



INSPIRE
ACADEMY

CS PROFESSIONAL

ESG
Chapter 8

**Board Report and
Website Disclosure
Revision**

Date - 22nd April 2024

Time - 5.30 pm

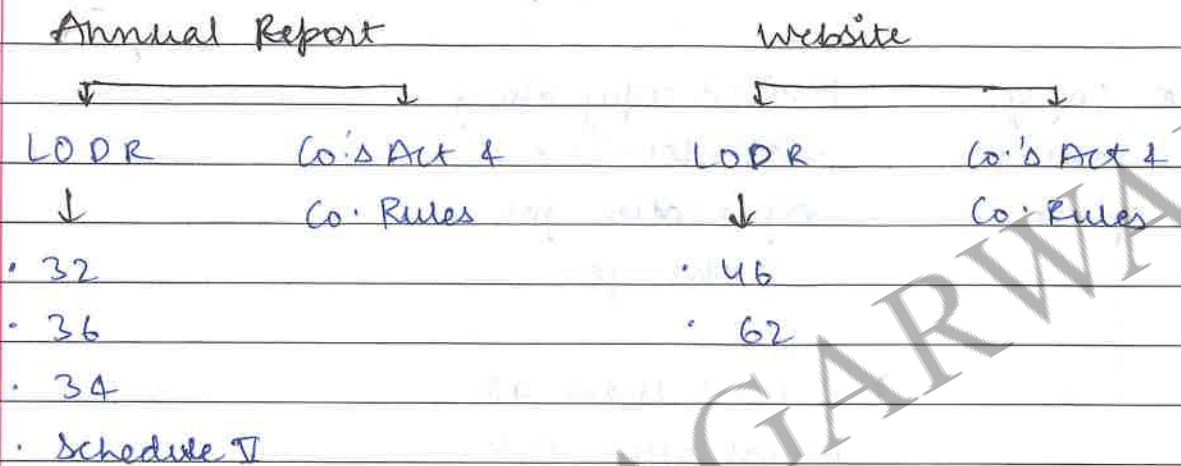


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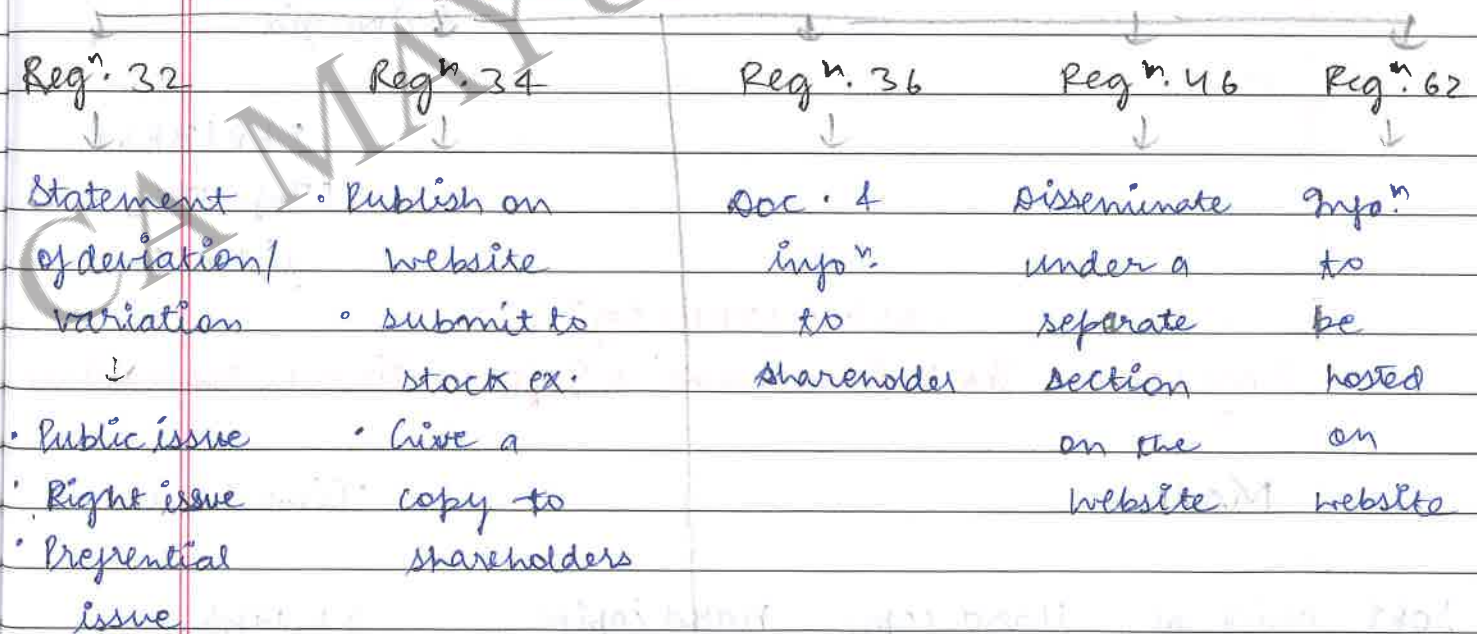
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Overview of the chapter

