

# Redefining New Normal: A Comprehensive Checklist on Companies Act

A compilation of checklists by research empanelled professionals



**THE INSTITUTE OF  
Company Secretaries of India**

**भारतीय कम्पनी सचिव संस्थान**

IN PURSUIT OF PROFESSIONAL EXCELLENCE  
Statutory body under an Act of Parliament  
(Under the jurisdiction of Ministry of Corporate Affairs)

Centre for  
Corporate  
Governance,  
Research &  
Training

## **“Dynamism is a function of change”**

These words of Hilary Clinton seem to perfectly befit the moment, the present times, the uncertainty entailing and the measures and counter initiatives undertaken by all of us as individuals, as professionals and even as professional bodies & institutions in this regard.

With the Government introducing and launching initiatives like the Aatmanirbhar Bharat, the role of professionals, especially Governance Professionals has heightened, now more than ever.

Understanding the need for dedicated support structure in place for the Company Secretaries to perform their duties and responsibilities with diligence and ensure compliance across the length and breadth of India Inc., the Institute has undertaken a novel initiative in this regard.

The ICSI-Centre for Corporate Governance, Research and Training (ICSI-CCGRT) has developed a unique e-bulletin under the aegis of **‘Redefining New Normal: A Comprehensive Checklist on Companies Act’**. The intent of the publication is to serve as a ready reckoner for the Governance Professionals in dispensing with their responsibilities.

We would like to acknowledge the efforts of the team of researchers at ICSI-CCGRT and Dr. K S Ravichandran for guiding the team in the completion of this task. We would also like to place on record our appreciation towards the team at ICSI-CCGRT and ICSI-COE (Hyderabad) led by Dr. Trupti Amit Karkhanis and Dr. Sapna Malhotra respectively for their dedicated efforts in compilation and presenting of this publication as well as the members of the review team comprising professional from across the nation.

The e-publication will be released on a Chapter-wise basis in the days to follow and the entire book compiling all checklists will be released on the occasion of Independence Day. The compiled single volume will be published and offered to CS fraternity members.

The checklist will be available at the ICSI-CCGRT research initiative portal <https://www.icsi.edu/ccgrt/research-initiatives-2/>.

CS Devendra V Deshpande  
Chairman,  
ICSI CCGRT & COE

CS Ashish Garg  
President  
The ICSI

**Checklist for the Chapter on Meetings of the Board and its Powers**  
**(Chapter – XII of the Companies Act, 2013)**

---

**Notes:**

1. This checklist is applicable only to private and public companies with share capital incorporated for profit making objectives.
2. This checklist is purely based on provisions of the 2013 Act and rules thereto. It does not include any reference to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law or rules and regulations that may apply to the subject matter of Chapter XII of the 2013 Act.
3. This checklist is intended to serve a ready referencer for company secretaries in employment as well as those in practice. In other words, it is to be applied by persons who are qualified members of the Institute of Company Secretaries of India (ICSI).
4. This checklist takes into account amendments to the provisions and rules upto 20<sup>th</sup> September 2020.
5. While every care has been taken to incorporate all the applicable provisions and the rules falling with the subjects covered by Chapter XII it is possible that a particular aspect or point has not been factored. Hence, if any reader brings anything to be incorporated in this checklist or modified or varied, it may be brought to the knowledge of CCGRT of ICSI for consideration and necessary action as may be desirable.
6. This checklist is not intended to serve as a full proof document to insulate members from any professional liability. Members are required to apply the same with due diligence and care as is expected of professionals.
7. This checklist does not cover specific aspects of one person companies, Section 8 companies, Nidhis.

**Legends**

- i. The Companies Act, 2013 - the 2013 Act.
- ii. Ministry of Corporate Affairs - MCA
- iii. Registrar of Companies – ROC
- iv. Regional Director, MCA - RD
- v. The Companies (Meetings of Board and its Powers) Rules, 2014 – the Rules
- vi. Nomination and Remuneration Committee - NRC

**Activity Code**

- Data Collection Question – DCQ
- Audit Question – AQ

**Company Code**

- All Companies – AC
- Companies to which s. 178 of the 2013 Act applies – NRC Companies

## ICSI - CCGRT

- Companies to which Section 177(1) of the 2013 Act applies – Audit Committee Companies
- Companies to which s. 177(9) of the 2013 Act and rule 7 of the Rules apply: Vigil Mechanism Companies

### The Concise Checklist for Chapter XII (Sections 173 to 195)

S. No.	Provision	Class of Company	Activity Code	Question	Source of Information
1.	S. 173(1) of the 2013 Act	AC	DCQ	Date of last Meeting for preceding Financial year	Minutes of Board meetings
2.	S. 173(1) of the 2013 Act	AC	DCQ	Dates of Meetings held during current financial year	Minutes of Board meetings; notices of board meetings and annual return
3.	S. 173(1) of the 2013 Act	AC	DCQ	Date and day of Adjourned meeting if any	Minutes of Board meetings and Notices
4.	S. 173 (1) of the 2013 Act	AC	AQ	Has the company held its first meeting within 30 days of incorporation? (In case of newly incorporated Company)	Minutes of Board meetings
5.	S. 173 (1) of the 2013 Act, SS 1 [2.1]	AC	AQ	Has the Company held minimum number of four Board meetings during the year and whether there was a gap of not more than 120 days between two consecutive meetings?  [Ignore date of adjourned meeting for computing this time gap and consider only date of original meeting]	Minutes of Board Meetings
6.	SS 1 [1.1.1]	AC	DCQ	Name and designation of person signing the Notice of meeting.	Notice of Board Meetings.
7.	SS 1 [1.1.1]	AC	AQ	Is the convenor of meeting a director and/or a company secretary on behalf of a director [if there is one]?	Notice of Board Meetings.
8.	SS 1 [1.1.1]	AC	AQ	Is No, to previous question, check whether the person is authorised as per the Articles of the company or by the Board of directors?	Board Resolution if any authorizing person to sign & issue notice on behalf of the Company Articles of Association

