

CHECK LIST DIRECTOR REPORT

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

S. No	Particulars/Disclosure	Format, if any	Provisions	Applicability				
				Small	Private	Public	Select Public	Listed
1	Extract of Annual Return (Extract of annual return relating to FY to which the Board's Report relates shall be attached.)	MGT 9	Sec 134 (3) (a) r/w rule 12 of Cos (MAD) Rules	√	√	√	√	√
2	Number of meetings of the Board, including dates of Board and Committees meetings held indicating the number of Meetings attended by each Director - SS1. (Clarification by ICSI - SS 1 to apply to BM in respect of which Notices are issued on	Format Attached	Sec 134 (3) (b); Secretarial Standards 1	√	√	√	√	√

3	Directors' Responsibility Statement -Accounting Standards -Accounting Policies - Proper and efficient care for 3 things -Going concern basis	6 points	Sec 134 (3)(C) & (5)	√	√	√	√	√
4	Company's policy on Director's, KMPs & other employees appointment & remuneration including criteria for determining Qualification, Attributes, Independence, etc. (For this purpose, limits to be reckoned as existing on the date of Last Audited Financial	-	Sec 134 (3) (e); Sec 178 (1) & (3)	×	×	×	√ PUSC ≥ 10Cr TO ≥ 100 Cr OL/deposits/ debentures > 50Cr	√
5	Explanation or comments by the BoD on every qualification, reservation or adverse remark or disclaimer made by the Auditors in Audit	-	Sec 134 (3)(f) (i)	√	√	√	√	√
6	Particulars of Loans, guarantees or investments	-	Sec 134 (3) (g)	√	√	√	√	√

7	Related Party or Contracts arrangements (Particulars of contract along with justification for entering into such contract)	AOC 2	Sec 134 (3) (h) r/w Rule 8(2) of Cos (Accounts) Rules	√	√	√	√	√
8	State of the company's affairs	-	Sec 134 (3) (i)	√	√	√	√	√
9	Amounts proposed to be carried to reserves, if any	-	Sec 134 (3) (j)	√	√	√	√	√
10	Amount recommended as dividend, if any,	-	Sec 134 (3) (k)	√	√	√	√	√
11	Material Changes & Commitments affecting financial position of the Company, occurring after Balance Sheet Date (Details of material changes occurring between date of Financial Statements & Board Report)	-	Sec 134 (4) (l)	√	√	√	√	√
12	Energy Conservation, Technology absorption, FOREX earnings & outgo, in prescribed manner	-	Sec 134 (3) (m) r/w Rule 8(3) of Cos (Accounts) Rule	√	√	√	√	√

13	Statement indicating development & implementation of Risk Management Policy (This is required only if risk factors are there)	-	Sec 134 (3) (n)	√	√	√	√	√
14	Financial Highlights & Change in the nature of business	-	Sec 134 (3)(q) r/w Rule 8(5) (i)&(ii)of	√	√	√	√	√
15	Details of Directors/ KMP appointed/resigned during the year	-	Sec 134 (3)(q) r/w Rule (8)(5)(iii) of Cos (Accounts) Rules, 2014 & Sec168 (1)	√	√	√	√	√
16	Name of the companies which have become/ceased to be subsidiaries, JVs or Associate companies during the year	-	Sec 134 (3)(q) r/w Rule (8)(5)(iv) of Cos (Accounts) Rules, 2014	√	√	√	√	√

17	Details of significant and material orders passed by the regulators, courts, tribunals impacting the going concern status and company's operations in future	-	Sec 134 (3)(q) r/w Rule 8 (5) (vii) of Cos (Accounts) Rules	√	√	√	√	√
18	Details in respect of adequacy of internal financial controls with reference to Financial Statements	-	Sec 134 (3)(q) r/w Rule 8 (5) (viii) of Cos (Accounts) Rules	√	√	√	√	√
19	Separate section containing a report on performance and financial position of each of subsidiaries, associates & JVs included in the Consolidated FS of the Co	-	Rule 8(1) of Cos (Accounts) Rules	√	√	√	√	√
20	Disclosures under Sexual Harassment of Women at Workplace (Prevention, prohibition & redressal) Act, 2013	-	Sexual Harassment of Women at Workplace (Prevention, prohibition & redressal) Act, 2013	√	√	√	√	√
EVENT BASED/LIMIT BASED DISCLOSURES								

