

Compliance Calendar Quarter July to September 2024

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

PRIVATE COMPANIES

Due dates / Events	Compliances
July to September	<p>There must be at least four Board Meetings in every calendar year and in the manner that not more than one hundred and twenty days shall intervene between two consecutive meetings in compliance with the provisions of section 173 of the Companies Act, 2013 & Secretarial Standard-1.</p> <p>Where the board of directors are approving any contract or agreement to be entered with any related party under section 188 or in which any director is concerned or interested under section 184(2) of the Companies Act, 2013 then the interested director shall be entitled to participate in respect of such item after disclosure of his interest and register under section 189 of the Companies Act, 2013 in which such transaction is entered shall be placed at next Board Meeting in order to take the signature of all the directors who are present in the meeting.</p> <p>Note: Entry to be made in Register of contracts or arrangements regarding the contract or arrangement entered into by the Company with related party which are either not in its ordinary course of business or not on arm's length basis or both. After entering the particulars, such register or registers shall be placed before the next meeting of the Board and signed by all the directors present at 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 (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. <p><i>Note: MCA vide its notification dated 15th June, 2021 has omitted Rule 4 of the Companies (Meetings of Board and its Powers) Rules, 2014. Consequent upon the said amendment, Board Meeting may be held through video conferencing or other audio visual means in accordance with Rule 3 of The Companies (Meetings of Board and its Powers) Rules, 2014 in compliance with Section 173 read with the rules made thereunder.</i></p>
	<p>To obtain disclosures with respect to:</p> <ul style="list-style-type: none"> ❖ his/her concern or interest in any company or companies or body corporate including any change therein, as may be applicable, in Form MBP-1 from all the directors and Key Managerial Personnel under Section 184(1) and 189 of the Companies Act, 2013, respectively. ❖ the confirmation in Form DIR-8 under Section 164 from all the directors of the Company with respect to their eligibility. ❖ MCA vide Notification dated January 20, 2023 states that according to Rule 14 Sub Rule (1A) of Companies (Appointment and Qualification of Directors) Rules, 2014, whenever a Company receives the information in Form DIR-8, Company shall, within thirty days of such receipt, file Form DIR-9 with the Registrar. In our view, Form DIR-9 is only required in case when the Director declares that he/she is disqualified. <p>To obtain Form DIR-2 and Form DIR 8 from the Additional Director or any other person proposed to be appointed as Director for recommending their appointment by the Board of Directors as Director at the ensuing Annual General Meeting, if any.</p> <p>In case a person seeking appointment as Director in a Company (either in existing Company or at time of incorporation) and such person is national of a country which shares land border with India, then such person has to obtain security clearance form Ministry of Home Affairs and attach the same with the consent in Form DIR-2. If not applicable, then given declaration to that effect in Form DIR-2.</p> <p>[Refer CACS Bulletin:- http://www.cacsindia.com/Uploads/Files/a154801b-76e6-4202-abbf-50eadf7d1a83.pdf]</p> <p>To obtain eligibility certificate and Consent from the Auditors at the time of appointment/re-appointment in terms of Section 139, 141 of the Companies Act, 2013. Further, the Board of Directors should also ensure the rotation of auditor at the Annual General Meeting, if applicable.</p>
CSR Committee Meeting	<p>If CSR is applicable on the Company then as per the CSR policy of the company, CSR Committee shall convene its meeting to update the Committee w.r.t. the status of the projects, programs or activities undertaken during the period.</p>

CSR Committee shall convene its meeting to recommend the following to the Board for its approval:

- ❖ Recommendation of Annual Action Plan, CSR Activities and manner of implementation along with Budget for Financial Year 2023-24. (If not approved in the meeting convened in the last quarter). Further, the Board of Directors of the Company shall mandatorily disclose the composition of the CSR Committee, and CSR Policy and Projects approved by the Board on their website, if any, for public access.
- ❖ If CSR was applicable on the Company during FY 2022-23, 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 (as amended), which shall form the part of Board's Report and also upload the same on website of the Company, if any.
- ❖ To obtain Certificate from Chief Financial Officer or the person responsible for financial management of the Company that CSR funds so disbursed have been utilized for the purposes and in the manner as approved.
- ❖ Transfer any unspent amount which does not relate to ongoing projects to a Fund specified in Schedule VII within a period of 6 months of the expiry of the financial year and specify the reasons in Board report for not spending the amount.
- ❖ If the company is having any surplus arising out of the CSR activities shall not form part of the business profit of a company and the same is required to be ploughed back into the same project or transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of 6 months of the expiry of the financial year.

Additionally, Every company having average CSR obligation of ten crore rupees or more in pursuance of subsection (5) of section 135 of the Act, in the three immediately preceding financial years, shall undertake impact assessment, through an independent agency, of their CSR projects having outlays of one crore rupees or more, and which have been completed not less than one year before undertaking the impact study. Further, the impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR.

Quick link to the revised format of CSR Annual Report

MCA Notification dated 20 September 2022:

<https://www.mca.gov.in/bin/dms/getdocument?mds=1Wt3uUYzV0rGCr2Vxa8ztQ%253D%253D&type=open>

Up to 15th July

To file RBI Annual Return on foreign liabilities and assets ('FLA'), it is required to be submitted by all the Indian resident companies which have received FDI and/ or made overseas investment in any of the previous year(s), including current year by July 15, 2024. It is to be submitted to the RBI through web based portal.

Further, if Company would be filing such Annual Return on Foreign Liabilities and Assets (FLA return) based on un-audited (Provisional) financials of Company for FY 2023-24, then Once the accounts get audited and there are revisions in the provisional information submitted by the company earlier, they are supposed to submit the revised FLA return based on audited accounts by end of 30th September, 2024.

Company should ensure that the details of authorized person as registered in FLAIR Portal

	<p>are updated and latest. In case of any change in details, the same should be updated.</p> <p>For provisions relating to delay filing, please refer CACS Bulletin: https://www.cacsindia.com/Uploads/Files/7c186291-1914-4297-a47e-14901075ee59.pdf</p>
Up to 30 th September	<p>Every individual who holds a Director Identification Number (DIN) as on March 31 of a Financial Year ("FY") as per these rules shall submit e-form DIR-3-KYC for the said FY to the Central Government on or before September 30 of immediate next FY.</p> <p>Where an individual who has already submitted e-form DIR-3 KYC in relation to any previous financial year, submits web-form DIR-3 KYC-WEB through the web service upto September 30 of immediate next FY.</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>
Before Approval of Board report for previous financial year	<p>All Companies who have made downstream investment shall obtain a certificate from its Statutory Auditor on an annual basis, before approval of Board Report for the FY 2023-24 and such compliance shall be mentioned in the Board Report in the Annual Report of Company.</p> <p>In case Statutory Auditor has given a qualified report, the same shall be immediately brought to the notice of the regional office of the Reserve Bank in whose jurisdiction the Registered Office of the Company is located and shall also obtain acknowledgement from the Registered Office.</p> <p>[Foreign Exchange Management (Non-debt Instruments) Rules, 2019 as notified on dated October 17, 2019 S.O. 3732(E) dated October 17, 2019]</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. The important items for the board meeting shall be as per schedule and in compliance with Section 173 read with the rules made thereunder.</p> <ul style="list-style-type: none"> - To take note of disclosures received from the directors - To take note of disclosures received from the KMP, if any - To take note of the specific disclosure received from directors in respect of proposed contract or arrangement in the meeting - To take note of minutes of previous Board and committee meetings, if any - To recommend the dividend, if any - To approve the auditors' fees - To recommend the appointment/ ratification of Statutory Auditors, if any - To approve the standalone and consolidated financial statements, if applicable. - To appoint and fix the remuneration of Internal Auditor of the Company, if applicable. - To take note of Circular resolutions passed since last board meeting. - To approve CSR Annual Report and impact assessment report, if applicable - To consider and approve Annual Action Plan, CSR Activities along with Budget for Financial Year 2023-24. (If not approved in the meeting convened in the last quarter) - To approve Statement containing salient features of the financial statement of Subsidiaries/associate companies/joint ventures in Form AOC-1

	<ul style="list-style-type: none"> - Revision in remuneration of Managing Director/ Whole time director, if any. - To take note of Secretarial Audit Report for FY 2022-23, if applicable - To appoint and fix the remuneration of Secretarial Auditor, if applicable - To approve Cost Audit Report, if applicable - To appoint and fix the remuneration of Cost Auditor, if applicable - To recommend remuneration of Cost Auditor for approval at AGM, if applicable. - To approve the board's Report along with annexures - To approve the place of maintaining the books of accounts, if maintained at a place other than registered office - To approve all other special business which is to be included in the notice of AGM - To fix the AGM date (If Financial year of the company ends on 31st March of this year the Annual General Meeting must be held on or before 30th September, 2023. However, gap between two Annual General Meetings should not be more than 15 months). - To approve the notice of AGM and authorize any Director or the Company Secretary for the issuance of notice of the AGM - To check: <ul style="list-style-type: none"> - Regularization of Additional Director - Appointment / Re-appointment of Managerial Personnel, as may be applicable - Appointment / Re-appointment of Statutory Auditors - Any other item requiring shareholders' approval <p>Note:</p> <ul style="list-style-type: none"> - If Dividend declared by the Company at AGM, a separate bank account is to be opened and the dividend amount must be deposited with the bank within a period of five days from the date of declaration. - Thereafter, the dividend amount shall be distributed among the entitled shareholders of the company within thirty days from the date of the declaration. - If, Dividend is not paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account. - Further, the unpaid or unclaimed Dividend transferred to the Unpaid Dividend Account of a Company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company along with interest accrued, if any, thereon to the Investor Education and Protection Fund as per the IEPF Rules, 2016.
Consolidation of Financial Statements	<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 company shall also attach along with its financial statement, a separate statement in Form AOC-1 containing the salient features of the financial statement of its subsidiary or subsidiaries and associate company or companies. The said Form AOC-1 should be signed in same manner as the financial statements would be signed in terms of Companies Act, 2013.

Website	<p>The website of the company shall be updated by uploading the following:</p> <ul style="list-style-type: none"> ❖ In case of companies which has a website to conduct online business, Name of the Company, Registered Office Address, Company Identification Number (CIN), Telephone Number, Fax number, if any, Email Address etc. ❖ Notice of AGM / EGM ❖ CSR Policy, CSR Composition, CSR Projects and CSR Annual report for the financial year ended March 31, 2024 ❖ Audited Standalone and Consolidated Financial Statements of the Company ❖ Annual Report of the Company for the financial year ended March 31, 2024 ❖ Copy of the Annual Return of the Company i.e. Form MGT-7 along with the Form MGT-8 and other necessary annexure. ❖ The information w.r.t. resignation from a director on its website ❖ Details of establishment of Vigil Mechanism, if applicable ❖ Details of Unpaid / Unclaimed dividend
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.</p> <p><u>Physical Meeting:</u></p> <p>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 their 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><u>Virtual Meeting:</u></p> <p>If Company decides to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM) as per the MCA circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2022 dated May 05, 2022,</p>

	<p>No. 10/2022 dated December 28, 2022 and No. 09/2023 dated 25 September, 2023 (Circulars), there is no need to annex attendance slip, route map with prominent land mark for easy location, and Proxy form. However, compliances applicable to private company are to be ensured as mentioned in the circulars.</p> <p>MCA vide Circular No. 20/2020 dated May 05, 2020, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 has allowed companies to conduct their AGM (which will become due in the year 2023) through VC or OAVM up to 30th September, 2024 in accordance with the requirements provided in paragraphs 3 and 4 of the MCA Circular No. 02/2022 dated May 05, 2022.</p> <p>Further, MCA clarified that this Circular shall not be construed as conferring any extension of time for holding of AGMs by the companies under the Companies Act, 2013, and the companies which do not adhere to the relevant timelines shall remain subject to legal action under the Companies Act, 2013.</p>				
Annual Report to be forwarded to entitled persons	<p>Board's Report along with the copies of full Financial Statement including Consolidated Financial Statements, if any along with its attachments shall be sent to every Director, member, Auditor of the Company, trustees of the debenture holder and to all other entitled persons not less than 21 days before the date of meeting.</p> <p>Pursuant to MCA circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2022 dated May 05, 2022, No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 (Circulars), the Financial Statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) shall be sent only by email to the members, trustees for the debenture-holder of any debentures issued by the company, and to all other persons so entitled. Physical dispatch of the Annual Report is at the option of the Company in view of said circulars.</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. However, in view of relevant MCA circular, in case the Company is convening through VC/OAVM, then inspection of the documents must be available to the members electronically.</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. ❖ Quorum <table border="1" data-bbox="402 1778 1062 1859"> <tr> <th>Companies</th><th>Quorum</th></tr> <tr> <td>Private Company</td><td>2</td></tr> </table> ❖ Auditor shall, either by himself or through his authorized representative, who shall also be qualified to be an auditor, attend the AGM. He shall have a right to be heard at such meeting on any part of the business which concerns him as the auditor. <p>In case the AGM is being convened through VC, then presence of Auditor is</p>	Companies	Quorum	Private Company	2
Companies	Quorum				
Private Company	2				

