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CHECK LIST FOR BOARD'S REPORT

COMPLIANCE UNDER COMPANIES ACT, 2013				
S.NO	**SECTION**	**DISCLOSURE**	**APPLICABILITY/ COMPLIANCE**	**REMARKS**
1	**Section 43 read with rule 4(4) of Companies (Share Capital and Debentures) Rules, 2014:**	If the company has issued **equity*shares with differential voting right***, the disclosure as specified in ***Annexure 1*** below shall be made in the ***board's report*** for the year in which such shares are issued:		
2	**Section 54 read with rule 8 of Companies(Share Capital and Debentures) Rules, 2014:**	In case the company has issued ***Sweat Equity Shares*** during the year under review the disclosure as specified in ***Annexure 2*** shall be made in the ***board's report*** for the year in which such shares are issued:		
3	**Section 67 of Companies Act, 2013:** Restrictions on purchase by company or giving of loans by it for purchase of its shares.	No **public company** shall give, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made, by any person of or for any shares in the company or in its holding company. Nothing above shall apply to: the provision by a company of money in accordance with any scheme approved by company through **special resolution** and in accordance with such requirements as may be prescribed, for the purchase of, or subscription for, fully paid up shares in the company or its holding company, if the purchase of, or the subscription for, the shares held by trustees for the benefit of the employees or such shares held by the employee of the company the giving of loans by a company to persons in the employment of the company other than its directors or key managerial personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for fully paid-up shares in the company or its holding company to be held by them by way of beneficial ownership: Provided that disclosures in respect of voting rights ***not exercised directly by the employees*** in respect of shares to which the scheme relates shall be made in the **Board's report**for the relevant financial year in the manner as stated in ***Annexure 3***below		

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COMPLIANCE UNDER COMPANIES ACT, 2013				
S.NO	**SECTION**	**DISCLOSURE**	**APPLICABILITY/ COMPLIANCE**	**REMARKS**
4	**Section 62(1) (b) read with rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014:**	Where the company has issued ESOP's ,the board of directors, shall, inter alia, disclose in the Directors' Report for the year, the as specified in ***Annexure 4***		
5	**Section 131 of Companies Act, 2013:** Voluntary revision of financial statements or Board's report	In case the company plans to revise the ***financial statement or board report*** in respect of any of the ***three preceding financial years*** by following the procedure laid down in this section, then ***detailed reasons for revision*** of such financial statement or report shall also be ***disclosed in the Board's report*** in the relevant financial year in which such revision is being made.		
6	**Section 134 read with rule 8 of Companies (Accounts) Rules, 2014:**Disclosure in Financial statement, Board's report.	The boards report shall be prepared as per the ***standalone financial statements*** and shall comprise the following items		
		i. Extract of Annual Return in ***Form MGT 9 [Section 92(2) read with Rule 12 of The Companies (Management and Administration) Rules, 2014]***		
		ii. No. of Meetings of the board		
		iii. Directors Responsibility Statement ***[Section 134(5)][Refer Annexure No.5 Below]***		
		iv. A statement that independent directors fit the criteria specified under **section 149(6)** ***Applicability:****Applicable only to* ***listed companies*** *and* ***otherpublic companies*** *with paid-up cap of Rs.10 Cr or more* ***(or)*** *turnover of Rs.100 Cr or more* ***(or)*** *having, in aggregate, outstanding loans, debentures and deposits, exceeding Rs.50 Crores***[Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014]**		
		v. Company's policy on *director's* appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 **[Section 178(3) read with Companies(Meetings of Board and its Powers) Rules, 2014]**		

