

## Annexure - II Questionnaire

1. Company's Name: \_\_\_\_\_
2. BSE Group : ☐ A : B1 ☐ S&P CNX Nifty Company: ☐ Yes/No ☐
3. Industry to which company belongs to: ☐ Banking: ☐ Cement: ☐ Engineering: ☐ IT: ☐ Steel  
☐ Pharmaceuticals: ☐ Any other, Please specify  
\_\_\_\_\_
4. Web-site address: \_\_\_\_\_
5. E-mail Id a. Corporate/Head Office : \_\_\_\_\_  
b. Registered Office : \_\_\_\_\_
6. Which sector does company belong to? ☐ Public ☐ Private ☐ Joint
7. Please provide the following information:

(Rupees in crores)

Sr. No.	Particulars (a)	FY1997-98 (b)	FY1998-99 (c)	FY1999-2000 (d)	FY2000-01 (e)
i.	Sales (Net of excise)				
ii.	R & D Expenditure				
iii.	a. Profit Before-tax				
	b. Profit After-tax				
iv.	Non-Business Income				
v.	Paid up share capital				
vi.	Reserves				
vii.	Market capitalization (as on 31 <sup>st</sup> March)				

(FY : means Financial Year)

8. History of Board of Directors

Sr. No.	Particulars (a)	FY1997-98 (b)	FY1998-99 (c)	FY1999-2000 (d)	FY2000-01 (e)
i.	No. of Executive Directors				
ii.	No. of Non-Exe. Directors				
iii.	No. of Independent Directors				
iv.	Total No. of Directors in each FY = (i + ii + iii)				
v.	No. of Board Committees present in each FY				
vi.	Whether Chairman and M.D. was same person	<input type="checkbox"/> Yes/No <input type="checkbox"/>	<input type="checkbox"/> Yes/No <input type="checkbox"/>	<input type="checkbox"/> Yes/No <input type="checkbox"/>	<input type="checkbox"/> Yes/No <input type="checkbox"/>
vii.	Whether Chairman was a Non-Executive director	<input type="checkbox"/> Yes/No <input type="checkbox"/>	<input type="checkbox"/> Yes/No <input type="checkbox"/>	<input type="checkbox"/> Yes/No <input type="checkbox"/>	<input type="checkbox"/> Yes/No <input type="checkbox"/>
viii.	Whether Disclosure on Corporate Governance made in Annual Reports	<input type="checkbox"/> Yes/No <input type="checkbox"/>	<input type="checkbox"/> Yes/No <input type="checkbox"/>	<input type="checkbox"/> Yes/No <input type="checkbox"/>	<input type="checkbox"/> Yes/No <input type="checkbox"/>

9. The present Chairman is working as a chairman since when? \_\_\_\_\_ years
10. The present Managing Director is working as a managing director since when? \_\_\_\_\_ years.

11. Composition of the Board of director for the FY2000-01:

Sr No.	Name of the Director	Designation <sup>1</sup>	Age (yrs )	Sex (M/F)	Educational/ Professional Qualification <sup>2</sup>	Total Work Experience (years) <sup>3</sup>	Date of Joining the board
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
i.							
ii.							
iii.							
iv.							
v.							
vi.							
vii.							
viii.							
ix.							
x.							
xi.							
xii.							
xiii.							
xiv.							
xv.							

(1) Designations such as Chairman, CMD, Executive Director, M D , Whole time director,

Alternate or Additional or Casual or Nominee director, Director- HRD, finance, Marketing, projects, etc

2 Qualifications like B A , B Com , B Sc , LL B , B E , M B A , M Sc , C A , C S , and any other Professional qualifications, etc )

3 Total work experience = experience as director + experience other than director)

12. Directors' interest in the company for the FY2000-01:

Sr. No	Name of Directors (as mentioned in Col. (a) of Ques No 11)	Sharehold- ing in the Company (%)	Relationship with other directors <sup>1</sup>	Business relationship <sup>2</sup> with the Company, if any	Remuneration paid during FY2000-01 (Figures in Rs.)			
					Sitting Fees	Salary & Perks	Commi- ssion	Total= (e+f+g)
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
i.								
ii.								
iii.								
iv.								
v.								
vi.								
vii.								
viii.								
ix.								
x.								
xi.								
xii.								
xiii.								
xiv.								
xv.								