Disclosure → Transparency



→ Overview of LODR

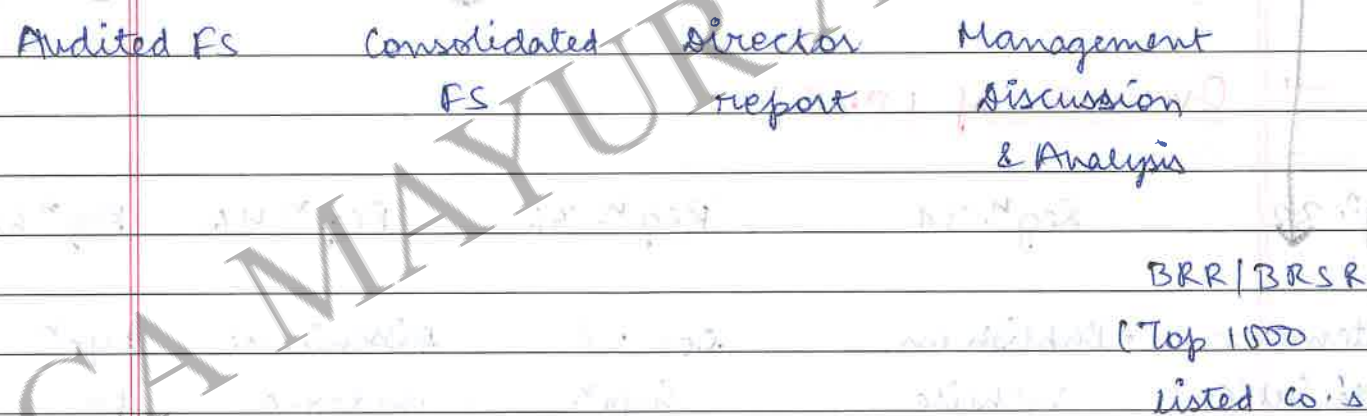
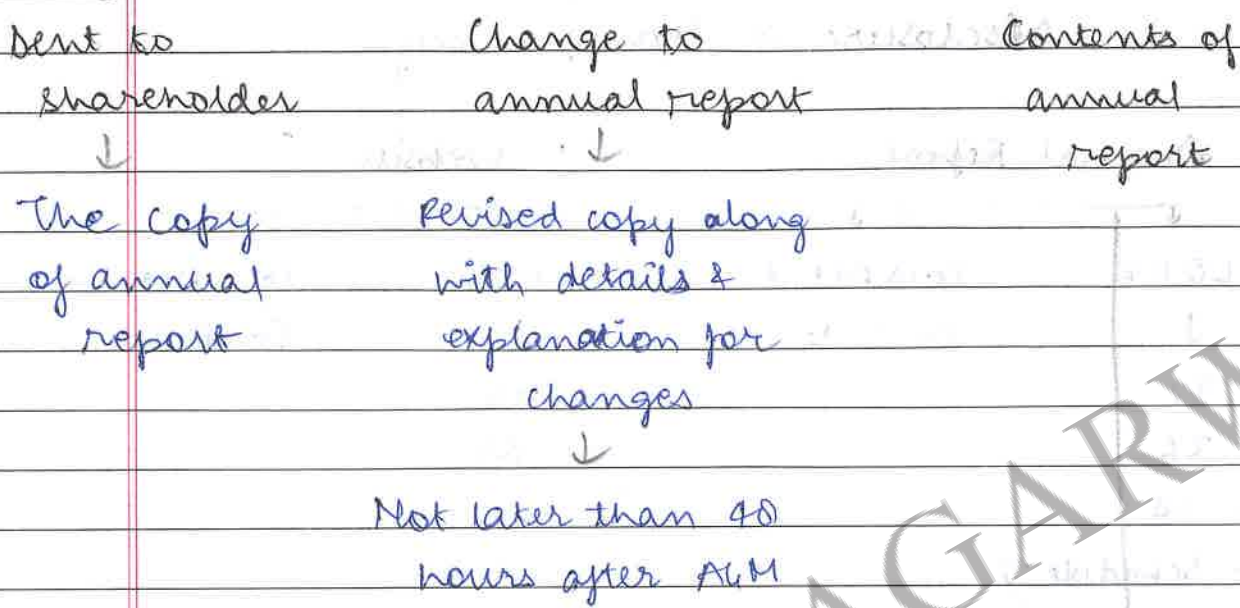


