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198

**Website**

APPENDIX I- QUESTIONNAIRE

Cover Letter for Questionnaire

Dear Respondents, You are invited to participate in a research study CG an effective tool in combating corporate frauds with reference to financial sector. The study is being conducted by Professor Ankita Asthana of Thakur Institute of Management Studies and Research, (TIMSR). The purpose of this study is to understand and identify the impact of CG parameters on corporate frauds. If you agree to participate you will be one of approximately 300 participants of the same sector who will participate in this research. The survey will take approximately 20 minutes to complete. There are no risks or penalties for your participation in this research study. The information obtained as a result of this study will be published in aggregate form so that no individual research participant can be identified. For questions about your rights as a research participant or to discuss problems, complaints or concerns about the present research study, or to obtain information, or to offer input, contact Prof. Ankita Asthana at 022-29663096.
A Study on Awareness of CG among Stakeholders

Information to the participants

I am a research scholar from Janakidevi Bajaj Institute of Management Studies, Mumbai. I am conducting a survey to know the awareness level of stakeholders on CG. The purpose of my survey is to prepare a project report on CG and its impact on investment decisions of the shareholders. This survey is completely voluntary. The data generated from this survey will solely be used for the purposes of my research project and will not be shared with others. The confidentiality of this information will be zealously protected.

I agree____________                                                        Date:    /   / 

Name of the individual:  (Optional)        ____________________________________

Name of the organization:           _________ ___________________________

Designation:                        ____________________________________

Industry:                         ____________________________________

Sector:                          ____________________________________

Head office address:            _____________________________

Is your organization

Public Limited Company   Private Company   MNC

Partnership                  Sole­proprietorship  Government

Others _____________________________

I. Demographic Information

101)  Age in years (completed years)?  ______

102)   Gender?                             Male            2          Female

103) Total Work Experience?                                years                     months

105) Your educational qualification?

Upto graduation

(Specify area and degree______________)

Upto post-graduation

(Specify area and degree______________)

Other (specify area and degree______________)

106) Annual salary/CTC?  5.0 lakhs to 10.0 lakhs
II. Investment Decision

201) In which of the following do you invest?
1. Shares & Equity Market
2. Mutual Funds
3. Real Estate
4. Govt Bonds or Fixed Deposits
5. Others ________________________________

202) Whom do you consult while you invest in shares and other securities?
1. Yourself and family
2. C.A
3. Portfolio Managers/Relationship Managers
4. Peer Group
5. Others ________________________________

203) Please rate the following statements on the scale of 1 to 4. In your opinion
(A) (SA) (D) (SD)
1. Should an organization put business ethics & corporate social responsibility ahead of profit maximization
   1  2  3  4
2. Do you think that your organization is ethically and socially responsible.
   1  2  3  4
*1= Agree (A), 2 = Strongly Agree(SA), 3=Disagree(D) , 4 = Strongly Disagree(SD)

204) In which category do you consider yourself?
1. Stakeholders (other than bank employee)
2. Bank Employee(public & private bank)

Rate the following factors in the order of priority which influences your investment decision. Please rate the following on the scale of 1 to 5. 1 stands for unimportant and 5 is critical

1. Profitability
2. Legal Compliance
3. Business Ethics
4. CG
5. Corporate Social Responsibility

   (UN) (SI) (I) (VI) (C)
1. Profitability
2. Legal Compliance
3. Business Ethics
4. CG
5. Corporate Social Responsibility
205) Please tick the below statement which is applicable to you?

<table>
<thead>
<tr>
<th>Sr No</th>
<th>Issue</th>
<th>Yes (1)</th>
<th>No (2)</th>
<th>Don’t know (3)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Do you think organisation should have training sessions on CG for Board of Directors?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Do you think organisation should have CG training program for the top level executives?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Do you think organisation should have CG training program for the employees?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Do you think CG can prove to be an effective tool in controlling corporate frauds?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Do you think the current CG practices in India are at par with global practices?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Do you think adherence to CG practices will increase cost to organization?</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

206) Please rate the following on the scale of 1 to 5. 1 stands for unimportant and 5 is critical.

Which CG parameters are important for the organizations for enabling good governance in the organization?

<table>
<thead>
<tr>
<th>Parameters</th>
<th>(UN)</th>
<th>(SI)</th>
<th>(I)</th>
<th>(VI)</th>
<th>(C)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Sound risk management framework</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
<td>5</td>
</tr>
<tr>
<td>2. Data Management and Analytics</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
<td>5</td>
</tr>
<tr>
<td>3. Code of conduct for Board of directors</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
<td>5</td>
</tr>
<tr>
<td>4. Internal &amp; External Control system</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
<td>5</td>
</tr>
<tr>
<td>5. Forensic Accounting</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
<td>5</td>
</tr>
<tr>
<td>6. Independent auditor’s role</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
<td>5</td>
</tr>
<tr>
<td>7. Role of top management</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
<td>5</td>
</tr>
<tr>
<td>8. Whistle blowing policy</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
<td>5</td>
</tr>
</tbody>
</table>

207) According to you which types of unethical practices mentioned below do you think is the biggest threat to Indian organizations?

<table>
<thead>
<tr>
<th>Practices</th>
<th>(UN)</th>
<th>(SI)</th>
<th>(I)</th>
<th>(VI)</th>
<th>(C)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Asset misappropriation</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
<td>5</td>
</tr>
<tr>
<td>2. Money laundering</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
<td>5</td>
</tr>
<tr>
<td>3. Accounting fraud</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
<td>5</td>
</tr>
<tr>
<td>4. Fraud committed by senior mgt.</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
<td>5</td>
</tr>
<tr>
<td>5. Bribery and corruption</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
<td>5</td>
</tr>
<tr>
<td>6. Regulatory non-compliance</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
<td>5</td>
</tr>
</tbody>
</table>
7. Practice of Insider trading and selective leak of sensitive data & information.  

