed among the entitled shareholders of the company within thirty days from the date of the declaration.
- ❖ IF, Dividend is not paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.
- ❖ Further, the unpaid or unclaimed Dividend transferred to the Unpaid Dividend Account of a company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to the Investor Education and Protection Fund as per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016

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

Further, if we read this circular in consonance with the circular dated March 19, 2020 issued by Securities Exchange Board of India ("SEBI"), listed companies may defer its board meeting for the approval of Financial statement and Financial Result for the quarter and year ended March 31st, 2020 till June 30th, 2020 therefore the said relaxation of additional 60 days shall be restricted up to June 30th, 2020 and for the second quarter ended 30th September, 2020 no relaxation been provided by the SEBI as of now.

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

SEBI vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/48 dated March 26, 2020 has exempted the advertisements in newspapers as required under Regulation 47 for all events scheduled till May 15, 2020.

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

Upto 30 th May	<p>Pursuant to Regulation 24 A, Every listed company in addition to Secretarial Audit Report shall require to submit the Annual Secretarial Compliance Report to the stock exchanges within 60 days of the end of the financial year.</p> <p><i>SEBI vide its circular dated SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020, has extended the due date of filing of secretarial compliance report up to June 30, 2020. The Link of the above circular is provided at the end of Article.</i></p>
Upto 30 th June	<p>1. Every company other than the Government Company to which these rules apply, shall on or before the 30th day of June, of every year, file with the Registrar, a return of Deposit or particulars of transaction not considered as deposit or both in Form DPT-3 along with the fee as provided in Companies (Registration Offices and Fees) Rules, 2014 and furnish the information contained therein as on the 31st day of March of that year duly audited by the auditor of the company.</p>

Upto 30 th June	To file Annual Performance Report (APR) in Form ODI Part III to the RBI, it is required to be submitted by all the Indian resident companies which has made an Overseas Direct Investment (ODI) in any of the previous year(s), including current year by June 30 th every year in respect of each Joint Venture (JV) / Wholly Owned Subsidiary (WOS) outside India set up or acquired by all the Indian resident companies.
Up to 15 th July	To file RBI Annual Return on foreign assets and liabilities, it is required to be submitted by all the Indian resident companies which have received FDI and/ or made overseas investment in any of the previous year(s), including current year by July 15 every year. It is to be submitted to the RBI as per the format given in Excel Sheet via email to the following id - Surveyfla@rbi.org.in
Form MGT-14 Powers exercised in Board Meeting	Form MGT-14 is required to be filed within 30 days from the date of passing the Board resolutions, if any of powers are exercised in Board Meeting as contained in section 117(3) of the Companies Act 2013 and Rule 8 of the Companies (Meetings of Board and its Powers) Rule 2014.
Media Agreement	To intimate the stock exchange immediately upon entering into agreements with media companies and/or their associates.
Disclosure in respect of the default on payment of interest/ repayment of principal amount on loans from banks / financial institutions and unlisted debt securities	<p>Pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2019/140 dated 21.11.2019, listed companies are required to disclose to the Stock Exchange when the entity has defaulted in payment of interest / installment obligations on loans, including revolving facilities like cash credit, from banks/ financial institutions and unlisted debt securities.</p> <p>Disclosure of a default on loans, including revolving facilities like cash credit, from banks/financial institutions which continues beyond 30 days. Such disclosure shall be made promptly, but not later than 24 hours from the 30th day of such default.</p> <p>In case of unlisted debt securities i.e. NCDs and NCRPS, the disclosure shall be made promptly but not later than 24 hours from the occurrence of the default. This is in line with the existing disclosure requirements specified for listed debt instruments.</p> <p>Disclosure shall be made in the format as specified in the Para 3 (C1) and (C2) of the Circular. For more details please refer the below link: -</p> <p>https://www.sebi.gov.in/legal/circulars/nov-2019/disclosures-by-listed-entities-of-defaults-on-payment-of-interest-repayment-of-principal-amount-on-loans-from-banks-financial-institutions-and-unlisted-debt-securities_45036.html</p>
SEBI (LODR) (Amendment) Regulations, 2018	<p>The below mentioned amendment shall be effective from April 1, 2020:</p> <ul style="list-style-type: none"> ❖ Regulation 17(1)(a): the Board of directors of the top 1000 listed entities shall have at least one independent woman director by April 1, 2020; ❖ Regulation 17(1)(c): The board of directors of the top 2000 listed entities shall comprise of not less than six directors ❖ Regulation 17(1)(B) the top 500 listed entities shall ensure that the Chairperson of the board of such listed entity shall - <ul style="list-style-type: none"> ❖ (a) be a non-executive director; ❖ (b) not be related to the Managing Director or the Chief Executive Officer as

	<p>per the definition of the term "relative" defined under the Companies Act, 2013:</p> <p>Provided that this sub-regulation shall not be applicable to the listed entities which do not have any identifiable promoters as per the shareholding pattern filed with stock exchanges.</p> <ul style="list-style-type: none"> ❖ Regulation 17(2A): The quorum for every meeting of the board of directors of the top 2000 listed entities with effect from April 1, 2020 shall be one-third of its total strength or three directors, whichever is higher, including at least one independent director ❖ Regulation 17A(1): A person shall not be a director in not more than seven listed entities.(Provided that a person shall not serve as an independent director in more than seven listed entities).
<p>Non-compliance and Standard Operating Procedure</p>	<p>SEBI has issued a circular SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018 in supersession of its circulars, i.e. CIR/CFD/CMD/12/2015 dated November 30, 2015 and SEBI/HO/CFD/CIR/P/2016/116 dated October 26, 2016, to maintain consistency and to adopt a uniform approach in the matter of levy of fines for non-compliance with provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the manner of suspension of trading of securities of a listed entity and the manner of freezing the holdings of the promoter and promoter group of a non-compliant listed entity. The said circular is effective for the compliance Period ending on or after September 30, 2018. For detailed information, kindly visit http://www.cacsindia.com/Uploads/Files/bb8291ec-e244-40ef-a52b-a93fe4b1a049.pdf</p> <p><i>SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 issued the Standard Operating Procedure (SoP) on imposition of fines and other enforcement actions for non-compliances with provisions of the LODR, the effective date of operation of which is for compliance periods ending on or after March 31, 2020.</i></p> <p><i>The said circular dated January 22, 2020 shall now come into force with effect from compliance periods ending on or after June 30, 2020. It may be noted that the SoP circular dated May 03, 2018 would be applicable till such date. The Link of the above circular is provided at the end of Article.</i></p>

<p>Consolidation of Financial Statements</p>	<ul style="list-style-type: none"> ❖ The company shall present in the annual report, the consolidated financial statements of all subsidiary, associate or any joint venture companies duly audited by its statutory auditors ❖ The following information is required to be disclosed in the Consolidated Balance Sheet for each subsidiary, associate or any joint venture companies including subsidiaries of subsidiaries: <ul style="list-style-type: none"> (a) capital (b) reserves (c) total assets (d) total liabilities (e) details of investment (except in case of investment in the subsidiaries) (f) turnover (g) profit before taxation (h) provision for taxation (i) profit after taxation (j) proposed dividend ❖ The annual 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
<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.</p> <p>For the purpose of reckoning twenty-one days notice, the day of sending the Notice and the day of Meeting shall not be counted. Further in case the company sends the Notice by post or courier, an additional two days shall be provided for the service of Notice.</p> <p>Notice and accompanying documents may be given at a shorter period of time if consent in writing is given thereto, by physical or electronic means, by not less than ninety-five per cent of the Members entitled to vote at such meeting.</p> <p>Notice shall specify the day, date, time and full address of the venue of the Meeting. Notice shall contain complete particulars of the venue of the Meeting including route map and prominent land mark for easy location. In case of companies having a website, the route map shall be hosted along with the Notice on the website.</p> <p>Notice shall also be accompanied, by an attendance slip, Ballot Paper, and a Proxy form with clear instructions for filling, stamping, signing and/or depositing the Proxy form.</p>

