

Voluntary Guidelines for Companies for providing general information on their websites about the company to promote good corporate governance and to enhance investors' awareness

The Ministry of Corporate Affairs (MCA) has been continuously taking various steps towards promoting good corporate governance, investor education and protection & advocacy for adoption of Corporate Social Responsibility (CSR) by companies for inclusive growth of the Corporate Sector. The Ministry received a number of suggestions from the corporate and investors during the "India Corporate and Investor Meet" held in February 2012 in Kolkata, Chennai, Bangalore, Delhi and Mumbai for empowerment of investors.

2. In the light of suggestions received by the Ministry, it is advised that a company having paid up capital of not less than Rs. 10 crores or having more than 100 members may maintain a functional web-site containing the following basic information about the company as at the close of the previous year stating the date thereof within three months in order to boost investor confidence and to foster economic growth of the country:

i. **General information about the company** and details of the company's business including risks & concerns, industry scenario, brand information, how long in the market and core competence and market share in company's products/services.

ii. **Details of the Board of Directors**, names & addresses of Directors, details of promoters of the company and their shareholding, Code of conduct for board members & senior management of the company, remuneration of Managing/Wholetime Directors, if any, No. & dates of Board meetings & AGMs held in last three years and attendance of each director at the meetings.

iii. Brief description of the **Audit Committee**, its reference, composition and the meetings & attendance during last three years.

iv. **Financial information about the company:** Important financial information/ratios, such as total paid up capital, equity/preferential share, capital, nominal value of shares, total turnover, profit after tax, EPS, P/E ratio and total amount spent on Corporate Social Responsibility (CSR) & its percentage of profits after tax. Comparison of important ratios with industry including EPS, P/E ratio and dividend.

v. If there is any **subsidiary company**, details thereof stating the name of the company, percentage of share holding, total paid up capital, turnover, profit after tax of the subsidiary during last three years

vi. **Information about shares issued during last five years**, including share price, if listed, shareholding pattern, details of the Registrar & Transfer agents, dates of book closures, date of dividend payment for the previous year, name, designation & contact number of compliance officer and information about company's IPO/FPO including withdrawn, if any.

vii. **Investor's information** like composition of Shareholders Committee/Investors Grievances Committee and its reference, details of shareholder's complaints during the last three years - received, resolved and pending - and press release, if any for investors/shareholders, auditor's qualification if any, penalty imposed by any Govt. agency / court, **complaints about insider trading transaction in the last three years.**

viii. Particulars of shares of the company acquired/sold by the Directors and their relatives during last three years.

ix. **Investor's complaint mechanism** - Under investor's section of website, the company should also have facility for lodging online investor complaint & its follow up till resolution.

x. **Details of related parties and transactions with them** for the last three years and details of the compliance of mandatory requirements.

xi. **Company's initiatives towards corporate social responsibilities** and environment protection with the details of initiative taken and expenditure incurred by the company during the last three years.

xii. Details about important pending litigations likely to affect the financial position and the working results of the company