*1= Unimportant(UN), 2 = Slightly important(SI), 3 = Important(I), 4 = Very important(VI), 5 = Critical(C)

208) Have you faced any losses in your investment due to any frauds in the company you have invested? 

<table>
<thead>
<tr>
<th>Option</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
</table>

209) Should there be stringent laws in India and acts like UK Bribery Act(UKBA) an Foreign Corrupt Practices Act(FCPA) in US for Indian organizations to curb corporate frauds? 

<table>
<thead>
<tr>
<th>Option</th>
<th>Yes</th>
<th>No</th>
<th>Don't know</th>
</tr>
</thead>
</table>

210) In your opinion, which one can help the organizations to fight corporate frauds? Please rate the following on the scale of 1 to 4(Tick your choice). 1 being the highest.

<table>
<thead>
<tr>
<th></th>
<th>(A)</th>
<th>(SA)</th>
<th>(D)</th>
<th>(SD)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Code of conduct for BOD</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
</tr>
<tr>
<td>2. Whistle blowing policies</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
</tr>
<tr>
<td>3. Role of top management</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
</tr>
<tr>
<td>4. Risk management framework</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
</tr>
<tr>
<td>5. Forensic accounting tools</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
</tr>
<tr>
<td>6. Independent auditor’s role</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
</tr>
<tr>
<td>7. Data management &amp; Analytics</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
</tr>
<tr>
<td>8. Internal &amp; External Control system</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td>4</td>
</tr>
</tbody>
</table>

*1= Agree (A), 2 = Strongly Agree(SA), 3=Disagree(D), 4 = Strongly Disagree(SD)
III. General Question for shareholders

<table>
<thead>
<tr>
<th>Sr No</th>
<th>Questions</th>
<th>Yes (1)</th>
<th>No (2)</th>
<th>Don’t know (3)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Have you ever attended any AGM?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Have you ever exercised your voting rights in the shareholder’s meeting</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1</td>
<td>Do you know about audit committee?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Do you think audit committee report is a true indicator of company’s financial health?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Do you know about whistle blowing policy?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Do you think whistle blowing is an important tool to detect fraud in organization?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Do you think there should be stringent laws to protect the whistleblowers?</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Thanks for your Co-operation.
AMOS OUTPUT-APPENDIX II

Sound risk management framework
Data Management and Analysis
Code of conduct for board of Directors
Internal & External Control system
Forensic Accounting
Independent auditor's role
Role of audit management
Whistle blowing Policy

F1

Asset misappropriation
Money laundering
Accounting Fraud
Fraud committed by senior management
Embezzlement and corruption
Regulatory non-compliance
Practice of insider trading and selective leak of sensitive data and information

e9
e10
e11
e12
e13
e14
e15
Model Fit Summary

CMIN

<table>
<thead>
<tr>
<th>Model</th>
<th>NPAR</th>
<th>CMIN</th>
<th>DF</th>
<th>P</th>
<th>CMIN/DF</th>
</tr>
</thead>
<tbody>
<tr>
<td>Default model</td>
<td>34</td>
<td>337.384</td>
<td>86</td>
<td>.000</td>
<td>3.923</td>
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<tr>
<td>Saturated model</td>
<td>120</td>
<td>.000</td>
<td>0</td>
<td></td>
<td></td>
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<tr>
<td>Independence model</td>
<td>15</td>
<td>1702.419</td>
<td>105</td>
<td>.000</td>
<td>16.214</td>
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RMR, GFI

<table>
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<th>GFI</th>
<th>AGFI</th>
<th>PGFI</th>
</tr>
</thead>
<tbody>
<tr>
<td>Default model</td>
<td>.071</td>
<td>.839</td>
<td>.776</td>
<td>.601</td>
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<tr>
<td>Saturated model</td>
<td>.000</td>
<td>1.000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Independence model</td>
<td>.353</td>
<td>.332</td>
<td>.237</td>
<td>.291</td>
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Baseline Comparisons

<table>
<thead>
<tr>
<th>Model</th>
<th>NFI Delta1</th>
<th>RFI rho1</th>
<th>IFI Delta2</th>
<th>TLI rho2</th>
<th>CFI</th>
</tr>
</thead>
<tbody>
<tr>
<td>Default model</td>
<td>.802</td>
<td>.758</td>
<td>.844</td>
<td>.808</td>
<td>.843</td>
</tr>
<tr>
<td>Saturated model</td>
<td>1.000</td>
<td>1.000</td>
<td>1.000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Independence model</td>
<td>.000</td>
<td>.000</td>
<td>.000</td>
<td>.000</td>
<td>.000</td>
</tr>
</tbody>
</table>

Parsimony-Adjusted Measures

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<tr>
<th>Model</th>
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<th>PNFI</th>
<th>PCFI</th>
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<td>.819</td>
<td>.657</td>
<td>.690</td>
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<td>Saturated model</td>
<td>.000</td>
<td>.000</td>
<td>.000</td>
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<tr>
<td>Independence model</td>
<td>1.000</td>
<td>.000</td>
<td>.000</td>
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</table>

