

14<sup>th</sup>

# ICSI National Awards for Excellence in Corporate Governance, 2014



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

# Questionnaires

## ICSI NATIONAL AWARDS FOR EXCELLENCE IN CORPORATE GOVERNANCE, 2014

### GENERAL INSTRUCTIONS FOR FILLING THE QUESTIONNAIRES

It is assured that the data provided by you shall be used only for ascertaining and evaluating Corporate Governance Practices of your company for ICSI National Awards for Excellence in Corporate Governance, 2014. The data furnished and the identity of the respondent will be kept confidential. The decision of Institute, based on the recommendations of the Jury, will be final and binding on all participating companies.

1. Please fill in the questionnaires on the basis of the facts of your company.
2. All Questions from Part II onwards carry weightage. Please answer all questions. In case any question is not applicable to your company, please tick 'not applicable' or write the same. In case of wrong or misleading response negative weightage will be given.

**Note 1:** "The ICSI National Awards for Excellence in Corporate Governance is bestowed on the basis of the decision of the Jury relying on the information provided by the companies in response to the questionnaires, the information available about the company in public domain and as gathered from various accessible sources including feedback provided by regulatory bodies and analysis made by the ICSI of the information so gathered. The authenticity and veracity of the information provided by the companies and as contained in the Annual Report and other documents of the Company are taken in good faith by the ICSI."

**Note 2:** Please furnish the policies, codes, as relevant in respective questions to enable fair evaluation of the company.

**Note 3:** Please furnish the following documents along with the Questionnaires –

- three copies of annual report for the year 2013-14 and two copies each for 2012-13 and 2011-12
- shareholding pattern for the first quarter of F.Y. 2014-15
- relevant documents wherever required

**Note 4:** The information provided in the Questionnaires should relate to financial year 2013-14 or period ending in that year.

- Note 5:** The covering letter/e-mail to the duly filled in Questionnaires should contain a statement to the effect that the responses to the Questions in the Questionnaires and the information given in supporting documents are true to the best of knowledge, information and belief of the person authorized to sign the covering letter/e-mail.
- Note 6:** The response to both First and Second Questionnaires should reach the Institute on or before October 15, 2014. In case of any difficulty in filling the Questionnaires, please email your query to the Institute at [cgawards@icsi.edu](mailto:cgawards@icsi.edu) or contact the Institute at the following address:

## **The Institute of Company Secretaries of India**

ICSI House, 22, Institutional Area, Lodi Road, New Delhi-110 003

*Phones: 4534 1055, 4534 1030 fax: +91-11-2462 6727*

*website: [www.icsi.edu](http://www.icsi.edu)*

## **PART I GENERAL INFORMATION**

**1. Name of Company:**

**2. Website**

**3. Correspondence Address:**

**(a) Corporate Office Address:**

Telephone No.

Fax No.

E-mail

**(b) Corporate Identification Number (CIN):**

**(c) Registered Office Address:**

Telephone No.

Fax No.

E-mail

**(d) Investor Service Centre Address :**

Telephone No.

Fax No.

E-mail

**(e) Chairperson/CMD:**

Name:

Designation:

Address:

Telephone:

Fax No.

E-mail

**(f) Key Managerial Personnel**

**(i) Managing Director/CEO:**

Name :

Designation:

Address:

Telephone:

Fax No.

E-mail

**(ii) Company Secretary:**

Name:

ICSI Membership No.:

Mobile No.

Address:

Telephone:

Fax No.

E-mail

**(iii) Chief Financial Officer:**

Name:

Address:

Telephone:

Fax No.

E-mail

**(g) Chairperson of Audit Committee:**

Name:

Address:

Telephone:

Fax No.

E-mail

**(h) Independent Directors [Please indicate the Lead Independent Director, if any]:**

**(i)** Name:

Address:

Telephone:

Fax No.

E-mail

**(ii)** Name:

Address:

Telephone:

Fax No.

E-mail

**(iii)** Name:

Address:

Telephone:

Fax No.

