**ICSI NATIONAL AWARDS FOR EXCELLENCE IN CORPORATE GOVERNANCE, 2019**

**(EMERGING CATEGORY ( UNLISTED SEGMENT))**

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.

It is assured that the data provided by the company shall be used only for ascertaining and evaluating Corporate Governance Practices of the company for ICSI National Awards for Excellence in Corporate Governance, 2019. The data furnished and the identity of the respondent will be kept confidential. The decision of ICSI, based on the recommendations of the Jury, will be final and binding on all participating companies.

Eligibility: All the ACTIVE (eform INC 22A) compliant companies are eligible to participate.

Instructions:

1. Please fill in the questionnaires on the basis of the facts of the company.
2. All Questions from Part II onwards carry weightage. Please answer all questions. In case of wrong or misleading response negative weightage will be given.
3. The copies of policies, codes or other relevant documents, wherever indicated in the questionnaire for fair evaluation of the company, needs to be enclosed with the application. Not enclosing the documents will lead to deduction of marks.
4. The printed copies of following documents are required to be submitted:
5. Printed copy of the questionnaire
	1. Printed copies of Annual Report for the years 2018-19, 2017-18 and 2016-17
	2. The covering letter mentioning a statement to the effect that the responses given in the Questionnaires and the information given in supporting documents are true to the best of knowledge, information and belief of the applicant company.
6. The information provided in the Questionnaires should relate to financial year 2018-19 or period of one year ending in that year.
7. The information mentioned in this application may be verified through site visits. The top shortlisted companies may be invited to make a brief presentation to the Institute.
8. Canvassing of any kind shall lead to disqualification.
9. The Company shall abide by the decision of the Jury in all respect.
10. Any query in filling the Questionnaires, may be sent at cgawards@icsi.edu.
11. The soft copies of the application along with all relevant documents are required to be sent at cgawards@icsi.edu and the printed copies shall be sent at the given address:

***Directorate of Professional Development***

***The Institute of Company Secretaries of India***

*ICSI House, 22, Institutional Area, Lodi Road, New Delhi-110003*

*Phones: 011 – 4534 1081, 4534 1066*

*Website:[www.icsi.edu](http://www.icsi.edu)*

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**EMERGING CATEGORY ( UNLISTED SEGMENT)**

**PART I GENERAL INFORMATION**

|  |  |  |
| --- | --- | --- |
|  | **Name of Company:** | **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
|  | **Website:** | **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
|  | **Correspondence Address:** |  |
|  | 1. **Corporate Office Address**:
 | **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_****\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_****Telephone No. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** **E-mail ID \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
|  | 1. **Registered Office Address:**
 | **\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_****\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_****Telephone No. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** **E-mail ID \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
|  | **Contact details:** |  |
|  | 1. **Chairperson**
 | **Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_****E-mail ID: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
|  | 1. **Managing Director**
 | **Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_****E-mail ID: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
|  | 1. **CEO/CFO/ CS**
 | **Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_****E-mail ID: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **AUDITORS** | **NAME** | **APPOINT MENT DATE** | **E-MAIL ID** | **TELEPHONE NO.** | **MEMBERSHIP NO.** |
| Secretarial Auditor |  |  |  |  |  |
| Statutory Auditor |  |  |  |  |  |
| Cost Auditor |  |  |  |  |  |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **NAME OF INDEPENDENT DIRECTOR** | **DATE OF APPOINTMENT** | **ADDRESS** | **TELEPHONE NO.** | **E-MAIL** |
|  |  |  |  |  |
|  |  |  |  |  |
|  |  |  |  |  |