NCP

<table>
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<tr>
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<th>NCP</th>
<th>LO 90</th>
<th>HI 90</th>
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<tbody>
<tr>
<td>Default model</td>
<td>251.384</td>
<td>198.678</td>
<td>311.658</td>
</tr>
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<td>.000</td>
<td>.000</td>
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<tr>
<td>Independence model</td>
<td>1597.419</td>
<td>1467.442</td>
<td>1734.783</td>
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</table>

FMIN

<table>
<thead>
<tr>
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<th>F0</th>
<th>LO 90</th>
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<td>Default model</td>
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<td>.000</td>
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<td>.000</td>
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</tbody>
</table>

RMSEA
<table>
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<th>LO 90</th>
<th>HI 90</th>
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<tr>
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<td>.091</td>
<td>.115</td>
<td>.000</td>
</tr>
<tr>
<td>Independence model</td>
<td>.235</td>
<td>.225</td>
<td>.245</td>
<td>.000</td>
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</table>

**AIC**

<table>
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<tr>
<th>Model</th>
<th>AIC</th>
<th>BCC</th>
<th>BIC</th>
<th>CAIC</th>
</tr>
</thead>
<tbody>
<tr>
<td>Default model</td>
<td>405.384</td>
<td>409.568</td>
<td>528.600</td>
<td>562.600</td>
</tr>
<tr>
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<td>240.000</td>
<td>254.769</td>
<td>674.882</td>
<td>794.882</td>
</tr>
<tr>
<td>Independence model</td>
<td>1732.419</td>
<td>1734.265</td>
<td>1786.779</td>
<td>1801.779</td>
</tr>
</tbody>
</table>

**ECVI**

<table>
<thead>
<tr>
<th>Model</th>
<th>ECVI</th>
<th>LO 90</th>
<th>HI 90</th>
<th>MECVI</th>
</tr>
</thead>
</table>

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APPENDIX-III CIRCULAR ON CLAUSE 49 SEBI_2004

Parag Basu  Deputy General Manager Corporation Finance Department Division of Issues and Listing-II Phone: +91 22 2285 0451-56, (Extn: 410) 22871582    Fax: +91 22 2204 5633. Email: paragb@sebi.gov.in

SEBI/CFD/DIL/CG/1/2004/12/10 October 29, 2004

The Managing Director/Executive Director/Administrator of all the Stock Exchanges

Dear Sir/Madam,

Sub: Corporate Governance in listed Companies – Clause 49 of the Listing Agreement

1. All Stock Exchanges are hereby directed to amend the Listing Agreement by replacing the existing Clause 49 of the listing agreement (issued vide circulars dated 21st February, 2000, 9th March 2000, 12th September 2000, 22nd January, 2001, 16th March 2001 and 31st December 2001) with the revised Clause 49 given in Annexure I through I D to this circular. SEBI Circular no. SEBI/MRD/SE/31/2003/ 26/08 dated August 26, 2003 (which has been since deferred) is hereby withdrawn. The revised Clause 49 also specifies the reporting requirements for a company.

2. Please note that this is a master circular which supersedes all other earlier circulars issued by SEBI on Clause 49 of the Listing Agreement.

3. The provisions of the revised Clause 49 shall be implemented as per the schedule of implementation given below:

a) For entities seeking listing for the first time, at the time of seeking in-principle approval for such listing.  
b) For existing listed entities which were required to comply with Clause 49 which is being revised i.e. those having a paid up share capital of Rs. 3 crores and above or net worth of Rs. 25 crores or more at any time in the history of the company, by April 1, 2005.

Companies complying with the provisions of the existing Clause 49 at present (issued vide circulars dated 21st February, 2000, 9th March 2000, 12th September 2000, 22nd January, 2001 16th March 2001 and 31st December 2001) shall continue to do so till
the revised Clause 49 of the Listing Agreement is complied with or till March 31, 2005, whichever is earlier.

4. The companies which are required to comply with the requirements of the revised Clause 49 shall submit a quarterly compliance report to the stock exchanges as per sub Clause VI (ii), of the revised Clause 49, within 15 days from the end of every quarter. The first such report would be submitted for the quarter ending June 30, 2005. The report shall be signed either by the Compliance Officer or the Chief Executive Officer of the company.

5. The revised Clause 49 shall apply to all the listed companies, in accordance with the schedule of implementation given above. However, for other listed entities which are not companies, but body corporate (e.g. private and public sector banks, financial institutions, insurance companies etc.) incorporated under other statutes, the revised Clause 49 will apply to the extent that it does not violate their respective statutes and guidelines or directives issued by the relevant regulatory authorities. The revised Clause 49 is not applicable to Mutual Funds.

6. The Stock Exchanges shall ensure that all provisions of the revised Clause 49 have been complied with by a company seeking listing for the first time, before granting the in-principle approval for such listing. For this purpose, it will be considered satisfactory compliance if such a company has set up its Board and constituted committees such as Audit Committee, Shareholders/ Investors Grievances Committee etc. in accordance with the revised clause before seeking in-principle approval for listing.

7. The Stock Exchanges shall set up a separate monitoring cell with identified personnel to monitor the compliance with the provisions of the revised Clause 49 on corporate governance. The cell, after receiving the quarterly compliance reports from the companies which are required to comply with the requirements of the revised Clause 49, shall submit a consolidated compliance report to SEBI within 60 days from the end of each quarter.