E-mail

**(iv)** Name:

Address:

Telephone:

Fax No.

E-mail

(v) Name:

Address:

Telephone:

Fax No.

E-mail

Please mention the page no. of the Annual Report/ website link where the profile of directors is detailed\_\_\_\_\_.

**(i) Compliance Officer(s):**

**Compliance officer Under Clause 49**

(i) Name:

Qualifications:

Address:

Telephone:

Fax No.

E-mail

**Compliance officer (Other than clause 49)**

(ii) Name:

Qualifications:

Address:

Telephone:

Fax No.

E-mail

**(j) Investor Relations Officer**

Name:

Address:

Telephone:

Fax No.

E-mail

**(k) Practising Company Secretary:**

Name :

Address:

Telephone:

Fax No.

E-mail

ICSI Membership No.

**(l) Secretarial Auditor**

Name :  
Address:  
Telephone: Fax No.  
E-mail ICSI Membership No.

**(m) Auditor(s):**

Name :  
Address: Fax No. E-mail  
Telephone: Membership No.

**(n) Cost Auditor (if applicable) :**

Name:  
Address: Fax No. E-mail  
Telephone: Membership No.

**(o) Internal Audit System: Internal/Outsourced**

Name:  
Address: Fax No. E-mail  
Telephone:

<b>A. Company Information</b>			
<b>CIN No. of the Company</b>			
<b>Year of Incorporation and State of Incorporation</b>			
<b>Equity listed on ( including overseas listing , if any)</b>			
<b>Other securities i.e. Non-convertible debentures/ bonds preference shares listed on</b>			
<b>Industry Sector</b>			
<b>Main Business</b>			
<b>No. of Subsidiaries</b>			
<b>Promoters / Holding Company</b>			
<b>Paid-up share capital as on_____</b>			
<b>Change in Capital structure during the year (Mention the Change)</b>			
<b>No. of Employees</b>			
<b>No. of locations or plants</b>			
<b>Total number of shareholders</b>			
<b>B. Financial Information on Standalone basis</b>			
	<b>INR in Lakhs</b>		
	<b>2013-14</b>	<b>2012-13</b>	<b>2011-2012</b>
<b>Turnover</b>			



Other Income			
Total			
EBIDT			
Net Profit			
Net Worth			
EVA (Economic Value Added)			
P/E Ratio			
EPS			
Rate of Dividend			
Market Capitalisation			
Debt/Equity Ratio			
Promoters' shareholding (%)			
Total number of shareholders			
Audit Qualifications (if any) Attach Note, if necessary			
Credit Rating, if any			
Corporate Governance Rating, if any			
Awards/Recognitions received in CG/CSR/HR			

**Please specify the areas, if any covered in Corporate Governance Report but not prescribed under Clause 49 and any other information relating to good corporate governance which the Company deems fit to be considered, which is beyond the compliance requirements across various jurisdictions**

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## 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, 2014?**

None  One  More than one

(Please mention the relevant page number of Annual Report\_\_\_\_\_)

**1.6 Does the company disclose in the Annual Report the basis on which independent directors are nominated on the Board?**

Yes  No

**If yes, does the criteria specify 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**\_\_\_\_\_

(If yes, please mention the relevant page number of Annual report\_\_\_\_\_)

**1.7 Does the company have a written policy/ procedure for selection and appointment of Independent Directors?**

Yes  No

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

**1.8 Has the company nominated any of its Independent Director on the Board of its non-material Indian subsidiary companies?**

Yes  No  Not Applicable.

