

FIRST QUESTIONNAIRE FOR ICSI CORPORATE GOVERNANCE AWARD, 2011
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GENERAL INSTRUCTIONS FOR FILLING THE QUESTIONNAIRE

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 Award for Excellence in Corporate Governance, 2011. 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 following questionnaire on the basis of the facts of your company.
2. All Questions 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.
3. The Questionnaire contains different type of questions viz.:
 - (a) Some questions require specific information about the company e.g. Name, Address etc.
 - (b) Some questions are of Yes/No category, where only one option can be selected e.g. does the company facilitate separate meetings of Independent Directors?

☐ Yes
 ☐ No
 - (c) Some questions allow the selection of more than one option e.g.
 Which of the following Board committees exist in the company?

☐ Audit Committee
☐ Shareholders Grievance Committee
☐ Corporate Compliance Committee
☐ Remuneration Committee
☐ Nomination Committee
☐ Investment Committee
☐ Risk Management Committee
☐ Any Committee other than those specified above _____

Please make tick mark in check boxes for selection of options or fill in your response.
4. Please use extra sheets for answering any question, if needed. Also mention the question number in additional sheets.

Note 1 : “The ICSI National Award 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 Questionnaire –

- three copies of annual report for the year 2010-11 and two copies each for 2009-10 and 2008-09
- financial results for first quarter of 2011-12
- shareholding pattern for the first quarter of 2011-12

- Memorandum and Articles of Association
- Organisation structure
- relevant documents wherever required
- details of the number of companies on which each of the director is a director specifying whether public company, private company, Section 25 company, foreign company, excluding directorships in subsidiaries and associate companies.

Note 4: The information provided in the Questionnaire should relate to financial year 2010-11 or period ending in that year.

Note 5: ICSI's definition of Independent Director

It would carry a higher weightage in evaluation if the independence of directors is determined in accordance with the view adopted by the ICSI. The Institute is of the view that any director who represents any interest cannot be considered as independent. Therefore, a nominee director representing a particular organization such as an FI, FII, Bank, Central or State Government should not be treated as Independent director.

Note 6: The covering letter / e-mail to the duly filled in Questionnaire should contain a statement to the effect that the responses to the Questions in this Questionnaire 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 7: The duly filled-in Questionnaire should reach the Institute on or before August 30, 2011. In case of any difficulty in filling the Questionnaire, please email your query to the Institute at alka.kapoor@icsi.edu or contact the Institute at the following address:

Mrs. Alka Kapoor

Joint Director (Academics)

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**QUESTIONNAIRE FOR
ICSI CORPORATE GOVERNANCE AWARD, 2011**

1. GENERAL INFORMATION

1. Name of the Company:

2. CIN :

3. Paid-up share capital as on 31st March, 2011:_____

4. Please specify whether the shares of company are listed or not:

Yes ☐ No ☐

If yes, name of Stock Exchange(s) where listed_____

5. Website:

6. Correspondence Address:

(a) Corporate Office Address:

Telephone No. Fax No. E-mail

(b) Registered Office Address:

Telephone No. Fax No. E-mail

(c) Investor Service Centre Address:

Telephone No. Fax No. E-mail

(d) Chairperson /CMD:

Name:

Address:

Telephone: Fax No. E-mail

(e) Managing Director /CEO:

Name :

Address:

Telephone: Fax No. E-mail

(f) Chairperson of Audit Committee:

Name:

Address:

Telephone: Fax No. E-mail

(g) 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

(vi) Name:
Address:
Telephone: Fax No. E-mail

(h) Company Secretary:

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

(i) Compliance Officer(s):

(i) Name:
Qualifications:
Address:
Telephone: Fax No. E-mail

(ii) Name:
Qualifications:
Address:
Telephone: Fax No. E-mail

(j) Chief Financial Officer:

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

(k) Investor Relations Officer

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

(l) Practising Company Secretary:

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

(m) Secretarial Auditor

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

(n) Auditor:

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

(o) Internal Auditor (s) :