	<p>An opportunity should be provided to the members to register his e-mail address and changes therein from time to time with the company or with the concerned depository.</p> <p>Notice of the meeting shall be sent by prescribed mode as mentioned in Section 20 of the Companies Act, 2013 and Secretarial Standard-2.</p> <p>If notice is sent through electronic mode, then procedure prescribed in Rule 18 of Companies (Management and Administration) Rules, 2014 is to be complied with.</p> <p><i>SEBI vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/48 dated March 26, 2020 has extended the date of holding AGM upto September 30, 2020 for the top 100 Listed Company by market capitalisation as required under Regulation 44(5) of LODR.</i></p>
<p>Annual Report to be forwarded to entitled persons</p>	<ul style="list-style-type: none"> ❖ Soft copies of full financial statement shall be sent to all those shareholder(s) who have registered their email address(es) for the purpose ❖ Hard copy of statement containing the salient features of all the documents, as prescribed in section 136 of the Companies Act, 2013 to those shareholder(s) who have not so registered; ❖ Hard copies of full annual reports to those shareholders, who request for the same. <p>In case of hard copy same should be sent by post or registered post or speed post or courier or delivering at office or address.</p>
	<p>Every company, except One Person Companies and other companies having less than or equal to two hundred Members, shall transact items of business as prescribed, only by means of postal ballot instead of transacting such business at a General Meeting in accordance with the section 110(1)(a) of the Companies Act, 2013 and Rule 22(16) of the Companies (Management and Administration) Rule, 2014 and Secretarial Standard-2.</p> <p>Items of business which shall be passed only by postal ballot</p> <ul style="list-style-type: none"> ❖ alteration of the objects clause of the memorandum and in the case of the company in existence immediately before the commencement of the Act, alteration of the main objects of the memorandum ❖ alteration of articles of association in relation to insertion or removal of provisions which are required to be included in the articles of a company in order to constitute it a private company ❖ change in place of registered office outside the local limits of any city, town or village ❖ change in objects for which a company has raised money from public through prospectus and still has any unutilized amount out of the money so raised ❖ issue of shares with differential rights as to voting or dividend or otherwise ❖ variation in the rights attached to a class of shares or debentures or other securities

	<ul style="list-style-type: none"> ❖ buy-back of shares by a company ❖ appointment of a Director elected by small shareholders ❖ sale of the whole or substantially the whole of an undertaking of a company or
	<p>where the company owns more than one undertaking, of whole or substantially the whole of any of such undertakings</p> <ul style="list-style-type: none"> ❖ giving loans or extending guarantee or providing security in excess of the limit specified any other Resolution prescribed under any applicable law rules or regulations.
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 periods ending March 31, 2020 ❖ The annual report shall contain any other disclosures specified in Companies Act, 2013 along with other requirements as specified in Schedule V of these regulations.
Inspection of Financial Statements and other documents	<p>Financial Statements shall be made available for inspection at its registered office during working hours for a period of 21 days before the date of Annual General Meeting.</p> <p>All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection and time and place for inspection should be specified in the Explanatory Statement to notice of AGM.</p>
AGM Compliances	<p>For the purpose of AGM, the following shall be taken care of:</p> <ul style="list-style-type: none"> ❖ Unless the articles of the Company otherwise provide, the members personally present at the meeting shall elect one of themselves to be Chairman thereof on show of hands. ❖ Statutory Auditor shall, either by himself or through his authorized representative, who shall also be qualified to be an auditor, attend the AGM. He shall have a right to be heard at such meeting on any part of the business which concerns him as the auditor. ❖ Secretarial Auditor shall, either by himself or through his authorized representative shall be present at the AGM.

❖ Quorum

Companies	Number of Members on the date of meeting	Quorum
Public Company	Not more than 1000	5
	More than 1000 but upto 5000	15
	More than 5000	30

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

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

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

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

ROC
Compliance
relating to
AGM

❖ To file Form DIR 12 with the ROC for the regularization of additional director within 30 days from the date of passing the resolution in the AGM.

❖ In case any special resolution 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

	<ul style="list-style-type: none"> ❖ Appointment letter should be sent to the appointed directors ❖ To file any other documents as per Notice of AGM
<p>Stock Exchange Compliances relating to AGM</p>	<ul style="list-style-type: none"> ❖ To submit proceedings of the Annual General Meeting to the Stock Exchange on the same day of the AGM; ❖ To submit to the stock exchange, within 48 hours of conclusion of its General Meeting, details regarding the voting results in the prescribed format under Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
<p>Unclaimed Shares</p>	<p>Any unclaimed shares or any corporate benefits not claimed by shareholders shall be credited to a demat suspense account with one of the Depository Participants opened by the issuer. The details of the same will have to be disclosed in the Annual Report of the Company according to the schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
<p>Other Compliances</p>	<ul style="list-style-type: none"> ❖ To place on quarterly basis, before the board of directors, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter as per Regulation 13(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. <p><i>SEBI vide its circular dated SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020, has extended the due date of filing of statement of Investor Complaints up to May 15, 2020. The Link of the above circular is provided at the end of Article.</i></p> <ul style="list-style-type: none"> ❖ In terms of Regulation 23(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the audit committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the listed entity pursuant to each of the omnibus approvals given. ❖ To take note that as per Regulation 23(3)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year. ❖ In terms of Regulation 31(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a statement showing holding of securities and shareholding pattern separately for each class of securities, in the format specified by the Board from time to time within ten days of any capital restructuring of the listed entity resulting in a change exceeding 2% of the total paid-up share capital is to be submitted to the stock exchange(s). <p><i>SEBI vide its circular dated SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020, has extended the due date of filing of shareholding pattern up to May 15, 2020. The Link of the above circular is provided at the end of Article.</i></p> <ul style="list-style-type: none"> ❖ In terms of Regulation 32(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the audit committee

	<p>shall review and publish the information in the newspaper simultaneously with the submission of the same to the stock exchange(s), the variations in the use of the proceeds of right issue, public issue, preferential issue from the objects stated in the offer documents or explanatory statement.</p> <p><i>SEBI vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/48 dated March 26, 2020 has exempted the advertisements in newspapers as required under Regulation 47 for all events scheduled till May 15, 2020.</i></p>
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	<ul style="list-style-type: none"> ❖ To submit the audited financial results in respect of the last quarter along-with the results for the entire financial year, with a note stating that the figures of last quarter are the balancing figures between audited figures in respect of the full financial year and the published year-to-date figures upto the third quarter of the current financial year as per Regulation 33(3)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. ❖ As per sub section (3) of section 92 of the Companies (Amendment) Act, 2017, every company shall place a copy of the annual return on the website of the company, if any, and the web-link of such annual return shall be disclosed in the Board's Report. ❖ a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority has to be annexed with annual Report.
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Secretarial Standards	<p>Provisions of Secretarial Standards to be complied. The Secretarial Standards have been revised and are applicable w.e.f. October 1, 2017. Quick link to revised Secretarial Standard is https://www.icsi.edu/WebModules/Announcement on Revised Secretarial Standards.pdf</p>
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ITEMS TO BE PLACED BEFORE THE BOARD

Actions by the Board as per Listing Regulations	<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 Securities and Exchange Board of India (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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. <p><i>SEBI vide its circular dated SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020,</i></p>

	<p><i>has extended the due date of filing of statement of Investor Complaints up to May 15, 2020. The Link of the above circular is provided at the end of Article.</i></p>
	<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) Securities and Exchange Board of India (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 Securities and Exchange Board of India (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 Securities and Exchange Board of India (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 Securities and Exchange Board of India (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 Securities and Exchange Board of India (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 the Securities and Exchange Board of India (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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ The performance evaluation of independent directors shall be done by the entire board of directors. The directors subject to evaluation shall not participate in terms of Regulation 17(10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. ❖ On January 5, 2017, SEBI has issued a circular as a guidance note on Board evaluation. The hyperlink of the same has been included here http://www.sebi.gov.in/cms/sebi_data/attachdocs/1483607537807.pdf. ❖ The independent directors of the company shall hold at least one meeting in a financial year, without the attendance of non-independent directors and members of management. <p>Ministry of Corporate Affairs vide its General Circular No. 11/2020 dated 24th March, 2020 has exempted the Companies from one meeting of the Independent Directors without the attendance of non-independent directors and members of management for the Financial</p>