**1.9 Are there any independent directors whose tenure exceeds:**

5 years but is less than 10 years

10 years

The tenure of none of the independent directors exceed 5 years

**1.10 (a) Does 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\_\_\_\_\_)

**1.11 Does the company obtain an affirmative statement from each of the independent directors that they meet the criteria of independence?**

Yes  No

**If yes,**

**(a)(i) at the time of appointment**

Yes  No

**(ii) annually**

Yes  No

**(b) Is it mentioned in the Annual Report of the company?**

Yes  No

(If yes, please mention the relevant page number of Annual report\_\_\_\_\_ where it is mentioned)

## **BOARD PROCESSES**

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

- Atleast 7 days before the meeting
- Less than 7 days before the meeting
- Tabled at the Meeting

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

within 7 days  within 15 days  more than 15 days

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

yes  No

**1.15 Has the company set a cap on the maximum number of companies on which a director of your company can be a director of?**

Yes  No

**(if yes, please specify cap on no. of directorship.....)**

**1.16 Has the company set a cap on the maximum number of listed companies on which an independent director of your company can be an independent director of?**

Yes  No

(if yes, please specify cap on no. of directorship.....)

- 1.17 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.)**

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- 1.18 Please specify whether any director of the company was re-appointed even if he/she remained absent in fifty percent or more of 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

- 1.19 Has any Independent Director resigned from the company before completion of his term or has not sought reappointment, during the year?**

Yes  No

(If yes, please give details of the directors alongwith possible reason for resignation/not accepting reappointment)

- 1.20 Does the company have any policy for regular updation programmes for the directors?**

Yes  No

(Please provide a copy of the policy)

- 1.21 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\_\_\_\_\_)

- 1.22 What system are in place for performance evaluation of the board, its committees and the individual directors? Please provide brief details.**

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**1.23 (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 each of the following?**

Directors & Senior Management                      Others (Please Specify)

Yes

Yes

No

No

(Please mention the relevant page number of Annual Report\_\_\_\_\_)

**1.24 Does the company have in place a policy on materiality of and dealing with related party transactions?**

Yes  No

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

**1.25 Does the Company obtain an annual statement from each of the following affirming that he/she has not indulged in Insider Trading?**

Directors                       Yes                       No

Senior Management                       Yes                       No

**1.26 Does the Directors' Responsibility Statement contain a clause that the directors had devised proper systems to ensure compliance of all laws applicable to the company and that such systems were adequate and operating effectively?**

Yes                       No

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

**1.27 Does the Directors' Responsibility Statement contain a clause that the directors had laid down internal financial controls to be followed by the company and the such internal financial controls are adequate and operating effectively?**

Yes                       No

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

**1.28 Does the company have policy(ies) for Board and Senior Management level Succession?**

Yes                       No

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

**1.29 Does the company have a policy for rotation of individual auditor/rotation of audit firm?**

Yes  No

**If yes, specify the frequency of rotation**

- Within 5 year  
 more than 5 Year  
 more than 10 Years

**BOARD COMMITTEES**

**1.30 The Chairperson of the Board is also the Chairperson of which of the following Board Committees:**

- Audit Committee  
 Shareholders Grievance Committee/Stakeholder relationship Committee  
 Nomination&Remuneration Committee  
 None of the above

**AUDIT COMMITTEE**

**1.31 Please indicate the proportion of independent directors in the Audit Committee.**

- Below 66.66%  
 66.67% to 99%  
 100%

**1.32 Does the internal auditor directly report to the Audit Committee?**

Yes  No

**1.33 Does the audit committee have an independent session with**

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

**1.34 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

**SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE/STAKEHOLDER  
RELATIONSHIP COMMITTEE**

**1.35 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**

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

- Yes  No

(Please mention the relevant page number of Annual Report\_\_\_\_\_)

**1.37 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

(If yes, Please provide a copy of the same and its date of approval by the board)

**1.38 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 Were disclosures made in the Annual Report regarding material cases or proceedings in court against the Company?

- Yes  No  Not applicable

(Please mention the relevant page number of Annual Report\_\_\_\_\_)

### 2.4 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.....)

### 2.5 Does the company follow Guidelines on Corporate Governance for Central Public Sector Enterprises issued by the Department of Public Enterprises?