## ICSI - CCGRT

9.	S. 173 (2) of the 2013 Act r / w Rule 3 of the Rules r/ w SS 1 [1.2.3]	AC	DCQ	Details of directors present at the meeting [Whether physical presence or through Electronic mode?]	Attendance Register of Board meetings
10.	SS 1 [4.1.2, 4.1.6, 4.1.7]	AC	AQ	Check whether the Attendance Register for the Board and Committee Meetings: a. Are duly maintained at the registered office or if maintained at any other place then check whether there is Board approval b. include the content prescribed in the Standards c. kept in the custody of the Company Secretary or any other person authorised by the Board d. preserved for a period of atleast eight years.	Attendance Register
11.	SS 1 [4.2]	AC	AQ	Check whether the leave of absence was granted to any director of the Company only when a request for such leave has been communicated to the Company Secretary or to the Chairman or to any other person authorised by the Board to issue Notice of the Meeting.	Request for leave of absence, Minutes of the Meeting, Attendance register/ Attendance sheet
12.	S. 173 (2) of the 2013 Act r / w Rule 3 of the Rules r / w SS 1 [1.2.2]	AC	DCQ	Was the Board meeting or Adjourned board meeting held through electronic mode?  If Yes, Check whether the Company has complied with the provision of Rule 3 of Companies (Meeting of board and its Powers), Rules, 2014	Notice & agenda of the Board meeting/Adjourned meeting.  Recording of the Board meeting / Adjourned meeting  Minutes of the Board Meetings/Adjourned meetings.

## ICSI - CCGRT

13.	S. 173 (2) of the 2013 Act r / w Rule 4 of the Rules r /w SS1 [1.2.3, 3.3]	AC	AQ	<p>Check whether any of the following restricted matters were dealt in board meeting permitting participation by electronic mode:</p> <ul style="list-style-type: none"> <li>i. the approval of the annual financial statements including consolidated financial statements;</li> <li>ii. the approval of the Board's report;</li> <li>iii. the approval of the prospectus;</li> <li>iv. the approval of the matter relating to amalgamation, merger, demerger, acquisition and takeover.</li> </ul> <p>If yes, check whether there was physical presence of quorum at the meeting excluding directors participating through electronic mode.</p>	<p>Agenda of Board meetings</p> <p>Attendance Register of Board Meetings</p> <p>Recording of the Board Meeting.</p>
14.	S. 173(3) of the 2013 Act	AC	DCQ	Date of Notice & Agenda	Notice of Board Meetings
15.	S. 173(3) of the 2013 Act	AC	DCQ	Date of Dispatch of Notice & Agenda and Notes to Agenda	Notice of Board Meetings
16.	S. 173(3) of the 2013 Act	AC	DCQ	Mode of Dispatch of Notice & Agenda and Notes to Agenda	Proof of dispatch of Notice of Board Meetings

## ICSI - CCGRT

17.	S. 173 (3) of the 2013 Act, r / w SS 1 [1.3.1], SS1 [1.3.6], SS1 [1.3.7]	AC	AQ	<p>Do the Articles prescribe a longer period of notice?</p> <p>If yes, has the period of notice as prescribed in the Articles been adhered to?</p> <p>Where no period is prescribed in Articles, check whether the notice, agenda and notes to agenda were sent to every director at their registered address either by hand delivery or by electronic means at least seven days prior to the meeting?</p> <p>Where the Company has sent the notice by speed post or by registered post check whether an additional two days were added for the service of Notice beyond the seven days mentioned above?</p> <p>Check whether the meeting held at shorter notice i.e. less than seven days? If yes, check whether:</p> <ol style="list-style-type: none"> <li>the shorter notice was mentioned in the notice</li> <li>Was there a mention of an urgent business</li> <li>was the consent of majority of Directors obtained for convening meeting at shorter notice obtained?</li> </ol>	Articles of Association and Proof of dispatch of notice
18.	SS 1 [1.3.1] and [1.3.7]	AC	AQ	Check whether the proof of sending Notice, agenda & notes to agenda and its delivery is maintained by the Company for such period as decided by the Board, which shall not be less than three years from the date of the Meeting?	Proof can be checked to confirm for the previous years.
19.	S. 173(3) of the 2013 Act, r / w SS 1 [1.2.1, 1.2.2]	AC	AQ	Check whether the notice specifies the serial number, day, date, time and full address of the venue of the Meeting?	Notice of Board Meeting
20.	SS 1 [1.3.4]	AC	AQ	Check whether the notice informs the directors about the option available to them to participate through Electronic Mode, and provides them all the necessary information?	Copy of notice of Board Meeting
21.	SS 1 [1.3.9]	AC	AQ	Were each of the items of business serially numbered?	Notes to Agenda of Board meetings

## ICSI - CCGRT

22.	SS 1 [1.3.8]	AC	AQ	Were there any items of business where directors were interested? If yes was the same indicated in the Notes to Agenda?	Notes to Agenda of Board meetings
23.	SS 1[1.3.10]	AC	AQ	Check whether any other item not included in the Agenda was taken up for consideration and approved at the Board meeting.  If yes, check whether the consent of majority of Directors and Chairman has been taken.	Minutes of the Board meetings
24.	S. 173 (3) of the 2013 Act, r / w SS 1 [1.3.11]	AC	AQ	In case of Board meeting held at shorter notice, check whether at least one independent director, if any, appointed by the Board, was present at the meeting?  In case no independent director was present at the meeting, check whether the decisions taken at such meeting were circulated to all the directors and were ratified by at least one independent director?  Where there is no independent director in the company, check whether the decisions were ratified by a majority of the Directors, unless such decisions were approved at the Meeting itself by a majority of Directors only?	Attendance Register Confirmation of circulation of draft minutes