	<p>mandatory.</p> <ul style="list-style-type: none"> ❖ Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements with related parties shall be kept open for inspection at every AGM. ❖ Proxy shall not have the right to speak at such meeting and shall not be entitled to vote except on a poll or as per Articles of Association of the Company. However if the company decides to convene AGM through VC/OAVM, then members cannot appoint proxy to attend the AGM. ❖ If the company decides to convene AGM through VC/OAVM then the company has to ensure compliances as per the MCA circular No. 14/2020 dated 08th April 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020. <p>The Link of the above circulars are provided at the end of Article.</p>
ROC Compliance relating to AGM	<ul style="list-style-type: none"> ❖ To file Form DIR - 12 with the ROC for the regularization of additional director as a Director at the AGM, within 30 days from the date of passing the resolution in the AGM. ❖ In case any special resolution(s) is passed by the company at the AGM, the same is required to be filed in Form MGT - 14 with the ROC within 30 days from the date of passing such resolution(s). ❖ If the company decides to convene AGM through VC/OAVM, then the company has to file all resolutions passed (including Ordinary resolution) shall be filed with ROC within 60 days of passing and such resolutions clearly indicating that the mechanism provided in the MCA circulars dated MCA circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020 and No. 02/2022 dated May 05, 2022 and along with other provisions of the Companies Act, 2013 and rules made thereunder were duly complied. <p>Note: It is suggested to file all the resolutions taken up in the Annual General Meeting held through video conferencing in <u>Form</u> MGT-14 within 30 days of Annual General Meeting because after thirty days the MCA Portal may seek additional fees for such filing</p> <ul style="list-style-type: none"> ❖ To file the Financial Statements including Consolidated Financial Statements, if applicable, in Form AOC-4 (Form AOC - 4 CFS, if applicable) or Form AOC-4 XBRL (if applicable) (with the ROC within 30 days from the date of Annual General Meeting. If the Company has Foreign Subsidiary then Accounts of Foreign Subsidiary is also to be attached and filed with Form AOC-4 (Form AOC - 4 CFS, if applicable) or Form AOC-4 XBRL (if applicable). Further, Financial Statement audited (under any law of the country of its incorporation) is in a language other than English, along with a translated copy of financial statement in English. ❖ To file annual return in Form MGT-7 with the ROC within 60 days from the date of Annual General Meeting. (Note that Copy of MGT-8 (if applicable) and Details of person designated for furnishing and extending support to RoC with respect to beneficial interest in shares of the company are also required to be attached). ❖ To file Form CSR-2 as an addendum to the filing of financial statement in Form

	<p>AOC-4 (Form AOC - 4 CFS, if applicable) or Form AOC-4 NBFC (Ind AS) or Form AOC-4 XBRL (if applicable).</p> <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, if any. ❖ To file other documents/ E-forms as per businesses transacted at the AGM, as per the relevant provisions of the Act.
Compliance relating to designate a person under Section 89 of the Companies Act, 2013	<p>As per the MCA notification dated October 27, 2023, every company shall designate a person who shall be responsible for furnishing, and extending co-operation for providing, information to the Registrar or any other authorized officer with respect to beneficial interest in shares of the Company.</p> <p>The details of the designated person and any further change thereof shall be intimate to the Registrar of Companies in e-form GNL-2.</p> <p>For more details, please refer CACS Bulletin: https://www.cacsindia.com/Uploads/Files/b609de20-d9e6-45e3-bdb1-ed98714d148.pdf</p>
Dematerialisation of Shares by September 30, 2024	<p>Ministry of Corporate Affairs ("MCA") vide its notification dated October 27, 2023, has notified Rule 9(B) of Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2023 which provides that the Private Companies are also required to facilitate the dematerialisation of all its existing securities and issue the securities only in dematerialised mode, inter-alia.</p> <p>The due date for providing the facility of dematerialisation of securities of the Company by the Private Companies is September 30, 2024.</p> <p>For the purpose of providing the dematerialisation facility, it is pre-requisite to obtain the International Securities Identification Number (ISIN) for each type of security issued by the Company, from the Depository.</p> <p>For more details, please refer CACS Bulletin: https://www.cacsindia.com/Uploads/Files/a0d40f20-7cb9-45a0-9a3e-c72ac344f140.pdf</p>
Form ECB-2	<p>Form ECB-2 All eligible borrowers who have raised money through External Commercial Borrowings are required to file a return in ECB-2 within 7 days from the end of each month in duplicate.</p>
Secretarial Standards	<p>As per section 118(10) of the Act, Provisions of Secretarial Standards issued by the Institute of company secretaries of India and notified by the Ministry of Corporate Affairs shall be complied by the company.</p> <p><u>Quick link to revised Secretarial Standard effective from April 01, 2024 is:</u> SS-1:- https://www.icsi.edu/media/webmodules/SS-1_1_2024.pdf SS-2:- https://www.icsi.edu/media/webmodules/SS-2_1_2024.pdf</p> <p><u>Comparative Analysis of Amendments in Secretarial Standards</u> SS-1: https://www.icsi.edu/media/webmodules/Comparative_Analysis_Amendments_in_SS-1_24.pdf SS-2:- https://www.icsi.edu/media/webmodules/Comparative_Analysis_Amendments_in_SS-2_24.pdf</p>

	<p><u>Guidance Note on General Meetings:</u></p> <p>https://www.icsi.edu/media/webmodules/GN_on_Meetings_of_BOD_3122020.pdf</p> <p>https://www.icsi.edu/media/webmodules/GN_on_General_Meetings_31122020.pdf</p>
Attention	<p>The exceptions, modifications and adaptations shall be applicable to private companies which has not committed a default in filing its financial statements under section 137 of the said Act or annual return under section 92 of the said Act with the Registrar.</p>

LISTED COMPANIES

Due dates / Events	Compliances
July to September	<p>Audit Committee:</p> <p>There must be an Audit Committee meeting in every calendar quarter to review the details of related party transactions entered into by the Company pursuant to the omnibus approval, inter-alia, and other functions of the Committee as stated under Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II and Regulation 23(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per Regulation 18(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings.</p>
	<p>Nomination and Remuneration Committee:</p> <p>There must be at least one meeting in a year as per Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
	<p>Stakeholders Relationship Committee:</p> <p>There must be at least one meeting in a year as per Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
	<p>Risk Management Committee:</p> <p>There must be at least two meetings in a year as per Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>As per latest amendment in LODR effective from May 17, 2024, the gap between two consecutive meetings of the Risk Management Committee should not be more than 210 (Two Hundred Ten) Days. Before such amendment, such gap was allowed up to 180 days.</p> <p>Note: The provisions of this regulation shall be applicable to top 1000 listed entities, determined on the basis of market capitalization, as at the end of the immediate previous financial year and a high value debt listed entity.</p> <p><i>It is pertinent to note that as per Regulation 3(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, once the listed entity falls in criteria of top 1000 listed entities, based on market cap based on market cap at the end of the immediate preceding financial year, such listed entities shall continue to comply with such provisions even if their market cap fall below such thresholds.</i></p> <p><i>Further as per Regulation 3(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions which become applicable due to the listed entity being 'High value debt listed entity', then the said provisions shall continue to apply to such listed entities even if it ceases to be 'High value debt listed entity'.</i></p> <p><i>Further, as per latest amendment in LODR effective from December 31, 2024, the said provisions of Regulation 3 would stand amended and new defined process would be followed to ensure the applicability of provisions of LODR based on market cap.</i></p>

*Constitution of Risk Management Committee: The Risk Management Committee shall have minimum three members with majority of them being members of the board of directors, including at least one independent director. The Chairperson of the Risk management committee shall be a member of the board of directors and senior executives of the listed entity may be members of the committee.

Board meetings:

There must be at least four Board Meetings in every calendar year in the manner that not more than one hundred and twenty days shall intervene between two consecutive meetings in compliance with the provisions of section 173 of the Companies Act, 2013 & Secretarial Standard-1 and as per Regulation 17(2) read with the part A of the Schedule II of the SEBI LODR.

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 not be entitled to participate in respect of such item even 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.

Note: Entry to be made in Register of contracts or arrangements regarding the contract or arrangement entered into by the Company with related party which are either not in its ordinary course of business or not on arm's length basis or both. After entering the particulars, such register or registers shall be placed before the next meeting of the Board and signed by all the directors present at the meeting.

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

- ❖ To fix the date of Board meeting and send notice along with agenda in writing to every director of the company/ any other entitled person, by hand or by speed post or by registered post or by facsimile or by e-mail or by any other electronic means by giving not less than 7 day notice before the date of meeting, unless the Articles prescribe a longer period. In case of Company sends the notice by speed post or by registered post then additional two days shall be added for the service of notice.
- ❖ In case, the Board meeting conducted at a shorter notice, the Company may choose an expedient mode of sending notice.
- ❖ In case the facility of participation through electronic mode is being made available, the notice shall provide the information to the directors about the availability of such facility and provide them necessary information to avail such facility. Further, the notice shall also contain the contact number or e-mail address (es) of the Chairman or the Company Secretary or any other person authorized by the Board, to whom the Director shall confirm in this regard.
- ❖ To hold the Board meeting as per schedule and in compliance with Rule 3 of Companies (Meetings of Board and its Powers) Rules, 2014 if meeting is held through video conferencing or other audio visual means.
- ❖ As per Guidance Note on SS-1 issued by ICSI, notes on items of business which are in the nature of Unpublished Price Sensitive Information may be given at a shorter period

	<p>of time than stated above, with the consent of a majority of the Directors, which shall include at least one Independent Director, if any</p> <p>To obtain following declarations, disclosures, offer letter, consent letter with respect to:</p> <ul style="list-style-type: none"> ❖ the confirmation in Form DIR-8 under section 164 from all the directors of the Company with respect to their eligibility for appointment or re- appointment, whether they are Rotational Director or Additional Director to be appointed as Director at the AGM. ❖ change in his concern or interest in any company or companies or body corporate in Form MBP-1 from all the directors and Key Managerial Personnel under section 184(1) and 189 of the Companies Act, 2013, respectively. ❖ declaration from Independent Directors under section 149(7) of the Companies Act, 2013 and as per Regulation 16(1)(b) & 25(8) of SEBI (Listing Obligations and Disclosure Requirements), 2015, in case there is any change in the circumstances which may affect his status as an independent Director. ❖ 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. ❖ To obtain disclosures by the senior management to the Board of directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the listed entity at large in terms of Regulation 26(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. ❖ To obtain offer letter, Form DIR-2 & DIR-8 from the Rotational Directors / Additional Director (along with Rs. 1 lakh) for re-appointment/ appointment at the Annual General Meeting. <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> <ul style="list-style-type: none"> ❖ To obtain eligibility certificate and consent from the Statutory Auditors at time of appointment / re-appointment in terms of Section 139 and 141 of Companies Act, 2013. Further, the eligibility certificate should also be taken on annual basis during the tenure of the auditor.
	<p>In case a person seeking appointment as Director in a Company (either in existing Company or at time of incorporation) and such person is national of a country which shares land border with India, then such person has to obtain security clearance form Ministry of Home Affairs and attach the same with the consent in Form DIR-2. If not applicable, then given declaration to that effect in Form DIR-2.</p> <p>[Refer CACS Bulletin:- http://www.cacsindia.com/Uploads/Files/a154801b-76e6-4202-abbf-50eadf7d1a83.pdf]</p>

CSR Committee Meeting	<p>If CSR is applicable on the Company then as per the CSR policy of the company the CSR Committee shall convene its meeting to update the Committee w.r.t. the status of the projects, programs or activities undertaken during the period.</p> <p>CSR Committee shall convene its meeting to recommend the following to the Board for its approval:</p> <ul style="list-style-type: none"> ❖ Recommendation of Annual Action Plan, CSR Activities and manner of implementation along with Budget for Financial Year 2024-25. (If not approved in the meeting convened in the last quarter). Further, the Board of Directors of the Company shall mandatorily disclose the composition of the CSR Committee, and CSR Policy and Projects approved by the Board on their website, if any, for public access. ❖ If CSR was applicable on the Company during FY 2023-24, 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 and also upload the same on website of the Company. ❖ To obtain Certificate from Chief Financial Officer or the person responsible for financial management of the Company that CSR funds so disbursed have been utilised for the purposes and in the manner as approved. ❖ Transfer any unspent amount which does not relate to ongoing projects to a Fund specified in Schedule VII within a period of 6 months of the expiry of the financial year and specify the reasons in Board report for not spending the amount. ❖ If the company is having any surplus arising out of the CSR activities shall not form part of the business profit of a company and the same is required to be ploughed back into the same project or transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of 6 months of the expiry of the financial year.
Up to 15 th July	<p>To file RBI Annual Return on foreign liabilities and assets ('FLA'), it is required to be submitted by all the Indian resident companies which have received FDI and/ or made overseas investment in any of the previous year(s), including current year by July 15, 2024. It is to be submitted to the RBI through web based portal.</p> <p>Company should ensure that the details of authorized person as registered in FLAIR Portal are updated and latest. In case of any change in details, the same should be updated.</p>
21 st July	<p>Holding of specified securities and shareholding pattern:</p> <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>SEBI vide its Circular dated June 30th, 2022 (<u>which came into force with effect from the quarter ended September 30, 2022</u>) and with a view of providing further clarity and transparency in the disclosure of shareholding pattern to the investors in the securities market have made following changes in the reporting of shareholding pattern:</p>

- ❖ In the disclosure of public shareholding, names of the shareholders holding 1% or more than 1% of shares of the listed entity is to be disclosed.
- ❖ Names of the shareholders who are persons acting in concert, if available, shall be disclosed separately.

