

CONTENTS

		PAGE
◆ Ch	apter-heads	I-5
♦ B o	ard of directors of a listed company	I-15
◆ No	n-executive directors	I-28
♦ Inc	dependent directors	I-31
♦ Au	dit committee	I-48
♦ W	histle blower policy	<i>I-60</i>
♦ No	mination and remuneration committee	<i>I-62</i>
♦ Sta	akeholders relationship committee	I-66
♦ Ch	arter of rights of shareholders	I-68
♦ Ste	ock exchange filings	I-72
♦ Su	bsidiary companies of a listed company	I-75
♦ Di	sclosures required in annual report of a listed company	I-78
	1	
	INTRODUCTION	
1.1	Concept of 'Corporate Governance'	1
1.2	SEBI's Code of Corporate Governance for Listed Companies (clause 49 of the Listing Agreement)	2
1.3	Applicability of New Clause 49	3
	1.3-1 Applicability of New clause 49 to companies seeking listing for the first time	4
1.4	Quarterly Compliance Report to be submitted by Listed Companies and other Listed Entities	4

		CONTENTS	I-8	
			PAGE	
1.5	Requir	4		
1.6	•	iance certificate from Auditors/Practicing my Secretaries	5	
		2		
		CORPORATE GOVERNANCE - PRINCIPLES [CLAUSE 49(I)]		
2.1	Compa	arative Study with old Clause 49	7	
2.2		arison of new clause 49(I) with the	10	
	•	anies Act, 2013	10	
2.3	_	thts of shareholders [New clause 49(I)(A)]	10	
2.4		f stakeholders in corporate governance lause 49(I)(B)]	13	
2.5	Disclos	sure and transparency [New clause 49(I)(C)]	14	
2.6				
		3		
		BOARD OF DIRECTORS [CLAUSE 49(II)]		
3.1	Compa	rative study with old clause 49	20	
3.2	-	arative study with Companies Act, 2013	22	
3.3	•	osition of Board of Directors - New clause 49(II)(A)	24	
	3.3-1	Executive Director & Non-Executive Director	25	
	3.3-2	Optimum combination of Executive Directors & Non-Executive Directors	26	
	3.3-3	Woman Director	27	
	3.3-4	Mandatory Minimum proportion of	21	
	J.J-4	Independent Directors	27	
	3.3-5	Distinction between Non-Executive Directors and Independent Directors	29	
3.4	Indepe	ndent Directors [New clause 49(II)(B)]	30	
	3.4-1	Definition of 'Independent Director' [New Clause 49(II)(B)(1)]	30	
	3.4-2	Limit on Number of Independent Directorship of listed company [New Clause 49(II)(B)(2)]	37	
	3.4-3	Maximum tenure of IDs [New Clause 49(II)(B)(3)]	37	

I-9	CONTENTS
L- /	CONTENTS

			PAGE
	3.4-4	Formal Letter of appointment of IDs [New Clause 49(II)(B)(4)]	38
	3.4-5	Performance Evaluation of IDs [New Clause 49(II)(B)(5)]	39
	3.4-6	Separate meetings of the IDs [New Clause 49(II)(B)(6)]	40
	3.4.7	Training of IDs [New Clause 49(II)(B)(7)]	41
3.5		ecutive directors' compensation and disclosures ause 49(II)(C)]	41
3.6	Board n	neetings [New clause 49(II)(D)(1)]	42
3.7		m information to be made available to the board ause $49(II)(D)(1)$	42
3.8		on Membership/Chairmanship of Committees ause 49(II)(D)(2)]	43
3.9	Periodic 49(II)(D	c compliance review by the board [New clause)(3)]	44
3.10	0 Resignation/removal of ID [New clause 49(II)(D)(4)/(5)]		45
	3.10-1	Does New Clause 49(II)(D)(4)/(5) apply to Vacancies Caused by reasons other than registered or removal?	46
	3.10-2	Cumulative impact of New Clause 49(II)(D)(4)/(5) and Companies Act, 2013	46
3.11	Success	sion planning [New clause 49(II)(D)(6)]	46
3.12		conduct for all directors & senior management ause 49(II)(E)]	47
	3.12-1	Code of conduct for IDs [Section 149(8)]	47
3.13		of independent director [New 49(II)(E)(4)]	50
3.14	Whistle	blower policy [New clause 49(II)(F)]	50
3.15	Checklist for verification by auditor/practicing company secretary		52
		<u>4</u>	
		AUDIT COMMITTEE [CLAUSE 49(III)]	
4.1	Compar	rative study with old clause 49	59
4.2	New cla	use 49 vis-a-vis Companies Act, 2013	60