## ICSI - CCGRT

28.	S. 175 of the 2013 Act	AC	DCQ	Date of sending draft resolution for passing by circulation and check if the proposal has been circulated after it has been initiated by the Chair person or in his absence, the managing director or in his absence any director other than an interested director and further check if the subject matter of the proposal circulated is not a matter that could be transacted only at meeting of the Board and further check if the notes and papers have been circulated to all the directors including interested directors	Proof of Despatch
29.	S. 175 of the 2013 Act	AC	DCQ	Date of despatch of the Circular and notes and papers and Proof of Despatch	Proof of Despatch
30.	S. 175 of the 2013 Act	AC	DCQ	Cut off date specified in the note for expressing assent or dissent	Proof of Despatch
31.	S. 175 of the 2013 Act	AC	DCQ	Date on which not less than two thirds of the directors have expressed their assent or dissent? Check if at least one third of the directors have made a request for a regular board meeting for discussing and deciding the proposal contained in the Circular resolution. Date of passing of resolution by circulation Check if any director who interested have communicated his / her assent or dissent and check if the has been reckoned to decide the result of the proposal circulated	Mails, correspondence and Minutes of Circular resolution
32.	S. 175(2) of the 2013 Act r/ w SS 1 [6.4]	AC	DCQ	Check whether the resolution passed by circulation was noted by the Board at a subsequent Board meeting, and the text thereof with dissent or abstention, if any, was recorded in the minutes of such meeting.	Minutes of next meeting and Minutes of circular resolution
33.	S. 177(1), and (2) r /w Rule 6 of the Rules & Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014	AC	DCQ	Check whether Audit Committee is to be constituted by the company or not? Check whether the Audit Committee has been properly constituted and vacancies if any have been duly filled up? a.	Financial Statement of immediately preceding financial year and details of outstanding borrowings as at period of review

## ICSI - CCGRT

34.	S. 177(4) of the 2013 Act	Audit Committee Companies	AQ	Check whether Audit committee has worked in accordance with the terms of reference specified in writing by the Board?	Terms of reference of Audit Committee.
35.	S. 177(4)(i) and 177(8) of the 2013 Act	Audit Committee Companies	AQ	<p>Check whether at the time of appointment of statutory auditors of the Company, whether the audit committee had made recommendations for appointment, remuneration and terms of appointment of the said auditors?</p> <p>Check whether there is any deviation between the recommendation by audit committee w.r.t auditor or audit fee recommended by committee and approved by the Board?</p> <p>If yes, whether the same has been included in the Board's Report</p>	Minutes of the Audit committee meeting
36.	S. 177(4)(ii) of the 2013 Act	Audit Committee Companies	AQ	Check whether the Audit committee reviews and monitors the auditor's independence and performance, and effectiveness of audit process?	Minutes of the Audit committee meeting
37.	S. 177(4)(iii) of the 2013 Act r / w Rule 4 of the Rules r/ w SS-1 [1.2.3]	Audit Committee Companies	AQ	<p>Check whether the Audit committee examines the financial statement and the auditors' report thereon?</p> <p>Check whether the audit committee has conducted business like approval of financial statements along with annexures through a meeting held through electronic mode only if physical quorum is present?</p>	Minutes of the Audit committee & its Attendance Register
38.	S. 177(4)(iv) & Fourth proviso to S. 177(4)(iv) of the 2013 Act and First proviso to S. 177(4)(iv) of the 2013 Act r / w Rule 6A of the Rules.	Audit Committee Companies	AQ	Check whether the Audit Committee has approved related party transactions [other than a transaction between a holding company and its wholly owned subsidiary company and a transaction, other than those referred to in Section 188] and further check if it has approved on an omnibus basis, whether those transactions meet the criteria for being eligible to be approved on an omnibus manner?	Minutes of Audit Committee meetings, Financial Statement of the Company for the upcoming financial year end

## ICSI - CCGRT

39.	Second Proviso to S. 177(4)(iv) of the 2013 Act	Audit Committee Companies	AQ	Check whether the audit committee had made any its recommendation to the Board of Directors for the transactions with related parties, other than those referred in section 188 of the Companies Act, 2013, and where Audit Committee does not approve the transaction.	Minutes of Audit committee meeting and Notice & Agenda of the meeting
40.	Third proviso to S. 177(4)(iv) of the 2013 Act	Audit Committee Companies	AQ	<p>Check whether the Company has entered into any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Committee.</p> <p>If yes, check whether the audit committee has ratified transaction, within three months from the date of the transaction?</p> <p>If not ratified within three months, has the director indemnified the company for the losses incurred?</p>	Ledgers of the Company, Agreement copy executed for the transaction, Minutes of the Audit Committee Meeting.
41.	S.177(4)(v) of the 2013 Act	Audit Committee Companies	AQ	Check whether the Audit Committee has approved any inter-corporate loans and investments and if so check if the value of transactions is within the powers of the Audit Committee?	Financial Statement for upcoming financial year end, Minutes of the Board Meeting and of Audit Committee
42.	S. 177(4)(vi) of the 2013 Act	Audit Committee Companies	AQ	<p>Check whether there was any requirement for undertaking valuation of undertakings or assets of the company?</p> <p>If yes, check whether a Registered valuer under Section 247 was appointed and whether the valuation report prepared by them was reviewed by the committee.</p>	Minutes of meeting of Audit Committee and Board meeting
43.	S. 177(4)(vii) of the 2013 Act	Audit Committee Companies	AQ	Check whether the Audit Committee evaluates internal financial controls and risk management systems?	Audit Committee Minutes

## ICSI - CCGRT

44.	S. 177(4)(viii) of the 2013 Act	Audit Committee Companies	AQ	<p>Check whether the Company has raised money through public offers?</p> <p>If yes, Check whether the Audit Committee monitors the end use of such funds?</p>	Minutes of the Audit Committee meeting. Quarterly Financial Statement of the Company if any prepared else upcoming financial statements, Prospectus if any issued
45.	S.177(5) of the 2013 Act	Audit Committee Companies	AQ	<p>Check whether Audit committee had called for comments of the Internal auditor and /or Statutory Auditors about internal control systems, scope of audit, their related observations and review of financial statements?</p> <p>Check whether this was done before the financial statements were placed to the board for review.</p>	Minutes of Audit Committee
46.	S. 177(6) of the 2013 Act	Audit Committee Companies	AQ	<p>Check whether the audit committee had made investigation into any matter specified in its terms of reference or required by the board? If yes, verify whether any external sources were engaged for this purpose?</p>	Minutes of Audit Committee Minutes
47.	S. 177(8) of the 2013 Act	Audit Committee Companies	AQ	<p>Check whether the Composition of Audit committee is disclosed in the Board's Report and where the Board had not accepted any recommendation of the Audit Committee, whether the same has been disclosed in Board's report along with the reasons.</p>	Board Report for the upcoming financial year end
48.	SS-1 [2.2, 3.5, 4, 5.2, 7.1, 7.4, 7.7 and others as may be applicable]	Audit Committee Companies	DCQ	<p>Check whether every meeting of Audit committee is conducted in accordance with Secretarial Standards 1</p>	Audit Committee Minutes and Notice & Agenda of the meeting.

