**15TH**

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



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**PART I GENERAL INFORMATION**

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

Telephone No. Fax No. E-mail

**(b) Corporate Identification Number (CIN):**

(c) Registered Office Address:

Telephone No. Fax No. E-mail

(d) Investor Service Centre Address :

Telephone No. Fax No. E-mail

**(e) Chairperson/CMD**:

Name:

Designation:

Address:

Telephone: Fax No. E-mail

**(f) Key Managerial Personnel**

**(i) Managing Director/CEO:**

Name :

Designation:

Address:

Telephone: Fax No. E-mail

**(ii) Company Secretary:**

Name:

ICSI Membership No.: Mobile No.

Address:

Telephone: Fax No. E-mail

**(iii) Chief Financial Officer:**

Name:

Address:

Telephone: Fax No. E-mail

**(g) Chairperson of Audit Committee:**

Name:

Address:

Telephone: Fax No. E-mail

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

**(i)** Name:

Address:

Telephone: Fax No. E-mail

**(ii)** Name:

Address:

Telephone: Fax No. E-mail

**(iii)** Name:

Address:

Telephone: Fax No. E-mail

**(iv)** Name:

Address:

Telephone: Fax No. E-mail

**(v)** Name:

Address:

Telephone: Fax No. E-mail

Please mention the page no. of the Annual Report/ website link where the profile of directors is detailed\_\_\_\_\_.

1. **Compliance Officer(s):**

**Compliance officer Under Clause 49**

(i) Name:

Qualifications:

Address:

Telephone: Fax No. E-mail

**Compliance officer (Other than clause 49)**

(ii) Name:

Qualifications:

Address:

Telephone: Fax No. E-mail

1. **Investor Relations Officer**

Name:

Address:

Telephone: Fax No. E-mail

1. **Practising Company Secretary:**

Name :

Address:

Telephone: Fax No.

E-mail ICSI Membership No.

1. **Secretarial Auditor**

Name :

Address:

Telephone: Fax No.

E-mail ICSI Membership No.

**(m) Auditor(s):**

Name :

Address: Fax No. E-mail

Telephone: Membership No.

**(n) Cost Auditor (if applicable) :**

Name:

Address: Fax No. E-mail

Telephone: Membership No.

**(o) Internal Audit System: Internal/Outsourced**

Name:

Address: Fax No. E-mail

Telephone:

|  |  |  |  |
| --- | --- | --- | --- |
| 1. **Company Information** | | | |
| **CIN No. of the Company** |  | | |
| **Year of Incorporation and State of Incorporation** |  | | |
| **Equity listed on ( including overseas listing , if any)** |  | | |
| **Other securities i.e. Non-convertible debentures/ bonds preference shares listed on** |  | | |
| **Industry Sector** |  | | |
| **Main Business** |  | | |
| **No. of Subsidiaries** |  | | |
| **Promoters / Holding Company** |  | | |
| **Paid-up share capital as on\_\_\_\_\_\_\_** |  | | |
| **Change in Capital structure during the year (Mention the Change)** |  | | |
| **No. of Employees** |  | | |
| **No. of locations or plants** |  | | |
| **Total number of shareholders** |  | | |
| **B. Financial Information on Standalone basis**  **INR in Lakhs** | | | |
|  | **2014-15** | **2013-14** | **2012-2013** |
| **Turnover** |  |  |  |
| **Other Income** |  |  |  |
| **Total** |  |  |  |
| **EBIDT** |  |  |  |
| **Net Profit** |  |  |  |
| **Net Worth** |  |  |  |
| **EVA (Economic Value Added)** |  |  |  |
| **P/E Ratio** |  |  |  |
| **EPS** |  |  |  |
| **Rate of Dividend** |  |  |  |
| **Market Capitalisation** |  |  |  |
| **Debt/Equity Ratio** |  |  |  |
| **Promoters’ shareholding (%)** |  |  |  |
| **Total number of shareholders** |  |  |  |
| **Audit Qualifications (if any) Attach Note, if necessary** |  |  |  |
| **Credit Rating, if any** |  |  |  |
| **Corporate Governance Rating, if any** |  |  |  |
| **Awards/Recognitions received in CG/CSR/HR** |  |  |  |

**Please specify the areas, if any covered in Corporate Governance Report but not prescribed under Clause 49 and Companies Act, 2013 any other information relating to good corporate governance which the Company deems fit to be considered, which is beyond the compliance requirements across various jurisdictions**

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**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, 2014?**

 None  One  More than one

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

* 1. **Does the company have a policy for appointment and remuneration of directors which include 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\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Has the company disclosed in the Annual Report?**

** Yes  No**

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

* 1. **Are there any independent directors who have been there on the Board for:**

 more than 5 years but less than 10 years

10 years

The tenure of none of the independent directors exceed 5 years

* 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:**

 Atleast 7 days before the meeting

 Less than 7 days before the meeting

 Tabled at the Meeting

* 1. **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. **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.)**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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* 1. **Please specify whether any director of the company was re-appointed even if he/she remained absent in fifty percent or more of the Board meetings held during his/her tenure**

 Yes  No

**If yes, please mention the reason for his/her absence:**

 Abroad  Illness  Others

**Was an alternate director appointed in his/her place?**

 Yes  No

* 1. **Has any Independent Director resigned from the company before completion of his term or has not sought reappointment, during the year?**

 Yes  No

(If yes, please give details of the directors alongwith possible reason for resignation/not accepting reappointment)

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

** Yes  No**

**(if yes ,Please provide us with a copy of the policy)**

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

 Yes  No

(if yes ,Please provide us with a copy of the policy)

* 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. **Please share the system in place for performance evaluation of the board, its committees and the individual directors?**