For revised format as prescribed by SEBI, Please refer below link to SEBI Circular:

SEBI:

https://www.sebi.gov.in/legal/circulars/jun-2022/disclosure-of-holding-of-specified-securities-and-holding-of-specified-securities-in-dematerialized-form_60459.html

https://www.sebi.gov.in/legal/master-circulars/jul-2023/master-circular-for-compliance-with-the-provisions-of-the-securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-regulations-2015-by-listed-entities_73795.html

BSE:

<https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20220630-38>

NSE FAQ: https://static.nseindia.com/s3fs-public/inline-files/NSE_Circular_30062022%20FAQ.pdf

Corporate Governance Report:

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 twenty one days from end of each quarter as per Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) ("Second Amendment Regulation") 2023, the listed entity is also required to report in its quarterly compliance report on corporate governance, the details of any cyber security incidents or breaches or loss of data or documents.

Further, such Corporate Governance Report should be placed before the board in the next board meeting.

Format of Cyber Security Incidence Disclosure under Corporate Governance Report:

<https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20230929-26>

FAQ- Corporate Governance

<https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20230410-45>

Grievance Redressal Mechanism:

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.

Further, such Statement shall be placed, on quarterly basis, before the board in the next board

	meeting.
15 th July	<p>Certificate under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018</p> <p>Within fifteen days of receipt of the certificate of security from the participant the issuer shall confirm to the depository that securities comprised in the said certificate have been listed on the stock exchange or exchanges where the earlier issued securities are listed and shall also after due verification immediately mutilate and cancel the certificate of security and substitute in its record the name of the depository as the registered owner and shall send a certificate to this effect to the depository and to every stock exchange where the security is listed in terms of Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018.</p>
30 th July	<p>Reconciliation of Share Certificate Audit report:</p> <p>To obtain a Reconciliation of share certificate Audit report as per Regulation 76 of SEBI (Depositories and participants) Regulation, 2018 from a Practicing Company Secretary or Practicing Chartered Accountant and to send to all the stock exchanges within 30 days from the end of quarter, where the shares of the company are listed.</p> <p>Further, such Statement shall be placed, on quarterly basis, before the board in the next board meeting.</p>
14 th August	<p>Audited/ Un – Audited Standalone and Consolidated Financial Results:</p> <ul style="list-style-type: none"> ❖ Freeze the PAN of designated person(s) by providing the requisite details to the designated depository at least 2 trading days prior to the commencement of trading window closure ❖ Trading window shall be closed at least from the end of each quarter till the 48 hours after the declaration of financial results ❖ To submit quarterly and year-to-date standalone and consolidated financial results to the stock exchange within forty – five days of end of each quarter. ❖ 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 the board meeting intimation, date of meeting of board of directors should be mentioned. ❖ In case the facility of participation through electronic mode is being made available, the notice shall provide the information to the directors about the availability of such facility and provide them necessary information to avail such facility. Further, the notice shall also contain the contact number or e-mail address (es) of the Chairman or the Company Secretary or any other person authorized by the Board, to whom the Director shall confirm in this regard. ❖ To hold the Board meeting as per schedule and in compliance with Rule 3 of Companies (Meetings of Board and its Powers) Rules, 2014 if meeting is held through video

conferencing or other audio visual means.

- ❖ To intimate the date of Board meeting to the Stock Exchange at least 2 working days in advance (excluding the date of the intimation and date of the meeting), where the standalone and consolidated financial results viz. quarterly, half yearly, or annual, as the case may be, are to be considered.
- ❖ Certificate from Chief Executive Officer and Chief Financial Officer of the listed entity shall be placed before the board that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.
- ❖ To submit quarterly and year-to-date standalone and consolidated (if applicable) financial results to the stock exchange within forty-five days of end of each quarter in terms of Regulation 33(3)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ❖ To submit the limited review report in case of submission of unaudited financial results or audit report in case of submission of audited financial results by the company in terms of Regulation 33(3)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per Regulation 33(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entity shall ensure that the statutory auditor of a listed entity shall undertake a limited review of the audit of all the entities/ companies whose accounts are to be consolidated with the listed entity as per applicable accounting standards in accordance with guidelines issued by the Board on this matter.
- ❖ To publish the financial results as specified in Regulation 33, along with the modified opinions(s) or reservation(s), if any expressed by auditor, within 48 hours of conclusion board meeting in at least one English daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the company is situated (the matter of publication should also be in regional language in regional newspaper).

Note: If both the standalone and consolidated financial results are submitted, then the company shall need to publish the consolidated financial results along with turnover, profit before tax and profit after tax on standalone basis as a foot note and also the link of the website from which the standalone results are available.

Further, as per SEBI (Listing Obligations and Disclosure Requirements) Second Amendment Regulations, 2023 newly listed companies are now required to submit the financial results for the quarter or the financial year immediately succeeding the period for which the financial statements have been disclosed in the offer document for the initial public offer.

For example, in case of listing on March 01, 2023, as per the requirement under ICDR Regulations, the issuer would have disclosed in its offer documents the financial results till the period ended September 30, 2022. Hence, post its listing, it would be required to disclose the financial results for the succeeding period, i.e., quarter ended December 31, 2022, within 21 days from the date of listing, i.e. by March 22, 2023.

The annual financial results for the financial year ended March 31, 2023 would be required to be disclosed as per the timeline specified in the LODR Regulations, i.e., by May 30, 2023.

	<ul style="list-style-type: none"> ❖ To send copy of newspaper clippings to Stock exchange simultaneously after publishing in the newspaper. ❖ As per Schedule III, Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, companies are required to submit the financial results to the Stock Exchange within 30 minutes of closure of the Meeting (The listed entity must ensure that if board meeting is held for more than one day, then the financial results shall be disclosed within 30 minutes of end of the meeting for the day on which it has been considered).
Dividend Declaration	<ul style="list-style-type: none"> ❖ To intimate the declaration of dividend date of board meeting to the Stock Exchange at least 2 working days in advance (excluding the date of intimation and date of meeting) as per Regulation 29 of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2024 and shall mention the date of such meeting of board of directors. ❖ If interim/final dividend is declared/recommend, the company should intimate the Stock Exchanges within 30 minutes of closure of the Meeting, where such dividend is declared. ❖ To intimate to all the recognized stock exchange at least 7 working days in advance (excluding the date of intimation and record date), about the book closure or record date as per Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. ❖ To make an advertisement in English newspaper and in vernacular language, where the registered office of the company is situated, at least 7 days before the date of book closure stating the date, place and venue of the meeting and dates of closure of its transfer books and purpose of closure of books. ❖ To recommend or declare all dividend at least five working days (excluding the date of intimation and the record date) before the record date fixed for the purpose. ❖ If dividend is declared by the Company, a separate bank account need to be opened and the dividend amount must be deposited with the bank within a period of five days from the date of declaration. ❖ Thereafter, the dividend amount shall be distributed among the entitled shareholders of the company within thirty days from the date of the declaration. ❖ If, Dividend is not paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account. ❖ Further, the unpaid or unclaimed Dividend transferred to the Unpaid Dividend Account of a company, which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to the Investor Education and Protection Fund as per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules,

	2016.
Holding of Board Meeting	<p>To hold the Board Meeting for approval of below mentioned matters:</p> <ul style="list-style-type: none"> ❖ To fix the date of board meeting and send notice in writing to every director of the company by hand or by speed post or by registered post or by facsimile or by e-mail or by any other electronic means by giving not less than 7 days' notice before the date of meeting, unless the Articles prescribe a longer period. In case of Company sends the notice by speed post or by registered post or then additional two days shall be added for the service of notice. ❖ In case the facility of participation through electronic mode is being made available, the notice shall provide the information to the directors about the availability of such facility and provide them necessary information to avail such facility. Further, the notice shall also contain the contact number or e-mail address (es) of the Chairman or the Company Secretary or any other person authorized by the Board, to whom the Director shall confirm in this regard. ❖ To hold the Board meeting as per schedule and in compliance with Rule 3 of Companies (Meetings of Board and its Powers) Rules, 2014 if meeting is held through video conferencing or other audio visual means. <p><i>Note: MCA vide its notification dated 15th June, 2021 has omitted Rule 4 of the Companies (Meetings of Board and its Powers) Rules, 2014. Consequent upon the said amendment, Board Meeting may be held through video conferencing or other audio visual means in accordance with Rule 3 of The Companies (Meetings of Board and its Powers) Rules, 2014 in compliance with Section 173 read with the rules made thereunder.</i></p> <ul style="list-style-type: none"> ❖ To hold the board meeting as per schedule and in compliance with Section 173 read with the rules made thereunder. <ul style="list-style-type: none"> - To take note of disclosure/declaration(s) received from the directors and Key Managerial Personnel of the Company - To take note of the specific disclosure received from the directors in respect of proposed contract or arrangement in the meeting - To take on record Committee Meetings Minutes - To take note of resolution passed by circulation by board of directors since last board meeting, if any - To take note of the disclosure/submission(s) to stock exchange where the securities of the Company are listed in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - To take note minutes of the Board Meetings of subsidiaries of the Company - To recommend the dividend on per share basis if any for the financial year 2023-24 (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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - To review the compliance certificate on the laws applicable to the Company for the quarter ended June 30, 2024 - To approve annual action plan in pursuance of Corporate Social Responsibility Policy of the Company and CSR Budget, Projects and Programs for the Financial Year 2024

	<ul style="list-style-type: none"> - 25 (if not approved in last quarter) - To consider and approve opening of Dividend Account - To take on record the certificate from Chief Executive Officer & CFO on Financial Results for the quarter ended June 30, 2024 under Regulation 33(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - To consider and approve the Audited Financial Results (Standalone and Consolidated) along with the Auditors Report under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - To appoint Internal Auditor for the FY 2024 -25 - To appoint Secretarial Auditor for the FY 2024 -25 - To take note of Secretarial Audit Report for the FY 2023 -24 - To take note Internal Audit Report for the FY 2023 -24 - To take note Cost Audit Report for the FY 2023 -24 - To appoint Cost Auditor for the FY 2024 -25, if applicable - To recommend remuneration to Cost Auditor for approval at AGM - To approve the Annual Report on CSR for the FY 2023 -24 - To take note of Annual Secretarial Audit Report (MR-3) for the FY 2023 -24 - To recommend the appointment of auditors - To recommend the appointment of retiring directors - To approve the Board's Report along with its annexures including Corporate Governance Report, Management Discussion and Analysis and Business Responsibility Report for the Financial Year ended March 31, 2024 - 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, 2024. However, gap between two Annual General Meetings should not be more than 15 months). In case of top 100 listed entities by market capitalization, their AGM shall be held within a period of 5 months from the date of closing of the financial year. - To fix book closure dates/record date, if required - To fix dates for remote e-voting by shareholders (remote e-voting should remain open for not less than 3 days and shall close at 5:00 PM on the date preceding the date of the general meeting) - To fix record date for determining shareholders, holding shares either in physical form or in dematerialized form, who may cast their vote electronically - To appoint Scrutinizer for scrutinizing the results of remote e-voting for the AGM - To appoint an agency for providing e – voting services for the AGM - To approve the notice for convening the AGM and authorize any director or the company secretary for the issuance of notice of the AGM - To check: <ul style="list-style-type: none"> a) Regularization of additional director b) Appointment / Re-appointment of Managerial Personnel, as may be applicable c) Re-appointment of Statutory Auditor d) Any other item requiring shareholders' approval
Consolidation of Financial Statements	<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 company shall also attach along with its financial statement, a separate statement in Form AOC-1 containing the salient features of the financial statement of its subsidiary or subsidiaries and associate company or companies. The said Form AOC-1 should be signed in same manner as the financial statements would be signed in terms of Companies Act, 2013.