- Fully followed  Substantially followed  Not followed  Not Applicable

### 2.6 What are the means of communication with the Shareholders?

- Annual Report
- Publication in Newspaper
- Official news releases on website
- Presentations made to Institutional investors or to the analysts
- Disclosures on website

Is any communication, other than related to Annual Report sent to shareholder, if yes \_\_\_\_\_ (please specify)

**2.7 Which of the following Secretarial Standards issued by the ICSI is/are followed and disclosed by the company as of March 31, 2014?**

- Secretarial Standard on Meetings of the Board of Directors (SS-1)
- Secretarial Standard on General Meetings (SS-2)
- Secretarial Standard on Dividend (SS-3)
- Secretarial Standard on Registers and Records (SS-4)
- Secretarial Standard on Minutes (SS-5)
- Secretarial Standard on Transmission of Shares and Debentures (SS-6)
- Secretarial Standard on Passing of Resolutions by Circulation (SS-7)
- Secretarial Standard on Affixing of Common Seal (SS-8)
- Secretarial Standard on Forfeiture of Shares (SS-9)
- Secretarial Standard on Board's Report (SS-10)

(Please mention the page no. of the Annual Report \_\_\_\_\_)

**2.8 (a) Has the company undertaken Secretarial Audit from a Practicing Company Secretary?**

Yes  No

**(b) If yes, has it been attached to the annual report of the company?**

Yes  No

(Please provide us with a copy/page no. of annual report)

**2.9 (a) Were there any adverse remarks/qualifications made in the statutory Auditors Report in respect of financial audit?**

Yes  No

**(b) Were there any adverse remark/qualifications made in the Secretarial Audit Report?**

Yes  No  Not Applicable

**(c) 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\_\_\_\_\_)

**2.10 Has the company passed resolutions by postal ballot which werenot mandatorily required to be passed by postal ballot?**

Yes  No  Not applicable

**2.11 Did the company facilitate e-voting for any resolution passed by postal ballot?**

Yes  No  Not applicable

### 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)
2013-14	
2012-13	
2011-12	
2010-11	
2009-10	

**\*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 Has the company paid dividend in any of the previous five financial years?**

Yes  No

Year	Rs./per share of Rs..... (f.v.)
2013-14	
2012-13	
2011-12	
2010-11	
2009-10	

(Please mention the relevant page number of Annual Report\_\_\_\_\_)

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

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

2009-10

(Please mention the relevant page number of Annual Report\_\_\_\_\_)

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

Year	ROCE
2013-14	
2012-13	
2011-12	
2010-11	
2009-10	

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

Yes  No  Not Applicable

**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 copy of questionnaire)

**3.9 Has the company conducted any vendor satisfaction survey?**

Yes  No

(If yes, please enclose copy of questionnaire)

**3.10 Has the company conducted any employee satisfaction survey?**

Yes  No

(If yes, please enclose copy of questionnaire)

**3.11 What is the percentage of women employees at executive positions?**

Below 10%  Between 10% to 29%

Between 30% to 39%  More than 40%

**3.12 (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

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

Yes  No

**3.14 (a) Does the company have a Whistle Blower Mechanism in place?**

Yes  No

**(b) Are the details of establishment of whistle-blower mechanism disclosed on the website of the company?**

Yes  No

(If yes, please share the link)

**(c) Does the whistle blower mechanism cover the other stakeholders (other than employees)?**

Yes  No

**3.15 Has any awareness programme been conducted about the whistle blowing mechanism available?**

Yes  No

**3.16 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)

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

Yes  No

## 4. Corporate Social Responsibility (CSR) and Sustainability

4.1 Does the company have a policy on Corporate Social Responsibility (CSR)?

Yes  No

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

4.2 Has the company constituted a Board level CSR Committee?

Yes  No

4.3 Does the company publish Sustainability Report?

Yes  No

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

4.4 Highlight the sustainability initiatives of your company focused towards protection of environment and sustainability.