## ICSI - CCGRT

49.	S. 177(9) and (10) of the 2013 Act r / w Rule 7 of the Rules	Vigil Mechanism Companies	AQ	<p>Check whether the company has established a vigil mechanism and check if the same has been functioning and further check whether direct access to the Chairperson of the Audit Committee or the director nominated by the board for this purpose (where there is no audit committee) has been provided in the communication on vigil mechanism.</p> <p>Check if the company has provided for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism.</p> <p>Check if the company has provided for direct access to the Chairperson of the Audit Committee or to any director nominated to play the role of Audit Committee, as the case may be, in exceptional cases</p>	Financial Statements for preceding financial year and outstanding borrowings at the time of review.
50.	S. 177(10) of the 2013 Act	Vigil Mechanism Companies	AQ	Check whether the Company has published the details of establishment of vigil mechanism on its website, if any and in the Board's Report?	Website, Board's Report for the upcoming financial year end
51.	S. 178(1) of the 2013 Act, r / w Rule 6 of the Rules, r /w Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014	AC	DCQ	<p>Check whether the Nomination and Remuneration Committee [NRC] is required to be constituted?</p> <p>If yes, check if the Committee has constituted three or more non-executive directors of which not less than one half are independent directors.</p> <p>a.</p>	Financial Statement of the Company for preceding financial year and outstanding borrowings at the point of review
52.	S. 178(1) of the 2013 Act	NRC applicable Companies	AQ	Check whether the chairperson of the company (whether executive or non-executive) is the Chairperson of the NRC?	If Chairperson of the Company, whether executive or non-executive, cannot Chair the Committee
53.	S. 178(2) of the 2013 Act	NRC applicable Companies.	AQ	Check whether NRC has recommended to the Board for appointment of any director or persons to occupy senior management position during the financial year or the removal of any of them?	Board Meeting Minutes, NRC Minute book, and Forms filed by the Company

## ICSI - CCGRT

54.	S. 178(2) of the 2013 Act	NRC applicable Companies	AQ	<p>Check whether the NRC had specified the manner for effective evaluation of performance of Board, its committees and individual directors, to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency</p> <p>If yes, Check that the NRC has reviewed the above implementation and compliance of the above?</p>	Policy framed by NRC, Minutes of NRC
55.	S. 178(3) and (4) of the 2013 Act	NRC applicable Companies	AQ	<p>Check whether the NRC has formulated any criteria for determining qualifications, positive attributes and independence of a director and has recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.</p> <p>If yes, then check that policy framed ensures/specifies the criteria specified Section 178(4).</p>	Policy framed by NRC
56.	S. 178(4) of the 2013 Act	NRC applicable Companies	AQ	Check whether the Policy formulated by NRC has been published on the website of the company and disclosed in the Board's Report?	Website, Board's report for the upcoming financial year end
57.	S. 178(7) of the 2013 Act	NRC Applicable Companies	AQ	Check whether the chairperson of NRC or in his absence any other member of the NRC authorised by the Chairperson has all the attended general meetings of the company	Minutes of General Meetings held during the year

ICSI - CCGRT

58.	S. 178(5) of the 2013 Act	AC	AQ	<p>Where the company has more than 1000shareholders, debenture-holders, deposit-holders and any other security holders at any time during a financial year, check if the Company has constituted SRC)?</p> <p>Check whether SRC consists of such members as the Board of Directors of the Company has decided and further check if the SRC is chaired by a non-executive director.</p> <p>Check whether SRC has considered and resolved grievances of security holders, if any.</p>	Register of Members/Debenture holders/ deposit-holders and any other security holders
59.	S. 178(7) of the 2013 Act	SRC applicable Companies	AQ	Check whether the chairperson of NRC or in his absence any other member of the NRC authorised by the Chairperson has all the attended general meetings of the company	Minutes of General Meetings held during the year
60.	S. 179(1) of the 2013 Act r/ w Rule 8 of the Rules	AC	DCQ	Check whether there are any provisions in the Memorandum or Articles of Association or in any Regulations or any agreements such as shareholders agreement where there are restrictions on the general powers of Board to exercise all such powers and do all such acts and things as the company is authorised to exercise and do?	Memorandum and Articles of Association, any Regulations that may apply to the company or any Resolutions of the general meeting of the nature of regulations, Minutes of Board and general meetings



## ICSI - CCGRT

61.	S. 179(3) r/w Rule 8 of the Rules	AC	AQ	<p>If the company has done any of the following acts / transactions, check they have been duly approved / authorised by the Board at a meeting of the Board?</p> <ol style="list-style-type: none"> <li>1. to make calls on shareholders in respect of money unpaid on their shares;</li> <li>2. to authorise buy-back of securities under <u>section 68</u>;</li> <li>3. to issue securities, including debentures, whether in or outside India;</li> <li>4. to borrow monies;</li> <li>5. to invest the funds of the company;</li> <li>6. to grant loans or give guarantee or provide security in respect of loans;</li> <li>7. to approve financial statement and the Board's report;</li> <li>8. to diversify the business of the company;</li> <li>9. to approve amalgamation, merger or reconstruction;</li> <li>10. to take over a company or acquire a controlling or substantial stake in another company;</li> <li>11. to make political contributions;</li> <li>12. to appoint or remove key managerial personnel (KMP);</li> <li>13. to appoint internal auditors and secretarial auditor</li> </ol>	<p>In the case of IFSC Public Companies and IFSC Private Companies, these powers can be exercised by resolutions passed by circulation also. In the case of Section 8 Companies, the following powers could be exercised even by a resolution passed by circulation:</p> <ul style="list-style-type: none"> <li>• to borrow monies;</li> <li>• to invest the funds of the company;</li> <li>• to grant loans or give guarantee or provide security in respect of loans;</li> </ul>
62.	S. 179(3) of the 2013 Act	AC	AQ	<p>Check whether the board in its meeting has delegated to any committee of directors, the managing director, the manager or any other principal officer of the company or in the case of a branch office of the company, the principal officer of the branch office, the powers as stated:</p> <ol style="list-style-type: none"> <li>(a) to borrow monies;</li> <li>(b) to invest the funds of the company;</li> <li>(c) to grant loans or give guarantee or provide security in respect of loans.</li> </ol> <p>If so, check further if those powers have been exercised by such committee of directors, or Managing Director or such other person subject the limits or restrictions of such delegation.</p>	Board Meeting Minutes