Yours faithfully,
Parag Basu

Encl: Annexure I, I A, I B, I C & I D

Annexure I

Clause 49 - Corporate Governance

The company agrees to comply with the following provisions:

I. Board of Directors

(A) Composition of Board

(i) The Board of directors of the company shall have an optimum combination of executive and non-executive directors with not less than fifty percent of the board of directors comprising of non-executive directors.  (ii) Where the Chairman of the Board is a non-executive director, at least one-third of the Board should comprise of independent directors and in case he is an executive director, at least half of the Board should comprise of independent directors. (iii) For the purpose of the sub-clause (ii), the expression ‘independent director’ shall mean a non-executive director of the company who:

   a. apart from receiving director’s remuneration, does not have any material pecuniary relationships or transactions with the company, its promoters, its directors, its senior management or its holding company, its subsidiaries and associates which may affect independence of the director;  b. is not related to promoters or persons occupying management positions at the board level or at one level below the board;  c. has not been an executive of the company in the immediately preceding three financial years;  d. is not a partner or an executive or was not partner or an executive during the preceding three years, of any of the following: i) the statutory audit firm or the internal audit firm that is associated with the company, and ii) the legal firm(s) and consulting firm(s) that have a material association with the company.  e. is not a material supplier, service provider or customer or a lessor or lessee of the company, which may affect independence of the director; and  f. is not a substantial shareholder of the company i.e. owning two percent or more of the block of voting shares.
Explanation

For the purposes of the sub-clause (iii):

a. Associate shall mean a company which is an “associate” as defined in Accounting Standard (AS) 23, “Accounting for Investments in Associates in Consolidated Financial Statements”, issued by the Institute of Chartered Accountants of India. b. “Senior management” shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

c. “Relative” shall mean “relative” as defined in section 2(41) and section 6 read with Schedule IA of the Companies Act, 1956.

(iv) Nominee directors appointed by an institution which has invested in or lent to the company shall be deemed to be independent directors.

Explanation:

“Institution’ for this purpose means a public financial institution as defined in Section 4A of the Companies Act, 1956 or a “corresponding new bank” as defined in section 2(d) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 or the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1980 [both Acts].”

(B) Non executive directors’ compensation and disclosures

All fees/compensation, if any paid to non-executive directors, including independent directors, shall be fixed by the Board of Directors and shall require previous approval of shareholders in general meeting. The shareholders’ resolution shall specify the limits for the maximum number of stock options that can be granted to non-executive directors, including independent directors, in any financial year and in aggregate.

(C) Other provisions as to Board and Committees
(i) The board shall meet at least four times a year, with a maximum time gap of three months between any two meetings. The minimum information to be made available to the board is given in Annexure– I A.

(ii) A director shall not be a member in more than 10 committees or act as Chairman of more than five committees across all companies in which he is a director. Furthermore it should be a mandatory annual requirement for every director to inform the company about the committee positions he occupies in other companies and notify changes as and when they take place.

Explanation:

1. For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 25 of the Companies Act shall be excluded.

2. For the purpose of reckoning the limit under this sub-clause, Chairmanship/membership of the Audit Committee and the Shareholders’ Grievance Committee alone shall be considered.

(iii) The Board shall periodically review compliance reports of all laws applicable to the company, prepared by the company as well as steps taken by the company to rectify instances of non-compliances.

(D) Code of Conduct

(i) The Board shall lay down a code of conduct for all Board members and senior management of the company. The code of conduct shall be posted on the website of the company.

(ii) All Board members and senior management personnel shall affirm compliance with the code on an annual basis. The Annual Report of the company shall contain a declaration to this effect signed by the CEO.
Explanation: For this purpose, the term “senior management” shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

II Audit Committee

(A) Qualified and Independent Audit Committee

A qualified and independent audit committee shall be set up, giving the terms of reference subject to the following:

(i) The audit committee shall have minimum three directors as members. Two-thirds of the members of audit committee shall be independent directors.

(ii) All members of audit committee shall be financially literate and at least one member shall have accounting or related financial management expertise. Explanation 1: The term “financially literate” means the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows. Explanation 2: A member will be considered to have accounting or related financial management expertise if he or she possesses experience in finance or accounting, or requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. (iii) The Chairman of the Audit Committee shall be an independent director; (iv) The Chairman of the Audit Committee shall be present at Annual General Meeting to answer shareholder queries; (v) The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the company. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee; (vi) The Company Secretary shall act as the secretary to the committee.
(B) Meeting of Audit Committee

The audit committee should meet at least four times in a year and not more than four months shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there should be a minimum of two independent members present.

(C) Powers of Audit Committee

The audit committee shall have powers, which should include the following: 1. To investigate any activity within its terms of reference. 2. To seek information from any employee. 3. To obtain outside legal or other professional advice. 4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

(D) Role of Audit Committee

The role of the audit committee shall include the following:

1. Oversight of the company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible. 2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees. 3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors. 4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

   a. Matters required to be included in the Director’s Responsibility Statement to be included in the Board’s report in terms of clause (2AA) of section 217 of the Companies Act, 1956 b. Changes, if any, in accounting policies and practices and reasons for the same c. Major accounting entries involving estimates based on the exercise of judgment by management d. Significant adjustments made in the financial statements arising out of audit findings e. Compliance with listing and other legal requirements relating to financial statements f. Disclosure of any related party transactions g. Qualifications in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval 6. Reviewing, with the management,
performance of statutory and internal auditors, adequacy of the internal control systems. 7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit. 8. Discussion with internal auditors any significant findings and follow up there on.