COMPLIANCE UNDER COMPANIES ACT, 2013					
S.NO	**SECTION**		**DISCLOSURE**	**APPLICABILITY/ COMPLIANCE**	**REMARKS**
			Applicability:*Applicable only to* ***listed companies*** *and****other public companies*** *with paid-up cap of Rs.10 Cr or more* ***(or)*** *turnover of Rs.100 Cr or more* ***(or)*** *having, in aggregate, outstanding loans or borrowings or debentures or deposits exceeding Rs.50 Crores or more***[Rule 6 of Companies(Meetings of Board and its Powers) Rules, 2014]**		
		vi.	Terms of reference/policy of Nomination and Remuneration committee for determining remuneration of *directors, KMP's and other employees*. **[Section 178(4)][Clause 49(IV)(B)]** ***Applicability:****Applicable only to* ***listed companies*** *and****other public companies*** *with paid-up cap of Rs.10 Cr or more* ***(or)*** *turnover of Rs.100 Cr or more* ***(or)*** *having, in aggregate, outstanding loans or borrowings or debentures or deposits exceeding Rs.50 Crores or more***[Rule 6 of Companies(Meetings of Board and its Powers) Rules, 2014]**		
		vii.	Explanation/comments on every qualification/reservation/adverse remarks/ disclaimer made by statutory auditors/ secretarial auditor		
		viii.	Particulars of loans, guarantees or investments under section 186		
		ix.	Related party transactions in ***Form AOC 2[Rule 8(2) of Companies(Accounts) Rules, 2014]***		
		x.	The state of companies affairs: ***Business of the company***		
		xi.	The amounts, if any, which the company proposes to carry to any reserves		
		xii.	The amount, if any, which it recommends should be paid by way of dividend		
		xiii.	Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report		
		xiv.	The conservation of energy, technology absorption, foreign exchange earnings and outgo: ***[Refer Annexure No.6 Below]***		
		xv.	Risk management policy of the company, its development and implementation. Material risks which threatens the very existence of the company.		
		xvi.	***CSR policy*** and a brief on implementation of CSR activities during the relevant financial year. ***Composition of CSR committee***. In case the ***company fails*** to spend such amount, then specify the ***reasons for not spending the amount[Section 135 read with rule 9 of Companies (Accounts) Rules, 2014]*** ***Applicability:*** *Applicable to every company with paid-up capital of Rs.500 cr or more* ***(or)****turnover of Rs.100 cr or more (or) net profit of Rs.5 cr or more during any financial year.*		

COMPLIANCE UNDER COMPANIES ACT, 2013				
S.NO	**SECTION**	**DISCLOSURE**	**APPLICABILITY/ COMPLIANCE**	**REMARKS**
		xvii. A statement indicating the manner in which formal annual evaluation has been made by the board of its performance, its committee's and individual directors. ***Applicability:****Applicable to listed companies and other public companies with paid-up capital of 25 crores or more****[Rule 8(4) of Companies (Accounts) Rules, 2014][Clause 49(IV)(B)]***		
		xviii. A report on the performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statements. ***[Rule 8(1) of Companies (Accounts) Rules, 2014]***		
		xix. Financial summary and highlights***[Rule 8(5)(i) of Companies (Accounts) Rules, 2014]***		
		xx. Change in the nature of business, if any***[Rule 8(5)(ii) of Companies (Accounts) Rules, 2014]***		
		xxi. Details of directors or key managerial personnel who were appointed or have resigned during the year including appointment of independent directors***[Rule 8(5)(iii) of Companies (Accounts) Rules, 2014]***		
		xxii. The names of companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year; ***[Rule 8(5)(iv) of Companies (Accounts) Rules, 2014]***		
		xxiii. Details relating to deposits: ***[Rule 8(5)(v) of Companies (Accounts) Rules, 2014][Refer Annexure No.8 Below]***		
		xxiv. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future. ***[Rule 8(5)(vii) of Companies (Accounts) Rules, 2014]***		
		xxv. Details in respect of adequacy of internal financial controls with reference to the Financial Statements. ***[Rule 8(5)(viii) of Companies (Accounts) Rules, 2014]***		
		xxvi. Board's report shall be signed by Chairman if authorised in the resolution passed by the board or by atleast two directors one of whome shall be managing director if any In case of OPC, one director		
7	**Section 177(8) & (10):** Audit Committee	Disclosure as to composition of Audit committee and where the Board had not accepted any recommendation of the Audit Committee, the same shall be disclosed in board's report along with the reasons therefor.**[Section 177(8)]**		
		Vigil Mechanism shall be disclosed in the board's report.**[Section 177(8)][Clause 49(II)(F)]** ***Applicability:****Section 177 is applicable only to****listed companies*** *and****other public companies*** *with paid-up cap of Rs.10 Cr or more* ***(or)*** *turnover of Rs.100 Cr or more* ***(or)*** *having, in aggregate, outstanding loans or*		