Schedule V

Additional disclosure

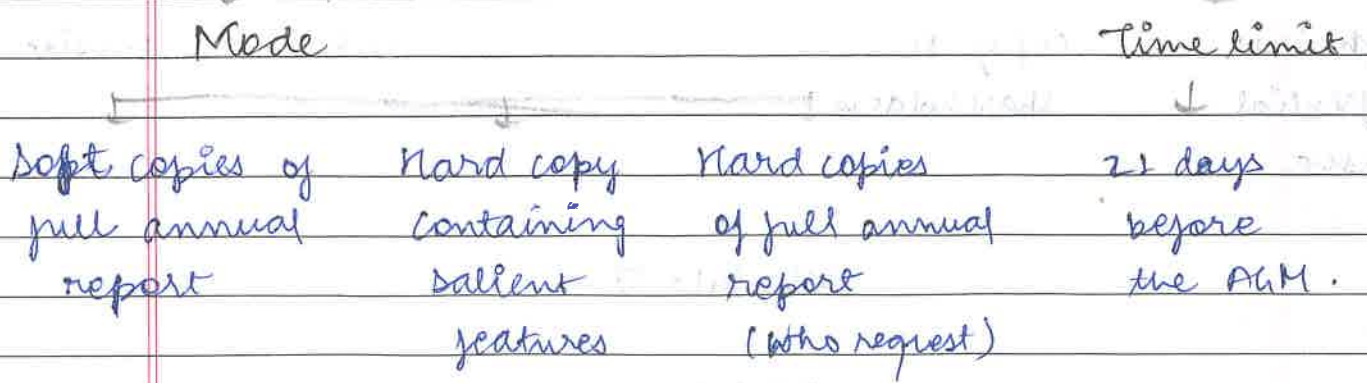
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→ Regulation 34: SEBI (LODR) Regⁿ. 2015 :-



SEBI (LODR) Regⁿ. 2015 :-

→ Regulation 36: Document & Information to Shareholder



→ Disclosures under co.'s act 2013 & rules made under:

Sec. 12

① Infoⁿ pertaining to regⁿ office: - Every co. must get its name, address of regⁿ office, CIN, telephone no., etc printed on all official doc. & publications.

