**ICSI NATIONAL AWARDS FOR EXCELLENCE IN CORPORATE GOVERNANCE, 2018**

***GENERAL INSTRUCTIONS FOR FILLING THE QUESTIONNAIRE***

It is assured that the data provided by you shall be used only for ascertaining and evaluating Corporate Governance Practices of your company for ICSI National Awards for Excellence in Corporate Governance, 2018. The data furnished and the identity of the respondent will be kept confidential. The decision of Institute, based on the recommendations of the Jury, will be final and binding on all participating companies.

1. *Please fill in the questionnaires on the basis of the facts of your company.*
2. *All Questions from Part II onwards carry weightage. Please answer all questions. In case any question is not applicable to your company, please tick ‘not applicable’ or write the same. In case of wrong or misleading response negative weightage will be given.*
3. *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.*
4. *Please furnish the policies, codes, as relevant in respective questions to enable fair evaluation of the company.*
5. *Please furnish the following documents along with the Questionnaires –*
   1. *hard copies of Annual Report for the years 2017-18, 2016-17 and 2015-16*
   2. *Shareholding pattern for the first quarter of F.Y. 2017-18*
   3. *Relevant documents wherever required/referred.*
6. *The information provided in the Questionnaires should relate to financial year 2017-18 or period of one year ending in that year.*
7. *The covering letter/e-mail to the duly filled in Questionnaires should contain a statement to the effect that the responses to the Questions in the Questionnaires and the information given in supporting documents are true to the best of knowledge, information and belief of the person authorized to sign the covering letter/e-mail.*
8. *In case of any difficulty in filling the Questionnaires, please email your query to the Institute at* [*cgawards@icsi.edu*](mailto:cgawards@icsi.edu)*.*
9. *The application along with all relevant documents may be submitted either in hard copy and a soft copy of the same may be submitted via e-mail at* [*cgawards@icsi.edu*](mailto:cgawards@icsi.edu)*. The hard copies are required to be sent to the following address:*

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

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

*Phones: 011 – 4534 1081, 4534 1030 Fax: +91-11-2462 6727*

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

1. *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.*

**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. **Chief Executive Officer** | **Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**  **E-mail ID: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |
|  | 1. **Company Secretary** | **Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**  **E-mail ID: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_** |

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

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

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

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 1. **COMPANY INFORMATION** | | | | | | | |
| **CIN 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** | | |  | | | | |
| **No. of Joint Ventures** | | |  | | | | |
| **No. of Associates** | | |  | | | | |
| **Holding Company** | | |  | | | | |
| **Paid-up share capital as on March 31, 2018** | | |  | | | | |
| **Change in Capital structure, if any, during the year (Mention the Change)** | | |  | | | | |
| **No. of Employees** | | |  | | | | |
| **No. of locations or plants** | | |  | | | | |
| **Total number of shareholders** | | |  | | | | |
| 1. **Financial Information on Standalone basis (INR in Lakhs)** | | | | | | | |
|  | **2017-18** | | | **2016-17** | | **2015-16** | |
| **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** |  | | |  | |  | |
| **Market Capitalisation as on the last date of the relevant financial year** |  | | |  | |  | |
| **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 designated lead independent director?**

 Yes  No

(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. **Has any of the director of the company been disqualified in any other company?**

 Yes  No

If Yes, give details thereof

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

* 1. **Has any group company been struck off by Ministry of Corporate Affairs in the last Financial Year?**

 Yes  No

If Yes, give details thereof

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

1. **BOARD PROCESSES**

**2.1 How soon are 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 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 such compliances**

* 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/procedure or the web-link)**

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

 Yes  No

(Please provide a copy of the Code or the web-link)

* 1. **(a) Whether any independent director resigned during the year?**

 Yes  No

**(b) If yes, whether the reasons for resignation of such independent director(s) were disclosed:**

* 1. **To the exchange immediately**

 Yes  No

* 1. **In the Annual Report**

 Yes  No

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

* 1. **Whether any related party transaction (RPT) approved by the Audit Committee/Board has been rejected by the shareholders?**