21	Details about CSR Committee, Policy, its implementation and initiatives taken during the year (To be included if following limits are triggered – NW ≥ 500Cr TO ≥ 1000 Cr NP ≥ 5 Cr)	Format prescribed in CSR Rules	Sec 134 (o); 135 (2) r/w Rule 8 of Cos (CSR) Rules	√	√	√	√	√
22	Disclosure on establishment of Vigil Mechanism (Applicable to Cos which have accepted deposits from the public or borrowed money from banks & FIs in excess of Rs 50 Cr)	-	Sec 177(9) r/w Rule 7 of Cos (Meetings of the BoD) Rules	√	√	√	√	√
23	Prescribed details of deposits covered under Chapter V of the Act	-	Sec 134 (3)(q) r/w Rule (8)(5)(v) & (vi) of Cos (Accounts) Rules 2014	√	√	√	√	√
24	Issue of Equity Shares with Differential Rights, Sweat Equity, ESOS, etc. (This disclosure would be event based)	-	Sec 43, 54 r/w Rule 4 (4); 8 (13) & 12 (9) of Cos & Sec 62 (1)(b) r/w rule 12(9) of Cos (Share Cap & Debenture)	√	√	√	√	√

25	Disclosure in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates	-	Sec 67(3) r/w Rule 16 of Cos(Share Cap & Debenture) Rules	√	√	√	√	√
DISCLOSURE MANDATORY TO BE MADE BY PUBLIC COMPANY								
26	Disclosure about receipt of any commission by MD / WTD from a Company and also	-	Section 197(14)	×	×	√	×	×
DISCLOSURE MANDATORY TO BE MADE BY LISTED COMPANY & SELECTED PUBLIC								
27	Declaration by Independent Directors	-	Sec 134 (3)(d) r/w Sec 149 (6)	×	×	×	√ PUSC ≥ 10Cr TO ≥ 100 Cr OL/deposits/ debentures > 50Cr	√
28	Disclosure on Reappointment of Independent Director (ID is eligible for re-appointment beyond a term of 5 yrs by passing an SR and if re-appointed, the company must disclose such re- appointment of ID in	-	Section 149(10)	×	×	×	√ PUSC ≥ 10Cr TO ≥ 100 Cr OL/deposits/ debentures > 50Cr	√

29	Secretarial Audit Report (To be annexed with Board's Report)	MR 3	Sec 204 (1)	×	×	×	√ PUSC ≥ 50Cr TO ≥ 250 Cr	√
30	Explanation or comments by the BoD on every qualification, reservation or adverse remark or disclaimer made by the PCS in Secretarial Audit report	-	Sec 134 (3)(f) (ii)	×	×	×	√ PUSC ≥ 50Cr TO ≥ 250 Cr	√
31	Manner in which Formal Annual Evaluation of performance of Board, its Committees and individual directors has been carried out	-	Sec 134 (p) r/w Rule 8 (4) of Cos (Accounts) Rules	×	×	×	√ PUSC ≥ 25 Cr	√
32	The composition of the Audit Committee Further, if the Board has not accepted any recommendation of the Audit Committee, the same shall also be disclosed along with reasons therefore	-	Sec 177 (8) r/w Rule 6 of Cos (Meetings of the BoD) Rules	×	×	×	√ PUSC ≥ 10Cr TO ≥ 100 Cr OL/deposits/ debentures > 50Cr	√
33	Corporate Governance disclosure requirements	-	Clause 49 of the Listing Agreement	×	×	×	×	√

DISCLOSURE MANDATORY TO BE MADE BY LISTED COMPANY

34	Ratio of remuneration of each director to the median employee's	-	Section 197(12) r/w Rule 5 of	x	x	x	x	√
35	remuneration and other prescribed details		Companies (Appointment & Remuneration of Managerial Personnel) Rules					√

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