COMPLIANCE UNDER COMPANIES ACT, 2013				
S.NO	**SECTION**	**DISCLOSURE**	**APPLICABILITY/ COMPLIANCE**	**REMARKS**
		borrowings or debentures or deposits exceeding Rs.50 Crores or more		
8	**Section 197(12)& (14):** Disclosure with respect to Remuneration of Managerial Personnel	The ratio of the remuneration of each director to the median employee's remuneration and such other details as prescribed under rule Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 shall be disclosed in the board's report.***[Refer Annexure No.7 Below]*** ***Applicability:****Applicable only to listed companies*		
		If the MD/WTD is receiving the commission from the company and also receiving remuneration/commission from holding/subsidiary company of the company, such receipt is subject to the disclosure in the board's report. ***Applicability:****Applicable only to public companies*		
9	**Section 204:** Secretarial Audit	Secretarial Audit Report in ***Form MR-3*** to be annexed to the board report ***Applicability:****Applicable only listed companies and other public companies with a paid-up capital of Rs.50 Cr* ***(or)****turnover of Rss.250 Cr.*		
10	**Section II, Part II of Schedule V of Companies Acct, 2013:** Remuneration payable by companies having no profit or inadequate profit without Central Government approval	The following disclosures shall be mentioned in the Board of Director's reportunder the heading "Corporate Governance", if any, attached to the financialstatement:— (*i*) all elements of remuneration package such as salary, benefits, bonuses,stock options, pension, etc., of all the directors; (*ii*) details of fixed component and performance linked incentives along withthe performance criteria; (*iii*) service contracts, notice period, severance fees; (*iv*) stock option details, if any, and whether the same has been issued at adiscount as well as the period over which accrued and over whichexercisable.		

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COMPLIANCE UNDER SEBI (SHARE BASEDEMPLOYEE BENEFITS) REGULATIONS, 2014				
S.NO	**REGULATION**	**DISCLOSURE**	**COMPLIANCE**	**REMARKS**
1	**Regulation 14**	In addition to the information that a company is required to disclose, in relation to employee benefits under the Companies Act, 2013, the board of directors of such a company shall also disclose the ***details of the scheme(s) being implemented***, as specified by SEBI in this regard.		

COMPLIANCE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION,PROHIBITION & REDRESSAL) ACT, 2013				
S.NO	**REGULATION**	**DISCLOSURE**	**COMPLIANCE**	**REMARKS**
1	**Section 22 & 28**	The employer shall include in its report the number of cases filed, if any, and their disposal under this Act in the Annual Report of his organization or where no such report is required to be prepared,intimate such number of cases if any, to the District Officer. ***Applicability:****Applicable to all companies. The disclosure shall be made in the Annual Report, preferably under directors report.*		

