



CIRCULAR

SEBI/HO/CFD/CMD-2/P/CIR/2021/567

May 31, 2021

To

**All Listed entities
All the Recognised stock exchanges**

Dear Sir/Madam,

Sub: Format of compliance report on Corporate Governance by Listed Entities

1. As per the provisions of Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), a listed entity is required to submit a quarterly compliance report on corporate governance in the format specified by the Board from time to time to recognised Stock Exchange(s).
2. The format for compliance report on Corporate Governance by listed entities has been specified, as per the following annexures, vide Circular No. CIR/CFD/CMD/5/2015 dated September 24, 2015 and modified vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2019/78 dated July 16, 2019.
 - I. [Annex - I](#) - on quarterly basis;
 - II. [Annex - II](#) - at the end of a financial year
 - III. [Annex - III](#) - at the end of 6 months from the close of financial year.
3. In order to bring about transparency and to strengthen the disclosures around loans/ guarantees/comfort letters/ security provided by the listed entity, directly or indirectly to promoter/ promoter group entities or any other entity controlled by them, it has been decided to mandate such disclosures on a half yearly basis, in the Compliance Report on Corporate Governance. The format of disclosure in this regard is specified vide [Annex - IV](#) of the said report and shall be effective from financial year 2021-22.
4. Accordingly the format for compliance report on Corporate Governance shall be as under:
 - I. [Annex - I](#) - on quarterly basis;
 - II. [Annex - II](#) - at the end of a financial year
 - III. [Annex - III](#) - at the end of 6 months from the close of financial year.
 - IV. [Annex - IV](#) - on a half yearly basis (w.e.f. first half year of the FY 21-22)



भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

5. This circular supersedes the aforementioned SEBI Circulars dated September 24, 2015 and July 16, 2019.
6. The Stock Exchanges are advised to bring the provisions of this Circular to the notice of listed entities and also disseminate the same on their websites.
7. This Circular is issued in exercise of the powers conferred under Section 11 (1) of the Securities and Exchange Board of India Act, 1992 read with Regulation 101 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Yours faithfully,

Surabhi Gupta
General Manager
Compliance and Monitoring Division
Corporation Finance Department
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Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity
2. Quarter ending

| I. Composition of Board of Directors | | | | | | | | | | | | |
|---|----------------------|--|---|-----------------------------|------------------------|-------------------|----------|---------------|--|--|--|---|
| Title (Mr . / Ms) | Name of the Director | PAN\$ & DIN | Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) & | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure * | Date of Birth | No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)] | Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| | | | | | | | | | | | | |
| | | Whether Regular chairperson appointed | | | | | | | | | | |
| | | Whether Chairperson is related to managing director or CEO | | | | | | | | | | |
| | | <p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i></p> | | | | | | | | | | |



| II. Composition of Committees | | | | | |
|--|---|------------------------------------|---|---|---|
| Name of Committee | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§] | Date of Appointment | Date of Cessation |
| 1. Audit Committee | | | | | |
| 2. Nomination & Remuneration Committee | | | | | |
| 3. Risk Management Committee(if applicable) | | | | | |
| 4. Stakeholders Relationship Committee' | | | | | |
| <i>§Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i> | | | | | |
| III. Meeting of Board of Directors | | | | | |
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive (in number of days) |
| | | Yes / No | | | |
| <i>* to be filled in only for the current quarter meetings</i> | | | | | |
| IV. Meetings of Committees | | | | | |
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| | Yes / No | | | | |
| <i>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</i> | | | | | |
| <i>**to be filled in only for the current quarter meetings</i> | | | | | |
| V. Related Party Transactions | | | | | |
| Subject | | | Compliance status (Yes/No/NA) | | |
| Whether prior approval of audit committee obtained | | | refer note below | | |



| | |
|---|--|
| Whether shareholder approval obtained for material RPT | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee | |
| Note: 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. | |
| VI. Affirmations | |
| <ol style="list-style-type: none">1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015<ol style="list-style-type: none">a. Audit Committeeb. Nomination & Remuneration Committeec. Stakeholders Relationship Committeed. Risk management committee (applicable to the top 100 listed entities)3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. | |
| Name & Designation | |
| Company Secretary / Compliance Officer / Managing Director / CEO / CFO | |

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations | | |
|---|---|---|
| Item | Compliance status (Yes/No/NA) refer note below | If Yes provide link to website. If No / NA provide reasons |
| As per regulation 46(2) of the LODR: | | |
| a) Details of business | | |
| b) Terms and conditions of appointment of independent directors | | |
| c) Composition of various committees of board of directors | | |
| d) Code of conduct of board of directors and senior management personnel | | |
| e) Details of establishment of vigil mechanism/ Whistle Blower policy | | |
| f) Criteria of making payments to non-executive directors | | |
| g) Policy on dealing with related party transactions | | |
| h) Policy for determining 'material' subsidiaries | | |
| i) Details of familiarization programmes imparted to independent directors | | |
| j) Email address for grievance redressal and other relevant details | | |
| k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | | |
| l) Financial results | | |
| m) Shareholding pattern | | |
| n) Details of agreements entered into with the media companies and/or their associates | | |
| o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | | |
| p) New name and the old name of the listed entity | | |
| q) Advertisements as per regulation 47 (1) | | |
| r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments | | |
| s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | | |
| As per other regulations of the LODR: | | |
| a) Whether company has provided information under separate section on its website as per Regulation 46(2) | | |
| b) Materiality Policy as per Regulation 30 | | |