Up to 30th September	<p>Every individual who holds a Director Identification Number (DIN) as on March 31 of a Financial Year ("FY") as per these rules shall submit e-form DIR-3-KYC for the said FY to the Central Government on or before September 30 of immediate next FY.</p> <p>Where an individual who has already submitted e-form DIR-3 KYC in relation to any previous financial year, submits web-form DIR-3 KYC-WEB through the web service upto September 30 of immediate next FY.</p>
Before Approval of Board report for previous financial year	<p>All Companies who have made downstream investment shall obtain a certificate from its statutory auditor on an annual basis, before approval of Board Report for the FY 2023-24 and such compliance shall be mentioned in the Board report in the Annual Report of Company.</p> <p>In case statutory auditor has given a qualified report, the same shall be immediately brought to the notice of the regional office of the Reserve Bank in whose jurisdiction the Registered Office of the company is located and shall also obtain acknowledgement from the Registered Office.</p> <p>[Foreign Exchange Management (Non-debt Instruments) Rules, 2019 as notified on dated October 17, 2019 S.O. 3732(E) dated October 17, 2019]</p>
Form MGT-14 Powers exercised in Board Meeting	<p>Form MGT-14 is required to be filed within 30 days from the date of passing the Board resolutions, if any of powers are exercised in Board Meeting as contained in Section 117(3) of the Companies Act 2013 and Rule 8 of the Companies (Meetings of Board and its Powers) Rule 2014.</p>
Filing of Statement of deviation or Variation in XBRL mode by Companies	<ol style="list-style-type: none"> In terms of Regulation 32(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 following statement(s) on a quarterly basis for public issue, rights issue, preferential issue etc. <ol style="list-style-type: none"> indicating deviations, if any, in the use of proceeds from the objects stated in the offer document or explanatory statement to the notice for the general meeting, as applicable; indicating category wise variation (capital expenditure, sales and marketing, working capital etc.) between projected utilisation of funds made by it in its offer document or explanatory statement to the notice for the general meeting, as applicable and the actual utilisation of funds. In terms of Regulation 32(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, where the listed entity has appointed a monitoring agency to monitor utilisation of proceeds of a public or rights issue, the listed entity shall submit to the stock exchange(s) any comments or report received from the monitoring agency within 45 days from the end of each quarter. <p>Please note that the listed companies are required to submit Statement of Deviation or Variation in PDF mode along with the submission of Financial results in PDF mode and Statement of Deviation or Variation in XBRL mode shall be submitted along with the submission of the Financial results in XBRL mode.</p> <p>https://www.sebi.gov.in/legal/circulars/dec-2019/format-on-statement-of-deviation-or-variation-for-proceeds-of-public-issue-rights-issue-preferential-issue-qualified-institutions-placement-gip-etc-45447.html</p>

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.</p> <p><u>Physical Meeting:</u></p> <p>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 their 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><u>Virtual Meeting:</u></p> <p>If Company decides to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM) as per the MCA circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2022 dated May 05, 2022, No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 (Circulars) and SEBI vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2024, there is no need to annex attendance slip, route map with prominent land mark for easy location, and Proxy form. However, compliances applicable to public company are to be ensured as mentioned in the circulars.</p> <ul style="list-style-type: none"> • Before sending the notices and copies of the financial statements, etc. a public notice by way of advertisement be published 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, preferably both newspapers having electronic editions and specifying in the advertisement information as mentioned in the circular. • Transcript shall be maintained and recorded in safe custody by the Company. In case of a public company, the recorded transcript of the meeting, shall as soon as possible, be also made available on the website (if any) of the Company.
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MCA vide Circular No. 09/2023 dated 25th September, 2023, has allowed companies to conduct their AGM (which will become due in the year 2023) through VC or OAVM up to 30th September, 2024 in accordance with the requirements provided in paragraphs 3 and 4 of the MCA Circular No. 20/2020 dated 05th May, 2020.

Further, MCA vide Circular No. 09/2023 dated 25th September, 2023 shall not be construed as conferring any extension of time for holding of AGMs by the companies under the Companies Act, 2013, and the companies which do not adhere to the relevant timelines shall remain subject to legal action under the Companies Act, 2013.

Note: 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. Furthermore, the top 100 listed entities shall provide one-way live webcast of the proceedings of the Annual general meeting.

It is pertinent to note that as per Regulation 3(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, once the listed entity falls in criteria of top 100 listed entities, based on market cap based on market cap at the end of the immediate preceding financial year, such listed entities shall continue to comply with such provisions even if their market cap fall below such thresholds.

Further, as per latest amendment in LODR effective from December 31, 2024, the said provisions of Regulation 3 would stand amended and new defined process would be followed to ensure the applicability of provisions of LODR based on market cap.

Annual Report to be forwarded to entitled persons

- ❖ Soft copies of full annual report to all those shareholder(s) who have registered their email address(es) either with the listed entity or with any depository;
- ❖ Hard copy of statement containing the salient features of all the documents, as prescribed in Section 136 of Companies Act, 2013 or rules made thereunder to those shareholder(s) who have not so registered;
- ❖ Hard copies of full annual reports to those shareholders, who request for the same

SEBI vide general circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 dispensed the requirement of sending physical copies of annual report to shareholders for the year 2024 under Regulation 36 (1)(b) and (c) and Regulation 58 (1)(b) &(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, however, the listed entity has to ensure the following:

a) In terms of regulation 36(1)(c) of the LODR Regulations, listed entities are required to send hard copy of full annual reports to those shareholders who request for the same.

b) The notice of AGM published by advertisement in terms of regulation 47 of the LODR Regulations shall disclose the web-link to the annual report so as to enable shareholders to have access to the full annual report.

For detailed SEBI Circular dated October 07, 2023, please refer the link:

<https://www.sebi.gov.in/legal/circulars/oct-2023/relaxation-from-compliance-with-certain-provisions-of-the-sebi-listing-obligations-and-disclosure-requirements-regulations-2015-reg-77781.html>

Annual Report to be forwarded to Stock Exchanges	<ul style="list-style-type: none"> ❖ A copy of the annual report sent to the shareholders along with the notice of the annual general meeting 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 (Forty Eight) hours after the annual general meeting ❖ 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. ❖ 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 at the time of filing of financial results in the form AOC-4XBRL with the ROC.
Postal Ballot	<p>Every company, except One Person Companies and other companies having less than or equal to two hundred Members, shall transact items of business as prescribed, only by means of postal ballot instead of transacting such business at a General Meeting in accordance with the section 110(1)(a) of the Companies Act, 2013 and Rule 22(16) of the Companies (Management and Administration) Rule, 2014 and Secretarial Standard- 2.</p> <p>Items of business which shall be passed only by postal ballot</p> <ul style="list-style-type: none"> ❖ alteration of the objects clause of the memorandum and in the case of the company in existence immediately before the commencement of the Act, alteration of the main objects of the memorandum ❖ alteration of articles of association in relation to insertion or removal of provisions which are required to be included in the articles of a company in order to constitute it a private company ❖ change in place of registered office outside the local limits of any city, town or village ❖ change in objects for which a company has raised money from public through prospectus and still has any unutilized amount out of the money so raised ❖ issue of shares with differential rights as to voting or dividend or otherwise ❖ variation in the rights attached to a class of shares or debentures or other securities ❖ buy-back of shares by a company ❖ appointment of a Director elected by small shareholders ❖ sale of the whole or substantially the whole of an undertaking of a company or where the company owns more than one undertaking, of whole or substantially the whole of any of such undertakings ❖ giving loans or extending guarantee or providing security in excess of the limit specified any other Resolution prescribed under any applicable law rules or regulations. <p>MCA vide General Circular No. 09/2023 dated 25.09.2023 has clarified on passing of ordinary and special resolutions by companies by holding extra-ordinary general meeting through VC or OAVM or passing of certain matters only through postal ballot without convening general meeting and extended the time period up to September 30, 2024.</p>

Inspection of Financial Statements and other documents	All documents referred to in the accompanying Notice and the Explanatory Statement and required statutory Register and Certificate shall be open for inspection and time and place for inspection should be specified in the Explanatory Statement to notice of AGM. However, in view of MCA circulars, in case the Company is convening AGM / EGM through VC/OAVM, then inspection of the documents must be available to the members electronically.										
AGM Compliances	<p>For the purpose of AGM, the following shall be taken care of:</p> <ul style="list-style-type: none">❖ Unless the articles of the Company otherwise provide, the members personally present at the meeting shall elect one of themselves to be Chairman thereof on show of hands.❖ Auditor shall, either by himself or through his authorized representative, who shall also be qualified to be an auditor, attend the AGM. He shall have a right to be heard at such meeting on any part of the business which concerns him as the auditor. <p>In case the AGM is being convened through VC, then presence of Auditor is mandatory.</p> <ul style="list-style-type: none">❖ Secretarial Auditor shall, either by himself or through his authorized representative shall be present at the AGM.❖ Quorum <table><tr><td>Companies</td><td>Number of members on the date of meeting</td><td>Quorum</td></tr><tr><td rowspan="3">Public Company</td><td>Not more than 1000</td><td>5</td></tr><tr><td>More than 1000 but upto 5000</td><td>15</td></tr><tr><td>More than 5000</td><td>30</td></tr></table> <p>The Chairman of the Audit Committee, Nomination and Remuneration Committee and the Stakeholders Relationship Committee, or any other Member of any such Committee authorised by the Chairman of the respective Committee to attend on his behalf, shall attend the Annual General Meeting</p> <ul style="list-style-type: none">❖ Following documents are to be kept open for inspection at every AGM, inter-alia, :<ul style="list-style-type: none">- Register of Directors and Key Managerial Personnel and their shareholding- Register of Contracts and Arrangements with related parties- Certificate from Secretarial 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. <p>However if the company decides to convene AGM through VC/OAVM, then members cannot proxy to attend and members present through VC/ OAVM shall be counted for the purpose of quorum.</p>	Companies	Number of members on the date of meeting	Quorum	Public Company	Not more than 1000	5	More than 1000 but upto 5000	15	More than 5000	30
Companies	Number of members on the date of meeting	Quorum									
Public Company	Not more than 1000	5									
	More than 1000 but upto 5000	15									
	More than 5000	30									
ROC Compliance relating to AGM	<ul style="list-style-type: none">❖ To file Form DIR 12 with the ROC for the regularization of additional director within 30 days from the date of passing the resolution in the AGM.❖ In case any special resolution(s) or ordinary resolution(s) is passed by the company at the AGM, the same is required to be filed in Form MGT 14 with the ROC within 30 days from the date of passing such resolution(s).❖ If the company decides to convene AGM through VC/OAVM, then the company has to file										

	<p>all resolutions passed (including Ordinary resolution) shall be filed with ROC in form MGT-14 within 60 days of passing and such resolutions clearly indicating that the mechanism provided in the MCA circulars along with other provisions of the Companies Act, 2013 and rules made thereunder were duly complied.</p> <p>Note: It is suggested to file all the resolutions taken up in the Annual General Meeting held through video conferencing in <u>Form</u> MGT-14 within 30 days of Annual General Meeting because after thirty days the MCA Portal may seek additional fees for such filling</p> <ul style="list-style-type: none"> ❖ To file the Financial Statements including Consolidated Annual Accounts, if applicable, in Form AOC-4 NBFC Ind AS or AOC-4 CFS NBFC Ind AS or AOC-4 XBRL (as 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 NBFC Ind AS or AOC-4 CFS NBFC Ind AS or AOC-4 XBRL, as applicable. Further, Financial Statement audited (under any law of the country of its incorporation) is in a language other than English, along with a translated copy of financial statement in English. ❖ To file annual return in Form MGT-7 with the ROC within 60 days from the date of Annual General Meeting. ❖ To file Form CSR-2 as an addendum to the filing of financial statement in Form AOC-4 (Form AOC - 4 CFS, if applicable) or Form AOC-4 NBFC (Ind AS) or Form AOC-4 XBRL (if applicable). ❖ 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. <p>Kindly ensure that the report for form MGT-15 should be signed by Chairman of the meeting or in case of his inability to sign, by any two directors of the Company, one of whom shall be the Managing Director, if there is one and Company Secretary of the Company in terms of Section 121 of the Companies Act, 2013.</p> <ul style="list-style-type: none"> ❖ To file Form IEPF-2 within 60 days 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 of auditor. ❖ Appointment letter should be sent to the appointed directors. ❖ To file any other documents as per Notice of AGM
Stock Exchange Compliances relating to AGM	<ul style="list-style-type: none"> ❖ To submit proceedings of the Annual General Meeting to the Stock Exchange not later than twelve four hours from the occurrence of event or information; ❖ To submit to the stock exchange, within two working days of conclusion of its General Meeting, details regarding the voting results in the prescribed format under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, here it is noticeable that the report of scrutinizer has to be submitted within 2 working days in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or 3 days in terms of requirement of Companies Act, 2013, whichever is earlier.