	Year 2019-20. The same will not be viewed as a violation. <i>The Link of the above circular is provided at the end of Article.</i>
	❖ To place the minutes of the meetings of the board of directors of the unlisted subsidiary at the meeting of the board of directors of the listed entity in terms of Regulation 24(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ Atleast one independent director of the listed company shall be the director on the Board of Director of the unlisted material subsidiary company in terms of Regulation 24 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ The management of the unlisted subsidiary shall periodically bring to the notice of the board of directors of the listed entity, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary in terms of Regulation 24(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ To make disclosures of any events or information which are material in the opinion of the board of directors of the company in terms of Regulation 30(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Events specified in Para A of Part A of Schedule III are deemed to be material events).
	❖ To make disclosure of the events specified in Para B of Part A of Schedule III in terms of Regulation 30(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on application of the guidelines for materiality, as specified in Regulation 30(4). (Regulation 30(4)(i): Criteria for determination of materiality of events/ information: (a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or (b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; (c) in case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/ information may be treated as being material if in the opinion of the board of directors of listed entity, the event/ information is considered material.)
	❖ To frame a policy for determination of materiality, based on criteria specified in regulation 30(4)(i), duly approved by its board of directors, which shall be disclosed on its website in terms of Regulation 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

	<ul style="list-style-type: none"> ❖ In terms of Regulation 30(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to authorize one or more Key Managerial Personnel: <ul style="list-style-type: none"> • for determining materiality of an event or information • for making disclosures to stock exchange(s) ❖ The contact details of such personnel shall be disclosed to the stock exchange(s) and on the listed entity's website.
	<ul style="list-style-type: none"> ❖ In terms of Regulation 40(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board of directors may delegate the power of transfer of securities to a committee or to compliance officer or to the registrar to an issue and/or share transfer agent(s). ❖ The board of directors and/or the delegated authority shall attend to the formalities pertaining to transfer of securities at least once in a fortnight. ❖ The delegated authority shall report on transfer of securities to the board of directors in each meeting.

POLICIES TO BE FORMULATED

Policies as per Listing Regulations	<ul style="list-style-type: none"> ❖ To formulate a policy in terms of Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for preservation of documents, approved by its board of directors, classifying them in at least two categories as follows- <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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for all members of board of directors and senior management of the listed entity. The code of conduct shall incorporate the duties of independent directors as laid down in the Companies Act, 2013.
	<ul style="list-style-type: none"> ❖ In terms of Regulation 17(9)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to lay down procedures to inform members of board of directors about risk assessment and minimization procedures.
	<ul style="list-style-type: none"> ❖ To formulate a vigil mechanism for directors and employees to report genuine concerns. The vigil mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism in terms of Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

	<ul style="list-style-type: none"> ❖ To formulate a policy on materiality of related party transactions and on dealing with related party transactions in terms of Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ The audit committee shall lay down the criteria for granting the omnibus approval in line with the policy on related party transactions of the listed entity and such approval shall be applicable in respect of transactions which are repetitive in nature in terms of Regulation 23(3)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ To formulate familiarization program for independent directors which shall include nature of the industry in which the listed entity operates, business model of the listed entity, roles, rights, responsibilities of independent directors and any other relevant information in terms of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ To frame a policy for determination of materiality, based on criteria specified in regulation 30(4)(i), duly approved by its board of directors, which shall be disclosed on its website in terms of Regulation 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ To formulate archival policy in terms of Regulation 30(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. ❖ The listed entity shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website of the listed entity for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website.
	<ul style="list-style-type: none"> ❖ Top five hundred listed entities based on market capitalization, calculated as on March 31 of every financial year, shall formulate dividend distribution policy in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. ❖ The Policy shall be disclosed in the annual reports of the Company ❖ Contents of the policy: <ul style="list-style-type: none"> • the circumstances under which the shareholders of the listed entities may or may not expect dividend; • the financial parameters that shall be considered while declaring dividend; • internal and external factors that shall be considered for declaration of dividend; • policy as to how the retained earnings shall be utilized; and • parameters that shall be adopted with regard to various classes of shares

	<ul style="list-style-type: none"> ❖ Policy and procedure for inquiry in case of leak of UPSI or suspected leak of UPSI ❖ To amend the policy on Code of Fair Disclosure and Conduct to include determination of 'legitimate purpose' ❖ To amend Code of Conduct as per regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 to cover trading by its designated persons and immediate relatives of designated persons.
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RISK COMMITTEE

Reference	Particulars
Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Top 500 listed entities, determined on the basis of market capitalization, as at the end of the immediate previous financial year shall constitute Risk Management Committee.
	The Board of directors shall constitute a Risk Management Committee.
	The majority of members of Risk Management Committee shall consist of members of the Board of directors. [and in case of a listed entity having outstanding SR equity shares, at least two thirds of the Risk Management Committee shall comprise of independent directors].
	The Chairperson of the Risk management committee shall be a member of the Board of directors and senior executives of the listed entity may be members of the committee.
	The Board of directors shall define the role and responsibility of the Risk Management Committee and may delegate monitoring and reviewing of the risk management plan to the committee and such other functions as it may deem fit, such function shall specifically cover cyber security.
	<i>SEBI vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/48 dated March 26, 2020 has extended the time period for holding one meeting of the risk management committee at least once in a financial year upto June 30, 2020 for the Financial Year 2019-20.</i>

BUSINESS RESPONSIBILITY REPORT

Reference	Particulars
Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	<p>Mandatory Applicability: Top one thousand listed entities based on market capitalization, calculated as on March 31 of every financial year.</p> <p>Voluntary Applicability:</p> <ul style="list-style-type: none"> ❖ Listed entities other than top One Thousand listed companies based on market capitalization. ❖ Listed entities having their specified securities listed on SME Exchange.
	<p>The annual report shall contain a business responsibility report describing the initiatives taken by the listed entity from an environmental, social and governance perspective, in the format as specified by SEBI in its vide circular CIR/CFD/CMD/10/2015 dated November 4, 2015.</p> <p>https://www.bseindia.com/downloads/whtsnew/file/SEBI%20Cir%20on%20BRR%2004_11_2015.pdf</p>
	<p>The listed entities which have been submitting sustainability reports to overseas regulatory agencies/ stakeholders based on internationally accepted reporting frameworks need not prepare a separate report for the purpose of the guidelines but only furnish the same to their stakeholders along with the details of the framework under which their Business Responsibility Report has been prepared and a mapping of the principles contained in the guidelines to the disclosures made in their sustainability reports.</p>
	<p>Nine principles have been specified by SEBI in its vide circular CIR/CFD/CMD/10/2015 dated November 4, 2015 to assess compliance with environmental, social and governance norms.</p>

OBLIGATIONS WITH RESPECT TO EMPLOYEES INCLUDING SENIOR MANAGEMENT, KEY MANAGERIAL PERSONS, DIRECTORS AND PROMOTERS

Reference	Particulars
Regulation 26(6) of SEBI (Listing Obligations and Disclosure Requirements)	No employee including key managerial personnel or director or promoter of a listed entity shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution.

