

## LIMITS UNDER COMPANIES ACT 2013

| Sec No                                                          | Listed Company                                                                                                                  | Public Company                                                                                                   | Private Company                                                                                                    | Others (Composition)                                              | Excludes                                                      |
|-----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|---------------------------------------------------------------|
| Sec 92 - Certification of Annual Return by a CS in Practice.    | All                                                                                                                             | Paid up Capital > 10 Cr (or)<br>Turnover > 50 Cr                                                                 |                                                                                                                    | -                                                                 | -                                                             |
| Sec 92 - Signing of Annual Return                               | All                                                                                                                             | All                                                                                                              | Paid up Capital > <u>50 Lakhs</u> (or)<br>Turnover > 2 Cr                                                          | -                                                                 | OPC and Small Co                                              |
| XBRL                                                            | All                                                                                                                             | Paid up Capital > 5 Cr (or)<br>Turnover > 100 Cr                                                                 | Paid up Capital > 5 Cr <u>and</u><br>Turnover > 100 Cr                                                             | -                                                                 | Banking, Insurance, Power, NBFC and Housing Finance companies |
| Submission of Annual Returns to Shareholders by Electronic Mode | All                                                                                                                             | Networth > 1 Cr <u>and</u><br>Turnover > 10 Cr                                                                   | ×                                                                                                                  | -                                                                 | -                                                             |
| CARO                                                            | All                                                                                                                             | ALL                                                                                                              | Paid up Capital + Reserves > 1 Cr (or)<br>Borrowings from Bank & FI > 1 Cr (or)<br>Revenue from Operations > 10 Cr | -                                                                 | Sec 8 Co, OPC, Small, Banking, Insurance companies            |
| Sec 2(40) Cash Flow Statement                                   | All                                                                                                                             |                                                                                                                  |                                                                                                                    | -                                                                 | Small Co, Dormant Co and OPC                                  |
| Sec 135 - Corporate Social Responsibility                       | Networth > 500 Cr (or) Turnover > 1,000 Cr (or) Net Profit > 5 Cr<br>(Spend atleast 2% of Avg Net Profits of Preceding 3 F.Y's) |                                                                                                                  |                                                                                                                    | Atleast 3 Dir's<br>(Min of 2 Independent Dir's)                   | -                                                             |
| Sec 138 - Internal Auditor                                      | All                                                                                                                             | Turnover > 200 Cr (or)<br>O/S B (Bank, FI) > 100 Cr (or)<br>Paid up Capital > 50 Cr (or)<br>O/s Deposits > 25 Cr | Turnover > 200 Cr (or)<br>O/S B (Bank, FI) > 100 Cr                                                                | -                                                                 | -                                                             |
| Sec 139 - Rotation of Auditors                                  | All                                                                                                                             | Turnover > 10 Cr (or)<br>O/S B (Bank, FI, Deposits) > 50 Cr                                                      | Turnover > 20 Cr (or)<br>O/S B (Bank, FI, Deposits) > 50 Cr                                                        | Individual - 5 Yrs<br>Firms - 2 of 5 yrs                          | -                                                             |
| Sec 149 - Women Director                                        | All                                                                                                                             | Paid up Capital > 100 Cr (or)<br>Turnover > 300 Cr                                                               | ×                                                                                                                  | Vacancy in 3 Mths or Next Board Meeting whichever is <u>later</u> | -                                                             |