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4.5 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\_\_\_\_\_)

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

Yes  No

4.7 Describe the sustainability initiatives of your company focused towards society.

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4.8 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%

**4.9 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%

**4.10 What steps has the company taken to encourage employees to participate in the CSR initiatives of the company?**

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**4.11 Is there an independent assessment of the sustainability initiatives of the company?**

- Yes
  - No
- (If yes, please provide details)

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## SECOND QUESTIONNAIRE

### ICSI NATIONAL AWARDS FOR EXCELLENCE IN CORPORATE GOVERNANCE, 2014

1. The Core Values of a company are company specific and transcend the boundaries of time, geographies and upheavals. Elaborate on the Core Values of your company and how they are embedded in every activity. How do you ensure that each stakeholder identifies with the Core Values?
2. Share with us the criteria and process for selection, appointment and induction of (a) Chief Executive Officer, (b) Executive Directors (c) Non-executive, both Independent and non-independent Directors on the Board of your company? Please also share the process of their nomination on the various Board Committees of the company.
3. Does the company have well laid objective norms for remuneration of directors? Is it disclosed? Please share with us a copy of the same. Elucidate how the remuneration is linked to the performance of Executive Directors and Non-Executive Directors and to the performance of the company. Is the growth in the remuneration of directors commensurate with the growth of the profits of the company in the last five years?
4. How does your company evaluate and measure the effectiveness and performance of the Chief Executive Officer, Executive Directors, other Directors, the Board and the Board Committees?
5. Elaborate on the board processes in your company with regard to following:
  - a) Directors' Development
  - b) Succession Planning at Board level
  - c) Conflict resolution at Board and senior management level.
  - d) Dealing with Related Party Transactions and the discussions thereon at Board Meetings
6.
  - a) Elaborate on the Board processes in your company which are beyond the statutory requirements with regard to –
    - i. Convening of Meetings
    - ii. Contents of the Agenda
    - iii. Conducting the Meetings
    - iv. Decision making process at the Meeting
    - v. Contents/Adequacy of Minutes of the Meetings
    - vi. Follow-up
  - b) Elucidate on the qualitative contribution of the company secretary in your company for enhancing the board effectiveness.
7. Illustrate how your company engages with your various stakeholders and how negative news, if any, was conveyed to various stakeholders. Does your company undertake stakeholder consultation such as surveys, feedback mechanism, etc.? What systems or procedures are in place for the Board of Directors to review the key outcomes of such feedback received.



8. Elaborate on the systems and procedures in place in your company to prevent corruption.
9. Elaborate on the programmes and processes in your company to promote creativity and innovation. Also elaborate the R & D efforts carried out and the innovations achieved by your company during the year and the benefits derived there from.
10. Describe the framework and assurance mechanism in the following areas:
  - i. Oversight of financial reporting process
  - ii. Internal control
  - iii. Risk management
  - iv. Robustness of your information technology systems
11. Employees are important stakeholders of a company. Describe how the governance function nurtures the human resources in your company particularly as regards the following–
  - i. Employee counselling, coaching and mentoring
  - ii. Employee leadership development
  - iii. Succession planning
  - iv. Ensuring employee work-life balance
  - v. Promoting professional/employee ethics
  - vi. Attrition monitoring
12. Corporate Responsibility is a part and parcel of the ethos of corporate governance. Let us have real life examples about how your company discharges its corporate responsibility towards the society, environment and sustainability. How has the Board been engaged in this? Please also give details about the approach of your company towards sustainability and the reporting.
13. Was any feedback received that any of your products /services/processes/operations negatively impact the community/ society/environment? If yes, please give details of such feedback and the measures taken to address the issues.
14. What efforts does your company take to ensure that fundamental human rights such as work environment, child labour, sexual harassment, safety, etc. are being respected in labour practices including by your vendors, contractors/outsourcing agencies?

**General Instructions:**

1. While it is appreciated that companies share detailed information on the policies, processes and systems, we request companies to be precise and give only relevant information.
2. It is requested that the information shared be supplemented with relevant documents, wherever possible. In case such documents have already been submitted with the first questionnaire, only a cross-reference may be made.

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