Regulations, 2015	<p>Compliances for entering into above specified agreement/ subsisting or expired agreement:</p> <ul style="list-style-type: none"> ❖ prior approval has to be obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution ❖ the agreement, if any, whether subsisting or expired, entered during the preceding three years from the date of coming into force of this sub-regulation, shall be disclosed to the stock exchanges for public dissemination ❖ the subsisting agreement, if any, as on the date of coming into force of this sub-regulation shall be placed for approval before the Board of Directors in the forthcoming Board meeting ❖ after the Board approves such agreement, the same shall be placed before the public shareholders for approval by way of an ordinary resolution in the forthcoming general meeting ❖ all the interested persons involved in the transaction covered under the agreement shall be abstained from voting in the general meeting ❖ the definition of 'interested person' shall mean any person holding voting rights in the listed entity and who is in any manner, whether directly or indirectly, interested in an agreement or proposed agreement, entered into or to be entered into by such a person or by any employee or key managerial personnel or director or promoter of such listed entity with any shareholder or any other third party with respect to compensation or profit sharing in connection with the securities of such listed entity.
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OTHER COMPLIANCES

Insider Trading	<ul style="list-style-type: none"> ❖ Every person on appointment as a KMP 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
	<ul style="list-style-type: none"> ❖ Disclosure by other connected persons- Any company with its securities listed may require any connected person or class of connected persons to make disclosures of holding and trading in securities in such form and at such frequency as determined by the company in order to monitor compliance with these regulations.

	<ul style="list-style-type: none"> ❖ Code of Fair Disclosure- The board of directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of fair practices and procedures for fair disclosure of unpublished price sensitive information which must include determination of 'legitimate purpose' that it would follow in order to adhere to each of the principles set out in Schedule A to these regulations, without diluting the provisions of these regulations in any manner. ❖ Every such code of practices and procedures for fair disclosure of unpublished price sensitive information and every amendment thereto shall be promptly intimated to the stock exchanges where the securities are listed.
	<ul style="list-style-type: none"> ❖ Trading window Trading window shall be closed by the closure of each quarter till the 48 hours after the declaration of financial results in the Board Meeting. 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 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 The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
	<p>SEBI via circular no. SEBI/HO/ISD/CIR/P/2019/82 dated July 19, 2019, standardized the process relating to dealing with violation of code of conduct by Listed company, intermediaries and fiduciaries. Following compliances are to be ensured in the case of violation</p> <ul style="list-style-type: none"> ❖ Report such violation by designated persons and immediate relatives of designated persons in the standardized format to SEBI. ❖ Maintain a database of the violation of code of conduct by designated persons and their immediate relatives that would entail initiation of appropriate action against them.
	<ul style="list-style-type: none"> ❖ Updation of the Structured digital database containing the names of such persons or entities as the case may be with whom information is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

Amendment in Code of Conduct	<ul style="list-style-type: none"> ❖ Every company having Code of Conduct under these regulations shall ensure that such a Code of Conduct provides for suitable protection against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee who reports any information relating to violation of insider trading laws to SEBI. ❖ For the purpose of this "employee" means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under these regulations and is a director, partner, regular or contractual employee, but does not include an advocate. <p>Please refer the below mentioned link: https://www.sebi.gov.in/legal/regulations/sep-2019/securities-and-exchange-board-of-india-prohibition-of-insider-trading-third-amendment-regulations-2019_44341.html</p>
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UNLISTED PUBLIC COMPANIES INCLUDING DEEMED PUBLIC

Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Material unlisted subsidiaries incorporated in India of every listed entity shall undertake secretarial audit w.e.f. the year ended March 31, 2019.
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><i>Due to Covid-19, Ministry of Corporate Affairs vide its General Circular No. 11/2020 dated 24th March, 2020, has extended the mandatory requirement of holding meetings of the Board of the companies within the intervals of 120 days by an additional period of 60 days till next two quarters i.e., till 30th September, 2020. The Link of the above circular is provided at the end of Article.</i></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>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 in writing to every director of the company by hand or by speed post or by registered post or by facsimile or by e-mail or by any other electronic means by giving not less than 7 days' notice before the date of meeting, unless the Articles prescribe a longer period. In case of Company sends the notice by speed post or by registered post, then additional two days shall be added for the service of notice. ❖ In case, the Board meeting conducted at a shorter notice, the Company may choose an expedient mode of sending notice. ❖ In case the facility of participation through electronic mode is being made

available, the notice shall provide the information to the directors about the availability of such facility and provide them necessary information to avail such facility. Further, the notice shall also contain the contact number or e-mail address(es) of the Chairman or the Company Secretary or any other person authorized by the Board, to whom the Director shall confirm in this regard.

- ❖ To hold the board meeting as per schedule and in compliance with Rule 3 & 4 of Companies (Meetings of Board and its Powers) Rules, 2014 if meeting is held through video conferencing or other audio visual means.

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

To obtain disclosures with respect to:

- ❖ 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 the existing directors/ appointed as Additional Director, if any.
- ❖ change in his concern or interest in any company or companies or body corporate in Form MBP-1 from all the directors and Key Managerial Personnel under section 184(1) and 189 of the Companies Act, 2013, respectively.

- ❖ declaration from Independent Directors under section 149(7) of the Companies Act, 2013 that he /she meets the criteria of independence or whenever there is any change in the circumstances which may affect his status as an independent Director.

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

To obtain offer letter, Form DIR-2 and Form DIR 8 from the Rotational Directors for their re-appointment at the Annual General Meeting.

To obtain confirmation letter, Form DIR-2 and Form DIR 8 from the Additional Director along with Rs. 1 lakh for his appointment as Director at the Annual General Meeting.

As per section 160 of the Companies Act, 2013, the requirements of deposit of amount shall not apply in case of the appointment of an independent director or a director recommended by the Nomination and Remuneration Committee, if any, constituted under sub-section (1) of section 178 of the Companies Act, 2013 or a director recommended by the Board of Directors of the Company, in the case of a company not required to constitute Nomination and Remuneration Committee.

<p>Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019</p> <p>Companies (creation and maintenance of databank of Independent Directors) Rules, 2019</p>	<ul style="list-style-type: none"> ❖ As these rules are effective from 01.12.2019, therefore already appointed Independent Directors on the date of the Commencement of these rules and who intends to get appointed as an independent director in a company after commencement of these rules shall within a period of Five months (i.e. 30.04.2020) from such commencement and before such appointment apply online to the institute for inclusion of his name in the data bank for a period of one year or five years or for his life-time ❖ "Provided that an individual shall not be required to pass the online proficiency self-assessment test, when he has served as a director or key managerial personnel, for a total period of not less than ten years, as on the date of inclusion of his name in the databank, in more of the following companies, namely:- <ul style="list-style-type: none"> (a) listed public company; or (b) unlisted public company having a paid-up share capital of rupees ten crore or more; or (c) body corporate listed on a recognized stock exchange: ❖ Provided further that for the purpose of calculation of the period of ten years referred to in the first proviso, any period during which an individual was acting as a director or as a key managerial personnel in two or more companies or Body Corporates at the same time shall be counted only once ❖ The Link to the notification:- http://mca.gov.in/Ministry/pdf/rule_28022020.pdf <p><i>MCA vide Notification dated 28th February, 2020 has extended the time period from three months to five months for inclusion of the name in the Data Bank. The Link of the above notification is provided at the end of Article.</i></p>
<p>CSR Committee Meeting</p>	<p>If CSR is applicable on the Company, the CSR Committee shall convene its meeting to update the Committee w.r.t. the status of the projects, programs or activities undertaken during the period.</p> <p>CSR Committee shall convene its meeting to recommend the following to the Board for its approval:</p> <ul style="list-style-type: none"> ❖ To recommend the amount of expenditure to be incurred on the CSR activities ❖ Recommendation of CSR Annual Report for FY 2018-19 for the approval of the Board of Directors of the Company as per the format specified in the Companies (Corporate Social Responsibility Policy) Rules, 2014, which shall form the part of Board's Report.
<p>Up to 15th July</p>	<p>To file RBI Annual Return on Foreign Assets and Liabilities, it is required to be submitted by all the India resident companies which have received FDI and/ or made overseas investment in any of the previous year(s), including current year by July 15 every year.</p>
<p>Approval of Annual Accounts and AGM related matters</p>	<p>To fix a Board meeting in the manner stated above for consideration of Financial Statements and all other AGM related matters. However, matter relating to approval of the financial statements shall not be dealt with in a meeting through video conference or other audio visual means. The important items for the board meeting shall be as per schedule and in compliance with Section 173 read with the rules made thereunder.</p> <ul style="list-style-type: none"> - To take note of disclosures received from the directors and KMP - To take note of the specific disclosure received from directors in respect of proposed contract or arrangement in the meeting