ICSI - CCGRT

63.	S. 180(1)(a), 180(1)(b), 180(1)(d) and s. 180(2) of the 2013 Act	PC	DCQ	<p>Check whether the company has done or carried out any of the following acts or transactions:</p> <ul style="list-style-type: none"> <li>a. have sold, leased or otherwise disposed of the whole or substantially the whole of the undertaking or/and</li> <li>b. invested otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation or/and</li> <li>c. borrowed monies which when added with monies already borrowed exceeds its paid up capital, free reserves and securities premium account</li> <li>d. remitted or given time for repayment of any debt due from directors?</li> </ul> <p>If yes, check whether the Board has sought prior consent of the members of the company by way of Special Resolution?</p> <p>Check whether the borrowings are within the limits if any specified in the special resolution passed by the members.</p> <p>Where the company is a Unlisted IFSC Public Company, check if its Articles of Association provides any waiver of the requirement of Special Resolution or provides any other restriction or conditions with regard to Board of Directors exercising the above powers.</p>	General meeting Minutes, Board meeting Minutes and Notice & Agenda of the meeting; Memorandum and Articles of Association
64.	S. 180(4) of the 2013 Act	AC	AQ	Check if the Special Resolution of the Company in general meeting has imposed any conditions with regard to the exercising of powers for disposal of the whole or substantially the whole of any undertaking of the company and if so check if those conditions have been adhered to.	

## ICSI - CCGRT

65.	S. 181 of the 2013 Act	AC	DCQ  DCQ  AQ	<p>Amount of contributions made to bona-fide charitable and other funds during the financial year</p> <p>Average net profits for three immediately preceding financial years</p> <p>Where the contribution exceeds 5% of its average net profits for the three immediately preceding financial years, check whether prior approval was obtained in general meeting?</p>	Notes to Financial statements for upcoming FY end, Minutes of Board meeting and General meeting
66.	S. 182(1) and (2) of the 2013 Act r / w Rule 8 of the Rules	AC (other than a Company in existence for less than 3 financial years)	AQ	<p>Check whether the Company has made any donation, or subscription(s) or payment(s) to any political party or to a person carrying on any activity for a political party or funded any advertisement or publicity costs which may result in direct or indirect advantage to any political party?</p> <p>If yes check whether the prior approval of Board of directors was obtained?</p>	Minutes of Board meeting along with form filed for the board resolution, Notes to financial statements for upcoming FY end, confirmation from CS or CFO
67.	S. 182(3) of the 2013 Act	AC eligible to make political contribution	AQ	Check whether the Company has disclosed in its profit and loss account the total amount contributed to political parties during the financial year?	Financial statement
68.	S. 182 (3A) of the 2013 Act	AC eligible to make political contribution	DCQ	Check whether the contributions to political parties has been made only through bank account or banking instrument and not by cash or through any instrument, issued pursuant to any scheme notified under any law for contributing to political parties	Bank statement
69.	S. 183(1) of the 2013 Act	AC	AQ	Check whether the Company has contributed any amount(s) to the National Defence Fund or any other Fund approved by the Central Government for the purpose of national defence and whether a Board approval has been obtained for the same?	Notes to financial statements for upcoming FY end, Minutes of Board meeting
70.	S.183(2) of the 2013 Act	AC	AQ	Check whether the Company has disclosed in its profits and loss account the total amount or amounts contributed by it to the Defence Funds referred to above?	Financial statements

## ICSI - CCGRT

71.	S. 184(1) of the 2013 Act r / w Rule 9 of the Rules	AC	AQ	<p>Check whether every director has disclosed in Form MBP -1 at the:</p> <ul style="list-style-type: none"><li>a) First meeting of the Board in which he participates after appointment and thereafter at the</li><li>b) First meeting of the Board in every financial year or</li><li>c) Whenever there is any change in the disclosures already made. Check whether changes in disclosure submitted by the Director were placed at the meeting held immediately after the date of the notice of change?</li></ul> <p>Check whether the MBP 1 Forms are kept at the registered office and preserved for a period of 8 years from the end of the financial year to which it relates?</p>	Form MBP 1, MCA Director Details & Interest in other entities
-----	---	----	----	--	---

ICSI - CCGRT

72.	S. 184(2) of the 2013 Act	AC	AQ	<p>Where a company has entered into entered into any contract or arrangement with a body corporate in which such director or such director in association with any other director of the company, holds more than 2% shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate</p> <p style="text-align: center;">OR</p> <p>a)with a firm or other entity in which, such director is a partner, owner or member,</p> <p>Check whether every director who is in any way, directly or indirectly, concerned or interested in such a contract or arrangement had disclosed his interested and had abstained from participating in the item of business relating to the said contract or arrangement.</p> <p>Were there any Director(s) who were not initially interested/ concerned but became subsequently interested/ concerned [directly or indirectly] in any contract or arrangement stipulated above?</p> <p>If yes, check whether the said Director(s) had disclosed their interest in the meeting immediately following his knowledge of gaining interest or concern?</p>	<p>Minutes of Audit Committee and Board meetings Disclosure of interest Note: In the case of private companies, it is not necessary for the interested director to abstain from participation; it is sufficient if disclosure of concern or interest is made.</p>
73.	S. 184(3) of the 2013 Act	AC	AQ	<p>Check if the Board of Directors of the company had declared any contract or arrangement as 'void' on the ground that the same has been entered into by the company without the interested director disclosing the same or without the said director abstaining from participating in the said item of business.</p>	<p>Minutes of Board Meeting</p>