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COMPLIANCE AS PER LISTING AGREEMENT				
S.NO	**CLAUSE**	**PARTICULARS**	**COMPLIANCE**	**REMARKS**
1	**Clause 43**	The explanation for material variation between the projected utilisation of funds and/or projected profitability made by the company in its prospectus/letter of offer with that of actuals shall be disclosed in board's report.		
2	**Clause 49(II)(B)(5)& Clause 49(IV)**	Nomination and remuneration committee shall lay down ***evaluation criteria*** for performance evaluation of Independent Directors and the same shall be disclosed in the Annual Report under Corporate Governance section**[Same as Point No.6(xvii) of Companies Act compliance table above]** The ***remuneration policy*** formulated by Nomination and remuneration committee for all the directors, KMP's and other employees shall also be disclosed. **[Same as Point No.6(vi) of Companies Act compliance table above]** **Unlike Point No.7(xvii) which covers all the directors, this clause covers only independent directors*		
3	**Clause 49(II)(B)(7)**	The details of ***familiarisation program of Independent Directors*** shall be disclosed on the company's website and a web link shall be given in Annual Report under Corporate Governance Section.		
4	**Clause 49(II)(E)**	The board of directors shall lay down a ***code of conduct for all board members and senior management*** of the company. The same shall be posted on the website of the company and annual report shall contain a declaration signed by CEO as to compliance of Code of Conduct.		
5	**Clause 49(II)(F)**	The company shall establish a ***vigil mechanism for its directors and employees*** and the same shall be disclosed on its website and board's report **[Refer S.No.7 of Companies Act compliance table above]**		
6	**Clause 49(V)(D)**	The company policy for determining ***material subsidiaries*** shall be disclosed on the website of the company and web link shall be provided in the Annual Report under Corporate Governance Section.		
7	**Clause 49(VIII)(A)(2)**	The***policy on dealing with related party transactions*** shall be disclosed on the website of the company and a web link shall be provided in the Annual Report under Corporate Governance Section.		
8	**Clause 49(VIII)(B)**	Management's explanation where a treatment different from that of accounting standards has been followed in preparation of financial shall be disclosed in the corporate governance report.		
9	**Clause 49(VIII)(C):**	1. All pecuniary relationship or transactions of the non-executive directors vis-à-vis the company shall be disclosed in the Annual Report.		

COMPLIANCE AS PER LISTING AGREEMENT				
S.NO	**CLAUSE**	**PARTICULARS**	**COMPLIANCE**	**REMARKS**
	Remuneration of Directors	2. In addition to the disclosures required under the Companies Act, 2013, the following disclosures on the remuneration of directors shall be made in the section on the corporate governance of the Annual Report: a. All elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc. b. Details of fixed component and performance linked incentives, along with the performance criteria. c. Service contracts, notice period, severance fees. d. Stock option details, if any - and whether issued at a discount as well as the period over which accrued and over which exercisable.		
		3. The company shall publish its criteria of making payments to non-executive directors in its annual report. Alternatively, this may be put up on the company's website and reference drawn thereto in the annual report.		
		4. The company shall disclose the number of shares and convertible instruments held by non-executive directors in the annual report.		
10	**Clause 49(VIII)(D)**	***Management Discussion and Analysis(MD&A)*** shall form part of Board's Report***[Refer Annexure No.9 Below]***		
11	**Clause 49(VIII)(E)(2)**	Disclosure of relationships between directors inter-se shall be made in the Annual Reportunder Corporate Governance Section.		
12	**Clause 49(IX)**	CEO/CFO Certification ***[Refer Annexure No.10 Below]***		
13	**Clause 49(X)**	**Corporate Governance Report** Non-compliance of any mandatory requirement with reasons thereof and the extent to which the non-mandatory requirements have been adopted should be specifically highlighted. **Suggested list of items(Mandatory Requirementss):** ***Refer Annexure No.11 Below*** **Non Mandatory Requirements:** ***Refer Annexure No.12 Below***		
14	**Clause 49(XI)**	**Certificate on Corporate Governance:** A certificate from the auditors or PCS shall be obtained as to compliance of clause 49 and the same to be annexed to board's report		