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

Part – I General information		
Year of Incorporation and State of Incorporation		
Equity listed on		
Industry Sector		
Main Business		
No. of Subsidiaries		
Promoters / Holding Company		
Paid-up share capital as on _____		
Change in Capital structure during the year		
No. of Employees		
Name of Company Secretary		
Name of Compliance Officer		
Part II – Governance Structure (As on date of application)		
Board of Directors	Name	Designation
No. of Executive Directors		
No. of Non Executive Directors		
No. of Nominee Directors		
No. of Independent Directors		
(a) As per Clause 49		
(b) As per ICSI definition (see note 5 of general instructions)		
Total No. of Directors		
No. of Board Committees		

Names of Board Committees			
Part III – Financial Information on Standalone basis			
INR in Lakhs			
	2010-11	2009-10	2008-09
Turnover			
Other Income			
Total			
EBIDT			
Net Profit			
Net Worth			
P/E Ratio			
EPS			
Rate of Dividend			
Market Capitalisation			
Debt /Equity Ratio			
Promoters shareholding (%)			
Total number of shareholders			
Audit Qualifications (if any)			
Credit Rating, if any			

2. BOARD INDEPENDENCE & GOVERNANCE

2.1 Does the company have a written Code of Corporate Governance?

☐ Yes ☐ No

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

2.2 Is the Chairperson an Executive Chairperson?

☐ Yes ☐ No

(a) If Chairperson is Executive, does 50% or more of the Board consist of Independent directors?

☐ Yes ☐ No

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, does 50% or more of the Board consist of Independent directors?

☐ Yes ☐ No

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, does 1/3rd or more of the Board consist of Independent directors?

☐ Yes ☐ No

(Please mention the relevant page number of Annual Report_____)

2.3 Please indicate the proportion of independent directors to total number of directors.

(a) If Chairperson is Executive:

☐ 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_____)

2.4 Whether the offices of Chairperson and Chief Executive Officer are held by different persons?

☐ Yes ☐ No

- 2.5 Does the company have a lead/senior independent director, if the chairperson is not an Independent Director?**
☐ Yes ☐ No
(Please mention the relevant page number of Annual Report_____)
- 2.6 How many Women directors are there on the Board of your company?**
☐ None ☐ One ☐ More than one
(Please mention the relevant page number of Annual Report_____)
- 2.7 Does the company have a written policy/ procedure for induction of Independent Directors?**
☐ Yes ☐ No
(If yes, provide us with a copy of the same)
- 2.8 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) Experience | ☐ Yes | ☐ No |
| (iii) Age | ☐ Yes | ☐ No |
| (iv) No. of other directorships | ☐ Yes | ☐ No |
- (v) Any other please specify_____**
(If yes, please mention the relevant page number of Annual report_____)
- 2.9 Does the company issue a letter of appointment to non-executive directors?**
☐ Yes ☐ No
(If yes, please give a specimen of the same).
- 2.10 What is the maximum tenure specified for independent directors?**
☐ Upto 6 years ☐ 6 – 9 years ☐ More than 9 years ☐ Not specified
- 2.11 (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_____)
- 2.12 Does the company provide orientation programme for all directors on assuming responsibilities of a director?**
☐ Yes ☐ No
(If yes send details or feedback sheets obtained in such programmes from the participating directors)
- 2.13 Does the company send regular communications to all Non-executive Directors for updating them on all business related issues ?**
☐ Yes ☐ No
- 2.14 Does the company organize programmes / talks / trainings for Directors?**
☐ Yes ☐ No

2.15 Does the company have any policy of annual training programmes for the directors?

☐ Yes ☐ No

(Please provide a copy of the policy).

2.16 Does the company make disclosure in the Annual Report with regard to the training undergone by the directors?

☐ Yes ☐ No

(If yes, please mention the relevant page number of Annual report____)

2.17 Does the company provide Directors and Officers Insurance?

☐ Yes ☐ No

2.18 The gap between the resignation/ removal of an independent director and the appointment of a new independent director in his place was :

(i) ☐ less than 180 days

(ii) ☐ more than 180 days

(iii) ☐ 180 days

(iv) ☐ the company was in compliance with Clause 49 though the gap was more than 180 days

2.19 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 disclosed in the Annual report or on the website of the company?