|  |
| --- |
| 1. **COMPANY INFORMATION**
 |
| **CIN of the Company** |  |
| **Year of Incorporation and State of Incorporation** |  |
| **Industry Sector** |  |
| **No. of Subsidiaries** |  |
| **No. of Joint Ventures** |  |
| **No. of Associates** |  |
| **Holding Company** |  |
| **Paid-up share capital as on March 31, 2019** |  |
| **Change in Capital structure, if any, during the year (Mention the Change)** |  |
| **No. of Employees** |  |
| **No. of shareholders** |  |
| 1. **Financial Information on Standalone basis (INR in Lakhs)**
 |
|  | **2018-19** | **2017-18** | **2016-17** |
| **Turnover** |  |  |  |
| **Other Income** |  |  |  |
| **Total revenue/income** |  |  |  |
| **EBIDT** |  |  |  |
| **Net Profit** |  |  |  |
| **Net Worth** |  |  |  |
| **Capital Adequacy Ratio (For Banks & Financial Services)** |  |  |  |
| **P/E Ratio** |  |  |  |
| **EPS** |  |  |  |
| **Rate of Dividend** |  |  |  |
| **Dividend Payout Ratio** |  |  |  |
| **Debt/Equity Ratio****(Please provide the formula of calculation\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_)** |  |  |  |
| **Working Capital Ratio****(Please provide the formula of calculation\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_)** |  |  |  |
| **Inventory Turnover Ratio****(Please provide the formula of calculation\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_)** |  |  |  |
| **Return on Capital Employed****(Please provide the formula of calculation\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_)** |  |  |  |
| **Return on Assets****(Please provide the formula of calculation\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_)** |  |  |  |
| **Return on Equity****(Please provide the formula of calculation\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_)** |  |  |  |
| **Employee Turnover Ratio****(Please provide the formula of calculation\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_)** |  |  |  |
| **CSR Spent (Rs.) & % of Net Profit** |  |  |  |  |  |  |
| **Promoters’ shareholding (%)** |  |  |  |
| **Audit Qualifications (if any) (including qualifications received in cost audit & secretarial audit reports)****Attach Note, if necessary** |  |  |  |
| **Credit Rating, if any** |  |  |  |

1. **BOARD STRUCTURE**
	1. **Does the company have a written code for corporate governance?**

  Yes  No

**If yes, how frequently it is reviewed?**

 Yearly

 Once in two years

 Once in three years

 More than three years

(Please provide a copy of the same)

* 1. **Does the company have an independent director?**

  Yes  No

**Indicate the proportion of independent directors to total number of directors on the board.**

  1/3 or more  less than 1/3

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

* 1. **Is there any independent director who was or has been on the Board for a continuous period of 10 years or more (from the date of initial appointment)?**

  Yes  No

* 1. **Was there any alternate director appointed for an independent director?**

  Yes  No

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

 Yes  No

* 1. **How many women directors did the company have on its Board as on March 31, 2019?**

 None  One  More than one

* 1. **Whether the women director was there on the Board for the complete financial year?**

Yes No

* 1. **Is there any woman director as independent director of the company?**

Yes No

* 1. **(a) Was a separate meeting of independent directors held during the year?**

Yes No

 **(b) If yes, is it disclosed in the Annual Report/ Website?**

 Yes No

 **(c) If yes, did the independent directors meet more than once during the year?**

 Yes No

* 1. **Whether the company has extended Directors and Officers insurance for all the**
1. **Directors** Yes No
2. **KMP/ Senior Management** Yes No
	1. **In case the managing or whole-time director or a manager of the company is more than the age of seventy years, whether the same was approved in General meeting by Special resolution?**

Yes No

(Please provide the copy of Special resolution)

* 1. **In case the Non- executive director of the company is more than the age of seventy five years, whether the same was approved in General meeting by special resolution?**

Yes No

(Please provide the copy of Special resolution)

1. **BOARD PROCESSES**

**2.1 How soon is the draft minutes of Board/Committee Meetings circulated to the Directors?**

within 15 days

 more than 15 days

* 1. **Is there a practice of placing Action Taken Report/ Implementation Report at Board and Committee meeting?**

 Yes  No

* 1. **Is the Board informed of the statutory compliances of the various laws applicable to the company at its meeting by way of compliance certificate(s)?**

 **In every quarterly Board meeting**  Yes  No

 **If yes, who signs the certificate(s)?**

(Give Name and Designation and enclose copy of the certificate).

**Is there any process/procedure/tools for ensuring such compliance** (if any elaborate)

* 1. **Does the company have any policy(ies)/documented process for succession at Board level including CEO?**

  Yes  No

(Please provide a copy of the policy/documented process or the web-link.)