② Sec. 13: Change of object for raising money through prospectus: - A co. has raised money by issuing prospectus & some money remain unutilised.

- Co. shall not change its object
- Unless, special resolution passed by postal ballot.
- Such resolution shall publish on website.

③ Sec. 124: Unpaid Dividend: - A co. shall disclose infoⁿ about the unpaid dividend like shareholder's name, address and amt. on the website.

- Capital reconciliation audit report submitted to stock ex. shall contain infoⁿ about unpaid divⁿ transferred to IEPF.

④ Section 135: CSR: - As per rule 9 of co. (CSR Policy) Rules, 2014, the co.'s, which satisfy the criteria of CSR, shall host its approved CSR policy on website.

⑤ Sec. 136: Placing of FS & other doc.'s of a listed co. on website: - A listed co. shall place its FS including CFS, AR & other docs on website including separate accounts of subsidiary.

- In case of a foreign subsidiary, if it is required to prepare CFS, such CFS shall be hosted on website.
- However, it is not required to get FS audited,

Unaudited FS shall be hosted on website.

If language of such FS is not English, then a translated copy in English shall be published.

- ⑥ Sec. 177 (10): Vigil Mechanism in Audit Committee for listed co. and other prescribed co. - Infoⁿ about vigil mechanism like its establishment provision of safeguards against victimization and direct access to chairperson, shall be hosted on website & disclosed in board report.
- ⑦ Sec. 178: Nomination & Remuneration Policy :-
• NRE Policy of the co., formulated by NRC, shall be placed on website & salient features shall be disclosed in board report.
- ⑧ Sec. 230: Compromise, Arrangement & Amalgamation
• A notice of meeting ordered by tribunal for the purpose of compromise & arrangement must be served upon the creditors, shareholders or debenture holders & other members.
• It shall also be published on website.
- ⑨ Schedule IV: Code for Independent Director :-
The TFC of appointment of ID shall be hosted on website.
- ⑩ Rule 13 of Co. (Appointment & Qualification of Director) Rules, 2014: Notice of candidature of a person for directorship :- The co. shall at least 7 days before the GM inform its members of the candidature of a person for the office of director; such notice shall be hosted on website as well.

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- (11) Rule 15 of Co. (Appointment & Qualification of Director) Rules, 2014 - Notice of Resignation of Director : The Co. shall within 30 days from the date of receipt of notice of resignation from a director intimate the registrar in form DIR-12 & post the infoⁿ on website.
- (12) Rule 4 of Co. (Acceptance of Deposit) Rules, 2014 - Form & Particulars of advertisement or circulars : Every Co. inviting deposits shall from the public shall upload a copy of circular on its website.
- (13) Rule 7(3) of Co. (Prospectus & Allotment of securities) Rules, 2014 - Variation of terms of contracts referred to in the prospectus or objects for which prospectus issued
Such notice shall be placed on website of the Co.
- (14) Rule 22 of the Co. (Inc.) Rules, 2014 - Other compliance for conversion of sec. 8 Co. to any other kind -
The Co. shall within a week from the date of submitting the appⁿ. to the regional director, publish a notice at its own expense & a copy of the notice INC-19 shall be sent forthwith to the regional director & shall also be published on the website of the Co.
- (15) Rule 32(3) of Co. (Inc) Rules, 2014 - Change of objects for which money is raised through prospectus
Where there is change of objects for which money is raised through prospectus, a notice shall also be placed on the website of the Co.