(1 Relation with other directors means the family and other relations

2 Business relation means nominee of the FIs, parent company, subsidiary company, government's nominee, corporate nominee, vendor, or a Promotor etc )

13. Attendance record of directors for the FY2000-01:

Sr. No.	Name of Directors (as mentioned in Col. (a) of Question No.11)	Category of Directorship <sup>#</sup> in the Company (ED / NED / IND.)	No. of Board Meetings		Last AGM of the Company attended	No. of Membership in Board Committees of the company			Attendance record of Board Committee Meetings (%)
			Held	Attended		As a Chairman	Only as a Member	Total Membership (f+g)=	
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
i.					<input type="checkbox"/> Yes/No <input type="checkbox"/>				
ii.					<input type="checkbox"/> Yes/No <input type="checkbox"/>				
iii.					<input type="checkbox"/> Yes/No <input type="checkbox"/>				
iv.					<input type="checkbox"/> Yes/No <input type="checkbox"/>				
v.					<input type="checkbox"/> Yes/No <input type="checkbox"/>				
vi.					<input type="checkbox"/> Yes/No <input type="checkbox"/>				
vii.					<input type="checkbox"/> Yes/No <input type="checkbox"/>				
viii.					<input type="checkbox"/> Yes/No <input type="checkbox"/>				
ix.					<input type="checkbox"/> Yes/No <input type="checkbox"/>				
x.					<input type="checkbox"/> Yes/No <input type="checkbox"/>				
xi.					<input type="checkbox"/> Yes/No <input type="checkbox"/>				
xii.					<input type="checkbox"/> Yes/No <input type="checkbox"/>				
xiii.					<input type="checkbox"/> Yes/No <input type="checkbox"/>				
xiv.					<input type="checkbox"/> Yes/No <input type="checkbox"/>				
xv.					<input type="checkbox"/> Yes/No <input type="checkbox"/>				

(#ED = Executive, NED = Non-executive Director IND = Independent Director)

(If a director is not in the board committees then specify "NA" against his name)

14. Detail of directors' membership in the Board and Board Committees of the other Companies for the FY2000-01:

Sr. No.	Name of Director (as mentioned at col. (a) of Ques. No. 11)	No. of Directorship held in other companies (specify categorywise)				No. of Membership in Board Committees of other Companies		
		As an Executive	As a Non-executive	As an Independent	Total = b+c+d	As a Chairman	As a Member	Total = f+g
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
i.								
ii.								
iii.								
iv.								
v.								
vi.								
vii.								
viii.								
ix.								
x.								
xi.								
xii.								
xiii.								
xiv.								
xv.								

15. Please specify the details regarding the Board Committees for the FY2000-01:

Sr. No	Name of Committees	Name of the Chairman of the Committee	Composition of the Committee (membership including Chairman )				Frequency of Meeting in a year	Quorum Of the Meeting	The Committee is in existence since which Year
			Executive	Non-Executive	Independent	Total c+d+e			
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
i.	Audit								
ii.	Remuneration								
iii.	Shareholders' Grievance								
iv.	Nomination								
v.	Environmental								
vi.	Research Advisory								
vii.	Planning and Projects								
viii.	Contracts								
ix.	Establishment								
x.	Any other								
xi.									
xii.									
xiii.									

16. Please specify, the exceptional matters of performance of the company or management raised by the Board Committees :

- a. Audit Committee : \_\_\_\_\_
- b. Shareholder Grievance Committee : \_\_\_\_\_
- c. Nomination Committee : \_\_\_\_\_
- d. Remuneration Committee : \_\_\_\_\_
- e. Research & Development Committee : \_\_\_\_\_
- f. Project Committee : \_\_\_\_\_
- Any other Committees
- g. \_\_\_\_\_ : \_\_\_\_\_
- h. \_\_\_\_\_ : \_\_\_\_\_
- i. \_\_\_\_\_ : \_\_\_\_\_

17. Shareholding pattern of the Company at the end of each Financial Year:

(Figures in percentage (%))

Accounting Years	Total Directors' Holding	Total Public holding	Total corporate holding	Total institutional holding	Total government holding	Total foreign holding	Total percentage	Total number of shares
2000-01							100%	
1999-00							100%	
1998-99							100%	
1997-98							100%	