		CONTENTS	I-10
			PAGE
4.3		ed and independent audit committee [new	62
	4.3-1	49(III)(A)] Composition of the Audit Committee	62 63
	4.3-1	Composition of the Audit Committee Chairman of the Audit Committee	63
	4.3-2	Invitees to the Audit Committee Meetings	64
	4.3-4	Secretary	64
4.4		gs of audit committee [New clause 49(III)(B)]	64
4.5		s of audit committee [New clause 49(III)(B)]	64
4.6		the audit committee [New clause 49(III)(D)]	65
4.7		of information by audit committee [New	03
4.7		49(III)(E)]	67
4.8	Checkl	ist for verification by auditor/practicing	
	compa	ny secretary	68
		5	
		NOMINATION AND REMUNERATION COMMITTEE [CLAUSE 49(IV)]	
5.1	Compa	rative study with old clause 49	69
5.2	-	ause 49 <i>vis-a-vis</i> Companies Act, 2013	69
5.3	Nomin	ation and remuneration committee [New 49(IV)(A)]	70
	5.3-1	Composition of NRC	70
	5.3-2	Chairman of NRC	70
5.4	Role of	nomination and remuneration committee	
		lause 49(IV)(B)]	70
5.5	Chairman of NRC to attend AGM [New clause 49(IV)(C)]		71
5.6		ist for verification by auditor/practicing	7.4
	compa	ny secretary	71
		<u>6</u>	
	S	SUBSIDIARY COMPANIES [CLAUSE 49(V)]	
6.1	Compa	rative study with old clause 49	73
6.2	New cl	ause 49 <i>vis-a-vis</i> the Companies Act, 2013	73
6.3	Definit	ion of 'subsidiary company'	74

I-	1	1	CONTENTS

			PAGE	
	6.3-1	Total share capital	74	
	6.3-2	'Control'	74	
6.4		entation of ID on the board of every material ed Indian subsidiary [New clause 49(V)(A)]	75	
	6.4-1	"Material non-listed Indian subsidiary" [Explanation (ii) to clause 49(V)]	75	
	6.4-2	Free reserves	76	
	6.4-3	Net worth	76	
6.5	subsidia	of financial statements of unlisted aries by audit committee of listed company [Clause 49(V)(B)]	79	
6.6		s of board meetings of unlisted subsidiary ay [New clause 49(V)(C)]	79	
6.7		ent of significant transactions of unlisted aries [New clause 49(V)(C)]	80	
	6.7-1	"Significant transaction or arrangement" [Explanation (ii) to clause 49(V)]	80	
6.8		ements of new clause 49(V) applicable to all l subsidiaries	80	
	6.8-1	Material subsidiaries	81	
	6.8-2	Special resolution for de-subsidiarisation of material subsidiaries [New clause 49(V)(F)]	81	
	6.8-3	Prior special resolution of listed holding company for disposal of more than 20% of assets of material subsidiary [New clause 49(V)(G)]	81	
6.9	When a listed holding company has a listed subsidiary which itself is a holding company [<i>Explanation (iii)</i> to new clause 49(V)]		82	
6.10	Checklist for verification by auditor/practicing company secretary		82	
		7		
		RISK MANAGEMENT - CLAUSE 49(VI)		
7.1	Compai	rative study with old clause 49	84	
7.2	New cla	use 49 vis-a-vis the Companies Act, 2013	84	