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- (16) Rule 10(1) of Co. (Mgmt. & Admin) Rules 2014 - Closure of registers of members or debenture holders or other security holders. Where a Co. closing such registers shall give at least 7 days previous notice in English & vernacular language newspaper (both having wide circulation in place where Co. is situated).
- (17) Rule 10(3)(ix) of Co. (Mgmt. & Admin) Rules 2014 - Notice of meeting. - The notice of GM of the Co. shall be placed on website of the Co. & on website notified by C.A.
- (18) Rule 20(4)(ii) of Co. (Mgmt. & Admin) Rules 2014 - The notice of voting through electronic means shall be placed on website of the Co. & agency.
- (19) Rule 20(4)(xvi) of Co. (Mgmt. & Admin) Rules, 2014 - Voting through e-means. - The results declared along with the report of the scrutinizer shall be placed on website of the Co. & the agency immediately after result declaration. In listed Co., results shall also be forwarded to SF.
- (20) Rule 22(4) of Co. (Mgmt. & Admin) Rules, 2014 - Postal ballot procedure. The notice shall be placed on website after it is sent to members & it shall remain on website until last date for receipt of postal ballot from members.
- | | |
|--|--|
| <p>(21) <u>Rule 22(13) of Co. (M & A) Rules, 2014 - Postal ballot -</u>
The result of the poll shall be declared by placing on website with scrutinizer report</p> | <p>(22) <u>Rule 23(4) of Co. (M & A) Rules, 2014 Special notice</u>
English N.P. + Vernacular N.P. + website</p> |
|--|--|

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⑧ Additional Disclosure Under SEBI (LODR) Regⁿ:Schedule V

Related
Party Dis-
closure

Corporate
Governance

Compliance
Certificate

Management
Discussion &
Analysis

Declaration
signed by
CEO on code
of conduct

Deposit suspense
account /
unclaimed
suspense a/c.

① Deposit suspense a/c or unclaimed suspense a/c -

- Outstanding shares at the start of the year.
- No. of shareholders approached the co.
- No. of shareholders to whom the shares were transferred
- No. of shares transferred to IEPF
- Outstanding no. of shares at the end of the year.
- Voting rights which are frozen.

② Management Discussion & Analysis -

F Financial Performance

O Opportunities & Threat

I Industrial Structure

R Ratio

N Net worth - Return

R Risk & Concerns

I Internal Control

O Outlook

S Segment wise reporting

H Human Resource

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#

Summary Under Companies Act

Board Report

Other Sections

Website Disclosure

Sec. Rule Rule
134 8 8A

22

(Pg. 0.28-0.32)

Companies
(Accounts)
Rules, 2014

Specific

Summarized

129, 131, 135, 149,

160, 177(8), 177(10),

178, 180, 197, 204

DVR
Sec. 43Sweat Equity share
Sec. 54ESOP's
Sec. 62Buy back
Sec. 67

→ Sections for board report disclosures under Co. Act, 2013 (not given in detail) :-

Sec. 149 → Appointment or reappointment of J.D.

Sec. 129 → CFS

Sec. 131 → Voluntary revision of FS.

Sec. 135 → CSR

Sec. 168 → Resignation of Director

Sec. 177(8) → Audit Committee

Sec. 177(10) → Vigil Mechanism

Sec. 178 → Remuneration policy of Director, KMP, Other emp.

Sec. 180 → Related Party Transⁿ.

Sec. 197(12) → Remuneration of Director & Employees

Sec. 197(14) → Remuneration rec^d by MD, WTD from HC/SC

Sec. 204 → Secretarial Audit Report

Specific sections for disclosure in board report as per Companies Act, 4 Rules :-

DVR (43 + Rule. 4(A))

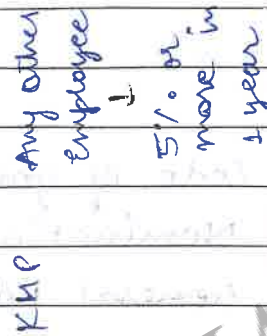
- Total no. of shares allotted
- Details of differential right
- Percentage of shares with DVR
- Price at which it is issued
- Promoters, directors, CHRs to whom issued
- Change in control
- Diluted EPS

Sweat Equity Shares (54 + Rule. 10)