- To recommend the dividend, if any
- To approve the auditors' fees
- To recommend the appointment of auditors
- To recommend the appointment of retiring directors
- ❖ To approve the standalone and consolidated Financial statements if applicable
- ❖ To appoint Internal Auditor of the Company, if applicable.
- ❖ To appoint Secretarial Auditor of the Company, if applicable
- ❖ To take note of Circular resolutions passed since last board meeting.
- ❖ To approve revision in Remuneration of KMPs including CS and CFO, if any.
- ❖ To approve CSR Annual Report
- ❖ To appoint Cost Auditor, if applicable
- ❖ To approve Cost Audit Report, if applicable
- ❖ To recommend remuneration to Cost Auditor for approval at AGM
- ❖ To take note of Secretarial Audit Report of the FY 2018-19
- ❖ To approve the Directors' Report
- ❖ To approve the place of maintaining the books of accounts, if maintained at a place other than registered office
- ❖ To approve all other special business which is to be included in the notice of AGM
- ❖ To fix the AGM date (If Financial year of the company ends on 31st March of this year the Annual General Meeting must be held on or before 30th September, 2019. However, gap between two Annual General Meetings should not be more than 15 months).
- ❖ To approve the notice for convening the AGM
- ❖ To check:
 - 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
 - e) Section 180(1)(a) and 180(1)(c)
 - Any other item requiring shareholders' approval
- ❖ If Dividend declared by the Company at AGM, a separate bank account is to be opened and the dividend amount must be deposited with the bank within a period of five days from the date of declaration.
- ❖ Thereafter the dividend amount shall be distributed among the entitled shareholders of the company within thirty days from the date of the declaration.
- ❖ IF, Dividend is not paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.
- ❖ Further, the unpaid or unclaimed Dividend transferred to the Unpaid Dividend Account of a company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to the Investor Education and Protection Fund as per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016

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 following powers are exercised in Board Meeting as per the provisions of section 117(3)(c) and section 179 of the Companies Act 2013 and Rule 8 of the Companies (Meetings of Board and its Powers) Rule 2014:
Upto 30 th April	Every specified Company mandatorily requires to submit a half yearly return in MSME Form I on or before 30 th April for the half year ended on 31.03.20.
Upto 30 th June	<ol style="list-style-type: none"> 1. Every Company who has received 2. Any money or loan considered as deposits 3. Any money and 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 as on 31st March of every financial year, which needs to be submitted on or before 30th June of every year.</p>
Upto 30 th June	To file Annual Performance Report (APR) in Form ODI Part III to the RBI, it is required to be submitted by all the Indian resident companies which has made an Overseas Direct Investment (ODI) in any of the previous year(s), including current year by June 30 th every year in respect of each Joint Venture (JV) / Wholly Owned Subsidiary (WOS) outside India set up or acquired by all the Indian resident companies.
Rule 9A of The Companies (Prospectus and Allotment of Securities) Rules, 2014	<ul style="list-style-type: none"> ❖ Every Unlisted Public Company shall furnish the audit report provided under regulation 76 of the securities and Exchange Board of India (Depositories and participants) Regulations, 1996 on a half-yearly basis. ❖ As any Form is not prescribed by MCA therefore the same shall be filed in Form GNL-1

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(ies), associate(s) or any joint venture companies duly audited by its statutory auditors ❖ The following information is required to be disclosed in the Consolidated Balance Sheet for each subsidiary, associate or any joint venture companies including subsidiaries of subsidiaries in Form AOC-1: <ul style="list-style-type: none"> (a) capital (b) reserves (c) total assets (d) total liabilities (e) details of investment (except in case of investment in the subsidiaries) (f) turnover (g) profit before taxation (h) provision for taxation (i) profit after taxation (j) proposed dividend ❖ The annual accounts of the subsidiary companies are kept for inspection by any shareholders in the head office of the holding company and of the subsidiary companies concerned and a note to the above effect are 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
Secretarial Standards	<ul style="list-style-type: none"> ❖ As per section 118(10) of the Act, provisions of Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs shall be complied by the companies.
Rule 16 of Companies (Acceptance of Deposit) Rules, 2014	<ul style="list-style-type: none"> ❖ Every company other than the Government Company to which these rules apply, shall on or before the 30th day of June, of every year, file with the Registrar, a return of Deposit or particulars of transaction not considered as deposit or both in Form DPT-3 along with the fee as provided in Companies (Registration Offices and Fees) Rules, 2014 and furnish the information contained therein as on the 31st day of March of that year duly audited by the auditor of the company.
Website	<p>The website of the company shall be updated by uploading the following:</p> <ul style="list-style-type: none"> ❖ Notice of AGM ❖ Separate Audited accounts in respect of each of its subsidiaries ❖ Notice of candidature of a person for directorship ❖ Annual report of the Company for the financial year ended March 31, 2020 ❖ Copy of the annual return of the Company ❖ The information w.r.t. resignation from a director on its website ❖ Policies, if any updated recently.

AGM Notice	<p>For the purpose of reckoning twenty-one days clear Notice, the day of sending the Notice and the day of Meeting shall not be counted. Further in case the company sends the Notice by post or courier, an additional two days shall be provided for the service of Notice.</p> <p>Notice and accompanying documents may be given at a shorter period of time if consent in writing is given thereto, by physical or electronic means, by not less than ninety-five per cent of the Members entitled to vote at such meeting.</p> <p>Notice shall specify the day, date, time and full address of the venue of the Meeting. Notice shall contain complete particulars of the venue of the Meeting including route map and prominent land mark for easy location. In case of companies having a website, the route map shall be hosted along with the Notice on the website.</p> <p>Notice shall be accompanied, by an attendance slip and a Proxy form (MGT-11) with clear instructions for filling, stamping, signing and/or depositing the Proxy form</p> <p>An opportunity should be provided to the members to register his e-mail address and changes therein from time to time with the company or with the concerned depository.</p> <p>Notice of the meeting shall be sent by prescribed mode as mentioned in Section 20 of the Companies Act, 2013 and Secretarial Standard-2.</p> <p>If notice is sent through electronic mode, then procedure prescribed in Rule 18 of Companies (Management and Administration) Rules, 2014 is to be complied with.</p>
Annual Report to be forwarded to entitled persons	<p>Director's Report along with the copies of full financial statement including consolidated financial statements, if any along with its attachments shall be sent to every Director, member, Auditor of the Company, Secretarial Auditor (if applicable on the Company), every trustee for the debenture holder and to all other entitled persons not less than 21 days before the date of meeting.</p>
Inspection of documents	<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>
At the AGM Compliances	<p>For the purpose of AGM, the following shall be taken care of:</p> <ul style="list-style-type: none"> ❖ Unless the articles of the Company otherwise provide, the members personally present at the meeting shall elect one of themselves to be Chairman thereof on show of hands.
	<ul style="list-style-type: none"> ❖ Auditor shall, either by himself or through his authorized representative, who shall also be qualified to be an auditor, attend the AGM. He shall have a right to be heard at such meeting on any part of the business which concerns him as the auditor
	<ul style="list-style-type: none"> ❖ Chairperson of Nomination and Remuneration Committee and Stakeholders Relationship Committee or in his absence, any other member of the committee authorized by him in this behalf shall attend the AGM.

❖ Quorum

Companies	Number of Members on the date of meeting	Quorum
Public Company	Not more than 1000	5 members personally present
	More than 1000 but upto 5000	15 members personally present
	More than 5000	30 members personally present

❖ Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts and Arrangements with related parties shall be kept open for inspection at every AGM.

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

ROC
Compliance
relating to
AGM

❖ To file Form DIR 12 with the ROC for regularization of additional director within 30 days from the date of passing the resolution in the AGM.

❖ 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.