	CONTENTS	I-12	
		PAGE	
7.3	Procedures to inform board members about risk assessment & minimisation procedures [New		
	clause 49(VI)(A)]	85	
7.4 	Board's responsibilities [New clause 49(VI)(B)]	85	
7.5	Risk management committee [New clause 49(VI)(C)]	85	
7.6	Checklist for verification by auditor/practicing company secretary	85	
	<u>8</u>		
	RELATED PARTY TRANSACTIONS [CLAUSE 49(VII)]		
8.1	Comparative study with old clause 49	88	
8.2	New clause 49 vis-a-vis the Companies Act, 2013	89	
8.3	Related party transaction [New clause 49(VII)(A)]	92	
8.4	Definition of 'related party' [New clause 49(VII)(B)]	92	
8.5	Policy on related party transactions [New clause 49(VII)(C)]	95	
	8.5-1 Materiality of RPTs	95	
	8.5-2 Turnover	95	
8.6	Prior audit committee approval for all related party transactions [New clause 49(VII)(D)]	97	
8.7	Prior approval by special resolution for all material RPTs [New clause 49(VII)(E)]	97	
8.8	Cumulative effect of new clause 49 and Companies Act, 2013	97	
8.9	Checklist for verification by auditor/practicing Company Secretary	98	
	9		
	DISCLOSURES [CLAUSE 49(VIII)]		
9.1	Comparative study with old clause 49	99	
9.2	New clause 49 vis-a-vis the Companies Act, 2013	100	
9.3	Disclosures-related party transactions [New clause 49(VIII)(A)]	102	
9.4	Disclosure of accounting treatment [New clause 49(VIII)(B)]	102	

I-13	CONTENTS
1-10	CONTLINIS

		PAGE	
9.5	Disclosure-remuneration of directors [New clause 49(VIII)(C)]	102	
9.6	Management Discussion and Analysis Report (MDAR) [New clause 49(VIII)(D)]	103	
9.7	Disclosures-shareholders [New clause 49(VIII)(E)]	105	
9.8	Stakeholders' relationship [New clause 49(VIII)(E)]	106	
9.9	Delegation of share transfers [New clause 49(VIII)(E)]	106	
9.10	Disclosure of resignation of directors [New clause 49(VIII)(F)]	106	
9.11	Disclosure- letter of appointment of IDs [New clause 49(VIII)(G)]	107	
9.12	Disclosures in annual report [New clause 49(VIII)(H)]	107	
9.13	Proceeds from public issues, rights issue, preferential issues, etc. [New clause 49(VIII)(I)]	107	
9.14	Checklist for auditors/practicing CS	108	
	<u>10</u>		
	CEO/CFO CERTIFICATION [CLAUSE 49(IX)]		
10.1	Comparative study with old clause 49	114	
10.2	New clause 49 vis-a-vis the Companies Act, 2013	114	
10.3	CEO/CFO certification [Clause 49(IX)]	114	
10.4	Checklist for verification by auditor/practicing company secretary	115	
	11		
	REPORT ON CORPORATE GOVERNANCE - CLAUSE 49(X)		
11.1	Comparative study with old clause 49	117	
11.2	New clause 49 vis-a-vis the Companies Act, 2013	117	
11.3	Report on Corporate Governance [New Clause 49(X)]	117	
	APPENDICES		
APPE	NDIX 1 : CORPORATE GOVERNANCE IN LISTED COMPANIES - NEW CLAUSE 49 OF THE EQUITY LISTING AGREEMENT	123	
	EQUIT LISTING AGKEEMENT	123	

		CONTENTS	I-14
APPENDIX 2	:	CORPORATE GOVERNANCE IN LISTED COMPANIES - REVISED CLAUSE 49 OF	PAGE
APPENDIX 3	:	OECD PRINCIPLES OF CORPORATE GOVERNANCE	145 163
APPENDIX 4	:	RELEVANT SECTIONS OF COMPANIES ACT, 2013 & SCHEDULE IV TO THE COMPANIES ACT, 2013	189
APPENDIX 5	:	RELEVANT RULES OF RULES FRAMED UNDER COMPANIES ACT, 2013	205
APPENDIX 6	:	RELEVANT REGULATION OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011	208