9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board. 10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern. 11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors. 12. To review the functioning of the Whistle Blower mechanism, in case the same is existing. 13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the company has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

(E) Review of information by Audit Committee The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management; 3. Management letters / letters of internal control weaknesses issued by the statutory auditors; 4. Internal audit reports relating to internal control weaknesses; and 5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit
III. Subsidiary Companies

i. At least one independent director on the Board of Directors of the holding company shall be a director on the Board of Directors of a material non listed Indian subsidiary company. ii. The Audit Committee of the listed holding company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary company. iii. The minutes of the Board meetings of the unlisted subsidiary company shall be placed at the Board meeting of the listed holding company. The management should periodically bring to the attention of the Board of Directors of the listed holding company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary company.

Explanation 1: The term “material non-listed Indian subsidiary” shall mean an unlisted subsidiary, incorporated in India, whose turnover or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

Explanation 2: The term “significant transaction or arrangement” shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the material unlisted subsidiary for the immediately preceding accounting year.

Explanation 3: Where a listed holding company has a listed subsidiary which is itself a holding company, the above provisions shall apply to the listed subsidiary insofar as its subsidiaries are concerned.

IV. Disclosures
(A) Basis of related party transactions (i) A statement in summary form of 
transactions with related parties in the ordinary course of business shall be placed 
periodically before the audit committee.

(ii) Details of material individual transactions with related parties which are not in the 
normal course of business shall be placed before the audit committee.

(iii) Details of material individual transactions with related parties or others, which are 
not on an arm’s length basis should be placed before the audit committee, together 
with Management’s justification for the same.

(B) Disclosure of Accounting 
Treatment

Where in the preparation of financial statements, a treatment different from that 
prescribed in an Accounting Standard has been followed, the fact shall be disclosed in 
the financial statements, together with the management’s explanation as to why it 
believes such alternative treatment is more representative of the true and fair view of 
the underlying business transaction in the Corporate Governance Report.

(C) Board Disclosures – Risk management

The company shall lay down procedures to inform Board members about the risk 
assessment and minimization procedures. These procedures shall be periodically 
reviewed to ensure that executive management controls risk through means of a 
properly defined framework.

(D) Proceeds from public issues, rights issues, preferential issues etc.

When money is raised through an issue (public issues, rights issues, preferential issues 
etc.), it shall disclose to the Audit Committee, the uses / applications of funds by major 
category (capital expenditure, sales and marketing, working capital, etc), on a 
quarterly basis as a part of their quarterly declaration of financial results. Further, on 
an annual basis, the company shall prepare a statement of funds utilized for purposes 
other than

those stated in the offer document/prospectus/notice and place it before the audit 
committee. Such disclosure shall be made only till such time that the full money raised
through the issue has been fully spent. This statement shall be certified by the statutory auditors of the company. The audit committee shall make appropriate recommendations to the Board to take up steps in this matter.

(E) Remuneration of Directors

(i) All pecuniary relationship or transactions of the non-executive directors vis-à-vis the company shall be disclosed in the Annual Report.

(ii) Further the following disclosures on the remuneration of directors shall be made in the section on the corporate governance of the Annual Report:

(a) All elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc. (b) Details of fixed component and performance linked incentives, along with the performance criteria. (c) Service contracts, notice period, severance fees. (d) Stock option details, if any – and whether issued at a discount as well as the period over which accrued and over which exercisable.

(iii) The company shall publish its criteria of making payments to non-executive directors in its annual report. Alternatively, this may be put up on the company’s website and reference drawn thereto in the annual report.

(iv) The company shall disclose the number of shares and convertible instruments held by non-executive directors in the annual report.

(v) Non-executive directors shall be required to disclose their shareholding (both own or held by / for other persons on a beneficial basis) in the listed company in which they are proposed to be appointed as directors, prior to their appointment. These details should be disclosed in the notice to the general meeting called for appointment of such director

(F) Management

(i) As part of the directors’ report or as an addition thereto, a Management Discussion and Analysis report should form part of the Annual Report to the shareholders. This
Management Discussion & Analysis should include discussion on the following matters within the limits set by the company's competitive position:

i. Industry structure and developments.  
ii. Opportunities and Threats.  
iii. Segment-wise or product-wise performance.  
iv. Outlook.  
v. Risks and concerns.  
vi. Internal control systems and their adequacy.  
vii. Discussion on financial performance with respect to operational performance.

viii. Material developments in Human Resources / Industrial Relations front, including number of people employed.

(ii) Senior management shall make disclosures to the board relating to all material financial and commercial transactions, where they have personal interest, that may have a potential conflict with the interest of the company at large (for e.g. dealing in company shares, commercial dealings with bodies, which have shareholding of management and their relatives etc.)

Explanation: For this purpose, the term "senior management" shall mean personnel of the company who are members of its. core management team excluding the Board of Directors). This would also include all members of management one level below the executive directors including all functional heads.

(G) Shareholders

(i) In case of the appointment of a new director or re-appointment of a director the shareholders must be provided with the following information:

(a) A brief resume of the director; (b) Nature of his expertise in specific functional areas; (c) Names of companies in which the person also holds the directorship and the membership of Committees of the Board; and (d) Shareholding of non-executive directors as stated in Clause 49 (IV) (E) (v) above

(ii) Quarterly results and presentations made by the company to analysts shall be put on company’s web-site, or shall be sent in such a form so as to enable the stock exchange on which the company is listed to put it on its own web-site.
(iii) A board committee under the chairmanship of a non-executive director shall be formed to specifically look into the redressal of shareholder and investors complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. This Committee shall be designated as ‘Shareholders/Investors Grievance Committee’.

(iv) To expedite the process of share transfers, the Board of the company shall delegate the power of share transfer to an officer or a committee or to the registrar and share transfer agents. The delegated authority shall attend to share transfer formalities at least once in a fortnight.

