

15TH

**ICSI NATIONAL AWARDS FOR EXCELLENCE IN CORPORATE GOVERNANCE,
2015**



**THE INSTITUTE OF
Company Secretaries of India**
IN PURSUIT OF PROFESSIONAL EXCELLENCE
Statutory body under an Act of Parliament

PART I GENERAL INFORMATION

1. Name of Company:

2. Website:

3. Correspondence Address:

(a) Corporate Office Address:

Telephone No.

Fax No.

E-mail

(b) Registered Office Address:

Telephone No.

Fax No.

E-mail

DESIGNATION	NAME	E- MAIL ID	PHONE NO.
Chairperson			
Managing Director			
Chief Executive Officer			
Company Secretary			
Chief Financial Officer			

Independent Directors [Please indicate the Lead Independent Director, if any]:

NAME	DATE OF APPOINTMENT	DATE OF COMPLETION OF TENURE

AUDITORS	NAME	E-MAIL	MEMBERSHIP NO.
Secretarial Auditor			
Financial Auditor			
Cost Auditor (if any)			
Internal audit Outsourced <input type="checkbox"/> Internal <input type="checkbox"/>			

PART II

1. BOARD STRUCTURE AND PROCESSES

BOARD STRUCTURE

1.1 Does the company have a written Charter and/or Code of Corporate Governance?

- Yes No

(If yes, please provide us with a copy of the Code)

1.2 Please indicate the proportion of independent directors to total number of directors on the board.

(a) If Chairperson is an Executive Director:

- Upto 49% 50-59%
 60-69% 70-79%
 80-89% 90% and above

OR

(b) If the non-executive Chairperson is a promoter of the company or is related to any promoter or person occupying management positions at the Board level or at one level below the Board :

- Upto 49% 50-59%
 60-69% 70-79%
 80-89% 90% and above

OR

(c) If the Non-executive Chairperson is not a promoter of the company or is not related to any promoter or person occupying management positions at the Board level or at one level below the Board:

- Upto 33.32% 33.33-59%
 60-69% 70-79%
 80-89% 90% and above

(Please mention the relevant page number of Annual Report_____)

1.3 Is the Chairperson of the Board an independent Director?

Yes No

(Please mention the relevant page number of Annual Report_____)

1.4 Does the company have a designated lead independent director?

Yes No

(Please mention the relevant page number of Annual Report_____)

1.5 How many women directors did the company have on its board as on March 31, 2015?

None One More than one

(Please mention the date of appointment and name of director _____)

1.6 Is the woman director independent?

Yes No

1.7 (a) Does the company have criteria for appointment of independent director with regard to the following:

(i) Qualification Yes No

**(ii) Expertise/
Demonstrable competence** Yes No

(iii) Accomplishment Yes No

(iv) Age Yes No

(v) No. of other directorships Yes No

(vi) Any other please specify_____

(b) Has the company disclosed in the Annual Report?

Yes No

(If yes, please mention the relevant page number of Annual report_____)

1.8 Has any independent director who has been on the Board for 5 years or more been appointed or has been recommended for being appointed as Independent Director in the current year?

Yes No

1.9 (a) Did the company facilitate a separate meeting of independent directors?

Yes No

(b) If yes, is it disclosed in the Annual Report?

- Yes No

(If yes, please mention the relevant page number of Annual report_____)

BOARD PROCESSES

1.10 Agenda and notes on agenda in respect of Board/Committee Meetings were normally circulated:

- \geq 7 days before the meeting
 $<$ 7 days before the meeting

1.11 How soon are the draft minutes of Board/Committee Meetings circulated to the Directors?

- within 7 days within 15 days more than 15 days

1.12 Is there a process for placing Action Taken Report/ Implementation Report at the Board Meeting?

- Yes No

1.13 Is the Board informed of the statutory compliances of the various laws applicable to the company at its meeting each quarter by way of statutory compliance certificate(s)?

- Yes No

If yes, who signs the certificate(s)?

(Give Name and Designation and enclose copy of the certificate. Also specify the procedure/tools used for checking compliance.)

1.14 Please specify whether any director of the company was re-appointed even if he/she had attendance less than 75% in the Board meetings held during his/her tenure

- Yes No

If yes, please mention the reason for his/her absence:

- Abroad Illness Others

Was an alternate director appointed in his/her place?

