

Company wise Checklist on Board's Report under The Companies Act, 2013

Compiled by CA Sumit Binani, sumit_binani@hotmail.com; 09830810003			Company Type						Y-Applicable; N-Not Applicable
Sr No.	Particulars/Disclosure/Content	Provisions	OPC	Small	Private	Public	Select Public	Listed	Remarks
1	Extract of Annual Return	Sec 134(3)(a); Sec 92(3) read with Rule 12 of Ch VII Rules	N	Y	Y	Y	Y	Y	MGT-9 prescribes the format for Extract of Annual Return
2	Number of Meetings of Board (including dates of Board & Committee meetings indicating the number of meetings attended by each Director in every FY)	Sec 134(3)(b); Secretarial Standard-1	N	Y	Y	Y	Y	Y	SS-1 mandatory for all companies except OPC with effect from 1st July, 2015
3	Directors' Responsibility Statement	Sec 134(3)(c); Sec 134(5)(a) to (f)	N	Y	Y	Y	Y	Y	Sec 134(5)(e) only applicable to listed companies
4	Independent Directors' Declaration	Sec 134(3)(d); Sec 149(6)	N	N	N	N	Y	Y	
5	Disclosure on Reappointment of Independent Director	Sec 149(10)	N	N	N	N	Y	Y	Event Based Disclosure
6	Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of directors etc	Sec 134(3)(e); Sec 178(1) & (3)	N	N	N	N	Y	Y	
7	Explanations or Comments by the Board on every qualification, reservation or adverse remark or disclaimer made by Auditor in his Report	Sec 134(3)(f) & Sec 134(4)	Y	Y	Y	Y	Y	Y	The report of BOD for OPC, mean a report containing explanations, comments by the BOD on every such qualification, reservation, adverse remark, disclaimer made by the auditor in his report
8	Explanations or Comments by the Board on every qualification, reservation or adverse remark or disclaimer made by PCS in his Secretarial Audit Report	Sec 134(3)(f)	N	N	N	N	Y	Y	
9	Loans, Guarantees & Investments u/s 186	Sec 134(3)(g)	N	Y	Y	Y	Y	Y	
10	Related Party Transactions u/s 188(1)	Sec 134(3)(h) read with Rule 8(2) of Ch IX Rules	N	Y	Y	Y	Y	Y	To report in prescribed Form AOC-2

Select public companies means prescribed class of public companies-refer relevant provisions for details

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11	State of the Company's Affairs	Sec 134(3)(i)	N	Y	Y	Y	Y	Y	
12	Amounts, if any proposed to be carried to Reserves	Sec 134(3)(j)	N	Y	Y	Y	Y	Y	
13	Amount recommended to be paid by way of Dividend	Sec 134(3)(k)	N	Y	Y	Y	Y	Y	
14	Material changes & commitments affecting financial position of the company occurring between the date of Financial Statements and the Board's Report	Sec 134(3)(l)	N	Y	Y	Y	Y	Y	
15	Conservation of energy, technology absorption, foreign exchange earnings and outgo in manner prescribed	Sec 134(3)(m) read with Rule 8(3) of Ch IX Rules	N	Y	Y	Y	Y	Y	
16	Development & Implementation of Risk Management Policy	Sec 134(3)(n)	N	Y	Y	Y	Y	Y	
17	Details of CSR Policy & Its Implementation (applicable to select private and public companies) during the year	Sec 134(3)(o) read with Rule 9 of Ch IX Rules; Sec 135	N	N	Y	Y	Y	Y	To report in prescribed Annexure to CSR Rules under Chapter IX Rules
18	Manner in which Formal Annual Evaluation of performance of Board, its Committees & Individual Directors has been carried out	Sec 134(3)(p) read with Rule 8(4) of Ch IX Rules	N	N	N	N	Y	Y	
21	Directors/KMP appointed/resigned during the year	Sec 134(3)(q) read with Rule 8(5)(iii) of Ch IX Rules	N	Y	Y	Y	Y	Y	
22	Director's Resignation to be disclosed in the Board's Report to be laid in immediately following AGM	Sec 168(1)	N	Y	Y	Y	Y	Y	
23	Names of companies which has become/ceased to be Subsidiaries, JVs or Associates during the year	Sec 134(3)(q) read with Rule 8(5)(iv) of Ch IX Rules	N	Y	Y	Y	Y	Y	

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24	Prescribed details of Deposits under Ch V of CA 2013	Sec 134(3)(q) read with Rule 8(5)(v) & (vi) of Ch IX Rules	N	Y	Y	Y	Y	Y	Ch V not applicable to NBFCs. Board Report to contain disclosure as per relevant NBFC Directions
25	Details of Significant & Material Orders passed by the regulators, courts, tribunals impacting the going concern status and company's operations in future	Sec 134(3)(q) read with Rule 8(5)(vii) of Ch IX Rules	N	Y	Y	Y	Y	Y	
26	Details in respect of adequacy of internal financial controls with reference to Financial Statements	Sec 134(3)(q) read with Rule 8(5)(viii) of Ch IX Rules	N	Y	Y	Y	Y	Y	
27	Separate Section containing a report on performance and financial position of each of Subsidiaries, JVs Associates included in the CFS of the company	Rule 8(1) of Ch IX Rules	N	Y	Y	Y	Y	Y	
30	Establishment of Vigil Mechanism, if applicable	Sec 177(9) read with Rule 7 of Ch XII Rules	N	Y	Y	Y	Y	Y	Applicable to select small and private companies also
31	Any MD / WTD who receives commission from a company shall not be disqualified from receiving commission or remuneration from the company's holding or subsidiary if such fact is disclosed by the company in the Board's Report	Sec 197(14)	N	N	N	Y	Y	Y	Event Based Disclosure
32	Ratio of Director Remuneration to Median Employees' Remuneration & Other prescribed elaborate disclosures & details	Sec 197(12) read with Rule 5 of Ch XIII Rules	N	N	N	N	N	Y	
33	Issue of Equity Shares with Differential Rights, Sweat Equity, Details of ESOS	Rule 4(4), 8(13) & 12(9) of Ch IV Rules	N	Y	Y	Y	Y	Y	Event Based Disclosure