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* 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 each of the following?**

Directors & Senior Management Others (Please Specify)

 Yes  Yes

 No  No

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

* 1. **Does the company have in place a policy on materiality of and dealing with related party transactions?**

 Yes  No

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

* 1. **Please indicate for how long the present statutory auditor of the company has been the statutory auditor of the company.**

<1 year 1-5 years

5 to 8 years  8 years or more

* 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** |
|  |  |  |  |  |
|  |  |  |  |  |
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|  |  |  |  |  |
|  |  |  |  |  |

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

* 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

1. **BOARD COMMITTEES**

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

* 1. **Has the Board not accepted any recommendation of Audit Committee?**

** Yes  No**

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

**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

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

* 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

(If yes, Please provide a copy of the same and its date of approval by the board)

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

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

* 1. **Has the company disclosed in its annual report with regard to Sexual Harassment of Women at Work Place (Prevention Prohibition & Redressal) Act,2013**

**** Yes  No

(If yes, please mention the relevant page number 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. **Has the company paid dividend in any of the previous five financial years?**

 Yes  No

Year Rs./per share of Rs………………. (F.V)

2014-15

2013-14

2012-13

2011-12

2010-11

(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)

Year

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 Not Applicable

* 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 copy of questionnaire)

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

 Yes  No

(If yes, please enclose copy of questionnaire)

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

 Yes  No

(If yes, please enclose copy of questionnaire)

* 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

1. **Has any awareness programme been conducted about the whistle blowing mechanism available?**

 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)

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

 Yes  No

**3.18 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……………..)**

* 1. **Were any fines were imposed on the company 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 revision in rating assigned by credit rating agency?**

**** Yes  No  Not applicable

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

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

 Yes  No

**(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. **Highlight the sustainability initiatives of your company focused towards protection of environment and sustainability.**

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* 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

* 1. **Describe the sustainability initiatives of your company focused towards society.**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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* 1. **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. **What steps has the company taken to encourage employees to participate in the CSR initiatives of the company?**

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

**** Yes  No

(If yes, please provide details)

\*\*\*\*\*\*\*

**SECOND QUESTIONNAIRE**

**ICSI NATIONAL AWARDS FOR EXCELLENCE IN CORPORATE GOVERNANCE, 2014**

1. Elaborate on the Core Values of your company and how they are embedded in every activity. How do you ensure that each stakeholder identifies with the Core Values?
2. Share with us the criteria and process for selection, appointment and induction of (a) Chief Executive Officer, (b) Executive Directors (c) Non-executive, both Independent and non- independent Directors on the Board of your company? Please also share the process of their nomination on the various Board Committees of the company.
3. Does the company have well laid objective norms for remuneration of directors? Is it disclosed? Please share with us a copy of the same. Elucidate how the remuneration is linked to the performance of Executive Directors and Non-Executive Directors and to the performance of the company. Is the growth in the remuneration of directors commensurate with the growth of the profits of the company in the last five years?
4. How does your company evaluate and measure the effectiveness and performance of the Chairperson, Independent Directors, Chief Executive Officer, Executive Directors, other Directors, the Board and the Board Committees?
5. Elaborate on the board processes in your company with regard to following:
6. Directors’ Development
7. Succession Planning at Board level
8. Conflict resolution at Board and senior management level.
9. Dealing with Related Party Transactions and the discussions thereon at Audit Committee Meeting and Board Meetings
10. a ) Elaborate on the Board processes in your company which are beyond the statutory requirements with regard to –
    * 1. Convening of Meetings
      2. Contents of the Agenda
      3. Conducting the Meetings
      4. Decision making process at the Meeting
      5. Contents/Adequacy of Minutes of the Meetings
      6. Follow-up

b) Elucidate on the qualitative contribution of the company secretary in your company for enhancing the board effectiveness.

1. Illustrate how your company engages with your various stakeholders and how negative news, if any, was conveyed to various stakeholders. Does your company undertake stakeholder consultation such as surveys, feedback mechanism, etc.? What systems or procedures are in place for the Board of Directors to review the key outcomes of such feedback received.
2. Elaborate on the systems and procedures in place in your company to prevent corruption.
3. Elaborate on the programmes and processes in your company to promote creativity and foster innovation. Also elaborate the R & D efforts carried out and the innovations achieved by your company during the year and the benefits derived there from.
4. Describe the framework and assurance mechanism in the following areas:
   1. Oversight of financial reporting process
   2. Internal control
   3. Risk management
   4. Robustness of your information technology systems
5. Employees are important stakeholders of a company. Describe how the governance function nurtures the human resources in your company particularly as regards the following–
   1. Employee counselling, coaching and mentoring
   2. Employee leadership development
   3. Succession planning
   4. Ensuring employee work-life balance
   5. Promoting professional/employee ethics
   6. Attrition monitoring
6. Corporate Responsibility is a part and parcel of the ethos of corporate governance. Let us have real life examples about how your company discharges its corporate responsibility towards the society, environment and sustainability. How has the Board been engaged in this? Please also give details about the approach of your company towards sustainability and the reporting.
7. Was any feedback received that any of your products /services/processes/operations negatively impact the community/ society/environment? If yes, please give details of such feedback and the measures taken to address the issues.
8. What efforts does your company take to ensure that fundamental human rights such as work environment, child labour, sexual harassment, safety, etc. are being respected in labour practices by your vendors, contractors/outsourcing agencies?

**General Instructions:**

1. **While it is appreciated that companies share detailed information on the policies, processes and systems, we request companies to be precise and give only relevant information.**
2. **It is requested that the information shared be supplemented with relevant documents, wherever possible. In case such documents have already been submitted with the first questionnaire, only a cross-reference may be made.**

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