 Yes  No NA

* 1. **Has the company paid royalty and Brand Payments to Related Parties exceeding 2 percent of the annual consolidated turnover, as per its last audited financial statements?**

 Yes  No

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

 Yes  No

* 1. **Does the Audit Committee have an independent session with 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. **Has the Nomination and Remuneration Committee determined the evaluation criteria for Independent Directors, Boards, Committees and Individual director?**

 Yes  No

* 1. **Who (by designation) has been nominated as nodal officer in relation to Investor Education and Protection Fund Authority?**

 Chief Financial Officer

 Chief Communications officer

 Company Secretary

 Any other (Please specify\_\_\_\_\_\_\_\_\_\_\_\_)

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

* 1. **In case the company has subsidiaries whether the company has intimated the stock exchange, as to whether or not the listed company opts to additionally submit quarterly/year-to-date consolidated financial result?**

 Yes  No

* 1. **In case the company has opted to submit unaudited financial results (both on quarterly and year-to-date) whether the company has submitted limited review report?**

 Yes  No

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

 Yes  No  NA

If adopted mention the effective year \_\_\_\_\_\_.

* 1. **Has the Company adopted integrated reporting framework in accordance with IIRC?**

 Yes  No

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

 Yes  No

|  |  |
| --- | --- |
| Year | INR (in lakhs) |
| 2017-18 |  |
| 2016-17 |  |
| 2015-16 |  |
| 2014-15 |  |
| 2013-14 |  |

**\*Note**: Net worth shall mean Share Capital (Add) + Reserves & Surplus (Minus) – Miscellaneous Expenditure and other fictitious assets to the extent not written off or adjusted.

The net worth may be mentioned after making suitable adjustments for mergers, demergers etc.

(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) |
| 2017-18 |  |
| 2016-17 |  |
| 2015-16 |  |
| 2014-15 |  |
| 2013-14 |  |

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

|  |  |
| --- | --- |
| Year | EPS (in INR) |
| 2017-18 |  |
| 2016-17 |  |
| 2015-16 |  |
| 2014-15 |  |
| 2013-14 |  |

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

* 1. **Has the company paid dividend in each of the previous five financial years?**

 Yes  No

|  |  |
| --- | --- |
| Year | Rs./ per share of Rs………………. (F.V.) |
| 2017-18 |  |
| 2016-17 |  |
| 2015-16 |  |
| 2014-15 |  |
| 2013-14 |  |

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

* 1. **Does the company articulate a range of payout ratio in the dividend distribution policy for its shareholders?**

 Yes  No

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

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

 Yes  No  Not applicable

(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

(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. **(a) Does the company have in place articulated policy which explains its supplier/contractor engagement processes?**

 Yes  No

1. **If yes, whether such policy is published or displayed on its website?**

 Yes  No

(Provide the weblink for the same)

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

 Yes  No

(If yes, please enclose questionnaire and summary results)

* 1. **Has any awareness programme been conducted about the whistle-blower mechanism available in the past one year?**

 Yes  No

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

* 1. **Were any fines/penalties 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/penaltieslevied on the company is disclosed in the Annual report?**

 Yes  No

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

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

 Yes  No

* 1. **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. **Does the ‘terms of reference’ of Risk Management Committee or any other committee include review and monitoring of risk associated with cyber security and attached risks?**

**** Yes  No

(Please mention the name of other committee w.r.t. the question\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_)

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

 Yes  No

(If yes, please provide the details of same)

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

 Yes  No

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

*Part A- CSR*

* 1. **Does the company disclose its policy on CSR on its website?**

** Yes  No**

(Please mention the relevant weblink\_\_\_\_\_\_\_\_\_\_\_\_\_\_)

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

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

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_**

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

** Yes  No**

* 1. **Does the company publish Sustainability Report every year?**

** Yes  No**

**(If yes, please give a copy of the same or provide web link)**

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

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

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

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**