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ANNEXURES			
NUMBER	**PARTICULARS**	**COMPLIANCE**	**REMARKS**
Annexure 1	If the company has issued **equity*shares with differential voting right***, the following disclosure below shall be made in the ***board's report*** for the year in which such shares are issued: (a) the total number of shares allotted with differential rights; (b) the details of the differential rights relating to voting rights and dividends; (c) the percentage of the shares with differential rights to the total post issue equity share capital with differential rights issued at any point of time and percentage of voting rights which the equity share capital with differential voting right shall carry to the total voting right of the aggregate equity share capital; (d) the price at which such shares have been issued; (e) the particulars of promoters, directors or key managerial personnel to whom such shares are issued; (f) the change in control, if any, in the company consequent to the issue of equity shares with differential voting rights; (g) the diluted Earning Per Share(EPS) pursuant to the issue of each class of shares, calculated in accordance with the applicable accounting standards; (h) the pre and post issue shareholding pattern along with voting rights in the format specifiedunder sub-rule (2) of rule 4.***(Format as per Clause 35 of listing agreement)***		
Annexure 2	In case the company has issued ***Sweat Equity Shares*** during the year under review the following disclosures shall be made in the ***board's report*** for the year in which such shares are issued: (a) the class of director or employee to whom sweat equity shares were issued; (b) the class of shares issued as Sweat Equity Shares; (c) the number of sweat equity shares issued to the directors, key managerial personnel or other employees showing separately the number of such shares issued to them , if any, for consideration other than cashand the		

ANNEXURES			
NUMBER	**PARTICULARS**	**COMPLIANCE**	**REMARKS**
	individual names of allottees holding one percent or more of the issued share capital; (d) the reasons or justification for the issue; (e) the principal terms and conditions for issue of sweat equity shares, including pricing formula; (f) the total number of shares arising as a result of issue of sweat equity shares; (g) the percentage of the sweat equity shares of the total post issued and paid up share capital; (h) the consideration (including consideration other than cash) received or benefit accrued to the companyfrom the issue of sweat equity shares;		
Annexure 3	Restrictions on purchase by company or giving of loans by it for purchase ofits shares. Disclosures in respect of voting rights ***not exercised directly by the employees*** in respect of shares to which the scheme relates shall be made in the **Board's report**for the relevant financial year in the manner as stated below (a) the names of the employees who have not exercised the voting rights directly (b) the reasons for not voting directly; (c) the name of the person who is exercising such voting rights; (d) the number of shares held by or in favour of, such employees and the percentage of such shares to the total paid up share capital of the company; (e) the date of the general meeting in which such voting power was exercised; (f) the resolutions on which votes have been cast by persons holding such voting power; (g) the percentage of such voting power to the total voting power on each resolution; (h) whether the votes were cast in favour of or against the resolution.		
Annexure 4	The Board of directors, shall, inter alia, disclose in the Directors' Report for the year, the following details of the Employees Stock Option Scheme: (a) options granted; (b) options vested; (c) options exercised; (d) the total number of shares arising as a result of exercise of option; (e) options lapsed; (f) the exercise price; (g) variation of terms of options; (h) money realized by exercise of options;		

ANNEXURES			
NUMBER	**PARTICULARS**	**COMPLIANCE**	**REMARKS**
	(i) total number of options in force; (j) employee wise details of options granted to;- (i) key managerial personnel; (ii) any other employee who receives a grant of options in any one year of option amountingto five percent or more of options granted during that year. (iii) identified employees who were granted option, during any one year, equal to or exceedingone percent of the issued capital (excluding outstanding warrants and conversions) of thecompany at the time of grant;		
Annexure 5 **Section 314(5): Directors Responsibility Statement**	The Directors' Responsibility Statement referred to in clause (*c*) of sub-section (*3*) shall state that—		
	(*a*) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;		
	(*b*) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;		
	(*c*) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;		
	(*d*) the directors had prepared the annual accounts on a going concern basis; and		
	(*e*) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively. *Explanation.*—For the purposes of this clause, the term "internal financial controls" means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information;		
	(*f*) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.		
Annexure 6 **Section 134 read with rule 8(3) of**	The report of the Board shall contain the following information and details, namely:-		
	(A) Conservation of energy- (i) the steps taken or impact on conservation of energy; (ii) the steps taken by the company for utilising alternate sources of energy; (iii) the capital investment on energy conservation equipment's;		