❖ 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

Postal Ballot	<p>Every company, except One person Companies and a company having upto two hundred Members, shall transact items of business as prescribed, only by means of postal ballot instead of transacting such business at a General Meeting in accordance with the section 110(1)(a) of the Companies Act, 2013 and Rule 22(16) of the Companies (Management and Administration) Rule, 2014 and Secretarial Standard- 2.</p> <p>Items of business which shall be passed only by postal ballot</p> <ul style="list-style-type: none"> ❖ alteration of the objects clause of the memorandum and in the case of the company in existence immediately before the commencement of the Act, alteration of the main objects of the memorandum ❖ alteration of articles of association in relation to insertion or removal of provisions which are required to be included in the articles of a company in order to constitute it a private company ❖ change in place of registered office outside the local limits of any city, town or village ❖ change in objects for which a company has raised money from public through prospectus and still has any unutilized amount out of the money so raised ❖ issue of shares with differential rights as to voting or dividend or otherwise ❖ variation in the rights attached to a class of shares or debentures or other securities ❖ buy-back of shares by a company ❖ appointment of a Director elected by small shareholders ❖ sale of the whole or substantially the whole of an undertaking of a company or where the company owns more than one undertaking, of whole or substantially the whole of any of such undertakings ❖ giving loans or extending guarantee or providing security in excess of the limit specified
Secretarial Standards	<p>Provisions of Secretarial Standards to be complied. The Secretarial Standards have been revised and are applicable w.e.f. October 1, 2017. Quick link to revised Secretarial Standard is https://www.icsi.edu/WebModules/Announcement_on_Revised_Secretarial_Standards.pdf</p>

THRESHOLD BASED COMPLIANCES UNDER THE COMPANIES ACT, 2013

S.No.	Particulars	Reference	Criteria of Applicability
1	Acceptance of deposits from public	Section 76 Rule 2(1)(c)(xiv)(e) of Companies (Acceptance of Deposits) Rules, 2014	Public Company having: Net worth ≤ Rs. 100 crores; or Turnover ≤ Rs. 500 crores
2	Filing of Annual Return (Certified by a PCS)	Section 92(2) Rule 11 of Companies (Management and Administration) Rules, 2014	Listed Company; or Company having: Paid Up Share Capital = Rs. 10 crores or more; or Turnover = Rs. 50 crores or more.
3	Statement indicating Annual evaluation of its own performance by the Board in Financial Statement, Board's report, etc	Section 134(3) Rule 8(4) of Companies (Accounts) Rules, 2014	Listed Company; and Public Company having: Paid Up Share Capital = Rs. 25 crores or more (calculated at the end of the FY).
4	Corporate Social Responsibility	Section 135	Every Company having: Net worth = Rs. 500 crore or more; or Turnover = Rs. 1000 cr or more; or Net Profit = Rs. 5 crore or more; (during any FY)
5	Manner of circulation of Financial Statements in certain cases (By electronic mode & dispatch of physical copies)	Section 136 Rule 11 of Companies (Accounts) Rules, 2014	Listed Company; or Public Company having: Net Worth > Rs. 1 crores; or Turnover > Rs. 10 crores.
6	Internal Auditor	Section 138 Rule 13 of Companies (Accounts) Rules, 2014	Listed Company; Unlisted Public Company having: Paid up Share Capital = Rs. 50 crores or more (during the preceeding FY); or Turnover = Rs. 200 crore or more (during the preceeding FY); or Outstanding loans or borrowings from banks or public

			<p>financial institutions > Rs. 100 crore or more (at any point of time during the preceding financial year); Outstanding Deposits = Rs. 25 crore or more (at any point of time during the preceding financial year); Private Company having: Turnover = Rs. 200 crore or more (during the preceding financial year); or Outstanding loans or borrowings from banks or public financial institutions > Rs. 100 crore or more (at any point of time during the preceding financial year)</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</p>

			Services = Rs. 35 crores or more (immediately preceding FY)
9	Cost Audit	Section 148 Rule 4 of Companies (Cost Records and Audit) Rules, 2014	<u>Every Company including foreign companies,</u> engaged in the production of goods and services as specified in the Table of Rule 3A, having: Overall Annual Turnover from all its Products or Services = Rs. 35 crores or more (during immediately preceding FY); and Aggregate Turnover of individual product/products/ service/services for which cost records are required to be maintained = Rs. 25 crores of more.
10	Cost Audit	Section 148 Rule 4 of Companies (Cost Records and Audit) Rules, 2014	<u>Every Company including foreign companies,</u> engaged in the production of goods and services as specified in the Table of Rule 3B, having: Overall Annual Turnover from all its Products or Services = Rs. 100 crores or more (during immediately preceding FY); and Aggregate Turnover of individual product/products/ service/services for which cost records are required to be maintained = Rs. 35 crores of more.
11	Non Applicability of Cost Audit	Section 148 Rule 4 of Companies (Cost Records and Audit) Rules, 2014	<u>Company covered under Rule 3 of Companies (Cost Records and Audit) Rules, 2014</u> 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. 5 crores or more.
18	Secretarial Audit Report	Section 204(1) Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	Listed Company; Public Company having: Paid Up Share Capital = Rs. 50 crores or more; or Turnover = Rs. 250 crores or more; or Having outstanding loans or borrowings from banks or public financial institutions of 100 crore rupees or more.

IEPF COMPLIANCES

Form No. & Reference	Particulars and Timeline
IEPF-1 Rule 5(1) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016	Any amount required to be credited by the companies to the Fund as provided under clauses (a) to (n) of sub-section (2) of section 125 of the Act shall be remitted online along with a Statement in Form No. IEPF 1 containing details of such transfer to the Authority within a period of thirty days of such amounts becoming due to be credited to the Fund.
IEPF 2 [Rule 5(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016]	<p>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:</p> <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>

<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]</p>	<p>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.</p>
<p>IEPF 4 [Rule 6(5) & 6(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016]</p>	<p>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.</p>
<p>IEPF 7 [rule6(13) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016]</p>	<p>Statement of amounts credited by the companies to the Fund as provided under sub-rule (10) (11) and (12) of Rule 6.</p>

MAJOR COMPLIANCE OF SECRETARIAL STANDARD-1 APPLICABLE FOR ALL COMPANIES

	<ul style="list-style-type: none"> ❖ Notice shall be issued by the Company Secretary or where there is no Company Secretary, any Director or any other person authorized by the Board for the purpose. ❖ A Director shall neither be reckoned for Quorum nor shall be entitled to participate in respect of an item of business in which he is interested. However, in case of a private company, a Director shall be entitled to participate in respect of such item after disclosure of his interest ❖ Quorum shall be present throughout the Meeting. ❖ Proof of sending the following shall be maintained by the Company for such period as decided by the Board, which shall not be less than three years from the date of the Meeting: <ul style="list-style-type: none"> • notice and its delivery; • agenda and notes on agenda and their delivery; • sending and delivery of the draft of the resolution by circulation and the necessary papers; • draft minutes and its delivery;
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	<ul style="list-style-type: none"> • 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, depending on the size and volume. 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.
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DEPOSITS

<p>Section 74 (1)(a) read with Rule 20 of the Companies (Acceptance of Deposits) Rules, 2014</p>	<p>The Company shall file, within a period of three months from the commencement or from the date on which the payments are due, with the Registrar a statement, i.e. Form DPT 4, of all the deposits accepted by the company and sums remaining unpaid on such amount with the interest payable thereon along with the arrangements made for such repayment, notwithstanding anything contained in any other law for the time being in force or under the terms and conditions subject to which the deposit was accepted or any scheme framed under any law.</p>
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WEBSITE UPDATION BY THE COMPANIES AS PER THE COMPANIES ACT AND LISTING REGULATIONS UNDER A SEPARATE SECTION ON ITS WEBSITE