| | | |
|---|--|--|
| c) Dividend Distribution policy as per Regulation 43A (as applicable) | | |
| <i>It is certified that these contents on the website of the listed entity are correct.</i> | | |

| II Annual Affirmations | | |
|--|--------------------------|---|
| Particulars | Regulation Number | Compliance status (Yes/No/NA) refer note below |
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i> | 16(1)(b) & 25(6) | |
| <i>Board composition</i> | 17(1), 17(1A) & 17(1B) | |
| <i>Meeting of board of directors</i> | 17(2) | |
| <i>Quorum of board meeting</i> | 17(2A) | |
| <i>Review of Compliance Reports</i> | 17(3) | |
| <i>Plans for orderly succession for Appointments</i> | 17(4) | |
| <i>Code of Conduct</i> | 17(5) | |
| <i>Fees/compensation</i> | 17(6) | |
| <i>Minimum Information</i> | 17(7) | |
| <i>Compliance Certificate</i> | 17(8) | |
| <i>Risk Assessment & Management</i> | 17(9) | |
| <i>Performance Evaluation of Independent Directors</i> | 17(10) | |
| <i>Recommendation of board</i> | 17(11) | |
| <i>Maximum number of directorship</i> | 17A | |
| <i>Composition of Audit Committee</i> | 18(1) | |
| <i>Meeting of Audit Committee</i> | 18(2) | |
| <i>Composition of Nomination & Remuneration Committee</i> | 19(1) & (2) | |
| <i>Quorum of Nomination and Remuneration Committee meeting</i> | 19(2A) | |
| <i>Meeting of Nomination & Remuneration Committee</i> | 19(3A) | |
| <i>Composition of Stakeholder Relationship Committee</i> | 20(1), 20(2) and 20(2A) | |
| <i>Meeting of Stakeholder Relationship Committee</i> | 20 (3A) | |



| | | |
|---|------------------------------|--|
| Composition and role of Risk Management Committee | 21(1),(2),(3),(4) | |
| Meeting of Risk Management Committee | 21(3A) | |
| Vigil Mechanism | 22 | |
| Policy for related party Transaction | 23(1),(1A),(5),(6),(7) & (8) | |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | |
| Approval for material related party Transactions | 23(4) | |
| Disclosure of related party transactions on consolidated basis | 23(9) | |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | |
| Annual Secretarial Compliance Report | 24(A) | |
| Alternate Director to Independent Director | 25(1) | |
| Maximum Tenure | 25(2) | |
| Meeting of independent directors | 25(3) & (4) | |
| Familiarization of independent directors | 25(7) | |
| Declaration from Independent Director | 25(8) & (9) | |
| Directors and Officers insurance | 25(10) | |
| Memberships in Committees | 26(1) | |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel | 26(3) | |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | |
| Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here. | | |



III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

Name & Designation

Company Secretary / Compliance Officer / Managing Director / CEO / CFO

Format to be submitted by listed entity at the end of 6 months from the close of financial year

| Affirmations | | |
|---|--------------------------------------|---|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA)^{refer} note below |
| <i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website</i> | 46(2) | |
| <i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i> | 18(1)(d) | |
| <i>Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting</i> | 19(3) | |
| <i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting</i> | 20(3) | |
| <i>Whether "Corporate Governance Report" disclosed in Annual Report</i> | 34(3) read with para C of Schedule V | |
| Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here. | | |
| Name & Designation Company Secretary / Compliance Officer / Managing Director / CEO / CFO | | |

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending -

| I. Disclosure of Loans / guarantees / comfort letters / securities etc. <small>refer note below</small> | | | |
|--|--|---|--|
| (A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to: | | | |
| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months | |
| Promoter or any other entity controlled by them | | | |
| Promoter Group or any other entity controlled by them | | | |
| Directors (including relatives) or any other entity controlled by them | | | |
| KMPs or any other entity controlled by them | | | |
| (B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by: | | | |
| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
| Promoter or any other entity controlled by them | | | |
| Promoter Group or any other entity controlled by them | | | |
| Directors (including relatives) or any other entity controlled by them | | | |



| | | | |
|---|--|--|--|
| KMPs or any other entity controlled by them | | | |
|---|--|--|--|

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|--|--------------------------------------|--|--|
| Promoter or any other entity controlled by them | | | |
| Promoter Group or any other entity controlled by them | | | |
| Directors (including relatives) or any other entity controlled by them | | | |
| KMPs or any other entity controlled by them | | | |

II. Affirmations:
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Name & Designation
CEO / CFO

Note

1. *These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
 - a) *by a government company to/ for the Government or government company*
 - b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
 - c) *by a banking company or an insurance company ; and*
 - d) *by the listed entity to its employees or directors as a part of the service conditions*
2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..*