* 1. **Does the Audit Committee have an independent session with**
1. **Statutory auditor(without the presence the management)?**

 Yes  No

 (b) **Internal auditor (without the presence the management)?**

  Yes  No

* 1. **Whether all remuneration, in whatever form, payable to senior management were recommended by the Nomination and Remuneration Committee?**

 Yes  No

* 1. **(a) Did the annual remuneration payable to any single non-executive director exceeded fifty per cent of the total annual remuneration payable to all non-executive directors?**

 Yes  No

 **(b) If yes, whether the approval of the shareholders has been taken during previous year?**

  Yes  No

* 1. **Whether the appointment and removal of senior management is recommended to the Board by Nomination and Remuneration Committee?**

  Yes  No

* 1. **Whether the evaluation criteria for senior management is specified by Nomination and Remuneration Committee?**

  Yes  No

* 1. **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** |
|   |   |   |   |   |
|   |   |   |   |   |
|   |   |   |   |   |

* 1. **Please specify whether any director of the company was re-appointed even if he/she had average attendance of less than 75% in the Board meetings held in last 3 years (including AY 18-19)during his/her tenure (including meetings attended by Video Conferencing/ Audio)**

 Yes  No

* 1. **Does the company disclose in the Annual Report/Website details with regard conduct of the updation programmes attended by Independent directors during the year?**

 Yes  No

(Provide the web-link of the disclosure)

* 1. **What percentage of Chairperson of committees attended the AGM?**

100%

75% to 99%

<75%

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

 Below 33.33%

 Equal to 33.33%

 More than 33.33%

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

* 1. **Has any Audit Committee member attended less than 75% of total Audit Committee meetings?**

 Yes  No

* 1. **Indicate the proportion of independent directors in the Nomination and Remuneration Committee.**

 Below 50%

 Equal to 50%

 50% and above

* 1. **How many times did the Nomination and Remuneration Committee meet during financial year 2018-19?**

 No meeting

 One Meeting

 More than one Meeting

* 1. **What was the average attendance of the members at the Nomination and Remuneration Committee meeting held last year?**

 Below 50%

 50% to 80%

 80% and above

* 1. **Indicate the time taken by the company for resolving the Shareholder complaints from the date of receipt of the complaint.**

 within7 days  more than 7 days

* 1. **How many times did the Stakeholders Relationship Committee meet during financial year 2018-19?**

 No meeting

 One Meeting

 More than one Meeting

* 1. **Are the terms and conditions of Stakeholder Relationship Committee disclosed in Annual Report / website of the company?**

 Yes  No

(Please provide the link)

* 1. **Whether any meeting of a Stakeholder Relationship Committee was held without the presence of Independent Director(s)?**

 Yes  No

1. **TRANSPARENCY AND DISCLOSURE COMPLIANCES**
	1. **Whether all material events of the subsidiary company(ies) brought to the attention of the Board of the holding company?**

 Yes  No  NA (in case where there is no subsidiary)

* 1. **In case company is required to adopt IND AS whether the company has disclosed in its annual report differential effect of IND AS on its financial disclosures?**

 Yes  No  NA

1. **Which of the following elements of remuneration structure of Board members were disclosed in the Annual Report?**

 All elements of Salary, Benefits, Bonus, Pension (i.e. including 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\_\_\_\_\_\_\_)

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

  Yes  No

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

 Yes  No

1. **Has the Board disclosed the formal annual
evaluation of its own performance and that of its committees and the individual directors in its annual report or website ?**

 Yes  No

1. **Does the company have a policy on preservation of documents?**

  Yes  No

1. **STAKEHOLDERS VALUE ENHANCEMENT**
	1. **Has there been consistent growth in Return of Equity of the company during the last five years? (standalone)**

 Yes  No

|  |  |
| --- | --- |
| Year | INR (in lakhs) |
| 2018-19 |  |
| 2017-18 |  |
| 2016-17 |  |
| 2015-16 |  |
| 2014-15 |  |