	❖ To submit the Annual report in XBRL with stock exchanges immediately after filing of Form AOC-4 XBRL with Registrar of Companies, Ministry of Corporate Affairs.
Unclaimed Shares	Any unclaimed shares or any corporate benefits not claimed by shareholders shall be credited to a demat suspense account with one of the Depository Participants opened by the issuer. The details of the same will have to be disclosed in the Annual Report of the Company according to the schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Disclosure of funds raised through Preferential Allotment or qualified institution placement	Where an entity has raised funds through preferential allotment or qualified institution placement, the listed entity shall disclose every year, the utilization of such funds during that year in its Annual Report until such funds are fully utilized.
Vacancy in respect of certain Key Managerial Personnel	<p>As per latest amendment in LODR effective from May 17, 2024, where the listed entity is required to obtained the approval of regulatory, government or statutory authorities to fill up the vacancy in the office of Chief Financial Officer, Managing Director, Whole Time Director of Manager, then such vacancy shall be filed in six months from the date of vacancy.</p> <p>In other cases, such vacancy shall be filled in period of 3 months from the date of such vacancy. <i>[Regulation 26A of LODR]</i></p> <p>Amended LODR (up to May 17, 2024):- https://www.sebi.gov.in/legal/regulations/may-2024/securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-regulations-2015-last-amended-on-may-17-2024-80422.html</p>
Secretarial Standards	<p>As per section 118(10) of the Companies Act, 2013 provisions of effective from October 1, 2017 as amended up to 31st December, 2020 issued by the Institute of Company Secretaries of India (ICSI) and notified by the Ministry of Corporate Affairs (MCA), the Companies needs to comply with the applicable Secretarial Standards.</p> <p>Quick links: Guidance Note on Meetings of the Board of Directors: https://www.icsi.edu/media/webmodules/GN_on_Meetings_of_BOD_3122020.pdf Guidance Note on General Meetings: https://www.icsi.edu/media/webmodules/GN_on_General_Meetings_31122020.pdf</p>
Miscellaneous	<p>In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) ("Second Amendment Regulation") 2023 now, the Companies are required to disclose the material events to the stock exchange as per below timelines:</p> <ol style="list-style-type: none"> Within 30 minutes from the closure of the board meeting in which the decision w.r.t event or information which is material in nature in terms of revised materiality threshold. Within 12 hours from the occurrence of the material event or information emanating within the listed entity. Within 24 hours from the occurrence of the material event or information not emanating

	<p>within the listed entity.</p> <p>d. With prescribed timelines as specified in Part A of Schedule III of LODR.</p> <p>Any delay in disclosing the material event / information should be backed with the explanation for the delay.</p>
	<p>In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) ("Second Amendment Regulation") 2023 as per said amendment, top 100 listed entities (w.e.f. October 01, 2023) and top 250 listed entities (w.e.f. April 01, 2024) are now required to confirm, deny or clarify and reported event of information in the mainstream media which is not general in nature, not later than 24 hours from the reporting of the event or information.</p> <p>It is pertinent to note that as per Regulation 3(2) of SEBI LODR, Once the listed entity falls in criteria of top 100 or 250, as the case may be, based on market cap based on market cap at the end of the immediate preceding financial year, such listed entities shall continue to comply with such provisions even if their market cap fall below such thresholds.</p>

Items to be placed before the Board

Actions by the Board as per Listing Regulations	❖ In case of any change or appointment of new share transfer agent, the tripartite agreement between listed company, existing share transfer agent and new share transfer agent shall be placed in the subsequent meeting of the board of directors. This regulation shall not be applicable to the units issued by mutual funds that are listed on recognized stock exchange(s) in terms of Regulation 7(4) and 7(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ To place on quarterly basis, before the board of directors, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter in terms of Regulation 13(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ To review, periodically, the compliance reports pertaining to all laws applicable to the listed entity, prepared by the listed entity as well as steps taken by the listed entity to rectify instances of non-compliances in terms of the Section 205 of Companies Act, 2013 and Regulation 17(3) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ The board shall satisfy itself that plans are in place for orderly succession for appointment to the board of directors and senior management in terms of Regulation 17(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ To lay down the code of conduct for all members of the board of directors and senior management which include the duties of independent directors as laid down in Companies Act, 2013 in term of Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ The board shall recommend all fees or compensation, if any, paid to non – executive directors, including independent directors in terms of Regulation 17 (6) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ To place minimum information before the board of directors as specified in Part A of Schedule II in terms of Regulation 17(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ To provide the compliance certificate to the board of directors by the chief executive officer and the chief financial officer as specified in Part B of Schedule II in terms of Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ To lay down the procedures to inform members of the Board about the risk assessment and minimization procedures in terms of 17(9)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ The board of directors shall be responsible for framing, implementing and monitoring the risk management plan for the listed entity in terms of Regulation 17(9)(b) of the Securities and Exchange Board of India (Listing Obligations and 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.
	<ul style="list-style-type: none"> ❖ 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.
	<ul style="list-style-type: none"> ❖ To place the minutes of the meetings of the board of directors of the unlisted subsidiary at the meeting of the board of directors of the listed entity in terms of Regulation 24(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ Internal Audit Report of the RTAs must be shared with the Issuer Company within 3 months from the end of Financial Year. The same must be noted in the meeting of board of directors of the Company.
	<ul style="list-style-type: none"> ❖ At least one independent director of the listed company shall be the director on the Board of Director of the unlisted material subsidiary company in terms of Regulation 24 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ The management of the unlisted subsidiary shall periodically bring to the notice of the board of directors of the listed entity, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary in terms of Regulation 24(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ To make disclosures of any events or information which are material in the opinion of the board of directors of the company in terms of Regulation 30(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Events specified in Para A of Part A of Schedule III are deemed to be material events)
	<ul style="list-style-type: none"> ❖ To make disclosure of the events specified in Para B of Part A of Schedule III in terms of Regulation 30(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on application of the guidelines for materiality, as specified in Regulation 30(4). (Regulation 30(4)(i): Criteria for determination of materiality of events/ information: (a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or

	<p>(b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date;</p> <p>(c) The omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:</p> <p>(1) two percent of turnover, as per the last audited consolidated financial statements of the listed entity;</p> <p>(2) two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;</p> <p>(3) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity;</p> <p>(d) In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material</p>
	<p>❖ 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.</p>
	<p>❖ In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) ("Second Amendment Regulation") 2023 Companies are now required to apply uniform quantitative criteria of minimum threshold as given under Regulation 30(4)(i)(c) of SEBI LODR for purpose of disclosing the event as material.</p> <p>Further, even if the Company has not disclosed any such event as on date of the publication of the Second Amendment Regulations, and that event turns out to be material by applying the defined uniform quantitative criteria of minimum threshold, then the listed companies are required to disclose the same within 30 days from thereof i.e. by July 14, 2023. Therefore, the Companies should keep on listing down the events which have become material based on revised threshold.</p> <p>It is also recommended to amend the Materiality Policy of the Company by suitably inserting the provisions of this amendment before July 14, 2023.</p>
	<p>❖ In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) ("Second Amendment Regulation") 2023 Listed entities are required to amend the Policy for Determination of Materiality by suitably inserting the manner so as to assist employees in identifying potential material event or information which shall be escalated and reported to the relevant Key Managerial Personnel for determining materiality of the event or information and for making disclosure to stock exchange(s).</p> <p>Further, necessary awareness campaign should also be carried for the employees to inform them about the policy and process of bringing the information in knowledge of KMP of the Company.</p>

	<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"> ❖ With effect from January 1, 2022, the Top 1000 listed entities by market capitalization calculated as on March 31 of the preceding financial year, shall undertake Directors and Officers insurance ('D and O insurance') for all their independent directors of such quantum and for such risks as may be determined by its board of directors
	<ul style="list-style-type: none"> ❖ No employee including key managerial personnel or director or promoter of a listed entity shall enter into any agreement for himself / herself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity, unless prior approval for the same has been obtained from the Board of Directors.
	<ul style="list-style-type: none"> ❖ A certificate from CFO or the person responsible for financial management certifying that the funds so disbursed for the purpose of CSR have been utilised for the purposes and in the manner as approved by it.
	<ul style="list-style-type: none"> ❖ To place on quarterly basis, before the board of directors, Reconciliation of Share Capital Audit Report under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018.
	<ul style="list-style-type: none"> ❖ As per SEBI Circular dated November 04, 2019: CRAs shall meet the audit committee of the rated entity, at least once in a year, to discuss issues including related party transactions, internal financial control and other material disclosures made by the management, which have a bearing on rating of the listed NCDs.
	<ul style="list-style-type: none"> ❖ The Board shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. [Ref. Regulation 17 (1C) of LODR]
	<ul style="list-style-type: none"> ❖ The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors, but not less than once in a year.
	<ul style="list-style-type: none"> ❖ 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. Further, that the delegated authority shall report on transfer of securities to the board of directors in each meeting.
	<ul style="list-style-type: none"> ❖ Policy on materiality of related party transactions shall be reviewed by the board of directors at least once every three years and updated accordingly.

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

Policies as per Listing Regulations	❖ To formulate an effective vigil mechanism/whistle blower policy enabling stakeholders, including individual employees and their representatives bodies, to freely communicate their concerns about illegal or unethical practices as per Regulation 4 (2) (d) (iv) and Regulation 22 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ 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- (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.
	❖ 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.
	❖ 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.
	❖ In terms of Regulation 17(9)(a) & b of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to lay down procedures to inform members of board of directors about risk assessment and minimization procedures.
	❖ 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.
	❖ 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.
	❖ 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.
	❖ To frame a policy for determination of materiality, based on criteria specified in regulation 30(4)(i), duly approved by its board of directors, which shall be disclosed on its website in terms of Regulation 30(4)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	❖ To formulate archival policy in terms of Regulation 30(8) of the Securities and

	<p>Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <ul style="list-style-type: none"> ❖ The listed entity shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website of the listed entity for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website.
	<ul style="list-style-type: none"> ❖ Top 1000 listed entities based on market capitalization, calculated as on March 31 of every financial year, shall formulate dividend distribution policy in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. ❖ The Policy shall be disclosed in the annual report of the Company ❖ 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
	<ul style="list-style-type: none"> ❖ Policy relating to remuneration of the directors, key managerial personnel and other employees as per Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ Devising a Policy on diversity of board of directors as per Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
	<ul style="list-style-type: none"> ❖ Risk Management Policy as per Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

Reference	Particulars
Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 w.e.f June 15, 2023.	<p>Mandatory Applicability: Top 1000 hundred 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 1000 listed companies based on market capitalization. ❖ Listed entities having their specified securities listed on SME Exchange. <p>The applicable listed company shall submit a Business Responsibility and Sustainability Report (BRSR) in the format as specified by the Board.</p> <p>In addition to the Business Responsibility and Sustainability Report on the environmental, social and governance disclosures, the applicable listed entity shall also obtain the following:</p> <p>A. Obtain assurance of Business Responsibility and Sustainability Report Core in the format as may be prescribed by SEBI</p> <p>B. Obtain assurance as per the Business Responsibility and Sustainability Report Core for their value chain.</p> <p>It is pertinent to note that as per Regulation 3(2) of SEBI LODR, Once the listed entity falls in criteria of top 1000 listed based on market cap based on market cap at the end of the immediate preceding financial year, such listed entities shall continue to comply with such provisions even if their market cap fall below such thresholds.</p>