☐ Yes ☐ No

(If yes, please mention the relevant page number of Annual report____ or the web link where it is disclosed)

3. BOARD SYSTEMS AND PROCEDURES

A. BOARD

3A.1 Agenda and notes on agenda in respect of Board/Committee meetings were normally circulated.

- ☐ Atleast a week before the meeting
☐ Less than one week before the meeting
☐ Tabled at the Meeting

3A.2 Was the time gap between any of the two board meetings more than four months?

- ☐ Yes ☐ No

(Please mention the relevant page number of Annual Report_____)

3A.3 Details of Attendance of directors in Board Meetings

Date of Board Meeting	Total No. of Directors on the Board (including Independent Directors on the date of meeting)	Total No. of Independent Directors on the Board on the date of meeting	No. of Directors who attended the meeting (including Independent Directors)	No. of Independent Directors who attended the meeting

(Please mention the relevant page number of Annual Report_____)

3A.4 Does the company facilitate Board meetings through Electronic Mode?

- ☐ Yes ☐ No

3A.5 Does the company maintain a list of laws applicable to the company?

- ☐ Yes ☐ No

3A.6 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.)

3A.7 How soon are the decisions taken at the Board Meeting communicated to the concerned departments?

- ☐ within 24 hours ☐ Within 2 days ☐ Within 7 days ☐ more than 7 days

3A.8 How soon are the draft minutes of Board/Committee meetings circulated to the Directors?

☐ within 7 days ☐ within 15 days ☐ more than 15 days

3A.9 Is there any policy for placing Action Taken Report/ Implementation Report at the Board Meeting?

☐ Yes ☐ No

3A.10 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

3A.11 (a) Does the company have a written Code of Conduct?

For Directors

For Senior Management

For Employees

☐ Yes

☐ Yes

☐ Yes

☐ No

☐ No

☐ No

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

(b) Does the company obtain affirmative statement on the code of conduct from each of the following

Directors

Senior Management

Employees

☐ Yes

☐ Yes

☐ Yes

☐ No

☐ No

☐ No

(Please mention the relevant page number of Annual Report_____)

3A.12 Does the company have a policy for Succession planning at senior management level just below the Board Level?

☐ Yes ☐ No

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

3A.13 Does the company have an appraisal policy for reviewing effectiveness of the Board of Directors?

☐ Yes ☐ No

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

3A.14 Does the Company obtain an affirmative statement from each of the following in terms of Insider Trading?

Directors

☐ Yes

☐ No

Senior Management

☐ Yes

☐ No

3A.15 Has the company been rated during the year by Rating Agency for Corporate Governance?

☐ Yes ☐ No

(If yes, please give details)

3A.16 Does the Directors' Responsibility Statement contain a clause to the effect that proper systems were in place to ensure compliance of all laws applicable to the company?

☐ Yes ☐ No

(If yes, please mention the relevant page number of Annual Report_____)

B. BOARD COMMITTEES

3B.1 Which of the following Board committees exist in the Company?

- ☐ Audit Committee
- ☐ Shareholders Grievance Committee
- ☐ Corporate Compliance Committee
- ☐ Remuneration Committee
- ☐ Nomination Committee
- ☐ Investment Committee
- ☐ Risk Management Committee
- ☐ Any Committee other than those specified above

(Please mention the relevant page number(s) of Annual Report_____)

3B.2 Is the Chairperson of the following Board Committees an independent director?

- | | | |
|----------------------------------|------------------------------|-----------------------------|
| Audit Committee | ☐ Yes | ☐ No |
| Shareholders Grievance Committee | ☐ Yes | ☐ No |
| Remuneration Committee | ☐ Yes | ☐ No |
| Nomination Committee | ☐ Yes | ☐ No |

(Please mention the relevant page number of Annual Report_____)

3B.3 The Chairperson of the Board is also the Chairperson of which of the following Board Committees:

- ☐ Audit Committee
- ☐ Shareholders Grievance Committee
- ☐ Remuneration Committee
- ☐ Nomination Committee
- ☐ None of the above

C. AUDIT COMMITTEE

3C.1 Please indicate the proportion of independent directors in the Audit Committee.