## ICSI - CCGRT

74.	S. 185 and S. 186 of the 2013 Act	AC	DCQ	<p>Check whether the company has granted any loans, guarantees or securities or has made any investments during the financial year under audit?</p> <p>List the details of Loans and advances ledger with party-wise details like name of the party, Amount, date of transaction, purpose of loan or advance, other advances, advances recoverable in cash or kind etc, and indicate whether they are related parties.</p>	MBP 1, Financial Statements, Ledger statements
75.	S. 185(1) of the 2013 Act	AC	AQ	<p>Check whether the company has granted any loan, guarantee or security to -</p> <p>Any of its directors or any of the directors of its holding company or any of the relatives or partners of any such directors.</p> <p>Any partnership firm in which any director of the company or any director of the holding company or any relative of any such Director is a partner.</p> <p>Check if any such transaction falls within any of the exempt transactions under s. 185(3) of the 2013 Act.</p>	<p>MBP 1, Financial Statements, Ledger statements</p> <p>Note: granting loans, giving guarantees and providing security to the persons mentioned herein is prohibited, unless exempt under s. 185(3) of the 2013 Act.</p>

ICSI - CCGRT

76.	S. 185(2) of the 2013 Act	AC	AQ	<p>Check whether the company has granted any loan or given any guarantee or provided any security to any of the following persons:</p> <p>Any private company of which its director or any director of its holding company is a director or member.</p> <p>Any body corporate in which not less than 25% of the total voting power is capable of being exercised or controlled by any director of the company or its holding company or by one or more such directors.</p> <p>any body corporate the board of directors are managing director or manager of such body corporate can be said to be accustomed to act in accordance with the directions or instructions of the Board of Directors of the company or any Director or directors of the company</p> <p>In such a case check whether the transaction is approved by the company in general meeting by a special resolution and check whether the explanatory statement in relation to the transaction contains the relevant particulars of the loans given or proposed to be given disclosure of interest or concerns and all other relevant facts thereto.</p> <p>Check if any such transaction falls within any of the exempt transactions under s. 185(3) of the 2013 Act.</p>	MBP 1, Financial Statements, Ledger statements, Minutes of General meeting
-----	---------------------------	----	----	---	--

## ICSI - CCGRT

77.	S. 186(1) of the 2013 Act r /w Rule 2 of Companies (Restriction on Number of layers) Rules, 2017	AC [Other than banks, NBFCs, Insurance company and Government company]	AQ	<p>Check whether the company has made investment through more than two layers of investment companies?</p> <p>Check whether this has resulted due to</p> <p>(i) acquisition of any other company incorporated in a country outside India where the other company has investment subsidiaries beyond two layers as per the laws of such country; or</p> <p>(ii) formation of a subsidiary company as an investment subsidiary for the purposes of meeting the requirements under any law or under any rule or regulation framed under any law for the time being in force?</p> <p>If yes, no further check required.</p> <p>If no check whether disclosures have been made as per Companies (Restriction on Number of layers) Rules, 2017</p>	Disclosures of layers in Form CRL - 1, Financial statements
-----	--	--	----	--	---



## ICSI - CCGRT

78.	S. 186(2), (3), (4), (7) and (8) of the 2013 Act r / w Rule 11 of the Rules	AC	AQ	<p>Unless the company is entitled to any exemption provided under s. 186(13) of the 2013 Act r / w Rule 11 of the Rules, or unless the company is a private company or an IFSC Public Company or a Government Company engaged in defence production or a Government Company that has obtained approval of the administrative department of the respective Government and as a result it is exempt from s. 186(3) of the 2013 Act, check if the company has granted loans or given guarantees or provided security in connection with loan taken by any person or has made investments in any other company or body corporate, in excess of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more and in such a case, check if the proposed transaction has been previously authorised by a special resolution duly passed at a general meeting of the company</p> <p>Check if the company has defaulted in repayment of deposits accepted or in payment of interest thereon and such default in subsisting at the time of the granting of the loan, giving of guarantee or providing of security or making of an acquisition.</p> <p>Check if the details of the transactions have been duly disclosed in the financial statements of the company including the purpose thereof for which the loan or guarantee or security is going to be utilised by the recipient of the same.</p> <p>Check if the loans so granted carries an interest rate not less than the prevailing yield of one year, three year, five year or ten year Government Security.</p>	Financial statements, Minutes of General meeting
-----	---	----	----	--	--

## ICSI - CCGRT

79.	S. 186(5) of the 2013 Act	AC	AQ	<p>Check whether the company has made any investment or granted or provided any loan or guarantee or security exceeding 60% of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more where there is a term loan subsisting from a Public Financial institution?</p> <p>Check whether a Board resolution approved by all the directors present at the meeting was passed and whether prior approval of the Public financial institution was obtained?</p>	Minutes of Board meeting
80.	Proviso to S. 186(5) of the 2013 Act	AC	DCQ	<p>Check whether the company has made any investment or granted or provided any loan or guarantee or security for an amount not exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more where there is a term loan subsisting from a Public Financial institution and the company has defaulted in repayment of loans or payment of interest on loans borrowed from any public financial institution?</p> <p>If yes check whether a Board resolution approved by all the directors present at the meeting was passed and whether prior approval of the Public financial institution was obtained?</p>	Minutes of Board meetings, Financial statements, confirmation from CS/CFO
81.	s. 186(6) of the 2013 Act and Rule 11(3) of Rules	Intermediary as per Section 12 of SEBI Act	AQ	<p>Where the company is registered under s. 12 of the SEBI Act and it falls under the category of prescribed class of company, check if it has taken any inter-corporate loan or deposits exceeding the prescribed limit specified under the regulations applicable to such company, pursuant to which it has obtained certificate of registration from the SEBI? If yes check if such company has furnished the said details in its financial statement along with the details of the loan or deposits?</p>	Registration certificate and Financial statements