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ANNEXURES			
NUMBER	**PARTICULARS**	**COMPLIANCE**	**REMARKS**
Companies Accounts Rules: Conservation of energy, Technology absorption and Foreign exchange earnings and outgo	**(B) Technology absorption-** (i) the efforts made towards technology absorption; (ii) the benefits derived like product improvement, cost reduction, product development or import substitution; (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and (iv) the expenditure incurred on Research and Development.		
	(C) Foreign exchange earnings and Outgo- The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.		
Annexure 7 **Section 134 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: Remuneration of Managerial perssonnal**.	(1)Every ***listed company*** shall disclose in the Board's report- (i) the ratio of the remuneration of each director to the ***median remuneration*** of the employees of the company for the financial year; (ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year; (iii) the percentage increase in the median remuneration of employees in the financial year; (iv) the number of permanent employees on the rolls of company; (v) the explanation on the relationship between average increase in remuneration and company performance; (vi) comparison of the remuneration of the Key Managerial Personnel against the performance of the company; (vii) variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year; (viii) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;		

ANNEXURES			
NUMBER	**PARTICULARS**	**COMPLIANCE**	**REMARKS**
	(ix) comparison of the each remuneration of the Key Managerial Personnel against the performance of the company; (x) the key parameters for any variable component of remuneration availed by the directors; (xi) the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; and (xii) affirmation that the remuneration is as per the remuneration policy of the company. ***Explanation.- For the purposes of this rule.-(i) the expression "median" means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one;*** ***(ii) if there is an even number of observations, the median shall be the average of the two middle values.***		

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ANNEXURES			
NUMBER	**PARTICULARS**	**COMPLIANCE**	**REMARKS**
	(2) The board's report shall include a statement showing the name of every employee of the company,who- (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than sixty lakh rupees; (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than five lakh rupees per month; (iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company. (3) The statement referred to in sub-rule (2) shall also indicate - (i) designation of the employee; (ii) remuneration received; (iii) nature of employment, whether contractual or otherwise; (iv) qualifications and experience of the employee; (v) date of commencement of employment; (vi) the age of such employee; (vii) the last employment held by such employee before joining the company; (viii) the percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above; and (ix) whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager: **Provided** that the particulars of employees posted and working in a country outside India, not being directors or their relatives, drawing more than sixty lakh rupees per financial year or five lakh rupees per month, as the case may be, as may be decided by the Board, shall not be circulated to the members in the Board's report, but such particulars shall be filed with the Registrar of Companies while filing the financial statement and Board Reports: **Provided further** that such particulars shall be made available to any shareholder on a specific request made by him in writing before the date of such Annual General Meeting wherein financial statements for the relevant financial year are proposed to be adopted by shareholders and such particulars shall be made available by the company within three days from the date of receipt of such request from shareholders: **Provided also** that in case of request received even after the date of completion of Annual General Meeting, such particulars shall be made available to the shareholders within seven days from the date of receipt of such request.		

ANNEXURES			
NUMBER	**PARTICULARS**	**COMPLIANCE**	**REMARKS**
Annexure 8 **Rule 8(V) of Companies (Accounts) Rules, 2014: Details relating to deposits**	The details relating to deposits, covered under Chapter V of the Act,- (a) accepted during the year; (b) remained unpaid or unclaimed as at the end of the year; (c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved- (i) at the beginning of the year; (ii) maximum during the year; (iii) at the end of the year; (vi) the details of deposits which are not in compliance with the requirements of Chapter V of the Act;		
Annexure 9 **Sub-Clause (IV)(F) of Clause 49 of listing agreement : The Management Discussion & Analysis(MD&A)**	The Management Discussion & Analysis(MD&A) should include discussion on the following matters within the limits set by the company's competitive position:		
	i. Industry structure and developments.		
	ii. Opportunities and Threats.		
	iii. Segment–wise or product-wise performance.		
	iv. Outlook		
	v. Risks and concerns.		
	vi. Internal control systems and their adequacy.		
	vii. Discussion on financial performance with respect to operational performance.		
	viii. Material developments in Human Resources / Industrial Relations front, including number of people employed.		