- ☐ Below 66.66%
- ☐ 66.67% and above

(Please mention the relevant page number of Annual Report_____)

3C.2 Please provide details of attendance at meetings of Audit Committee

Date of Meeting	Total No. of Committee Members on the date of Meeting	No. of members who attended the meeting

(Please mention the relevant page number of Annual Report_____)

3C.3 Was the Chairperson of the Audit Committee present at the Annual General Meeting held in the financial year 2010-2011?

- ☐ Yes
- ☐ No

(Please mention the relevant page number of Annual Report_____)

3C.4 Was any other member(s) of the Audit Committee present at the Annual General Meeting held in the financial year 2010-2011?

- ☐ Yes
- ☐ No

(Please mention the relevant page number of Annual Report_____)

3C.5 How many persons are there in the Audit Committee having financial management expertise?

☐ 1 ☐ 2 ☐ more than 2

Please give names and qualifications

3C.6 Does the Audit Committee/Risk Management Committee review the risk assessment/ minimization procedure?

☐ Yes ☐ No

3C.7 Does the audit committee review significant related party transactions?

☐ Yes ☐ No

3C.8 Does the internal auditor attend the meetings of Audit Committee?

☐ Yes ☐ No

3C.9 Does the head of internal audit directly report to the Audit Committee?

☐ Yes ☐ No

3C.10 Does the audit committee have an independent session with

(i) Internal auditor	☐ Yes	☐ No
(ii) Statutory auditor	☐ Yes	☐ No
(iii) Chief Financial Officer	☐ Yes	☐ No

3C.11 Does the company have a policy for rotation of audit partner/rotation of auditor?

☐ Yes ☐ No

3C.12 Is the Company Secretary, the Secretary of Audit Committee?

☐ Yes ☐ No

3C.13 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

D. SHAREHOLDERS GRIEVANCE COMMITTEE

3D.1 Please provide details of meetings of Shareholder Grievance Committee.

Date of Meeting	Total No. of Committee Members on the date of Meeting	No. of members who attended the meeting

(Please mention the relevant page number of Annual Report_____)

3D.2 Was the Chairperson of the Shareholders Grievance Committee present at the Annual General Meeting held in the year 2010-2011?

☐ Yes ☐ No

(Please mention the relevant page number of Annual Report_____)

3D.3 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_____)

E. REMUNERATION COMMITTEE

3E.1 Please provide details of attendance at meetings of Remuneration Committee.

Date of Meeting	Total No. of Committee Members on the date of Meeting	No. of members who attended the meeting

If the company has not had any meeting of remuneration committee, please provide a detailed reason for the same.

(Please mention the relevant page number of Annual Report_____)

3E.2 Please indicate the proportion of independent directors in the Remuneration Committee.

☐ Upto 50% ☐ 50% and above

(Please mention the relevant page number of Annual Report_____)

3E.3 Are the terms of reference, role and authority of the Remuneration Committee disclosed in the Annual Report?

☐ Yes ☐ No

(Please mention the relevant page number of Annual Report_____)

F. CORPORATE COMPLIANCE COMMITTEE

3F.1 Please provide details of attendance at meetings of Corporate Compliance Committee.

Date of Meeting	Total No. of Committee Members on the date of Meeting	No. of members who attended the meeting

(Please mention the relevant page number of Annual Report_____)

3F.2 Please indicate the proportion of independent directors in the Corporate Compliance Committee.