V. CEO/CFO certification

The CEO, i.e. the Managing Director or Manager appointed in terms of the Companies Act, 1956 and the CFO i.e. the whole-time Finance Director or any other person heading the finance function discharging that function shall certify to the Board that:

(a) They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; (ii) these statements together present a true and fair view of the company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company’s code of conduct.

(c) They accept responsibility for establishing and maintaining internal controls and that they have evaluated the effectiveness of the internal control systems of the company and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

(d) They have indicated to the auditors and the Audit committee
(i) significant changes in internal control during the year; (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company’s internal control system.

VI. Report on Corporate Governance

(i) There shall be a separate section on Corporate Governance in the Annual Reports of company, with a detailed compliance report on Corporate Governance. Non-compliance of any mandatory requirement of this clause with reasons thereof and the extent to which the non-mandatory requirements have been adopted should be specifically highlighted. The suggested list of items to be included in this report is given in Annexure- I C and list of non-mandatory requirements is given in Annexure – I D.

(ii) The companies shall submit a quarterly compliance report to the stock exchanges within 15 days from the close of quarter as per the format given in Annexure I B. The report shall be signed either by the Compliance Officer or the Chief Executive Officer of the company.

VII. Compliance

(1) The company shall obtain a certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance as stipulated in this clause and annex the certificate with the directors’ report, which is sent annually to all the shareholders of the company. The same certificate shall also be sent to the Stock Exchanges along with the annual report filed by the company. (2) The non-mandatory requirements given in Annexure – I D may be implemented as per the discretion of the company. However, the disclosures of the compliance with mandatory requirements and adoption (and compliance) / non-adoption of the non-mandatory requirements shall be made in the section on corporate governance of the Annual Report.

Annexure I A
Information to be placed before Board of Directors

1. Annual operating plans and budgets and any updates. 2. Capital budgets and any updates. 3. Quarterly results for the company and its operating divisions or business segments. 4. Minutes of meetings of audit committee and other committees of the board. 5. The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary. 6. Show cause, demand, prosecution notices and penalty notices which are materially important 7. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems. 8. Any material default in financial obligations to and by the company, or substantial nonpayment for goods sold by the company. 9. Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the company or taken an adverse view regarding another enterprise that can have negative implications on the company. 10. Details of any joint venture or collaboration agreement. 11. Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property. 12. Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc. 13. Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business. 14. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material. 15. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

Annexure I B

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: Quarter ending on: Particulars Clause of Listing agreement

Compliance Status Yes/No
Remarks

I. Board of Directors 49 I

(A) Composition of Board 49 (IA)  
(B) Non-executive Directors’ compensation & disclosures 49 (IB)  
(C) Other provisions as to Board and Committees 49 (IC)  
(D) Code of Conduct 49 (ID)

II. Audit Committee 49 (II)

(A) Qualified & Independent Audit Committee 49 (IIA)  
(B) Meeting of Audit Committee 49 (IIB)  
(C) Powers of Audit Committee 49 (IIC)  
(D) Role of Audit Committee 49 (IID)  
(E) Review of Information by Audit Committee 49 (IIE)

III. Subsidiary Companies 49 (III)

IV. Disclosures 49 (IV)

(A) Basis of related party transactions 49 (IV A)  
(B) Board Disclosures 49 (IV B)  
(C) Proceeds from public issues, rights issues, preferential issues etc. 49 (IV C)  
(D) Remuneration of Directors 49 (IV D)  
(E) Management 49 (IV E)  
(F) Shareholders 49 (IV F)

V. CEO/CFO Certification 49 (V)

VI. Report on Corporate Governance 49 (VI)

VII. Compliance 49 (VII)

Note: 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.  
2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words “N.A.” may be indicated against 49 (IV A).
3) In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – “will be complied with at the AGM”. Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

Annexure I C

Suggested List of Items to Be Included In the Report on Corporate Governance in the Annual Report of Companies

1. A brief statement on company's philosophy on code of governance.

2. Board of Directors:
   i. Composition and category of directors, for example, promoter, executive, non-executive, independent non-executive, nominee director, which institution represented as lender or as equity investor. ii. Attendance of each director at the Board meetings and the last AGM. iii. Number of other Boards or Board Committees in which he/she is a member or Chairperson iv. Number of Board meetings held, dates on which held.

3. Audit Committee:
   i. Brief description of terms of reference ii. Composition, name of members and Chairperson iii. Meetings and attendance during the year

4. Remuneration Committee:
   i. Brief description of terms of reference ii. Composition, name of members and Chairperson iii. Attendance during the year iv. Remuneration policy v. Details of remuneration to all the directors, as per format in main report.

5. Shareholders Committee:
i. Name of non-executive director heading the committee ii. Name and designation of compliance officer iii. Number of shareholders’ complaints received so far iv. Number not solved to the satisfaction of shareholders v. Number of pending complaints

6. General Body meetings:

i. Location and time, where last three AGMs held. ii. Whether any special resolutions passed in the previous 3 AGMs iii. Whether any special resolution passed last year through postal ballot – details of voting pattern iv. Person who conducted the postal ballot exercise v. Whether any special resolution is proposed to be conducted through postal ballot vi. Procedure for postal ballot

7. Disclosures:

i. Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large. ii. Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years. iii. Whistle Blower policy and affirmation that no personnel has been denied access to the audit committee. iv. Details of compliance with mandatory requirements and adoption of the nonmandatory requirements of this clause


i. Quarterly results ii. Newspapers wherein results normally published iii. Any website, where displayed iv. Whether it also displays official news releases; and v. The presentations made to institutional investors or to the analysts.