- Yes No

1.15 Does the company have any policy for regular updation programmes for the directors?

Yes No

1.16 Does the company have any policy(ies) for succession at Board level and one Level below the Board?

Yes No

1.17 Does the company make disclosure in the Annual Report with regard to orientation programme or the updation programmes attended by directors during the year?

Yes No

(If yes, please mention the relevant page number of Annual report____)

1.18 Has the company disclosed in its annual report the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and the individual directors?

Yes No

1.19 (a) Does the company have a written Code of Conduct for Employees other than directors and senior management?

Yes No

(b) Does the company obtain annual affirmative statement on the code of conduct from the employees?

Yes No

1.20 (a) Does the company have in place a policy on materiality of related party transactions?

Yes No

(b) Does the company have in place a policy on dealing with related party transactions?

Yes No

1.21 Does the RPT policy include a list of activities which are to be considered to be in the ordinary course of business?

Yes No

1.22 Please indicate the aggregate period which the statutory auditor (individual or partner in case of firm) would complete in the company

<1 year 1-5 years
 5 to 8 years 8 years or more

1.23 Has the company facilitated participation of director in Board/committee meetings through video conferencing or other audio visual means during the year?

Yes No

BOARD COMMITTEES

1.24 Has the Company Constituted a Board level Risk Management Committee?

Yes No

AUDIT COMMITTEE

1.25 Please indicate the proportion of independent directors in the Audit Committee.

- Below 66.66%
- 66.67% to 99%
- 100%

1.26 Does the internal auditor directly report to the Audit Committee?

Yes No

1.27 Does the audit committee have an independent session with:

- (i) Internal auditor Yes No
- (ii) Statutory auditor Yes No

1.28 Does the Chairperson of the Audit Committee confirm to the Board annually that the Audit Committee has carried out the role assigned to it?

Yes No

STAKEHOLDER RELATIONSHIP COMMITTEE

1.29 Please indicate the following details regarding Shareholder complaints during the relevant financial year

- Number of Shareholders as on _____ (date)
- Complaints pending in beginning of the year _____

- Complaints received during the year _____
- Complaints resolved during the year _____
- Complaints pending at the end of the year _____

(Please mention the relevant page number of Annual Report_____)

NOMINATION AND REMUNERATION COMMITTEE

1.30 Are the terms of reference, role and authority of the Nomination and Remuneration Committee disclosed in the Annual Report?

- Yes No

1.31 Does the Company have well laid objective norms for determination of remuneration of Executive and Non-Executive Directors which is approved by the Board?

- Yes No

1.32 Does the Company have well laid objective norms for determination of remuneration of its Senior Executives?

- Yes No

(If yes, Please provide a copy of the same)

2. TRANSPARENCY AND DISCLOSURE COMPLIANCES

2.1 Does the company have a Corporate Disclosure Policy?

- Yes No

(If yes, Please provide a copy of the same)

2.2 Which of the following elements of remuneration package of Board members were disclosed in the Annual Report?

- All elements of Salary, Benefits, Bonus, Pension (i.e. variable and not performance linked)
 Details of fixed component and performance linked incentive along with performance criteria
 Commission
 Service contracts, notice period, severance fees
 Stock option details e.g. whether issued at discount, period over which accrued and over which exercisable/ Not Applicable

(Please mention the relevant page number of Annual Report_____)

2.3 Has the company presented the results of its financial performance and the management's analysis on its website on a quarterly basis?

- Yes No

(If yes, please provide the website link.....)

2.4 Whether Half Yearly Declaration of financial performance & summary of significant events in the last six month is sent to each household of shareholders?

- Yes No

2.5 Were there any adverse remarks/qualifications made in the statutory Auditors Report in respect of financial audit?

- Yes No

(Please mention the relevant page number(s) of Annual Report_____)

2.6 Were there any adverse remark/qualifications made in the Secretarial Audit Report?

- Yes No

(Please mention the relevant page number(s) of Annual Report_____)

2.7 Were there any adverse remarks/qualifications made in the cost audit report?

- Yes No Not applicable

(Please mention the relevant page number(s) of Annual Report_____)

3. STAKEHOLDERS VALUE ENHANCEMENT

3.1 Has there been consistent growth in the net worth* of the company during the last five years?

Yes No

Please provide details

Year	INR (in lakhs)
2014-15	
2013-14	
2012-13	
2011-12	
2010-11	

***Note:** Net worth shall mean Share Capital (Add) + Reserves & Surplus (Minus) – Miscellaneous Expenditure to the extent not written off or adjusted.