- Date of the board meeting
- Reasons for the issue of sweat eq. sh.
- Class of shares which is being issued
- Total no. of shares issued
- Class of director or employee
- Terms & conditions
- Name of director & employees
- Price
- Consideration
- Diluted EPS

ESOP'S (62 + Rule. 12 (a))

- Options granted
- Options vested
- Options exercised
- Total no. shares arising out of exercise of options
- Options lapsed
- Exercise price
- Validation of terms of options
- Money realised by exercise option
- Total no. of options in force
- Employee wise details granted



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Schedule V of LODR Regⁿ.Corporate Governance Report

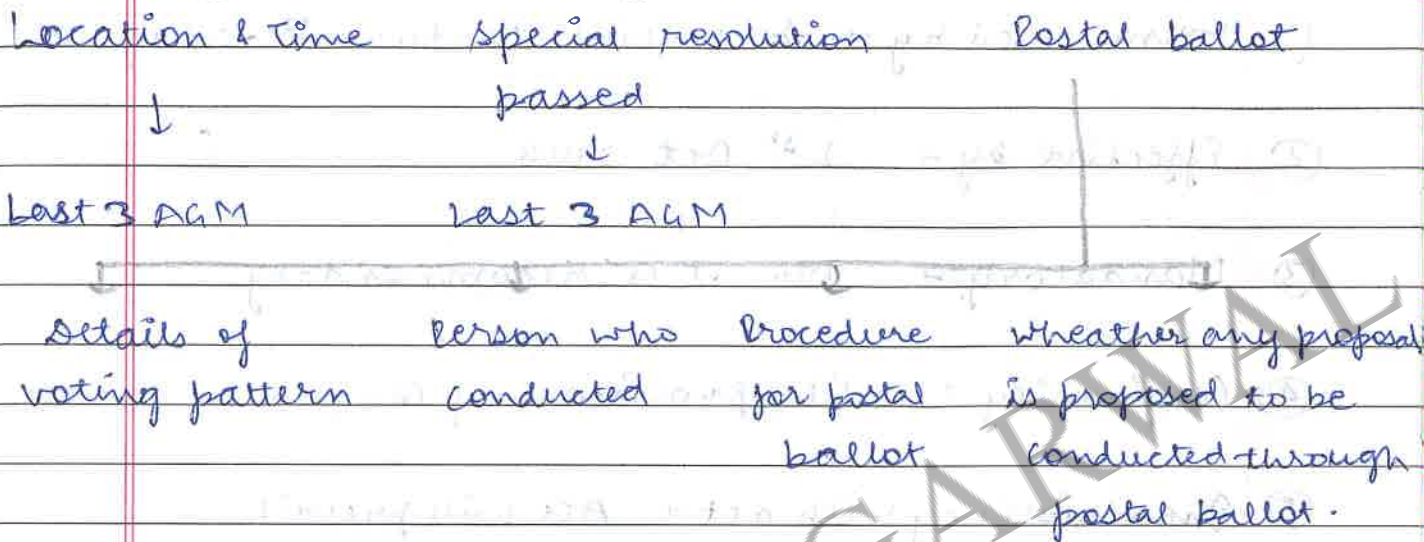
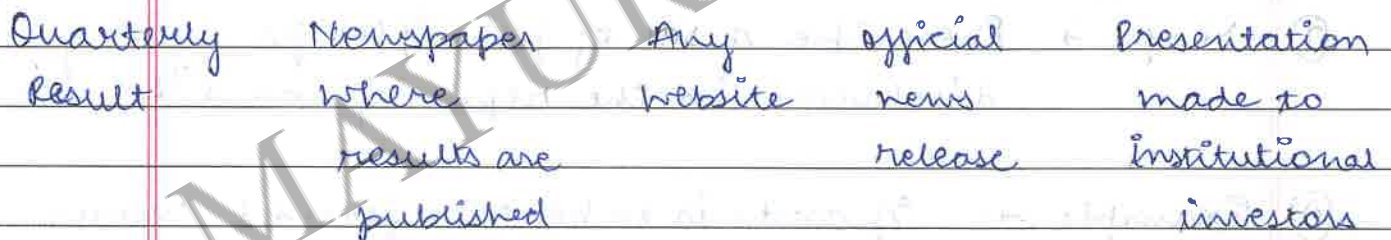
- C Code of governance philosophy
 N Nomination Remuneration Committee (Reg. 19)
 G General body meetings
 C Communication (means)
 R Risk Management committee
 O Other Disclosure
 S Stakeholder Relationship Committee (Reg. 20)
 S General Shareholder Infoⁿ.
 B Board of Directors (Reg. 17)
 A Audit Committee (Reg. 18)
 R Remuneration of Director