<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.
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<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. ❖ Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year, uploaded at least 21 days prior to the date of the annual general meeting which has been called to inter alia consider accounts of that financial year.
	<ul style="list-style-type: none"> ❖ Policy on determining material subsidiaries. ❖ Details of familiarization programmes 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 ❖ All credit ratings ❖ Separate Audited Financials of each subsidiary
<p>Regulation 62 of the Listing (Obligation and Disclosure Requirement) Regulations, 2015 (whose Non-Convertible Debentures or Non-Cumulative Redeemable Preference Shares or both are issued)</p>	<p>The listed entity shall maintain a functional website containing the following information about the listed entity:</p> <ul style="list-style-type: none"> ❖ details of its business ❖ financial information including complete copy of the annual report including balance sheet, profit and loss account, directors report etc ❖ contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances; ❖ email address for grievance redressal and other relevant details; ❖ name of the debenture trustees with full contact details; ❖ information with respect to the following events: <ul style="list-style-type: none"> (i) default by issuer to pay interest on or redemption amount; (ii) failure to create a charge on the assets; (iii) revision of rating assigned to the non-convertible debt securities ❖ Financials including consolidated financial statements. ❖ Name and contact details of the debenture trustee, if any Information, reports, notices, call letters, circulars, proceedings, etc. relating to nonconvertible redeemable preference shares or non-convertible debt securities. ❖ Compliance report relating to non-convertible redeemable preference shares or non-convertible debt securities. ❖ Information relating to default by company to pay interest or redemption amount. Failure in creating charge on assets, Revision in rating assigned to non-convertible debt securities.

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.
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.
Rule 15 of Companies (Meeting of Board and its Powers) 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 Companies (Management and Administration) Rules, 2014	<ul style="list-style-type: none"> ❖ 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	<ul style="list-style-type: none"> ❖ 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	<ul style="list-style-type: none"> ❖ Statement of Unpaid Dividend Account.
Rule 22 of Companies (Management and Administration) Rules, 2014	<ul style="list-style-type: none"> ❖ 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	<ul style="list-style-type: none"> ❖ Annual Report on CSR along with the CSR policy.
Section 150 (1) of Companies Act, 2013	<ul style="list-style-type: none"> ❖ 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	<ul style="list-style-type: none"> ❖ 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	<ul style="list-style-type: none"> ❖ Policy for determination of materiality. ❖ Contact details of the personnel who is authorized for determining the materiality. ❖ Any material information or events as per archival policy. ❖ Details of the shareholders in respect of the transfer of shares three months before the due date of transfer of shares including their folio number or DP ID - Client ID
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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:

<p>SEBI vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020</p>	<p>SEBI has decided to grant the relaxations from compliance stipulations specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') to listed entities.</p> <p>A. The timelines for certain filings as required under the provisions of the LODR are extended, as follows:</p>				
	S.No	Regulation and associated filing	Relaxation w.r.t. the Quarter / Financial Year ending March 31, 2020		
			Due Date	Extended date	Period of relaxation
	1	Regulation 7(3) relating to compliance certificate on share transfer facility	April 30, 2020	May 31, 2020	1 month
	2	Regulation 13(3) relating to Statement of Investor complaints	April 21, 2020	May 15, 2020	3 weeks (appx.)
	3	Regulation 24A read with circular No CIR/CFD/CMD1/27/2019 dated February 8, 2019 relating to Secretarial Compliance report	May 30, 2020	June 30, 2020	1 month
	4	Regulation 27(2) relating to Corporate Governance report	April 15, 2020	May 15, 2020	1 month
	5	Regulation 31 relating to Shareholding Pattern	April 21, 2020	May 15, 2020	3 weeks (appx.)
	6	Regulation 33 relating to Financial Results	May 15, 2020	June 30, 2020	45 days
			May 30, 2020	June 30, 2020	1 month
	A. Relaxation of time gap between two board / Audit Committee meetings:				

	<p>Regulatory provision</p> <p>Regulation 17(2): The board of directors shall meet at least four times a year, with a maximum time gap of one hundred and twenty days between any two meetings.</p> <p>Regulation 18(2)(a): The 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>Relaxation</p> <p>The board of directors and Audit Committee of the listed entity are exempted from observing the maximum stipulated time gap between two meetings for the meetings held or proposed to be held between the period December 31, 2019 and June 30, 2020.</p> <p>However the board of directors / Audit Committee shall ensure that they meet atleast four times a year, as stipulated under regulations 17(2) and 18(2)(a) of the LODR.</p>										
<p>SEBI vide circular no. SEBI/HO/CD/CMD1/CI R/P/2020/41 dated March 23, 2020</p>	<p>SEBI has provided certain relaxations by providing extension of timelines to listed entities which have listed their specified securities and Non-Convertible Debentures (NCDs), Non-Convertible Redeemable Preference Shares (NCRPS), Municipal Debt Securities (MDS) and Commercial Papers (CPs).</p> <p>Companies proposing to make public issue of debt securities are required to give the audited financials in the offer document and for issuers, which intend to list their Commercial Papers, which are not older than 6 months from the date of prospectus and submit its latest audited financials which should not be older than six month respectively, are allowed to disclose unaudited financials with limited review report, instead of audited financials, for the stub period.</p> <p>In order to enable issuers who intend/propose to list their NCD/NCRPS/CPs, it has been decided to grant the following relaxations in timelines:</p>	<table border="1" data-bbox="582 1451 1327 1908"> <thead> <tr> <th>Particulars</th> <th>Available Audited financials</th> <th>Date for issuance</th> <th>Extended date for issuance</th> <th>Period of relaxation</th> </tr> </thead> <tbody> <tr> <td>Cut-off date for issuance of NCDs/NCRPS/CPs</td> <td>As on September 30, 2019</td> <td>On or before March 31, 2020</td> <td>On or before May 31, 2020</td> <td>60 Days</td> </tr> </tbody> </table> <p>The timelines for certain filings as required under the provisions of the LODR and aforesaid circulars are extended, as follows:</p>	Particulars	Available Audited financials	Date for issuance	Extended date for issuance	Period of relaxation	Cut-off date for issuance of NCDs/NCRPS/CPs	As on September 30, 2019	On or before March 31, 2020	On or before May 31, 2020	60 Days
Particulars	Available Audited financials	Date for issuance	Extended date for issuance	Period of relaxation								
Cut-off date for issuance of NCDs/NCRPS/CPs	As on September 30, 2019	On or before March 31, 2020	On or before May 31, 2020	60 Days								

S.No	Regulation and associated filing	Filing	Relaxation w.r.t. the Half Year / Financial Year ending March 31, 2020		
			Due within	Due Date	Extended date
1	Large Corporate-Initial Disclosure and Annual Disclosure (SEBI Circular HO/DDHS/CIR/P/2018/144 dated November 26, 2018)	Initial Disclosure - within 30 days from the beginning of Financial year	April 30, 2020	June 30, 2020	60 Days
		Annual Disclosure - within 45 days from the end of Financial year	May 15, 2020	June 30, 2020	45 Days
Non-Convertible Debentures (NCDs) / Non-Convertible Redeemable Preference Shares (NCRPS)					
2	Regulation 52 (1) and (2) relating to Financial Results	45 days from the end of the Half Year	May 15, 2020	June 30, 2020	45 Days
		60 days from the end of Financial Year for Annual Financial Results	May 30, 2020	June 30, 2020	30 Days
3	Common obligations prescribed under Chapter-III of SEBI (LODR) Regulations, 2015	Timelines as prescribed in SEBI Circular no. SEBI/HO/CD/CMD1/ CIR/P/2020/38 dated March 19, 2020			
Commercial Papers (CPs)					
4	Financial Results	45 days from the end of the Half Year	May 15, 2020	June 30, 2020	45 Days
		60 days from the end of Financial Year for Annual Financial Results	May 30, 2020	June 30, 2020	30 Days

The timelines for certain filings as required under the provisions of the ILDM Regulations and SEBI circular nos. CIR/IMD/DF1/ 60 /2017 dated June 19, 2017 and SEBI/HO/DDHS/CIR/P/134/2019 dated November 13, 2019 are extended, as follows:

S. No	Regulation and associated filing	Filing	Relaxation w.r.t. the Half Year / Financial Year ending March 31, 2020		
			Due Date	Extended date	Period of relaxation
1	Investor Grievance Report as per Municipal Bond-	within 30 working days from end of Half Year	April 30, 2020	June 30, 2020	60 Days
2	Financial Results	60 days from the end of Financial Year for Annual Financial Results	May 30, 2020	June 30, 2020	30 Days
3	Accounts maintained by Issuers under ILDM Regulations	45 days from end of quarter	May 15, 2020	June 30, 2020	45 Days

Kindly refer below link-

<https://www.sebi.gov.in/legal/circulars/mar-2020/relaxation-from-compliance-with-certain-provisions-of-the-sebi-listing-obligations-and-disclosure-requirements-regulations-2015-and-certain-sebi-circulars-due-to-the-covid-19-virus-pandemic-cont-46395.html>

SEBI vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 had provided relaxation from compliance with certain provisions of the LODR. It has been decided to grant the following further relaxations from the LODR:

A. Filings

S.No	Regulation and associated filing	Relaxation w.r.t. the Quarter / Half-year Financial Year ending March 31, 2020		
		Due Date	Extended date	Period of relaxation
1	Regulation 40(9) relating to Certificate from Practicing Company Secretary on timely issue of share certificates	April 30, 2020	May 31, 2020	1 month

SEBI vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/48 dated March 26 2020

2	Regulation 44(5) relating to holding of AGM by top 100 listed entities by market capitalization for FY 19-20	August 21, 2020	September 30, 2020	1 month	
<p>B. Conduct of Committee meetings –Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee</p>					
S.No	Regulation and associated filing	Frequency	Relaxation w.r.t. the Quarter / Half-year Financial Year ending March 31, 2020		
			Due Date	Extended date	Period of relaxation
1	Regulation 19(3A)- The nomination and remuneration committee shall meet at least once in a year	Yearly	March 31, 2020	June 30, 2020	3 month
2	Regulation 20(3A)- The Stakeholders Relationship committee shall meet at least once in a year.				
3	Regulation 21(3A)- The Risk Management Committee shall meet at least once in a year.				
<p>C. Relaxation of the operation of the SEBI circular on Standard Operating Procedure dated January 22, 2020</p>					
<p>SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 issued the Standard Operating Procedure (SoP) on imposition of fines and other enforcement actions for non-compliances with provisions of the LODR, the effective date of operation of which is for compliance periods ending on or after March 31, 2020. The said circular dated January 22, 2020 shall now come into force with effect from compliance periods ending on or after June 30, 2020. It may be noted that the SoP circular dated May 03, 2018 would be applicable till such date.</p>					
<p>D. Publication of advertisements in the newspapers:</p>					
<p>Regulation 47 of the LODR requires publishing, in the newspapers, information such as notice of the board meeting, financial results etc. However, some newspapers are not bringing their print versions for a limited period or some newspapers that are still printing are not accepting a 'e-copy' of the information to be published which acts as a challenge in ensuring compliance with this regulation. Hence, it has been decided to exempt publication of advertisements in newspapers as required under regulation 47 for all events scheduled till May 15, 2020.</p>					
<p>Kindly refer below link-</p>					
<p>https://www.sebi.gov.in/legal/circulars/mar-2020/-further-relaxations-from-compliance-with-certain-provisions-of-the-sebi-listing-obligations-and-disclosure-requirements-regulations-2015-lodr-and-the-sebi-circular-dated-january-22-2020-relatin-46436.html</p>					

<p>SEBI vide circular no. SEBI/HO/CFD/DCR1/CIR/P/2020/49 dated March 27, 2020</p>	<p>SEBI granted the relaxations from compliance stipulations specified under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SAST Regulations).</p> <p>The disclosure filings under Regulations 30(1), 30(2) and 31(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SAST Regulations), require the shareholders to compile, collate, and disseminate information of their consolidated shareholding as on March 31, 2020, to the company and the stock exchanges within seven working days from the end of the financial year. It has therefore been decided to extend the due date of filing disclosures, in terms of Regulations 30(1), 30(2) and 31(4) of the SAST Regulations for the financial year ending March 31, 2020 to June 01, 2020.</p> <p>Kindly refer below link-</p> <p>https://www.sebi.gov.in/legal/circulars/mar-2020/relaxation-from-compliance-with-certain-provisions-of-the-sast-regulations-2011-due-to-the-covid-19-pandemic_46442.html</p>
<p>Board meetings under the Companies Act, 2013</p>	<p>The Government has in-principle decided to relax the requirement of holding Board meetings with physical presence of directors under Section 173 (2) r/w rule 4 of the Companies (Meetings of Board and its Powers) Rules, 2014 for approval of the annual financial statements, Board's report, etc. Such meetings may till 30th June, 2020 be held through video conferencing or other audio visual means by duly ensuring compliance of rule 3 of the said rules.</p> <p>Kindly refer below link-</p> <p>http://mca.gov.in/Ministry/pdf/Meeting_18032020.pdf</p>

RECENT MCA NOTIFICATIONS

SUBJECT MATTER	LINKS
Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2020.	http://ebook.mca.gov.in/Default.aspx?page=notification
Companies (Winding Up) Rules, 2020	http://ebook.mca.gov.in/Default.aspx?page=notification
Companies (Accounts) Amendment Rules, 2020.	http://ebook.mca.gov.in/Default.aspx?page=notification
Companies (Compromises, Arrangements and Amalgamations) Amendment Rules, 2020.	http://ebook.mca.gov.in/Default.aspx?page=notification
Companies (Incorporation) Amendment Rules, 2020.	http://ebook.mca.gov.in/Default.aspx?page=notification
Companies (Registration offices and Fees) Amendment Rules, 2020.	http://ebook.mca.gov.in/Default.aspx?page=notification
Companies (Appointment and Disqualification of Directors) Amendment Rules, 2020.	http://ebook.mca.gov.in/Default.aspx?page=notification
Companies (Registration Offices and Fees) Second Amendment Rules, 2020.	http://ebook.mca.gov.in/Default.aspx?page=notification
Companies (Incorporation) Second Amendment Rules, 2020.	http://ebook.mca.gov.in/Default.aspx?page=notification
Companies (Meetings of Board and its Powers) Amendment Rules 2020.	http://ebook.mca.gov.in/Default.aspx?page=notification

Important points to be kept in mind:

- No extension is given by the Ministry to submit a half yearly return in MSME Form I for the half year ended on 31.03.2020. Therefore, the due date of the same shall be 30th April, 2020.
- Ministry of Corporate Affairs vide its LLP settlement scheme ('scheme'), 2020 through general circular no. 13/2020, modification dated 30.03.2020 has decided to support the defaulting Limited Liability Partnerships (LLPs) by giving a onetime relaxation in additional fees to the defaulting LLPs who have defaulted in filing statutory forms with the Ministry. The scheme shall come into force from 1st April, 2020 and will continue till 30th September, 2020. Any belated document or return not filed till 31st August, 2020 can be filed by 30th September, 2020 without any payment of additional fee. After making the default good, defaulter Companies have to take the Immunity Certificate from the authority, so that no prosecution or proceeding shall be initiated in respect of penalty imposed against the defaulter Company by the authority Please refer the link http://mca.gov.in/Ministry/pdf/Circular13_30032020.pdf
- Ministry of Corporate Affairs vide its Companies Fresh Start Scheme ('scheme'), 2020 through

general circular no. 12/2020, dated 30.03.2020 has decided to support the defaulting Companies by giving a onetime relaxation in additional fees to the defaulting Companies who have defaulted in filing statutory forms with the Ministry. The scheme shall come into force from 1st April, 2020 and will continue till 30th September, 2020. Any belated document or return not filed for any year can be filed by 30th September, 2020 without any payment of additional fee. After making the default good, defaulter Companies have to take the Immunity Certificate within 6 months from the closure of the scheme from the authority, so that no prosecution or proceeding shall be initiated in respect of penalty imposed against the defaulter Company by the authority. Please refer the link http://mca.gov.in/Ministry/pdf/Circular12_30032020.pdf

**Suggestions may be send to
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