The networth may be mentioned after making suitable adjustments for mergers, demergers etc.

(Please mention the relevant page number of Annual Report_____)

3.2 Please mention the EPS (exclusive of extraordinary/exceptional items) of the company for the last five years.

Year	EPS (in INR)
2014-15	
2013-14	
2012-13	
2011-12	
2010-11	

(Please mention the relevant page number of Annual Report_____)

3.3 Please mention the Return on Capital Employed of the company for the last five years.

Year	ROCE
2014-15	
2013-14	
2012-13	

2011-12

2010-11

3.4 What is the percentage of shareholding with the public?

- (a) Less than 10% (b) 10%
(c) 11% to 25% (d) more than 25%

3.5 Does the company give periodic reminders to investors who have not encashed their benefits (dividend/interest, etc.)?

- Yes No

3.6 Does the company have a stable Dividend Policy?

- Yes No

(If yes, please provide us with a copy of the Policy)

3.7 Has the company formulated service standards/handbook/FAQs for investors?

- Yes No

(Please enclose a copy of the same)

3.8 Has the company conducted any shareholders satisfaction survey?

- Yes No

(If yes, please enclose summary results)

3.9 Has the company conducted any vendor satisfaction survey?

- Yes No

(If yes, please enclose summary results)

3.10 Has the company conducted any customer satisfaction survey?

- Yes No

(If yes, please enclose summary results)

3.11 Has the company conducted any employee satisfaction survey?

- Yes No

(If yes, please enclose summary results)

3.12 What is the percentage of women employees at executive positions?

- Below 10% Between 10% to 29%
 Between 30% to 39% More than 40%

3.13 (a) Does the company have a policy for prevention of sexual harassment at work place?

Yes No

(If yes, please provide us with a copy of the Policy)

(b) Has the Company constituted a Committee for prevention of Sexual Harassment which is chaired by a woman?

Yes No

3.14 Has any awareness programme been conducted among the employees about the mechanism available for prevention of sexual harassment?

Yes No

3.15 (a) Does the whistle blower mechanism cover the other stakeholders(other than employees)?

Yes No

(b)Has any awareness programme been conducted about the whistle blowing mechanism available?

Yes No

3.16 Were any new patents registered by the company during the year?

Yes No

3.17 Has the company made any compromise or arrangement with the lenders involving rescheduling or waiver of loans in the last 3 years ?

Yes No

(If yes, please provide the details of same)

3.18 Has the company made any default in repayment of loans and deposits and/or the interest thereon in the last 3 years?

Yes No

3.19 Has any of the patents or License held by the company expired during the year?

Yes No

(If yes, please mention the relevant page number of Annual Report.....)

3.20 Were any fines imposed on the company during the year?

Yes No

(If yes, please mention the relevant page number of Annual Report.....)

3.21 Has there been any revision in rating assigned by credit rating agency?

Yes - Upward Yes - Downward No / Not applicable

(If yes, please mention the relevant page number of Annual Report.....)

3.22 (a) Does the company have a risk management policy?

Yes No

(b) If yes, has the company disclosed about the development and implementation of a risk management policy in its annual report?

Yes No

(Please provide us with a copy of policy and mention the relevant page number of Annual Report.....)

4. CORPORATE SOCIAL RESPONSIBILITY (CSR) AND SUSTAINABILITY

4.1 Does the company publish Sustainability Report?

- Yes No

(If yes, please give a copy of the same)

4.2 Has the company undertaken any initiative on clean technology, energy efficiency, renewable energy etc.?

- Yes No

(If yes, please mention please mention the page number of Sustainability Report or weblink_____)

4.3 Has the company been prosecuted for any violation of any environmental norms?

- Yes No

4.4 What is the percentage of differently-abled persons (as a percentage of total employees) that the company employs?

- Less than 1% 1% to 2% more than 2%

4.5 During the year under consideration, how much money as a % of profit was spent by the company on CSR activities?

0 to 0.99 %

1 to 2 %

more than 2%

4.6 Is there an independent assessment of the sustainability initiatives of the company?

- Yes No