☐ Upto 50% ☐ 50% and above

(Please mention the relevant page number of Annual Report_____)

4. TRANSPARENCY AND DISCLOSURE COMPLIANCES

4.1 Which of the following disclosures were made to the shareholders in the annual report? (Please tick the relevant item)

(In case any item is not applicable then please write N.A. in front of that item)

- ☐ Date, time and venue of AGM
- ☐ Financial Year
- ☐ Date of Book Closure
- ☐ Dividend payment date
- ☐ Listing on Stock Exchanges
- ☐ Stock Code
- ☐ Market Price Data for each month of last financial year
- ☐ Performance in comparison to broad based indices
- ☐ Registrar and Transfer Agent – Address, Phone, Fax, e-mail
- ☐ Share transfer system/ Dematerialisation and liquidity
- ☐ Distribution of Shareholding
- ☐ Categories of Shareholding as per the format prescribed in Clause 35 of the listing agreement
- ☐ Top ten shareholders of the Company
- ☐ ESOPs granted and vested
- ☐ Change in Equity Capital during the financial year
- ☐ Outstanding GDRs/ADRs/Warrants
- ☐ Convertibles, conversion date and likely impact on Equity
- ☐ Plant location
- ☐ Address for correspondence
- ☐ General Body Meetings
- ☐ Details of last three AGMs-date, time and place
- ☐ Special Resolutions put through postal ballot in the last financial year and details of voting pattern
- ☐ Material and financial transactions by management where they have personal interest that may have potential conflict with the interest of the company
- ☐ Non compliance by company or penalties imposed or/and strictures passed on the company by the stock exchange/ SEBI/ Statutory Authorities on any matter during the last three financial years
- ☐ Industry Structure and Developments
- ☐ Opportunities and Threats
- ☐ Outlook
- ☐ Material Developments in Human Resources /Industrial Relations front, including number of people employed
- ☐ Risks and Concerns
- ☐ Internal control systems and their adequacies
- ☐ Discussion on financial performance with respect to operational performance
- ☐ Product disclosure about segment-wise information-financial as well as operating details
- ☐ Details on developments like R&D, restructuring etc.
- ☐ Reporting on conciliation of accounts with GAAP (if applicable) or other Indian accounting standards
- ☐ Means of communication adopted by the company and particularly whether the company maintains website to keep the shareholders informed of important financial and operational details
- ☐ Name, address and contact number of Compliance Officer
- ☐ Status of projects announced/approved/money raised
- ☐ Details of transcript of conference/meeting with analysts on the website
- ☐ Details of Directors' shareholding

- ☐ Details of relationship between directors' inter-se
(Please mention against each item the relevant page number of Annual Report_____)

4.2 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
☐ 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_____)

4.3 Does the Company make disclosure in the annual report about related party transactions including subsidiaries and associate companies?

- ☐ Yes ☐ No ☐ Not Applicable

(Please mention the relevant page number of Annual Report_____)

4.4 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_____)

4.5 Were the shareholders provided with the following information relating to directors proposed to be appointed/re-appointed?

- ☐ Brief Resume of the person
☐ Nature of expertise in specific functional area
☐ Names of companies in which he holds directorships and committee memberships
☐ Shareholding of non-executive directors in the company
☐ Relationship between directors inter-se

(Please attach notice of AGM and mention the relevant page number of Annual Report_____)

4.6 Has the company made disclosure on compliance with the Corporate Governance Voluntary Guidelines, 2009 issued by the Ministry of Corporate Affairs?

- ☐ Yes ☐ No

(Please give page number of Annual Report_____)

4.7 Has the company presented the results of its financial performance and the management's analysis on its website?

- ☐ Yes ☐ No

(If yes, please provide the website link.....)

4.8 Is the data of the company uploaded and updated on the Corpfilling Portal?

- ☐ Yes ☐ No

4.9 When the information is provided on real time basis by the company i.e. price sensitive information to be made available to stock exchanges on real time basis, Company website or Corpfilling Portal, what is the actual time taken ?