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

* 1. **Has there been consistent growth in revenue from operations of the company during the last five years? (standalone)**

 Yes  No

|  |  |
| --- | --- |
| Year | INR (in lakhs) |
| 2018-19 |  |
| 2017-18 |  |
| 2016-17 |  |
| 2015-16 |  |
| 2014-15 |  |

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

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

|  |  |
| --- | --- |
| Year | EPS (in INR) |
| 2018-19 |  |
| 2017-18 |  |
| 2016-17 |  |
| 2015-16 |  |
| 2014-15 |  |

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

* 1. **Has there been consistent growth in Compound annual growth rate (CAGR) of the company during the last five years? (standalone)**

|  |  |
| --- | --- |
| Year | % |
| 2018-19 |  |
| 2017-18 |  |
| 2016-17 |  |
| 2015-16 |  |
| 2014-15 |  |

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

* 1. **Does the company give yearly reminders to individual investors who have not encashed their benefits (dividend/interest, etc. other than as required under IEPF Rules)?**

 Yes  No  NA

(Please send a Copy of reminder sent to investors.)

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

 Yes  No

(If yes, please enclose questionnaire and summary results)

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

 Yes  No  NA

(If yes, please enclose questionnaire and summary results)

* 1. **Does the company have written code of conduct applicable to the contractors or vendors of the company?**

 Yes  No

(If yes, provide a copy of the same)

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

 Yes  No

(If yes, please enclose questionnaire and summary results)

* 1. **Does the company have in place a whistle blower mechanism for employees?**

 Yes  No

* 1. **Has the company disclosed in its Annual report/website conduct of any awareness programme on the whistle-blower mechanism available in the past one year for the stakeholders?**

 Yes  No

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

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

  Yes  No

* 1. **Were fines/penalties under any Act/Rules imposed on the company during the last three years?**

 Yes  No

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

* 1. **Whether the fines/penalties levied on the company is disclosed in the Annual report?**

 Yes  No

* 1. **Does the company have a risk management policy?**

 Yes  No

(If yes, provide a copy/link of the same)

* 1. **Has the company disclosed about the risk management policy and its implementation in the Annual Report/ Website?**

**** Yes  No

(Provide the relevant page number of Annual
Report……………..)

* 1. **Has the company made any compromise or arrangement with the lenders involving rescheduling or waiver of loans in the year 2018-2019?**

 Yes  No

(If yes, please provide the details of same)

* 1. **Has the company made any default in repayment of loans and/or deposits and/or the interest thereon in the year 2018-2019?**

 Yes  No

* 1. **Whether the company has done compounding of offence?**

 Yes  No

* 1. **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)

* 1. **Has the Company constituted a Committee for prevention of Sexual Harassment which is chaired by a woman?**

  Yes  No

* 1. **Indicate the time taken by the company to resolve the complaints received under the prevention of sexual harassment policy during the relevant financial year, from the date of receipt of the complaint:**

  within 60 days  within 90 days  more than 90 days

* 1. **Has the company disclosed in its Annual report conduct of any awareness programme on the prevention of sexual harassment at work place in the past one year for the stakeholders?**

 Yes)  No

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

**5. CORPORATE SOCIAL RESPONSIBILITY (CSR) AND SUSTAINABILITY**

PART A- CSR

* 1. **Does the company disclose its policy on CSR on its website or in annual report?**

 Yes  No

(Please mention the relevant web-link\_\_\_\_\_\_\_\_\_\_\_\_\_\_)

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

 Less than 2%  2% or more

PART B- SUSTAINABILITY

* 1. **What is the percentage of women employees in your organisation?**

 Less than 10%  10% to 25%  More than 25%

* 1. **What is the percentage of differently-enabled persons (as a percentage of total
	 employees) that the company employs?(Please also mention in absolute numbers the number of differently-enabled persons)**

 Less than 1%  1% to 2%  More than 2%

* 1. **Whether the company earned any Carbon credits?**

 Yes  No

* 1. **Does the company have a policy for prevention of Child Labour?**

 Yes  No

* 1. **Does the company have a policy for prevention of violation of Human Rights?**

 Yes  No