## ICSI - CCGRT

82.	S. 186(9) of the 2013 Act and Rule 12 of Rules	AC	AQ	Has the company maintained a register of loans granted, guarantees given or security provided or investments made in Form MBP 2 either manually or electronically for transactions exceeding limits prescribed under Section 186(2)?	Register
83.	S. 186(10) of the 2013 Act	AC	AQ	Has the Company made entries in the Register of Loans, Guarantees, Securities and Investments in a chronological manner, within 7 days of making such transaction?  Has the Register been maintained at the Registered Office, in the custody of Company secretary or any other authorized person by the Board, and being made available for inspection if any request for inspection comes?	Register
84.	S. 186(10) of the 2013 Act r /w Rule 12 of Rules	AC	AQ	Has anyone entitled to inspect the Register of Loans requested the company for an inspection of Register of Loans, Guarantees, Securities and Investments and check if the company has refused the inspection thereof or the taking of extracts thereof.	Register, Inspection requests and confirmation from CS

## ICSI - CCGRT

85.	S. 187(1), 187(3) r /w Rule 14 of the Rules	AC	AQ	<p>Check whether the company is holding or has made all its investments in any property, security or other asset only in its own name, unless it holds any shares in its subsidiary company in the name of any nominee or nominees of the company, if necessary, to ensure that the number of members of the subsidiary company is not reduced below the statutory limit.?</p> <p>If the company is holding or has made any investment otherwise than on its name, check if such investment falls under an of the exceptions provided in s. 187(2);</p> <p>In case the company is holding or making any investment in any property or security or other asset otherwise than on its name, check whether the company has kept and maintained at its registered office a Register in Form MBP 3 and further check if the company has complied with the following: Entries are maintained chronologically</p> <ol style="list-style-type: none"> <li>a) reasons for not holding the investments in its own name and the relationship or contract under which the investment is held in the name of any other person is stated</li> <li>b) records whether such investments are held in a third party's name for the time being or otherwise.</li> <li>c) is preserved permanently</li> <li>d) kept in the custody of the company secretary or director or any other person authorised by board</li> <li>e) entries are authenticated by company secretary or director or any other person authorised by board</li> </ol>	MBP-3, Confirmation from CS or CFO
-----	---	----	----	---	------------------------------------

## ICSI - CCGRT

86.	S. 187(3) of the 2013 Act	AC	AQ  AQ	Has the company refused to permit inspection of the Register to any member or debenture holder?	Check the availability and maintenance of the Register, if any; check entries thereto; Get Confirmation from CS or any other officer or director on inspection if any.
87.	S.188 of the 2013 Act	AC	DCQ	<p>a. List of related parties as per Section 2(76) of Companies Act.</p> <p>b. List of related party transactions entered during the year [Name, nature of transaction, whether covered under 188 or otherwise, amount, whether in Arm length, whether in ordinary course of business, or otherwise interested directors if any]</p>	MBP -1 and additional disclosures from directors in format developed by CS, Previous financial year's financial statement and Form AOC 1 and AOC 2 can be a reference point, Minutes of Audit Committee and Board meeting

## ICSI - CCGRT

88.	S. 188(1) of the 2013 Act r/w Rule 15(1) and 15(2) of the Rules	AC	AQ	<p>Check if the company has entered into any contract or arrangement with any related party which requires consent of the Board of Directors either due to any policy of the company on related party transactions or on account of any provision in the Articles of Association or because the transaction is not in the ordinary course of business or because it is not a transaction on an arm's length basis. If there is any such requirement, check if such contract or arrangement has entered after obtaining requisite consent of the Board of Directors.</p> <p>Check if the agenda of the Board meeting at which the resolution seeking consent has been placed discloses the information / particulars stated in r.15(1) of the Rules.</p> <p>Check whether any director who is interested in any such contract or arrangement has disclosed his interested and abstained from being present during the discussions on the subject matter of the resolution relating to the contract or arrangement.</p> <p>Where such contract or arrangement has been entered into without the requisite consent of the board, check if the same has at least been ratified by the Board of Directors at a meeting of the Board within 3 months from the date of such contract or arrangement or whether any such contract or arrangement has been voided by the Board.</p>	<p>Financial Statements; List of Related parties; Minutes of Meetings of Audit Committee of the Board; Notices, Notes on Agenda, and Minutes of Meetings of the Board of Directors; Notices and Minutes of General Meetings; Register of Contracts and Arrangements Disclosures made by Directors</p>
-----	---	----	----	--	---

ICSI - CCGRT

89.	S. 188(1) of the 2013 Act r/w Rule 15(3)(3) of the Rules	AC	AQ	<p>Check if the company has entered into any contract or arrangement with any related party which requires approval of shareholders either due to any policy of the company on related party transactions or on account of any provision in the Articles of Association or because it is of a value or more than the value prescribed under r. 15(3)(3) of the Rules being not in the ordinary course of business nor on an arm's length basis.</p> <p>If there is any such requirement, check if such contract or arrangement has entered after obtaining requisite approval of shareholders.</p> <p>Check if the explanatory statement annexed to the Notice of the General Meeting had furnished the requisite particulars as stated in r. 15(3)</p> <p>Check if any shareholder who is disentitled to vote had voted on such resolution</p> <p>Where such contract or arrangement has been entered into without the requisite approval of the shareholders, check if the same has at least been ratified by the shareholders within 3 months from the date of such contract or arrangement or whether any such contract or arrangement has been voided by the shareholders.</p>	<p>Financial Statements; List of Related parties; Minutes of Meetings of Audit Committee of the Board; Notices, Notes on Agenda, and Minutes of Meetings of the Board of Directors; Notices, Explanatory Statement annexed to the Notice, and Minutes of General Meetings; Register of Contracts and Arrangements Disclosures made by Directors Note: The requirement of passing the resolution under first proviso shall not be applicable for transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval</p>
-----	--	----	----	---	--