- ☐ Less than 15 minutes of the conclusion of the Board meeting
- ☐ 15-30 minutes from the conclusion of the Board meeting
- ☐ More than 30 minutes from the conclusion of the Board meeting
- ☐ One day or more after the conclusion of the Board meeting

4.10 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
- ☐ Analysis on website
- ☐ Other means to communicate with shareholders _____

4.11 Please specify whether the CEO and CFO have certified compliance as required under Clause 49.

- ☐ Yes ☐ No

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

4.12 Which of the following Secretarial Standards issued by the ICSI is/are followed and disclosed by the company?

- ☐ 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 _____)

4.13 Has the company followed Accounting Standards prescribed under Section 211 of the Companies Act?

- ☐ Yes ☐ No

4.14 Does the company follow the Cost Accounting Standards issued by the ICWAI?

- ☐ Fully followed ☐ Substantially followed ☐ Not followed ☐ Not Applicable

4.15 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

4.16 Has the company undertaken Secretarial Audit relating to corporate/secretarial laws from Practising Company Secretary?

- ☐ Yes ☐ No

(if yes, please provide us with a copy)

4.17 Please specify whether the company has obtained Compliance Certificate from Practising Company Secretary under section 383A of the Companies Act, 1956?

☐ Yes ☐ No ☐ Not Applicable
(If yes, please provide us with a copy of the Certificate)

4.17 (a) Were there any adverse remarks made in the Auditors Report in respect of financial audit?

☐ Yes ☐ No

(b) Were there any adverse remark made in respect of Secretarial Audit/compliance certificate obtained from a Practising Company Secretary?

☐ Yes ☐ No ☐ Not applicable

(c) Were there any adverse remarks made in respect of cost audit?

☐ Yes ☐ No ☐ Not applicable

(Please mention the relevant page number(s) of Annual Report_____)

(d) Did the company pass any resolution by postal ballot which was not mandatorily required to be passed by postal ballot?

☐ Yes ☐ No

(If yes, please give details of resolutions passed).

4.19 Disclosure of relationships between directors inter-se was made in which of the following documents:

- (i) ☐ Annual Report
- (ii) ☐ Notice of appointment of director/ ☐ Not Applicable
- (iii) ☐ Prospectus and letter of issuances/ ☐ Not Applicable
- (iv) ☐ Any related filing made to stock exchanges where the company is listed/ ☐ Not Applicable

4.20 Does the company have a Corporate Disclosure Policy?

☐ Yes ☐ No

(If yes, please provide a copy of the policy).

5. CONSISTENT SHAREHOLDER VALUE ENHANCEMENT

5.1 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
------	-----------------

2010-11

2009-10

2008-09

2007-08

2006-07

***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_____)

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

☐ Yes ☐ No

Year	`/per share of `..... (f.v.)
------	------------------------------

2010-11

2009-10

2008-09

2007-08

2006-07

(Please mention the relevant page number of Annual Report_____)

5.3 Does the company have a dividend policy?

☐ Yes ☐ No

(If yes, please provide a copy of the policy).

5.4 Please mention the EPS(exclusive of extraordinary items) of the company for the last five years.

Year	EPS (in INR)
------	--------------

2010-11

2009-10

2008-09

2007-08

2006-07

(Please mention the relevant page number of Annual Report_____)

5.5 What is the percentage of shareholding with the public?

- (a) Less than 10% (b) 10%
(c) 11% to 25% (d) more than 25%
(e) not applicable since company is not listed

5.6 Does the company give periodic reminders to shareholders who have not encashed their dividend?

☐ Yes ☐ No ☐ Not Applicable

5.6 Has the company transferred unclaimed dividend to the IEPF within the stipulated period?

☐ Yes ☐ No ☐ Not Applicable

(Please mention the relevant page number of Annual Report_____)

5.7 Does the company have an Investors' Relations Cell?

☐ Yes ☐ No

5.8 Has the company formulated service standards/handbook/FAQs for investors?

☐ Yes ☐ No

(Please enclose a copy of the same)

5.9 Has the company conducted any investor satisfaction survey?

☐ Yes ☐ No

(If yes, please enclose copy of questionnaire)

6. OTHER STAKEHOLDERS VALUE ENHANCEMENT

6.1 (a) Please specify whether company has conducted any survey etc. to know the level of customer /consumer satisfaction?

☐ Yes ☐ No

(b) Was the survey conducted?