9. General Shareholder information:

i. AGM : Date, time and venue ii. Financial year iii. Date of Book closure iv. Dividend Payment Date v. Listing on Stock Exchanges vi. Stock Code vii. Market Price Data : High., Low during each month in last financial year viii. Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc. ix. Registrar and Transfer Agents x. Share Transfer System xi. Distribution of shareholding xii. Dematerialization of shares and liquidity xiii. Outstanding GDRs/ADRs/Warrants or
any Convertible instruments, conversion date and likely impact on equity xiv. Plant Locations xv. Address for correspondence

Annexure I D

Non-Mandatory Requirements

(1) The Board A non-executive Chairman may be entitled to maintain a Chairman’s office at the company’s expense and also allowed reimbursement of expenses incurred in performance of his duties.

Independent Directors may have a tenure not exceeding, in the aggregate, a period of nine years, on the Board of a company.

(2) Remuneration Committee i. The board may set up a remuneration committee to determine on their behalf and on behalf of the shareholders with agreed terms of reference, the company’s policy on specific remuneration packages for executive directors including pension rights and any compensation payment. ii. To avoid conflicts of interest, the remuneration committee, which would determine the remuneration packages of the executive directors may comprise of at least three directors, all of whom should be non-executive directors, the Chairman of committee being an independent director. iii. All the members of the remuneration committee could be present at the meeting. iv. The Chairman of the remuneration committee could be present at the Annual General Meeting, to answer the shareholder queries. However, it would be up to the Chairman to decide who should answer the queries.

(3) Shareholder Rights A half-yearly declaration of financial performance including summary of the significant events in last six-months, may be sent to each household of shareholders.

(4) Audit qualifications Company may move towards a regime of unqualified financial statements.
(5) Training of Board Members A company may train its Board members in the business model of the company as well as the risk profile of the business parameters of the company, their responsibilities as directors, and the best ways to discharge them.

(6) Mechanism for evaluating non-executive Board Members The performance evaluation of non-executive directors could be done by a peer group comprising the entire Board of Directors, excluding the director being evaluated; and Peer Group evaluation could be the mechanism to determine whether to extend / continue the terms of appointment of non-executive directors.

(7) Whistle Blower Policy The company may establish a mechanism for employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the company’s code of conduct or ethics policy. This mechanism could also provide for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit committee in exceptional cases. Once established, the existence of the mechanism may be appropriately communicated within the organization.
APPENDIX-IV CIRCULAR ON CLAUSE 49 SEBI_2014

CIR/CFD/POLICY CELL/7/2014 September 15, 2014

To All Recognised Stock Exchanges

Dear Sir(s)/Madam(s),

Sub: Corporate Governance in listed entities - Amendments to Clause 49 of the Equity Listing Agreement

1. This circular is in continuation to circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 on amendments to Clauses 35B and 49 of the Equity Listing Agreement. In terms of the said circular, the revised Clause 49 would be applicable to all listed companies with effect from October 01, 2014.

2. The Ministry of Corporate Affairs has issued the following circulars on matters related to Corporate Governance clarifying certain provisions of the Companies Act, 2013: Sr. no. Reference Date Subject matter
   2. Circular No.30/2014 July 17, 2014 Clarifications on matters relating to related party transactions

3. Post issuance of the SEBI circular dated April 17, 2014, SEBI vide letter dated August 12, 2014, sought the status of preparedness of top 500 listed companies by market capitalization, for ensuring timely compliance with the revised Clause 49.

4. Meanwhile, SEBI has received representations from market participants including companies and industry associations, highlighting certain practical difficulties in ensuring compliance, seeking clarifications on interpretation of certain provisions and suggesting various options to ease the process of implementation.

5. The aforesaid issues were examined and discussed in the Primary Market Advisory Committee of SEBI. In order to address the above mentioned concerns and facilitate the listed companies to ensure compliance with the provisions of the revised Clause 49, it has
been decided to make certain amendments to Clause 49. The amendments are given as Annexure to the circular. 7. It is reiterated that the provisions of Clause 49 as specified in Circular dated April 17, 2014, as amended through this circular would be applicable with effect from October 01, 2014 except Clause 49 (II)(A)(1). 8. The above amendments are carried out in exercise of the powers conferred under Section 11 read with Section 11A of the Securities and Exchange Board of India Act, 1992. 9. All Stock Exchanges are advised to ensure compliance with this circular and carry out the amendments to their Listing Agreement as per the Annexure. 10. This circular is available on SEBI website at www.sebi.gov.in under the categories “Legal Framework” and “Issues and Listing”. Yours faithfully,

Amit Tandon Deputy General Manager +91-22-26449373 amitt@sebi.gov.in

Encl : Annexure – Amendments to Clause 49 of the Listing Agreement

Annexure

Amendments to Clause 49 of the Listing Agreement 1. Applicability of Clause 49 The Clause 49 of the Listing Agreement shall be applicable to all companies whose equity shares are listed on a recognized stock exchange. However, compliance with the provisions of Clause 49 shall not be mandatory, for the time being, in respect of the following class of companies:

a. Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year; Provided that where the provisions of Clause 49 becomes applicable to a company at a later date, such company shall comply with the requirements of Clause 49 within six months from the date on which the provisions became applicable to the company.
b. Companies whose equity share capital is listed exclusively on the SME and SME-ITP Platforms.