18. What is the procedure of identifying the potential executive directors?

19. What is the procedure for inviting non-executive/part-time/independent directors on the board?

20. Who nominates new directors to the board? (Tick more than one option if necessary)

- |                           |                          |   |                          |
|---------------------------|--------------------------|---|--------------------------|
| a. Chairman               | <input type="checkbox"/> | f. Full Board   | <input type="checkbox"/> |
| b. MD                     | <input type="checkbox"/> | g. Nomination committee                                 | <input type="checkbox"/> |
| c. CMD                    | <input type="checkbox"/> | h. Government: <input type="checkbox"/> State / Central | <input type="checkbox"/> |
| d. Financial Institutions | <input type="checkbox"/> | i. Shareholders of specific category                    | <input type="checkbox"/> |
| e. Any other, specify     | <input type="checkbox"/> |   |                          |

21. What are the factors evaluated when inviting a person as non-executive director to the board? ( Please rank according to your organizational preference e.g. 1,2,3,...)

- |                        |   |       |                           |   |       |
|------------------------|---|-------|---------------------------|---|-------|
| a. Integrity           | : | _____ | g. Professionalism        | : | _____ |
| b. Reputation          | : | _____ | h. Business relationship  | : | _____ |
| c. Business experience | : | _____ | i. Professional expertise | : | _____ |
| d. Honesty             | : | _____ | j. Age/Seniority          | : | _____ |
| e. Gender              | : | _____ | k. Location               | : | _____ |
| f. Clientele           | : | _____ | l. Visionary              | : | _____ |
|                        |   |       | m. Any other, specify     | : | _____ |

22. Which of the following specific categories of shareholders are represented on the board of your company?

- a. ☐ Holding shares of the face value up to Rs. 20,000/-.
- b. ☐ Holding shares more than Rs. 20,000/- but less than 5%.
- c. ☐ Holding shares more than 5% but less than 20%.
- d. ☐ Holding shares more than 20% but less than 51%.
- e. ☐ Any other, please specify \_\_\_\_\_

23. Please specify the age of superannuation of directors. \_\_\_\_\_ years

24. Are superannuated directors eligible for reappointment? ☐ Yes / No ☐

25. If yes, what is the duration of reappointment of directors, please specify. \_\_\_\_\_ years

26. According to you, what are the reasons for which people join the board? (Please rank e.g.1,2,3,...)

- |  |   |       |  |   |       |
|--|---|-------|--|---|-------|
| a. For prestige                          | : | _____ | f. Visibility                                    | : | _____ |
| b. For friendship and personal nostalgia | : | _____ | g. For getting opportunities for business        | : | _____ |
| c. For social esteem                     | : | _____ | h. Desire for business and professional contacts | : | _____ |
| d. For personal privileges               | : | _____ | i. Any other, please specify                     | : | _____ |
| e. For honour                            | : | _____ |  |   |       |

27. Who selects the Chairman of the board of your Company?

- a. ☐ Board of directors
- b. ☐ Nominated by government
- c. ☐ Any other, please specify : \_\_\_\_\_

28. What is the term of the office of the Chairman? Specify the number of years. \_\_\_\_\_

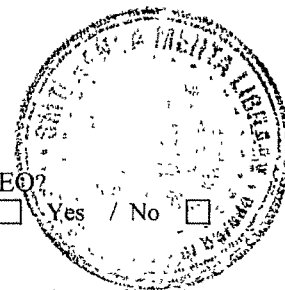
29. Is the Chairman eligible for re-nomination for the next term? ☐ Yes / No ☐

30. Is the office of the Non-executive Chairman maintained by the company? ☐ Yes / No ☐

31. Is the role of the Chairman and Managing Director combined? ☐ Yes / No ☐

32. If yes, do you think that office of the Chairman and Managing Director/Manager be held by two persons? Specify the reason (s) :