☐ Internally ☐ through External Agency

(c) What has been the manner of survey?

☐ Interview Method ☐ Questionnaire Method

(d) What was the sample size?

(i) No. of Questionnaire sent

(ii) No. of Responses received

OR

(iii) No. of persons interviewed

(Please enclose a copy of the Questionnaire).

6.2 Has the company conducted any vendor satisfaction survey?

☐ Yes ☐ No

6.3 Has the company conducted any employee satisfaction survey?

☐ Yes ☐ No

6.4 Does the company have a Personnel Policy for recruitment, training, remuneration and staff welfare, etc. made known to its employees?

☐ Yes ☐ No

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

6.5 Does the company have a policy to encourage employees' participation in management?

☐ Yes ☐ No

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

6.6 Does the company have a policy of ESOPs to reward its employees?

☐ Yes ☐ No

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

6.7 Does the company have a Whistle Blower Policy?

☐ Yes ☐ No

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

6.8 Does the company have a policy for determining performance bonus payable to its employees?

☐ Yes ☐ No

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

6.9 What is the percentage of women employees at executive positions?

☐ Less than 10% ☐ Between 10% to 29%
☐ Between 30% to 39% ☐ more than 40%

- 6.10 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)
- 6.11 Does the company have a Vendor Development Policy made known to its vendors?**
☐ Yes ☐ No
(If yes, please provide us with a copy of the Policy)
- 6.12 Does the company have any policy for supply chain management?**
☐ Yes ☐ No
(If yes, please provide us with a copy of the Policy)
- 6.13 Does the company have a policy relating to engagement / termination / attending to grievance of vendors?**
☐ Yes ☐ No
(If yes, please provide us with a copy of the Policy)
- 6.14 Were the vendors of the company paid on time as per contract terms?**
☐ Yes ☐ No ☐ Generally
- 6.15 Were the lenders of the company, including banks paid on time?**
☐ Yes ☐ No ☐ Not applicable
- 6.16 Were the deposit holders and debenture holders paid their interest and principal on time?**
☐ Yes ☐ No ☐ Not applicable
- 6.17 Was the Company regular in payment of statutory dues such as provident fund, TDS etc.?**
☐ Yes ☐ No ☐ Generally
- 6.18 Was there any default in respect of payment of undisputed taxes?**
☐ Yes ☐ No
- 6.19 Has any prosecution been launched against the company or its wholly owned subsidiaries for any economic offence?**
☐ Yes ☐ No
- 6.20 Are there any projects that have run into time / cost overruns?**
☐ Yes ☐ No

7. CORPORATE SOCIAL RESPONSIBILITY

7.1 Does the company have policy on Corporate Social Responsibility?

☐ Yes ☐ No

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

7.2 Does your company publish CSR/Sustainability Report?

☐ Yes ☐ No

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

7.3 Highlight the energy saving initiatives undertaken by the company and the actual result achieved therefrom.

7.4 Describe the efforts of the company with regard to water resource management.

7.5 Describe the efforts of the company with regard to waste management.

7.6 Please describe how the company has addressed the concerns of environment and global warming.

7.7 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%

7.8 Describe the efforts of your company towards CSR.

7.9 Does your company allocate a budget for CSR activities.

☐ Yes ☐ No

(If yes, please specify the budget allocated)

8. OTHER GOOD CORPORATE GOVERNANCE INITIATIVES/RECOGNITIONS

8.1 Please state the Vision and Mission of your company that are publicly available.

8.2 Please specify the areas, if any covered in Corporate Governance Report but not prescribed under Clause 49.

(Please give page no. of annual report)

8.3 Has the company won any award for Corporate Governance?

☐ Yes ☐ No

If yes, please give the name of the award _____

(Please give copy of the certificate)

8.4 Has the company received any award or recognition in any of the following areas?

☐ Safety

☐ Environment

☐ Quality

☐ Human resource

☐ Finance

☐ Others

(Please specify) _____

8.5 Any other information relating to good corporate governance which the Company deems fit to be considered.
