

Annexure 1B

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 BoD meetings and the last AGM.
 - (iii) Number of other BoDs or Board Committees in which he/she is a member or Chairperson
 - (iv) Number of BoD 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

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7. Disclosures.

(i) Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.

(ii) Disclosure of accounting treatment, if different, from that prescribed in Accounting standards with explanation.

(iii) 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.

(iv) Whistle Blower policy and affirmation that no personnel has been denied access to the audit committee.

8. Means of communication.

(i) Half-yearly report sent to each household of shareholders.

(ii) Quarterly results

(iii) Newspapers wherein results normally published

(iv) Any website, where displayed

(v) Whether it also displays official news releases; and

(vi) The presentations made to institutional investors or to the analysts.

(vii) Whether MD&A is a part of annual report or not.

9. General Shareholder information

(i) AGM : Date, time and venue

(ii) Financial Calendar

(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