SEBI (PROHIBITION OF INSIDER TRADING) REGULATION, 2015

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 shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter. <ul style="list-style-type: none"> ❖ Continual Disclosures to be given by every promoter, employee and director of every company in respect of securities acquired or disposed of within two trading days of such transaction if: <ul style="list-style-type: none"> - Value of securities traded (in one transaction or a series) over a calendar quarter aggregates to a traded value in excess of 10 lakh rupees or such other specified value. ❖ Every Company shall notify such particulars to the stock exchange within 2 trading days of receipt of the disclosure or from becoming aware of such information in the format prescribed by the SEBI. <p>Further, the Company shall provide the information including PAN number of Promoter(s) including member(s) of the promoter group, designated person(s) and director(s) as per SEBI PIT Regulations to the designated depository and the manual disclosure is not required if the Company is complying with SEBI Circular on Automation of Continual Disclosures under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 - System driven disclosures – Ease of doing business.</p> <p>Further, in case of any subsequent update in the details of the entities, the listed company shall update the information with the designated depository on the same day.</p> <p>[Refer SEBI Circular-</p> <p>https://www.sebi.gov.in/legal/circulars/aug-2021/automation-of-continual-disclosures-under-regulation-7-2-of-sebi-prohibition-of-insider-trading-regulations-2015-system-driven-disclosures-ease-of-doing-business_51848.html</p> <p>https://www.sebi.gov.in/legal/circulars/sep-2020/automation-of-continual-disclosures-under-regulation-7-2-of-sebi-prohibition-of-insider-trading-regulations-2015-system-driven-disclosures_47523.html]</p> <p>Quick Link of format prescribed by SEBI:</p> <p>https://www.bseindia.com/markets/MarketInfo/DownloadAttach.aspx?id=20210209-40&attachedId=136b48d5-deb2-45a6-9de6-09bdc3d58f3d</p>
	<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. ❖ Code of Fair Disclosure- The board of directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to these regulations, without diluting the provisions of these regulations in any manner. ❖ Every such code of practices and procedures for fair disclosure of unpublished price

	<p>sensitive information and every amendment thereto shall be promptly intimated to the stock exchanges where the securities are listed.</p>
	<p>❖ Trading window</p> <p>Trading window shall be closed by the closure of each quarter till the 48 hours after the declaration of financial results in the Board Meeting.</p> <p>Further, the trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information.</p> <p>❖ Trading plan</p> <p>An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan</p> <p>Such trading plan shall not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results</p> <ol style="list-style-type: none"> Such trading plan shall not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan. 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. Such trading plan shall entail trading for a period of not less than twelve months Such trading plan shall not entail overlap of any period for which another trading plan is already in existence Such trading plan shall set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; <p>❖ The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.</p>
	<p>❖ 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.</p>
Code of Conduct	<p>❖ 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.</p> <p>❖ 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</p>

	<p>Voluntary Information Disclosure Form under these regulations and is a director, partner, regular or contractual employee, but does not include an advocate.</p> <p>Please refer the below mentioned link: https://www.sebi.gov.in/legal/regulations/sep-2019/securities-and-exchange-board-of-india-prohibition-of-insider-trading-third-amendment-regulations-2019_44341.html</p>
	<ul style="list-style-type: none"> ❖ As per Regulation 9A(3) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended), the board of directors of every listed company and the board of directors or head(s) of the organisation of intermediaries and fiduciaries shall ensure that the Chief Executive Officer or the Managing Director or such other analogous person ensures compliance with regulation 9 and sub-regulations (1) and (2) of the regulation. ❖ As per Regulation 9A(4) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended), the Audit Committee of a listed company or other analogous body for intermediary or fiduciary shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
Policy and Code (s)	<ul style="list-style-type: none"> ❖ Policy for determination of 'legitimate purpose' as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 3 and 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015. ❖ Policy on whistle Blower Policy to make employees aware of such Policy to enable employees to report instances of leak of unpublished price sensitive information under Regulation 9 (6) of SEBI (Prohibition of Insider Trading) Regulations, 2015. ❖ Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015. ❖ Code of Conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons as set out in Schedule B under Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
Reporting to STX regarding violations under SEBI (Prohibition of Insider Trading) Regulations, 2015 relating to the Code of Conduct (CoC)	<ul style="list-style-type: none"> ❖ SEBI vide Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/135 dated July 23, 2020, had ❖ Specified the standard format for reporting of violations related to CoC in terms of clause 13 of Schedule B (in case of listed companies) and clause 11 of Schedule C (in case of intermediaries and fiduciaries) read with Regulation 9 of the PIT Regulations, the listed companies, intermediaries and fiduciaries. ❖ Quick Link of format prescribed by SEBI: https://www.bseindia.com/markets/MarketInfo/DownloadAttach.aspx?id=20200724-10&attachedId=90535fe2-15f6-4eab-81e9-7322528fc486

<p>Framework for restricting insider trading by Designated Persons ("DPs") by freezing PAN</p>	<ul style="list-style-type: none"> ❖ In order to rationalize the compliance requirement of Clause 4 (1) of Schedule B read with Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations') and to prevent inadvertent non-compliance of the provisions of PIT Regulations by Designated Persons ("DPs"), Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/ISD/ISD-SEC- 4/P/CIR/2022/107 dated August 05, 2022 ('Original SEBI circular'), had proposed a framework for restricting trading by DPs by freezing PAN at security level during the Trading Window Closure period by making it applicable on listed companies that are a part of Nifty 50 or Sensex 30 commencing from declaration of financial results for quarter ending September 30, 2022. ❖ Considering the original SEBI circular, BSE vide Notice No. 20230628-23 and NSE vide circular no. NSE/CML/2023/49 ("Current BSE & NSE Circular") issued on June 28, 2023, extends the applicability of the original SEBI circular to the declaration of financial results by the listed company in the phased manner for restricting the insider trading by DPs by freezing PAN and prevent the non-compliance of PIT Regulations. <p>For detail understanding, kindly refer our bulletin.</p> <p>http://www.cacsindia.com/Uploads/Files/7fee9803-0dad-47c4-9296-de5577671327.pdf</p>
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UNLISTED PUBLIC COMPANIES

Regulation 24A of SEBI LODR Regulations, 2015	Material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex a secretarial audit report by a company secretary in practice, in Form MR-3 with the annual report of the listed entity.
July to September 2024	<p>There must be at least four Board Meetings in every calendar year and in the manner that not more than 120 days (one hundred and twenty days) shall intervene between two consecutive meetings in compliance with the provisions of section 173 of the Companies Act, 2013 & Secretarial Standard-1.</p> <p>Where the board of directors are approving any contract or agreement to be entered with any related party under section 188 or in which any director is concerned or interested under section 184(2) of the Companies Act, 2013 then the interested director shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting and register under section 189 of the Companies Act, 2013 in which such transaction is entered shall be placed at next Board Meeting in order to take the signature of all the directors who are present in the meeting.</p> <p>Note: Entry to be made in Register of contracts or arrangements regarding the contract or arrangement entered into by the Company with related party which are either not in its ordinary course of business or not on arm's length basis or both. After entering the particulars, such register or registers shall be placed before the next meeting of the Board and signed by all the directors present at 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 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. ❖ Any director who intends to participate in the meeting through electronic mode may intimate about such participation at the beginning of the calendar year, which shall be valid for such Calendar year and such intimation shall not debar him from participation in the Meeting in person provided he gives such intimation sufficiently in advance to the company. ❖ To hold the Board meeting as per schedule and in compliance with Rule 3& 4 of

	<p>Companies (Meetings of Board and its Powers) Rules, 2014 if meeting is held through video conferencing or other audio visual means.</p> <p>As per Guidance Note on SS-1 issued by ICSI, notes on items of business which are in the nature of Unpublished Price Sensitive Information may be given at a shorter period of time than stated above, with the consent of a majority of the Directors, which shall include at least one Independent Director, if any.</p> <p><i>Note: MCA vide its notification dated 15th June, 2021 has omitted Rule 4 of the Companies (Meetings of Board and its Powers) Rules, 2014. Consequent upon the said amendment, Board Meeting may be held through video conferencing or other audio visual means in accordance with Rule 3 of The Companies (Meetings of Board and its Powers) Rules, 2014 in compliance with Section 173 read with the rules made thereunder.</i></p>
	<p>To obtain following declarations, disclosures, offer letter, consent letter with respect to:</p> <ul style="list-style-type: none"> ❖ the confirmation in Form DIR-8 under section 164 from all the directors of the Company with respect to their eligibility for appointment or re- appointment, whether they are Rotational Director or Additional Director to be appointed as Director at the AGM. <p>MCA vide Notification dated January 20, 2023 states that according to Rule 14 Sub Rule (1A) of Companies (Appointment and Qualification of Directors) Rules, 2014, whenever a Company receives the information in Form DIR-8, Company shall, within thirty days of such receipt, file Form DIR-9 with the Registrar. In our view, Form DIR-9 is only required in case when the Director declares that he/she is disqualified.</p> <ul style="list-style-type: none"> ❖ 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 (if not already noted in first board meeting). ❖ To obtain offer letter, Form DIR-2 from the Rotational Directors and offer letter, Form DIR-2 and Form DIR-8 from Additional Director (along with Rs. 1 lakh) for his Appointment at the Annual General Meeting <p>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> <ul style="list-style-type: none"> ❖ To obtain eligibility certificate and consent from the Statutory Auditors at time of appointment / re-appointment in terms of Section 139 and 141 of Companies Act, 2013. Further, the eligibility certificate should also be taken on annual basis during the tenure of the auditor.
	<p>To obtain Form DIR-2 and Form DIR 8 from the Additional Director for recommending their appointment by the Board of Directors as Director at the ensuing Annual General Meeting, if any.</p> <p>In case a person seeking appointment as Director in a Company (either in existing Company or at time of incorporation) and such person is national of a country which shares land border with</p>

	<p>India, then such person has to obtain security clearance form Ministry of Home Affairs and attach the same with the consent in Form DIR-2. If not applicable, then given declaration to that effect in Form DIR-2.</p> <p>[Refer CACS Bulletin:- http://www.cacsindia.com/Uploads/Files/a154801b-76e6-4202-abbf-50eadf7d1a83.pdf]</p>
Holding of Board meeting	<p>❖ To hold the board meeting as per schedule and in compliance with Section 173 read with the rules made thereunder for:</p> <ul style="list-style-type: none"> - To take note of disclosure/declaration(s) received from the directors and Key Managerial Personnel of the Company - To take note of the specific disclosure received from the directors in respect of proposed contract or arrangement in the meeting - To take on record Committee Meetings Minutes - To take note of resolution passed by circulation by board of directors since last board meeting, if any. - Annual evaluation of the performance of the Board, its Committees and of individual Directors. - Revision in remuneration of Managing Director/ Whole time director / senior management. - To take note of Related Party Transactions for the quarter ended June 30, 2024 - 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 annual action plan in pursuance of Corporate Social Responsibility Policy of the Company and CSR Budget, Projects and Programs for the Financial Year 2024-2025 (if not approved in last quarter) - To consider and recommend the payment of dividend, if any, for the Financial Year 2023-24 - To consider and approve opening of Dividend Account - To consider and approve the Audited Financial Statement (Standalone and Consolidated) along with the Auditors Report under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - To approve Statement containing salient features of the financial statement of Subsidiaries/associate companies/joint ventures in Form AOC-1 - To appoint Internal Auditor for the FY 2024-25 - To appoint Secretarial Auditor for the FY 2024-25 - To take note of Secretarial Audit Report for the FY 2023-24 - To take note Internal Audit Report for the FY 2023-24 - To take note Cost Audit Report for the FY 2023-24 - To appoint Cost Auditor for the FY 2024-25, if applicable - To recommend remuneration to Cost Auditor for approval at AGM - To consider and approve the Annual Report on CSR for the FY 2023-24 and impact assessment report, if applicable - To take note of utilization certificate of CSR expenditure. - To take note of Annual Secretarial Audit Report for the FY 2023-24 - To recommend the appointment of auditors - To recommend the appointment of retiring directors - To approve the Board's Report along with its annexures for the Financial Year ended March 31, 2024 - 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, 2024. However, gap between two Annual General Meetings should not be more than 15 months).

- To approve the notice for convening the AGM and authorize any director or the company secretary for the issuance of notice of the AGM
- To check:
 - a) Regularization of additional director
 - b) Appointment / Re-appointment of Managerial Personnel, as may be applicable
 - c) Appointment / Re-appointment of Auditors
 - d) 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.