Audit Committee, NRC, RMC

Brief description of terms of reference	Composition, Name of the member, Chairperson	Meeting & Attendance during year
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Stakeholder's Relationship Committee

Name of non-executive director heading the committee	Name & designation of compliance officer	No. of share-holders complaints received	No. of S.N. Complaints resolved	No. of S.N. Complaints unresolved
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General Body MeetingMeans of communicationOther Disclosure

- T Total fees paid to auditor
- V Vigil Mechanism
- R Recommendation of committee not adopted by board
- M Material significant related party
- U Utilisation of fund raised through preferential allotment
- H Non-compliance details penalties imposed by stock ex.
- C Certificate of CS that none of directors \leftarrow debarred/disqualified
- H Hedging activities
- W Web link of policy for determining material subsidiary
- W Web link of policy on dealing with related party transⁿ.
- D Disclosure related to sexual harassment

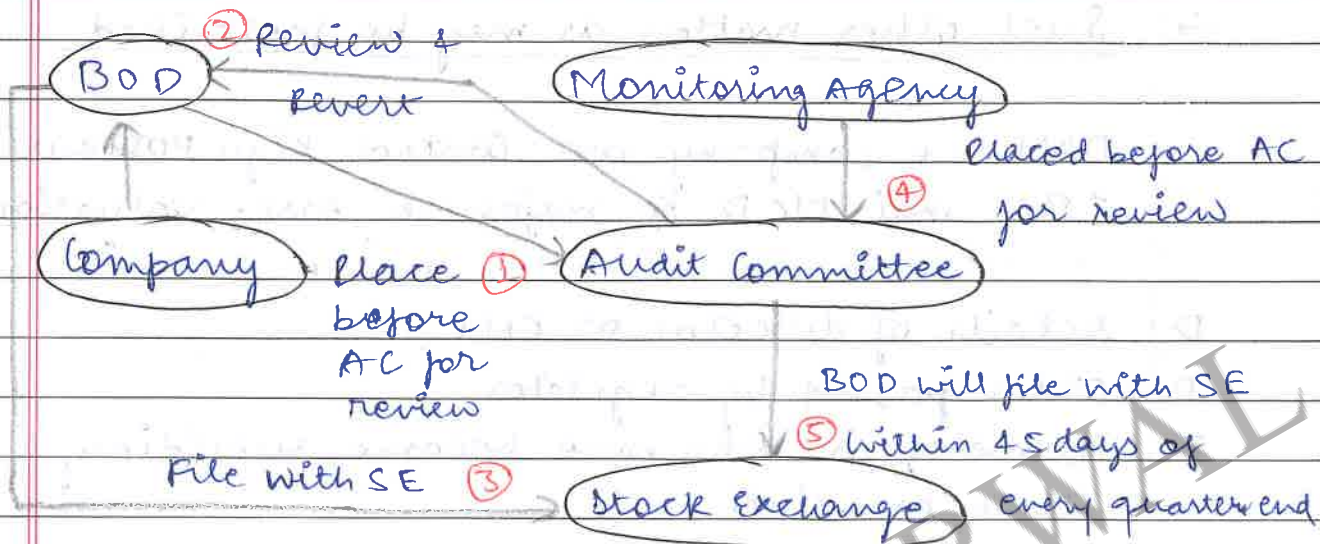
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④ SS.4 : Secretarial Standards on Board Report