2. Clarification on applicability of appointment of woman director The provisions regarding appointment of woman director as provided in Clause 49 (II)(A)(1) shall be applicable with effect from April 01, 2015.

3. Amendment to Clause 49(II)(B)(1)(c) The clause shall be substituted with the following: "(c) apart from receiving director's remuneration, has or had no material pecuniary relationship with the company, its holding, subsidiary or associate company,
or their promoters, or directors, during the two immediately preceding financial years or during the current financial year."

4. Amendment to Clause 49(II)(B)(3)(a) The clause shall be substituted with the following: "The maximum tenure of Independent Directors shall be in accordance with the Companies Act, 2013 and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time."

5. Amendment to Clause 49(II)(B)(4)(b) The clause shall be substituted with the following: "(b) The terms and conditions of appointment shall be disclosed on the website of the company." 6. Amendment to Clause 49(II)(B)(7) The clause shall be substituted with the following: "7. Familiarisation programme for Independent Directors a. The company shall familiarise the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes. b. The details of such familiarisation programmes shall be disclosed on the company's website and a web link thereto shall also be given in the Annual Report." 7. Amendment to Clause 49(IV)(A) The clause shall be substituted with the following: "A. The company through its Board of Directors shall constitute the nomination and remuneration committee which shall comprise at least three directors, all of whom shall be non-executive directors and at least half shall be independent. Chairman of the committee shall be an independent director. Provided that the chairperson of the company (whether executive or nonexecutive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee." 8. Amendment to Clause 49(V)(D) The clause shall be substituted with the following: "(D)The company shall formulate a policy for determining ‘material’ subsidiaries and such policy shall be disclosed on the company's website and a web link thereto shall be provided in the Annual Report." 9. Amendment to Clause 49(V) (F) The clause shall be substituted with the following: "(F) No company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a
10. Amendment to Clause 49(V)(G) The clause shall be substituted with the following: "(G) Selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal." Explanation (i): For the purpose of sub-clause (V)(A), the term “material nonlisted Indian subsidiary” shall mean an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding financial year.

Explanation (ii): For the purpose of sub-clause (V)(C), the term “significant transaction or arrangement” shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the material unlisted subsidiary for the immediately preceding financial year.

Explanation (iii): For the purpose of sub-clause (V), where a listed holding company has a listed subsidiary which is itself a holding company, the above provisions shall apply to the listed subsidiary insofar as its subsidiaries are concerned."

11. Amendment to Clause 49(VI) The clause 49(VI)(C) shall be substituted with the following: "(C) The company through its Board of Directors shall constitute a Risk Management Committee. The Board shall define the roles and responsibilities of the Risk Management Committee and may delegate monitoring and reviewing of the risk management plan to the committee and such other functions as it may deem fit."

The following clauses shall be inserted after Clause 49(VI)(C): "(D) The majority of Committee shall consist of members of the Board of Directors. (E) Senior executives of the company may be members of the said Committee but the Chairman of the Committee shall be a member of the Board of Directors."

12. Amendment to Clause 49(VII)(A) The following explanation shall be inserted after Clause 49(VII)(A): "Explanation: A "transaction" with a related party shall be construed to include single transaction or a group of transactions in a contract."

13. Amendment to Clause 49(VII)(B) The clause shall be substituted with the following: "B. For the purpose of
Clause 49 (VII), an entity shall be considered as related to the company if: (i) such entity is a related party under Section 2(76) of the Companies Act, 2013; or (ii) such entity is a related party under the applicable accounting standards."

14. Amendment to Clause 49(VII)(C) The clause shall be substituted with the following: "(C)The company shall formulate a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions.

Provided that a transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company." 15. Amendment to Clause 49(VII)(D) The clause shall be substituted with the following: "(D)All Related Party Transactions shall require prior approval of the Audit Committee. However, the Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the company subject to the following conditions:

a. The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy on Related Party Transactions of the company and such approval shall be applicable in respect of transactions which are repetitive in nature. b. The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the company; c. Such omnibus approval shall specify (i) the name/s of the related party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into, (ii) the indicative base price / current contracted price and the formula for variation in the price if any and (iii) such other conditions as the Audit Committee may deem fit; Provided that where the need for Related Party Transaction cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs.1 crore per transaction. d. Audit Committee shall review, at least on a quarterly basis, the details of RPTs entered into by the company pursuant to each of the omnibus approval given. e. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year" 16. Amendment to Clause 49(VII)(E) The following proviso and explanations shall be inserted after Clause 49(VII)(E): "Provided that sub-clause 49
(VII)(D) and (E) shall not be applicable in the following cases: (i) transactions entered into between two government companies; (ii) 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. Explanation (i): For the purpose of Clause 49(VII), "Government company" shall have the same meaning as defined in Section 2(45) of the Companies Act, 2013." Explanation (ii): For the purpose of Clause 49(VII), all entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not."

17. Amendment to Clause 49(VIII)(A)(2) The clause shall be substituted with the following: "(2) The company shall disclose the policy on dealing with Related Party Transactions on its website and a web link thereto shall be provided in the Annual Report."

18. Amendment to Clause 49(VIII)(F), (G) and (H) These clauses shall stand deleted.

19. Amendment to clause 49(IX) The words "The CEO, i.e. the Managing Director or Manager appointed in terms of the Companies Act, 1956 and the CFO i.e. the whole-time Finance Director or any other person heading the finance function discharging that function shall certify to the Board that:" shall be substituted with:

"The CEO or the Managing Director or manager or in their absence, a Whole Time Director appointed in terms of Companies Act, 2013 and the CFO shall certify to the Board that:"

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