**15TH**

**ICSI NATIONAL AWARDS FOR EXCELLENCE IN CORPORATE GOVERNANCE, 2015**



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**Questionnaire**

**ICSI NATIONAL AWARDS FOR EXCELLENCE IN CORPORATE GOVERNANCE, 2015**

##### **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 Awards for Excellence in Corporate Governance, 2015. 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 questionnaires on the basis of the facts of your company.

2. All Questions from Part II onwards 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.

**Note 1:** “The ICSI National Awards 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 Questionnaires –

* + - a copy of each of Annual Report of your company for the years 2014-15 and 2013-14 and 2012-13 in hard copy
    - shareholding pattern for the first quarter of F.Y. 2015-16
    - relevant documents wherever required

**Note 4:** The information provided in the Questionnaires should relate to financial year 2014-15 or period ending in that year.

**Note 5:** **The covering letter/e-mail to the duly filled in Questionnaires should contain a statement to the effect that the responses to the Questions in the Questionnaires 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 6: The response to the Questionnaire should reach the Institute on or before September 15, 2015.** In case of any difficulty in filling the Questionnaires, please email your query to the Institute at [cgawards@icsi.edu](mailto:cgawards@icsi.edu) .

You are required to send your responses to questionnaire by e-mail at [cgawards@icsi.edu](mailto:cgawards@icsi.edu) or send hard copies to the following address to reach us on or before **September 15, 2015**:

**The Institute of Company Secretaries of India**

ICSI House, 22, Institutional Area, Lodi Road, New Delhi-110 003

*Phones*:4534 1055, 4534 1030*fax* : +91-11-2462 6727

*website*: www.icsi.edu

**PART I GENERAL INFORMATION**

1. **Name of Company:**
2. **Website:**
3. **Correspondence Address:**
4. **Corporate Office Address**:

Telephone No. Fax No. E-mail

**(b)** **Registered Office Address:**

Telephone No. Fax No. E-mail

|  |  |  |  |
| --- | --- | --- | --- |
| **DESIGNATION** | **NAME** | **E- MAIL ID** | **PHONE NO.** |
| **Chairperson** |  |  |  |
| **Managing** **Director** |  |  |  |
| **Chief Executive Officer** |  |  |  |
| **Company Secretary** |  |  |  |
| **Chief Financial Officer** |  |  |  |

**Independent Directors [Please indicate the Lead Independent Director, if any]:**

|  |  |  |
| --- | --- | --- |
| **NAME** | **DATE OF APPOINTMENT** | **DATE OF COMPLETION OF TENURE** |
|  |  |  |
|  |  |  |
|  |  |  |

|  |  |  |  |
| --- | --- | --- | --- |
| **AUDITORS** | **NAME** | **E-MAIL** | **MEMBERSHIP NO.** |
| Secretarial Auditor |  |  |  |
| Financial Auditor |  |  |  |
| Cost Auditor (if any) |  |  |  |
| Internal audit  Outsourced □  Internal □ |  |  |  |

**PART II**

**1. BOARD STRUCTURE AND PROCESSES**

**BOARD STRUCTURE**

* 1. **Does the company have a written Charter and/or Code of Corporate Governance?**

 Yes  No

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

* 1. **Please indicate the proportion of independent directors to total number of directors on the board.**

1. If Chairperson is an Executive Director:

 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\_\_\_\_\_\_\_)

* 1. **Is the Chairperson of the Board an independent Director?**

 Yes  No

(Please mention the relevant page number of Annual Report\_\_\_\_\_\_\_)

* 1. **Does the company have a designated lead independent director?**

 Yes  No

(Please mention the relevant page number of Annual Report\_\_\_\_\_\_\_)

* 1. **How many women directors did the company have on its board as on March 31, 2015?**

 None  One  More than one

(Please mention the date of appointment and name of director \_\_\_\_\_\_\_)

* 1. **Is the woman director independent?**

 Yes  No

* 1. **(a) Does the company have criteria for appointment of independent director with regard to the following:**

1. **Qualification ** Yes No
2. **Expertise/**

**Demonstrable competence**  Yes  No

1. **Accomplishment**  Yes  No
2. **Age**  Yes  No
3. **No. of other directorships**  Yes  No
4. **Any other please specify\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**(b) Has the company disclosed in the Annual Report?**