## ICSI - CCGRT

90.	S. 188(3) and (4) of the 2013 Act	AC	AQ	<p>Check if any director has been required to indemnify the company against loss if any incurred by the company as a result of any contract or arrangement with a related party which require consent of the Board of Directors and which has been entered into without such consent and without even the same being ratified by the Board at a meeting held subsequent to the date of such contract or arrangement.</p> <p>Check if the company has proceeded against any director or any other employee for recovering loss if any caused to the company by entering into any contract or arrangement without complying with the provisions of the 2013 Act</p>	
91.	S. 188(1), and 177(4) of the 2013 Act r /w Rule 15 of Rules	AC having RPT between holding and wholly owned subsidiary	AQ	<p>Check whether the prior approval of the Audit Committee was provided as part of omnibus approval or otherwise for the transactions listed in Section 188(1) being at arm's length and ordinary course of business?</p> <p>Where the transactions are not on arm's length basis or not in ordinary course of business, whether approval was granted by Board of Directors? Check whether the transactions undertaken not being in ordinary course of business are ultra vires the Articles of the company?</p> <p>Check whether agenda of Board meeting contained the specific disclosures relating to the details of contract or arrangement with a related party as per Rule 15(1).</p> <p>Check whether interested director disclosed interest and did not participate &amp; vote in relation to the items in which he is interested as per Rule 15(2)? In case of private company, however interested director may participate and vote after disclosures, hence check this.</p>	Minutes of Audit Committee, Board meeting and General Meeting, AoA



## ICSI - CCGRT

92.	S. 188(2) of the 2013 Act	AC	AQ	Check whether transactions entered into as per 188 (1) read with 134(3)(h) have been disclosed in the Board report along with justification for entering into such contracts?	Form AOC 2 for upcoming financial year end
93.	S. 188(3) of the 2013 Act	AC	AQ	<p>Check whether any RPT was entered by a Director or Employee without obtaining prior approval of Audit committee or Board or general meeting?</p> <p>If yes, Check whether the said transaction was subsequently ratified by the Audit committee or Board of Director or shareholders within 3 months of entered into RPT?</p> <p>If not ratified, was the transaction deemed voidable and whether the director or employee concerned was required to indemnified the company against any loss incurred w.r.t such related party transaction?</p>	Minutes of AC, Board and general meetings, Confirmation from CS or CFO
94.	S. 188(4) of the 2013 Act	AC	AQ	Check whether the Company has proceeded against the Director or employee who entered into RPT in contravention of the provisions of the act where recovery of loss to the Company as a result of such transactions was initiated?	Declaration from CS or CFO

## ICSI - CCGRT

95.	S. 189(1), 189(2), 189(5) of the 2013 Act, r / w Rule 16 of Rules	AC	AQ	<p>Check whether company is maintaining at its Registered office a Register of Contracts and arrangements in which Directors are interested in MBP-4 and updating data [Other than for sale, purchase or supply of any goods, materials or services where value of such goods and materials or cost of such services does not exceed Rs. 5 lakhs in aggregate in any year; or (b) by a banking company for the collection of bills in the ordinary course of its business] as required under Section 184 and Section 188?</p> <p>Check whether the Company makes entries in a chronological manner except those transaction of supply of any goods, materials or services of value not exceeding Rs 5 lakhs in the aggregate in any year.</p> <p>Check whether entries in the register are authenticated by the company secretary of the company or by any other person authorised by the Board for the purpose.</p> <p>Check whether the Register of Contracts or arrangement is placed in the next meeting of the Board after the date of transaction and signed by all the Directors present at the meeting. Check if the said Register has been made available for inspection to any member who has made a request for inspection.</p> <p>Check if extracts of such Register have been provided to any member who has made a request for extracts.</p>	<p>MBP-1, MBP 4</p> <p>Minutes of Board, Audit committee meeting and General Meeting approving RPTs</p> <p>IND AS 24/ AS-18 Disclosures in the notes relating to financial statements for upcoming financial year end</p> <p>AOC 2 for upcoming financial year end</p>
96.	S. 189(4) of the 2013 Act	AC	AQ	<p>Check whether the said register in Form MBP 4 is kept open at the commencement of every Annual General meeting of the Company and remains open to access by the persons having right to attend the AGM?</p>	<p>Noting in AGM Minutes</p>

## ICSI - CCGRT

97.	S. 190(1) of the 2013 Act	AC	DCQ	<p>Check whether the Company has appointed a Managing or whole time Director?</p> <p>If yes, Check whether a contract in writing or written memorandum setting out terms of appointment have been maintained by the Company?</p>	Minutes of Board or General meeting, Document evidencing the terms of appointment
98.	S. 191(1) of the 2013 Act, r/ w Rule 17 of the Rules	AC	AQ	<p>Check whether any compensation has been paid to any director for loss of office or retirement from the company or from the transferee of any undertaking or property or shares in connection with any of the following:</p> <p>(a) the transfer of the whole or any part of any undertaking or property of the company; or</p> <p>(b) the transfer to any person of all or any of the shares in a company being a transfer resulting from;</p> <p>(i) an offer made to the general body of shareholders;</p> <p>(ii) an offer made by or on behalf of some other body corporate with a view to a company becoming a subsidiary company of such body corporate or a subsidiary company of its holding company;</p> <p>(iii) an offer made by or on behalf of an individual with a view to his obtaining the right to exercise, or control the exercise of, not less than one-third of the total voting power at any general meeting of the company?</p> <p>If yes, check whether requisite particulars of any have been duly disclosed to members and further check whether prior approval at general meeting has been obtained for making such payment?</p>	Minutes of Board meeting, General meeting, Financial Statements

ICSI - CCGRT

99.	S. 192 (1), 192(2) of the 2013 Act	AC	AQ	<p>Check whether the Company has entered into any arrangement with its Director or Director of its holding, subsidiary or associate company, to acquire any asset for consideration other than cash?</p> <p>If yes check whether prior approval of shareholders was obtained?</p> <p>If the director or connected person is a director of its holding company, check whether a resolution was passed in the general meeting of the holding company too?</p> <p>Check whether the notice of general meeting includes the particulars of the arrangement along with the value of the assets involved in such arrangement duly calculated by a registered valuer?</p>	<p>Minutes of Audit Committee, Board meeting and General meeting, Register of contracts or arrangements, disclosure in notes to financial statements of upcoming FY end related to related party transactions</p>
-----	------------------------------------	----	----	--	---