CSR Committee Meeting	<p>If CSR is applicable on the Company then as per the CSR policy of the company the CSR Committee shall convene its meeting to update the Committee w.r.t. the status of the projects, programs or activities undertaken during the period.</p> <p>CSR Committee shall convene its meeting to recommend the following to the Board for its approval:</p> <ul style="list-style-type: none"> ❖ Recommendation of Annual Action Plan, CSR Activities and manner of implementation along with Budget for Financial Year 2024-25. (If not approved in the meeting convened in the last quarter). Further, the Board of Directors of the Company shall mandatorily disclose the composition of the CSR Committee, and CSR Policy and Projects approved by the Board on their website, if any, for public access. ❖ If CSR was applicable on the Company during FY 2023-24, 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 (as amended), which shall form the part of Board's Report and also upload the same on website of the Company, if any. ❖ To obtain Certificate from Chief Financial Officer or the person responsible for financial management of the Company that CSR funds so disbursed have been utilised for the purposes and in the manner as approved. ❖ Transfer any unspent amount which does not relate to ongoing projects to a Fund specified in Schedule VII within a period of 6 months of the expiry of the financial year and specify the reasons in Board report for not spending the amount. ❖ If the company is having any surplus arising out of the CSR activities shall not form part of the business profit of a company and the same is required to be ploughed back into the same project or transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of 6 months of the expiry of the financial year. <p>Quick link to the revised format of CSR Annual Report</p> <p>MCA Notification dated 20 September 2022:</p> <p>https://www.mca.gov.in/bin/dms/getdocument?mds=1Wt3uUYzV0rGCr2Vxa8ztQ%253D%253D&type=open</p>
Up to 15 th July	<p>To file RBI Annual Return on foreign liabilities and assets ('FLA'), it is required to be submitted by all the Indian resident companies which have received FDI and/ or made overseas investment in any of the previous year(s), including current year by July 15, 2024. It is to be submitted to the RBI through web based portal.</p> <p>Further, if Company would be filing such Annual Return on Foreign Liabilities and Assets (FLA return) based on un-audited (Provisional) financials of Company for FY 2023-24, then Once the accounts get audited and there are revisions in the provisional information submitted by the company earlier, they are supposed to submit the revised FLA return based on audited accounts.</p> <p>Company should ensure that the details of authorized person as registered in FLAIR Portal are updated and latest. In case of any change in details, the same should be updated.</p> <p>For provisions relating to delay filing, please refer CACS Bulletin:</p> <p>https://www.cacsindia.com/Uploads/Files/7c186291-1914-4297-a47e-14901075ee59.pdf</p>

Up to 30th September	<p>Every individual who holds a Director Identification Number (DIN) as on March 31 of a Financial Year ("FY") as per these rules shall submit e-form DIR-3-KYC for the said FY to the Central Government on or before September 30 of immediate next FY.</p> <p>Where an individual who has already submitted e-form DIR-3 KYC in relation to any previous financial year, submits web-form DIR-3 KYC-WEB through the web service upto September 30 of immediate next FY.</p>
Before Approval of Board report for previous financial year	<p>All Companies who have made downstream investment shall obtain a certificate from its statutory auditor on an annual basis, before approval of Board Report for the FY 2023-24 and such compliance shall be mentioned in the Board report in the Annual Report of Company.</p> <p>In case statutory auditor has given a qualified report, the same shall be immediately brought to the notice of the regional office of the Reserve Bank in whose jurisdiction the Registered Office of the company is located and shall also obtain acknowledgement from the Registered Office.</p> <p>[Foreign Exchange Management (Non-debt Instruments) Rules, 2019 as notified on dated October 17, 2019 S.O. 3732(E) dated October 17, 2019]</p>
Form MGT-14	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.
Consolidation of Financial Statements	<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 company shall also attach along with its financial statement, a separate statement in Form AOC-1 containing the salient features of the financial statement of its subsidiary or subsidiaries and associate company or companies. The said Form AOC-1 should be signed in same manner as the financial statements would be signed in terms of Companies Act, 2013.
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.</p> <p><u>Physical Meeting:</u></p> <p>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 their e-mail address and changes therein from time to time with the company or with the concerned depository.</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.

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.

Virtual Meeting:

If Company decides to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM) as per the MCA circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2022 dated May 05, 2022, No. 10/2022 dated December 28, 2022 and No. 09/2023 dated 25 September, 2023 (Circulars), there is no need to annex attendance slip, route map with prominent land mark for easy location, and Proxy form. However, compliances applicable to public company are to be ensured as mentioned in the circulars.

- Transcript shall be maintained and recorded in safe custody by the Company. In case of a public company, the recorded transcript of the meeting, shall as soon as possible, be also made available on the website of the Company.

MCA vide Circular No. 09/2023 dated 25 September, 2023, has allowed companies to conduct their AGM (which will become due in the year 2023 or 2024) through VC or OAVM up to 30th September, 2024 in accordance with the requirements provided in paragraphs 3 and 4 of the MCA Circular No. 20/2020 dated 05.05.2020.

Further, MCA vide Circular No. 09/2023 dated 25 September, 2023 shall not be construed as conferring any extension of time for holding of AGMs by the companies under the Companies Act, 2013, and the companies which do not adhere to the relevant timelines shall remain subject to legal action under the Companies Act, 2013.

Further, in continuation to this Ministry's General Circular No. 14/2020 dated 08.04.2020, General Circular No. 03/ 2022 dated 05.05.2022 and General Circular No. 11/2022 dated 28.12.2022 and after due examination, it has also been decided to allow companies to conduct their EGMs through video Conference (VC) or other Audio Visual Means (OAVM) or transact items through postal ballot in accordance with framework provided in the aforesaid Circulars up to the end of September, 2024

Website

The website of the company shall be updated by uploading the following:

- ❖ In case of companies which has a website to conduct online business, Name of the Company, Registered Office Address, Company Identification Number (CIN), Telephone Number, Fax number, if any, Email Address etc.
- ❖ Notice of AGM
- ❖ CSR Policy, CSR Composition, CSR Projects and CSR Annual report for the financial year ended March 31, 2024
- ❖ Audited Standalone and Consolidated Financial statements of the Company
- ❖ Annual report of the Company for the financial year ended March 31, 2024
- ❖ Copy of the annual return of the Company i.e. Form MGT-7 along with the Form MGT-8 and other necessary annexure.
- ❖ The information w.r.t. resignation from a director on its website
- ❖ Details of establishment of Vigil Mechanism, if applicable
- ❖ Details of Unpaid / Unclaimed dividend

Annual Report to be forwarded to entitled persons	<p>Board’s Report along with the copies of full financial statement including consolidated financial statements, if any along with its attachments shall be sent to every Director, member, Auditor of the Company, trustees of the debenture holder and to all other entitled persons not less than 21 days before the date of meeting.</p> <p>Pursuant to MCA circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2022 dated May 05, 2022 and No. 10/2022 dated December 28, 2022 and No. 09/2023 dated 25 September, 2023 (Circulars), the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith) shall be sent only by email to the members, trustees for the debenture-holder of any debentures issued by the company, and to all other persons so entitled. Physical dispatch of the Annual Report is at the option of the Company in view of said circulars.</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. However, in view of relevant MCA circular, in case the Company is convening through VC/OAVM, then inspection of the documents must be available to the members electronically.</p>										
AGM Compliance	<p>For the purpose of AGM, the following shall be taken care of:</p> <ul style="list-style-type: none">❖ Unless the articles of the Company otherwise provide, the members personally present at the meeting shall elect one of themselves to be Chairman thereof on show of hands.❖ Auditor shall, either by himself or through his authorized representative, who shall also be qualified to be an auditor, attend the AGM. He shall have a right to be heard at such meeting on any part of the business which concerns him as the auditor. <p>In case the AGM is being convened through VC, then presence of Auditor is mandatory.</p> <ul style="list-style-type: none">❖ Secretarial Auditor shall, either by himself or through his authorized representative shall be present at the AGM.❖ Quorum <table><tr><td>Companies</td><td>Number of members on the date of meeting</td><td>Quorum</td></tr><tr><td rowspan="3">Public Company</td><td>Not more than 1000</td><td>5</td></tr><tr><td>More than 1000 but upto 5000</td><td>15</td></tr><tr><td>More than 5000</td><td>30</td></tr></table> <p>The Chairman of the Audit Committee, Nomination and Remuneration Committee and the Stakeholders Relationship Committee, or any other Member of any such Committee authorised by the Chairman of the respective Committee to attend on his behalf, shall attend the Annual General Meeting</p> <ul style="list-style-type: none">❖ Following documents are to be kept open for inspection at every AGM, inter-alia,: <ul style="list-style-type: none">- Register of Directors and Key Managerial Personnel and their shareholding- Register of Contracts and Arrangements with related parties ❖ Proxy shall not have the right to speak at such meeting and shall not be entitled to vote except on a poll. <p>However, if the company decides to convene AGM through VC/OAVM, then members cannot</p>	Companies	Number of members on the date of meeting	Quorum	Public Company	Not more than 1000	5	More than 1000 but upto 5000	15	More than 5000	30
Companies	Number of members on the date of meeting	Quorum									
Public Company	Not more than 1000	5									
	More than 1000 but upto 5000	15									
	More than 5000	30									

	proxy to attend and members present through VC/ OAVM shall be counted for the purpose of quorum.
ROC Compliance relating to AGM	<ul style="list-style-type: none"> ❖ To file Form DIR - 12 with the ROC for the regularization of additional director as a Director at the AGM within 30 days from the date of passing the resolution in the AGM. ❖ To file Form ADT-1 with the ROC for appointment or re-appointment of Auditors, if any within 15 days from the date of passing resolution in the AGM and appointment letter is to be given to the auditor after his appointment. ❖ In case any special resolution(s) is passed by the company at the AGM, the same is required to be filed in Form MGT - 14 with the ROC within 30 days from the date of passing such resolution(s). ❖ If the company decides to convene AGM through VC/OAVM, then the company has to file all resolutions passed (including Ordinary resolution) shall be filed with ROC within 60 days of passing and such resolutions clearly indicating that the mechanism provided in the MCA circulars dated MCA circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2022 dated May 05, 2022, No. 10/2022 dated December 28, 2022 and No. 09/2023 dated 25 September, 2023 and along with other provisions of the Companies Act, 2013 and rules made thereunder were duly complied. <p>Note: It is suggested to file all the resolutions taken up in the Annual General Meeting held through video conferencing in Form MGT-14 within 30 days of Annual General Meeting because after thirty days the MCA Portal may seek additional fees for such filling</p> <ul style="list-style-type: none"> ❖ To file the Financial Statements including Consolidated Financial Statements, if applicable, in Form AOC-4 (Form AOC - 4 CFS, if applicable) or Form AOC-4 XBRL (if applicable) (with the ROC within 30 days from and including 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 (Form AOC - 4 CFS, if applicable) or Form AOC-4 XBRL (if applicable). Further, Financial Statement audited (under any law of the country of its incorporation) is in a language other than English, along with a translated copy of financial statement in English. ❖ To file annual return in Form MGT-7 with the ROC within 60 days from the date of Annual General Meeting. <u>(Note that Copy of MGT-8 (if applicable) and Details of person designated for furnishing and extending support to RoC with respect to beneficial interest in shares of the company are also required to be attached).</u> ❖ To file Form CSR-2 as an addendum to the filing of financial statement in Form AOC-4 (Form AOC - 4 CFS, if applicable) or Form AOC-4 NBFC (Ind AS) or Form AOC-4 XBRL (if applicable). ❖ Appointment letter is to be given to the auditor after his appointment and notice of his appointment to be filed with ROC in Form ADT-1 within 15 days of appointment. ❖ Appointment letter should be sent to the appointed directors, if any. ❖ To file other documents/ E-forms as per businesses transacted at the AGM, as per the relevant provisions of the Act.
Designate a Person	MCA vide General Circular No. 9/2023 dated 25.09.2023 has extend the timeline for passing of ordinary and special resolutions by companies by holding Annual General Meeting / Extra-

under Section 89 of the Companies Act, 2013	<p>Ordinary General Meeting through VC or OAVM or passing of certain matters only through postal ballot without convening the general meeting in accordance with the framework provided in the General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020 up to September 30, 2024.</p> <p>Quick Link for Circular: https://www.mca.gov.in/bin/dms/getdocument?mds=HaKq8Y72SkO5wIQe05fjLQ%253D%253D&type=open </p>
Form ECB-2	<p>All eligible borrowers who have raised money through External Commercial Borrowings are required to file a return in ECB-2 within 7 days from the end of each month in duplicate.</p>
Secretarial Standards	<p>As per section 118(10) of the Act, Provisions of Secretarial Standards issued by the Institute of company secretaries of India and notified by the Ministry of Corporate Affairs shall be complied by the company.</p> <p><u>Quick link to revised Secretarial Standard effective from April 01, 2024 is:</u></p> <p>SS-1:- https://www.icsi.edu/media/webmodules/SS-1_1_2024.pdf</p> <p>SS-2:- https://www.icsi.edu/media/webmodules/SS-2_1_2024.pdf</p> <p><u>Comparative Analysis of Amendments in Secretarial Standards</u></p> <p>SS-1: https://www.icsi.edu/media/webmodules/Comparative_Analysis_Amendments_in_SS-1_24.pdf</p> <p>SS-2:- https://www.icsi.edu/media/webmodules/Comparative_Analysis_Amendments_in_SS-2_24.pdf</p> <p><u>Guidance Note on General Meetings:</u></p> <p>https://www.icsi.edu/media/webmodules/GN_on_Meetings_of_BOD_3122020.pdf</p> <p>https://www.icsi.edu/media/webmodules/GN_on_General_Meetings_31122020.pdf</p>

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>
IEPF 3 [Section 124 (6) of the Companies Act, 2013 and Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016]	Due to the order of Court or Tribunal or any statutory authority, if the company does not transfer the shares and payment of dividend or where such shares are pledged or hypothecated under the provisions of the Depositories Act, 1996 or shares already been transferred under rule 6(1), the company shall furnish such details within 30 days of end of financial year.
IEPF 4 [Rule 6(5) & 6(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016]	While effecting transfer of shares on which dividend have been unpaid / unclaimed for a period of 7 consecutive years, the company shall send a statement to the Authority in Form No. IEPF-4 within thirty days of the corporate action taken under clause (c) of sub-rule (3) of rule 6 containing details of such transfer and the company shall also attach a copy of the public notice published under clause (a) of sub-rule (3) of rule 6 in Form No IEPF-4. All benefits accruing on such shares like bonus shares, split, consolidation, fraction shares and the like except right issue shall also be credited to such DEMAT account by the Company within thirty days of the corporate action containing details of such transfer.