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|------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|
| Sec 148 - Cost Audit                                             | Regulated Sector<br>(Telecommunication, Electricity, Drugs, Natural Gas, Petroleum and Sugar, Alcohol)        |                                                                                              | Overall Turnover > 50 Cr <u>and</u><br>Maintain Cost Records - Individual Turnover > 25 Cr  |                                                                                        | ● Operates in SEZ<br>● Revenue > 75% by Exports<br>● Engaged in Electricity for Capitive Consumption |
|                                                                  | Non Regulated Sector (Steel & Cement, Turbo, Machinery in Defence, Spaceand Energy and Equipment for Medical) |                                                                                              | Overall Turnover > 100 Cr <u>and</u><br>Maintain Cost Records - Individual Turnover > 35 Cr |                                                                                        |                                                                                                      |
| Sec 149(4) - Independent Director                                | All                                                                                                           | Turnover > 100 Cr (or)<br>Paid up Capital > 10 Cr (or)<br>O/S <u>L, B, Debt, Dep</u> > 50 Cr | ×                                                                                           | Listed Company —At least 1/3 of Directors.<br>Other Co's —At least 2 Directors         | Sec 8 Co                                                                                             |
| sec 151 - Small Shareholders Dirctors                            | Notice by 1000 Small Shareholders {SSH} (or)<br>1/10th of Small Shareholders ↓                                |                                                                                              | ×                                                                                           | Atleast 1 Director<br>(SSH - SH Holding Nominal value < 20,000 in Pub Co)              | -                                                                                                    |
| Sec 177 - Audit Committee                                        | All                                                                                                           | Paid up Capital > 10 Cr (or)<br>Turnover > 100 Cr (or)<br>O/S <u>L, B, Debt, Dep</u> > 50 Cr | ×                                                                                           | Min of 3 Directors and Majority of Independent Directors<br><u>Quorum - 2 or 1/3</u> ↑ | -                                                                                                    |
| Sec 177 - Vigil Mechanism                                        | All                                                                                                           | a) Accepts Deposits from public<br>b) Borrowed from Banks, FI > 50 Crs                       |                                                                                             | -                                                                                      | -                                                                                                    |
| Sec 178 - Nomination and Remuneration Committee                  | All                                                                                                           | Paid up Capital > 10 Cr (or)<br>Turnover > 100 Cr (or)<br>O/S <u>L, B, Debt, Dep</u> > 50 Cr | ×                                                                                           | -                                                                                      | Sec-8 Co                                                                                             |
| Sec 178 - Stakeholders Relationship Committee                    | Having > <u>1,000</u> Shareholders, Debenture Holders, Deposit Holders and Other Security Holders             |                                                                                              |                                                                                             | Chiarmnan - Non Executive Dir<br>Members - As per Board                                | -                                                                                                    |
| Sec 203(1) - KMP                                                 | All                                                                                                           | Paid up Capital > 10 Cr                                                                      | Paid up Capital > 5 Cr                                                                      | MD or CEO or in the absense of them<br>● Manager ● CS ● CFO                            | -                                                                                                    |
| Sec 203(1) - CS                                                  | All                                                                                                           | Paid up Capital > 5 Cr                                                                       |                                                                                             | Inc Prodcer Company                                                                    | -                                                                                                    |
| Sec 204 - Secretarial Audit                                      | All                                                                                                           | Paid up Capital > 50 Cr (or)<br>Turnover > 250 Cr                                            | -                                                                                           | -                                                                                      | -                                                                                                    |
| L - Loans , B - Borrowings, Debt - Debentures and Dep - Deposits |                                                                                                               |                                                                                              |                                                                                             |                                                                                        |                                                                                                      |

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| Sec 188 - Related Party Transactions<br>(Special Resolution is required<br>– applicable to both Public and Private Company) | Sale, Purchase or Supply of any <u>Goods or Materials</u>                                   | Exceeding 10% of <u>Turnover</u> or Rs.100 Cr ↓                                  |
|                                                                                                                             | Selling or otherwise Disposing or Buying <u>Property</u>                                    | Exceeding 10% of <u>Networth</u> or Rs.100 Cr ↓                                  |
|                                                                                                                             | Leasing of <u>Property</u> of any kind                                                      | Exceeding 10% of <u>Turnover</u> (or)<br>10% of <u>Networth</u> (or) Rs.100 Cr ↓ |
|                                                                                                                             | Availing or rendering of any <u>Services</u>                                                | Exceeding 10% of <u>Turnover</u> or Rs.50 Cr ↓                                   |
|                                                                                                                             | Appointment to any office or place of profit or its Subsidiary company or Associate Company | Monthly Remuneration < 2,50,000                                                  |
|                                                                                                                             | <u>Underwriting</u> Subscription of Any Security or Derivatives of Company                  | Remuneration > 1% of Networth                                                    |

### Corporate Governance

| LODR -(Listing Obligations and Disclosure Requirements) Regulations |                                                                                                                                                                                                          | Applicable to Companies Whose Shares on Listed on Recognised Stock Exchanges |                                                   |
|---------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|---------------------------------------------------|
| Audit Committee                                                     | Min 3 Directors and 2/3rd Shall be Independent Directors and<br>Chairman of Committee shall be Independent Director, CS as Secretary of the Committee                                                    |                                                                              |                                                   |
| Composition of Board                                                | Combination of Executive and Non Executive Directors with Atleast <u>One Women</u> Director and <u>more than 50%</u> shall be<br>Non Executive Directors. Chairman Board Shall be Non Executive Director |                                                                              |                                                   |
| Independent Directors                                               | Chairman of Board is Non Executive Director                                                                                                                                                              |                                                                              | Atleast 1/3 shall be Independent Directors        |
|                                                                     | Chairman of Board is <u>Executive</u> Director                                                                                                                                                           |                                                                              | Atleast <u>1/2</u> shall be Independent Directors |