**** Yes  No

(If yes, please mention the relevant page number of Annual report\_\_\_\_)

* 1. **Has any independent director who has been on the Board for 5 years or more been appointed or has been recommended for being appointed as Independent Director in the current year?**

 Yes  No

* 1. **(a) Did 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\_\_\_\_)

**BOARD PROCESSES**

* 1. **Agenda and notes on agenda in respect of Board/Committee Meetings were normally circulated:**

 >= 7 days before the meeting

 < 7 days before the meeting

**1.11** **How soon are the draft minutes of Board/Committee Meetings**

**circulated to the Directors?**

 within 7 days  within 15 days  more than 15 days

**1.12 Is there a process for placing Action Taken Report/**

**Implementation Report at the Board Meeting?**

 Yes  No

* 1. **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.)**

* 1. **Please specify whether any director of the company was re-appointed even if he/she had attendance less than 75% in 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

* 1. **Does the company have any policy for regular updation programmes for the directors?**

Yes  No

* 1. **Does the company have any policy(ies) for succession at Board level and one Level below the Board?**

 Yes  No

* 1. **Does the company make disclosure in the Annual Report with regard to orientation programme or the updation programmes attended by directors during the year?**

 Yes  No

(If yes, please mention the relevant page number of Annual report\_\_\_\_)

* 1. **Has the company disclosed in its annual report the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and the individual directors?**

 Yes  No

* 1. **(a) Does the company have a written Code of Conduct for Employees other than directors and senior management?**

 Yes  No

**(b) Does the company obtain annual affirmative statement on the**

**code of conduct from the employees?**

 Yes  No

* 1. **(a) Does the company have in place a policy on materiality of related party transactions?**

 Yes  No

**(b) Does the company have in place a policy on dealing with**

**related party transactions?**

 Yes  No

* 1. **Does the RPT policy include a list of activities which are to be considered to be in the ordinary course of business?**

 Yes  No

* 1. **Please indicate the aggregate period which the statutory auditor (individual or partner in case of firm) would complete in the company**

<1 year 1-5 years

5 to 8 years  8 years or more

* 1. **Has the company facilitated participation of director in Board/committee meetings through video conferencing or other audio visual means during the year?**

**** Yes  No

**BOARD COMMITTEES**

* 1. **Has the Company Constituted a Board level Risk Management Committee?**

**** Yes  No

Audit Committee

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

 Below 66.66%

 66.67% to 99%

 100%

* 1. **Does the internal auditor directly report to the Audit Committee?**

 Yes  No

* 1. **Does the audit committee have an independent session with:**

1. Internal auditor  Yes  No
2. Statutory auditor  Yes  No
   1. **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

Stakeholder Relationship Committee

* 1. 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\_\_\_\_\_\_\_)

Nomination and Remuneration Committee

* 1. **Are the terms of reference, role and authority of the Nomination and Remuneration Committee disclosed in the Annual Report?**

 Yes  No

* 1. **Does the Company have well laid objective norms for determination of remuneration of Executive and Non-Executive Directors which is approved by the Board?**

 Yes  No

* 1. **Does the Company have well laid objective norms for determination of remuneration of its Senior Executives?**

 Yes  No

(If yes, Please provide a copy of the same)

**2. TRANSPARENCY AND DISCLOSURE COMPLIANCES**

**2.1 Does the company have a Corporate Disclosure Policy?**

 Yes  No

(If yes, Please provide a copy of the same)

**2.2 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

 Commission

 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\_\_\_\_\_\_\_)

**2.3** **Has the company presented the results of its financial performance and the management’s analysis on its website on a quarterly basis?**

 Yes  No

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

* 1. **Whether Half Yearly Declaration of financial performance & summary of significant events in the last six month is sent to each household of shareholders?**

 Yes  No

* 1. **Were there any adverse remarks/qualifications made in the statutory Auditors Report in respect of financial audit?**

 Yes  No

(Please mention the relevant page number(s) of Annual Report\_\_\_\_\_\_)

* 1. **Were there any adverse remark/qualifications made in the Secretarial Audit Report?**

**** Yes  No

(Please mention the relevant page number(s) of Annual Report\_\_\_\_\_\_)