- ① Formulated by → Secretarial Standard Board of ICSS
- ② Effective by → 1st Oct. 2010
- ③ Mandatory → No, it is recommendary
- ④ Conformity → With provisions of Companies Act
- ⑤ Inconsistency with act → Act will prevail
- ⑥ Additional Disclosure → PSU's, NBFC's, HFC, Insurance
- ⑦ Scope → Prescribe a set of principles for making disclosure in the report of board of directors
- ⑧ Example → If amt. is to be transferred to reserve or dividend is not to be paid
↓
A Standard to that effect to be included in board report.

④ Regulation : 32 : Statement of Deviation / Variation

To Whom	Reporting Duration	What to report	Reason for variation	Time - Line		
Stock Exchange	Quarterly	Deviation Category in the use of proceeds from the object stated	Capital Expenditure	Category wise variation	Furnish explanation for valuation in directors report	Shall continue until proceeds are fully utilized



Section 134 of CA, 2013 and Rule 8 of CO :-

FC Road par aamay ne CSR Karte traffic ka risk management kiya aur public unko Recognised Karte hai

- F Fraud reported by auditor
- C Commence & explanation by board on adverse remark
- CSR CSR policy developed & implemented
- RM Risk management
- R Reserves
- E Evaluation of board performance
- C Companies Affairs (AOC-2)
- R Related parties particulars of contract or arrangement
- D Other matters
- W Web Address (Sec. 92 Annual return, MGT-7)
- N No. of meetings of the board
- E Energy conservation, technology absorption
- D Director responsibility Statement - 134(5)
- Dividend
- Loan guarantee
- Declaration given by IO

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→ Such other matters as may be prescribed

DON the company me Control Kiya POSH aur
IBC mai NCD Ke wajah se Asset Valuation Hua

D Details of director or KMP

O Order passed by regulator

N Name of Co. who have become subsidiary
JV & Associate

Control Controls (Internal Financial control)

POSH Compliance with provision of POSH

IBC Application made or proceeding pending under IBC

N Nature of business changed

C Cost record maintenance

D Deposits

Valuation Valuation done at the time of one time settlement
& at time of taking loan.

FSH Financial Summary & Highlights

Section 67(#) Disclosures pertaining to restrictions on Buy-back:-

The following will be disclosed in board report

- ① Name of the employees who have not exercised
- ② voting rights
- ③ Reason for not voting directly
- ④ Name of the person who have exercised voting rights
- ⑤ Date of AGM.
- ⑥ No. of shares held by them
- ⑦ Percentage of such voting powers
- ⑧ Votes casted in favour or against the resolution

(#) Website Disclosure (Regⁿ. 46 & 62) :-

BFF ko CONFIRM kiyaki woh CAFE mai time SPEND karke CANDID click karke NUMBER of MATERIAL ko RATENG denge aur VECIL rehkar CRESS ko Media mai batayenge

B Business details

F Familiarization program

F Financial statement

C Composition of various committees

O Other relevant details

N No. of program attended by ID.

F Financial infoⁿ.

I ID - Terms & conditions for appointment

R RPT

M Material subsidiary (Policy)

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C	Code of conduct of board & KMP
A	Annual report
F	Financial result
E	Email address of grievance redressal
S	Shareholding pattern
P	Payment criteria to non-executive director
E	
N	New name & old name
D	Disclosure on policy for determining materiality of event
C	Contact info ⁿ . of officer
A	Annual return
N	Notice of board meeting where financial result is
D	discussed.
	Deviation & variation (Reg ⁿ . 32)
I	II & Analyst schedule meet
D	Dividend distribution policy
No.	No. of hours spend by ID in the program
Rating	Credit ratings obtained
Vigil	Vigil mechanism details