ANNEXURES			
NUMBER	**PARTICULARS**	**COMPLIANCE**	**REMARKS**
Annexure 10 **Clause 49(IX):** CEO/CFO Certification	The CEO or the Managing Director or Manager or in their absence, a whole-time director appointed in terms of the Companies Act, 2013 and theCFO shall certify to the Board that: A.They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief 1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; 2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations. B. There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct. C. They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies. D. They have indicated to the auditors and the Audit committee: 1. significant changes in internal control over financial reporting during the year; 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and 3. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.		
Annexure 11	**Report on Corporate Governance: Suggested List of Items to Be Included In the Report on Corporate Governance in the Annual Report of Companies**		

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NUMBER	**PARTICULARS**	**COMPLIANCE**	**REMARKS**
Clause 49(X)	1. A brief statement on company's philosophy on code of governance.		
	2. Board of Directors: a. Composition and category of directors, for example, promoter, executive, non-executive, independent non-executive, nominee director, which institution represented as lender or as equity investor. b. Attendance of each director at the Board meetings and the last AGM. c. Number of other Boards or Board Committees in which he/she is a member or Chairperson d. Number of Board meetings held, dates on which held.		
	3. Audit Committee: i. Brief description of terms of reference ii. Composition, name of members and Chairperson iii. Meetings and attendance during the year		
	4. Nomination and Remuneration Committee: i. Brief description of terms of reference ii. Composition, name of members and Chairperson iii. Attendance during the year iv. Remuneration policy v. Details of remuneration to all the directors, as per format in main report.		
	5. Shareholders Committee: i. Name of non-executive director heading the committee ii. Name and designation of compliance officer iii. Number of shareholders' complaints received so far iv. Number not solved to the satisfaction of shareholders v. Number of pending complaints		
	6. General Body meetings: i. Location and time, where last three AGMs held. ii. Whether any special resolutions passed in the previous 3 AGMs iii. Whether any special resolution passed last year through postal ballot – details of voting pattern iv. Person who conducted the postal ballot exercise v. Whether any special resolution is proposed to be conducted through postal ballot vi. Procedure for postal ballot		
	7. Disclosures: i. Disclosures on materially significant related party transactions that may have potential conflict with the		

ANNEXURES			
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	interests of company at large. ii. Details of non-compliance by the company, penalties, strictures on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years. iii. Whistle Blower policy and affirmation that no personnel has been denied access to the audit committee. iv. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.		
	8. Means of communication: i. Quarterly results ii. Newspapers wherein results normally published iii. Any website, where displayed iv. Whether it also displays official news releases; and v. The presentations made to institutional investors or to the analysts.		
	9. General Shareholder information: i. AGM : Date, time and venue ii. Financial year iii. Date of Book closure iv. Dividend Payment Date v. Listing on Stock Exchanges vi. Stock Code vii. Market Price Data: High, Low during each month in last financial year viii. Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc. ix. Registrar and Transfer Agents x. Share Transfer System xi. Distribution of shareholding xii. Dematerialization of shares and liquidity xiii. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity xiv. Plant Locations xv. Address for correspondence		
Annexure 12 **Clause 49(X)**	**Non-Mandatory Requirements** 1. The Board The Board - A non-executive Chairman may be entitled to maintain a Chairman's office at the company's		

ANNEXURES			
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	expense and also allowed reimbursement of expenses incurred in performance of his duties. 2. Shareholder Rights A half-yearly declaration of financial performance including summary of the significant events in last six-months, may be sent to each household of shareholders. 3. Audit qualifications Company may move towards a regime of unqualified financial statements. 4. Separate posts of Chairman and CEO The company may appoint separate persons to the post of Chairman and Managing Director/CEO. 5. Reporting of Internal Auditor The Internal auditor may report directly to the Audit Committee.		

Signing of Board's Report: *The Directors Report and its annexure shall be signed by the Chairman of the Company where he is authorized by the Board. In case of no authorization, two directors, one of whom shall be a managing director or by the Director where there is one director only.*