* 1. **Were there any adverse remarks/qualifications made in the cost audit report?**

 Yes  No Not applicable

(Please mention the relevant page number(s) of Annual Report\_\_\_\_\_\_)

**3. STAKEHOLDERS VALUE ENHANCEMENT**

* 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)

2014-15

2013-14

2012-13

2011-12

2010-11

**\*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\_\_\_\_\_\_\_)

* 1. **Please mention the EPS (exclusive of extraordinary/exceptional items) of the company for the last five years.**

Year EPS (in INR)

2014-15

2013-14

2012-13

2011-12

2010-11

(Please mention the relevant page number of Annual Report\_\_\_\_\_\_\_)

* 1. **Please mention the Return on Capital Employed of the company for the last five years.**

Year ROCE

2014-15

2013-14

2012-13

2011-12

2010-11

* 1. **What is the percentage of shareholding with the public?**

(a) Less than 10% (b) 10%

(c) 11% to 25% (d) more than 25%

* 1. **Does the company give periodic reminders to investors who have not encashed their benefits (dividend/interest, etc.)?**

 Yes  No

* 1. **Does the company have a stable Dividend Policy?**

**** Yes  No

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

* 1. **Has the company formulated service standards/handbook/FAQs for investors?**

 Yes  No

(Please enclose a copy of the same)

* 1. **Has the company conducted any shareholders satisfaction survey?**

 Yes  No

(If yes, please enclose summary results)

* 1. **Has the company conducted any vendor satisfaction survey?**

 Yes  No

(If yes, please enclose summary results)

* 1. **Has the company conducted any customer satisfaction survey?**

 Yes  No

(If yes, please enclose summary results)

* 1. **Has the company conducted any employee satisfaction survey?**

 Yes  No

(If yes, please enclose summary results)

* 1. **What is the percentage of women employees at executive positions?**

 Below 10%  Between 10% to 29%

 Between 30% to 39%  More than 40%

* 1. **(a) 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)

**(b) Has the Company constituted a Committee for prevention of Sexual Harassment which is chaired by a woman?**

 Yes  No

* 1. **Has any awareness programme been conducted among the employees about the mechanism available for prevention of sexual harassment?**

 Yes  No

* 1. **(a) Does the whistle blower mechanism cover the other stakeholders(other than employees)?**

 Yes  No

**(b)Has any awareness programme been conducted about the whistle blowing mechanism available?**

 Yes  No

* 1. **Were any new patents registered by the company during the year?**

 Yes  No

* 1. **Has the company made any compromise or arrangement with the lenders involving rescheduling or waiver of loans in the last 3 years ?**

 Yes  No

(If yes, please provide the details of same)

* 1. **Has the company made any default in repayment of loans and deposits and/or the interest thereon in the last 3 years?**

 Yes  No

**3.19 Has any of the patents or License held by the company expired during the year?**

 Yes  No

**(If yes, please mention the relevant page number of Annual Report……………..)**

**3.20 Were any fines imposed on the company during the year?**

 Yes  No

(If yes, please mention the relevant page number of Annual Report……………..)

* 1. **Has there been any revision in rating assigned by credit rating agency?**

**** Yes - Upward Yes - Downward  No / Not applicable

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

Report……………..)

**3.22 (a) Does the company have a risk management policy?**

 Yes  No

1. **If yes, has the company disclosed about the development and implementation of a risk management policy in its annual report?**

**** Yes  No

(Please provide us with a copy of policy and mention the relevant page number of Annual Report……………..)

1. **CORPORATE SOCIAL RESPONSIBILITY (CSR) AND SUSTAINABILITY**
   1. **Does the company publish Sustainability Report?**

 Yes  No

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

* 1. **Has the company undertaken any initiative on clean technology, energy efficiency, renewable energy etc.?**

**** Yes  No

(If yes, please mention please mention the page number of Sustainability Report or weblink\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_)

* 1. **Has the company been prosecuted for any violation of any environmental norms?**

**** Yes  No

**4.4** ­­­­­­­­­­­­­­­­­**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%

* 1. **During the year under consideration, how much money as a % of profit was spent by the company on CSR activities?**

 0 to 0.99 %

 1 to 2 %

 more than 2%

* 1. **Is there an independent assessment of the sustainability initiatives of the company?**

**** Yes  No

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