<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>
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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)(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 and that of its committee and individual directors by the Board of directors 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 preceding 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 immediate preceding 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; and Public Company having: Net Worth > Rs. 1 crores; and Turnover > Rs. 10 crores.
6	Internal Auditor	Section 138 Rule 13 of Companies (Accounts) Rules, 2014	Listed Company; Unlisted Public Company having: Paid up Share Capital = Rs. 50 crores or more (during the preceding FY); or Turnover = Rs. 200 crore or more (during the preceding FY); or Outstanding loans or borrowings from banks or public financial institutions > Rs. 100 crore or more (at any point of time during the preceding

			<p>financial year); Outstanding Deposits = Rs. 25 crore or more (at any point of time during the preceding financial year);</p> <p>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)</p> <p>Listed Companies;</p> <p>Unlisted Public Company having: Paid Up Share Capital = Rs. 10 crores or more;</p> <p>Private Limited Company having: Paid Up Share Capital = Rs. 50 crores or more;</p> <p>All Companies having paid up share capital of below threshold limit mentioned above, but having Public Borrowings from financial institutions, Banks or Public Deposits = Rs. 50 crores or more.</p>
8	Application of Cost Records	Section 148 Rule 3 of Companies (Cost Records and Audit) Rules, 2014	<p>Class of companies including foreign companies, engaged in the production of goods and services as specified in the Table of the referred Rules, having: Overall Turnover from all its Products or Services = Rs. 35 crores or more (immediately preceding FY)</p>

9	Cost Audit	Section 148 Rule 4 of Companies (Cost Records and Audit) Rules, 2014	Every Company including foreign companies, engaged in the production of goods and services as specified in the Table of Rule 3A, having: Overall Annual Turnover from all its Products or Services = Rs. 50 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 or more.
10	Cost Audit	Section 148 Rule 4 of Companies (Cost Records and Audit) Rules, 2014	Every Company including foreign companies, engaged in the production of goods and services as specified in the Table of Rule 3B, having: Overall Annual Turnover from all its Products or Services = Rs. 100 crores or more (during immediately preceding FY); and Aggregate Turnover of individual product/ products/ service/ services for which cost records are required to be maintained = Rs. 35 crores or more.
11	Non Applicability of Cost Audit	Section 148 Rule 4 of Companies (Cost Records and Audit) Rules, 2014	Company covered under Rule 3 of Companies (Cost Records and Audit) Rules, 2014 and: whose Revenue from Exports in foreign exchange > 75% of its Total Revenue; or which is operating from a special economic zone or which is engaged in generation of electricity for captive consumption through Captive Generating Plant. For this purpose, the term "Captive Generating Plant" shall have the same meaning as assigned in rule 3 of the Electricity Rules, 2005

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	At least one-third of total number of Directors in Listed Company. At least 2 in 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 whole time KMP	Section 203 Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	Listed Company; Public Company having: Paid Up Share Capital = Rs. 10 crores or more.
17	Appointment of Company Secretary	Section 203 Rule 8A of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	Companies having: Paid Up Share Capital = Rs. 10 crores or more.
18	Secretarial Audit Report given by a Company Secretary in practice in Form MR-3 to be annexed with Board report.	<p>a. Section 204(1) Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014</p> <p>b. Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015</p>	<p>Listed Company;</p> <p>Public Company having: Paid Up Share Capital = Rs. 50 crores or more; or Turnover = Rs. 250 crores or more; or</p> <p>Every Company having outstanding loans or borrowings from banks or public financial institutions of 100 crore rupees or more.</p> <p>Every material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex a secretarial audit report with the annual report of listed entity.</p> <p>(as on the last date of latest audited Financial Statements)</p>
19	Establishment of Vigil / Whistle Blower Mechanism for Directors and employees to report genuine concerns	Section 177(9) of the Companies Act, 2013 read with Rule 7 of (Meetings of Board and its Powers)	<p>Every Listed Company and the Companies belonging to the following class or classes:</p> <p>The Companies which accept deposits from the public;</p> <p>The Companies which have borrowed money from banks and public financial institutions in excess of Rs. 50 Crore.</p>

Major Compliance of Secretarial Standard-1 applicable for all companies

- ❖ 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:
 - notice and its delivery;
 - agenda and notes on agenda and their delivery;
 - sending and delivery of the draft of the resolution by circulation and the necessary papers;
 - draft minutes and its delivery;
 - signed Minutes and its delivery;
- ❖ Company shall maintain attendance register for the Meetings of the Board and Meetings of the Committee in pursuant to the provisions stated in the standard. If an attendance register is maintained in loose-leaf form, it shall be bound periodically, at least once in every three years. A distinct Minutes Book shall be maintained for Meetings of the Board and each of its Committees in pursuant to the provisions stated in the standard
- ❖ Within fifteen days from the date of the conclusion of the Meeting of the Board or the Committee, the draft Minutes thereof shall be circulated by hand or by speed post or by registered post or by courier or by e-mail or by any other recognized electronic means to all the members of the Board or the Committee, as on the date of the meeting, for their comments.
- ❖ Minutes must be entered in the Minutes Book within 30 days from the date of conclusion of the meeting.
- ❖ Minutes once entered in Minute Book shall only be altered after obtaining approval of Board at its subsequent meeting at which minutes of meeting of the board and the fact of such alteration shall be recorded in minutes of such subsequent 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. Minutes once signed by Chairman shall not be altered.
- ❖ Signed minutes certified by the Company Secretary or where there is no Company Secretary, by any Director authorized by the board shall be circulated to all the Directors, as on the date of the meeting and appointed thereafter, except to those directors who have waived their right to receive the same either in writing or such waiver is recorded in the Minutes within 15 days of signing.

Website disclosures as per the Companies Act and Listing Regulations

Regulation 23 (9) of the SEBI 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.
Regulation 30A of the SEBI Listing (Obligation and Disclosure Requirement) Regulations, 2015	<ul style="list-style-type: none"> ❖ Agreements that subsist as on the date of notification of clause 5A to para A of part A of schedule III. ❖ Disclose all such subsisting agreements to the Stock Exchanges and on its website within the timelines as specified by the Board.
Regulation 30 (4)(ii), 30 (5) and 30 (8) of the SEBI Listing (Obligation and Disclosure Requirement) Regulations, 2015	<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.
Regulation 34 of the SEBI Listing (Obligation and Disclosure Requirement) Regulations, 2015	<ul style="list-style-type: none"> ❖ The listed entity shall submit to the stock exchange and publish on its website.
Regulation 43A of the SEBI Listing (Obligation and Disclosure Requirement) Regulations, 2015	<ul style="list-style-type: none"> ❖ The top 1000 listed entities based on market capitalization (calculated as on March 31 of every financial year) shall formulate a dividend distribution policy which shall be disclosed on the website of the listed entity and a web-link shall also be provided in their annual reports. ❖ If the listed entity proposes to declare dividend on the basis of parameters in addition to clauses (a) to (e) or proposes to change such additional parameters or the dividend distribution policy contained in any of the parameters, it shall disclose such changes along with the rationale for the same in its annual report and on its website.
Regulation 46 of the SEBI Listing (Obligation and Disclosure Requirement) Regulations, 2015	<p>The website of the company shall be disseminate the following information:</p> <ol style="list-style-type: none"> details of its business; terms and conditions of appointment of independent directors; composition of various committees of board of directors; code of conduct of board of directors and senior management personnel; details of establishment of vigil mechanism/ Whistle Blower policy; criteria of making payments to non-executive directors , if the same has not been disclosed in annual report; policy on dealing with related party transactions;

- viii. policy for determining 'material' subsidiaries;
- ix. details of familiarization programmes imparted to independent directors including the following details:-
 - a. number of programmes attended by independent directors (during the year and on a cumulative basis till date),
 - b. number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and
 - c. other relevant details
- x. the email address for grievance redressal and other relevant details;
- xi. contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances;
- xii. financial information including:
 - a. notice of meeting of the board of directors where financial results shall be discussed;
 - b. financial results, on conclusion of the meeting of the board of directors where the financial results were approved;
 - c. complete copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report etc;
- xiii. shareholding pattern;
- xiv. details of agreements entered into with the media companies and/or their associates, etc;
- xv. Schedule of analysts or institutional investors meet and presentations made by the listed entity to analysts or institutional investors.
 Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means;
- xvi. Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized stock exchange(s), in the following manner:
 - a. the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
 - b. the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:
 Provided that—
 - a. The information under sub-clause (i) 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.
 - b. The information under sub-clause (ii) shall be hosted on the website of the listed entity and preserved in

accordance with clause (a) of regulation 9.

- xvii. new name and the old name of the listed entity for a continuous period of one year, from the date of the last name change;
- xviii. items in sub-regulation (1) of regulation 47:
 - i. financial results, as specified in regulation 33, along-with the modified opinion(s) or reservation(s), if any, expressed by the auditor:
 Provided that if the listed entity has submitted both standalone and consolidated financial results, the listed entity shall publish consolidated financial results along-with (1) Turnover, (2) Profit before tax and (3) Profit after tax, on a stand-alone basis, as a foot note; and a reference to the places, such as the website of listed entity and stock exchange(s), where the standalone results of the listed entity are available.
 - ii. notices given to shareholders by advertisement.
- xix. With effect from October 1, 2018, 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.
- xx. 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:

Provided that a listed entity, which has a subsidiary incorporated outside India—

- a. where such subsidiary is statutorily required to prepare consolidated financial statement under any law of the country of its incorporation, the requirement of this proviso shall be met if consolidated financial statement of such subsidiary is placed on the website of the listed entity;
- b. where such subsidiary is not required to get its financial statement audited under any law of the country of its incorporation and which does not get such financial statement audited, the holding Indian listed entity may place such unaudited financial statement on its website and 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;
- xxi. secretarial compliance report as per sub-regulation (2) of regulation 24A of these regulations;
- xxii. disclosure of the policy for determination of materiality of events or information required under clause (ii), sub-regulation (4) of regulation 30 of these regulations;
- xxiii. disclosure of contact details of key managerial personnel who are authorized for the purpose of determining

	<p>materiality of an event or information and for the purpose of making disclosures to stock exchange(s) as required under sub-regulation (5) of regulation 30 of these regulations;</p> <p>xxiv. disclosures under sub-regulation (8) of regulation 30 of these regulations;</p> <p>xxv. statements of deviation(s) or variation(s) as specified in regulation 32 of these regulations;</p> <p>xxvi. dividend distribution policy by listed entities based on market capitalization as specified in sub-regulation (1) of regulation 43A;</p> <p>xxvii. annual return as provided under section 92 of the Companies Act, 2013 and the rules made thereunder.</p>
Section 92 of the Companies Act, 2013	<ul style="list-style-type: none"> ❖ 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.
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 (Appointment and Qualification of Directors) Rules, 2014	<ul style="list-style-type: none"> ❖ Details / Notice of Resignation letter in terms of Section 168 of the Companies Act, 2013.
Rule 23 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 read with Rule 9 of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021	<ul style="list-style-type: none"> ❖ Composition of CSR Committee; ❖ CSR policy; ❖ CSR Projects approved by the Board.
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.
SEBI Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31/07/2023	<ul style="list-style-type: none"> ❖ Display a link to the ODR Portal on the home page of their websites and mobile apps.

Suggestions may be sent to rupesh@cacsindia.com

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