33. Does board have a clear definition of the type of CEO the company needs? ☐ Yes / No ☐



34. Is there a process of mentoring, identifying, moulding and nurturing talent for future CEO?

☐ Yes / No ☐

35. If yes, then answer following questions ( i. - ix.):

i. Are potential candidates for the post of CEO, rotated to handle multiple functions in order to afford them hands on experience? ☐ Yes / No ☐

ii. How many mentors are working for the same? Please specify the number. \_\_\_\_

iii. How early in the day, the process of identifying, moulding, nurturing, and developing future leaders/CEO begin?

iv. Does the process of succession includes a vehicle to provide the CEO and the board with a comprehensive picture of the company's top management team? ☐ Yes / No ☐

v. Does the process entail that continuous attention is paid to CEO succession? ☐ Yes / No ☐

vi. Does the process includes institutionalised structures to train and assess immediate candidates for CEO? ☐ Yes / No ☐

vii. Does the process provide opportunities to help develop managers into directors/leaders? ☐ Yes / No ☐

viii. Does the process of succession benchmark itself with other top companies? ☐ Yes / No ☐

36. Are the executives groomed for assuming role of director?

☐ Yes / No ☐

37. If yes, then answer following questions (i – v):

i. Are there training programmes for the training of future directors?

a. ☐ In-house

b. ☐ External

(ba) ☐ In India

(bb) ☐ Abroad

ii. What is the duration of such programmes?

a. ☐ A week

b. ☐ Fortnight

c. ☐ A month

d. ☐ Three months

e. ☐ One year

f. ☐ Any other, please specify

iii. What is the coverage of such programmes?

a. ☐ Leadership

b. ☐ Corporate law

c. ☐ Global culture

d. ☐ Business strategy

e. ☐ Any other, please specify \_\_\_\_\_

iv. In case there is short duration training, are directors also sent for long duration programmes?

☐ Yes / No ☐

v. If yes, what type of leave is granted ?

a. ☐ Sabbatical leave without reimbursement

b. ☐ Sabbatical leave with reimbursement

c. ☐ None of the above

38. Who carries the responsibility of orienting the outside directors while joining the board?

a. ☐ Chairman

b. ☐ CMD

c. ☐ Senior most executive director

d. ☐ Director – Human Resources

e. ☐ Chairman of nomination committee

f. ☐ Any other, please specify \_\_\_\_\_

39. Who decides the remuneration of Non-executive directors?
- a. ☐ Chairman of the Board                      d. ☐ Remuneration committee  
b. ☐ Managing director/CEO                      e. ☐ CEO  
c. ☐ Board of directors                      f. ☐ CMD  
d. ☐ Any other, please specify \_\_\_\_\_
40. Who decides the remuneration of Executive directors?
- a. ☐ Chairman of the Board                      d. ☐ Remuneration committee  
b. ☐ Managing director/CEO                      e. ☐ CEO  
c. ☐ Board of directors                      f. ☐ CMD  
d. ☐ Any other, please specify \_\_\_\_\_
41. Commission paid to the directors is linked with:
- a. ☐ Performance of the Company                      c. ☐ Pro-rata basis  
b. ☐ Performance of the concerned director                      d. ☐ Any other, please specify \_\_\_\_\_
42. Specify categories of directors required to hold qualification shares. (Tick more than one, if necessary)
- a. ☐ Executive Directors                      f. ☐ Government Nominee Directors  
b. ☐ Non-executive Directors                      g. ☐ Alternate Directors  
c. ☐ Independent Directors                      h. ☐ Additional Directors  
d. ☐ Casual Directors                      i. ☐ Any other, please specify \_\_\_\_\_
43. Are directors given the stock options? ☐ Yes / No ☐
44. If yes, please attach the scheme.
45. Who sets items of agenda for board meetings
- a. ☐ Chairman                      e. ☐ Company Secretary  
b. ☐ CMD                      f. ☐ Company Secretary with Chairman  
c. ☐ MD                      g. ☐ Company Secretary with CMD  
d. ☐ Board's business advisory committee                      h. ☐ Any other, please specify
46. Which of the following issues get priority in board meetings? (Please rank e.g. 1,2,3,.... )
- |  |       |                                     |       |
|--|-------|-------------------------------------|-------|
| a. Performance evaluation of executives :        | _____ | g. Risk Management :                | _____ |
| b. Technology licensing :                        | _____ | h. Capital Expenditure :            | _____ |
| c. Mobilization of resources :                   | _____ | i. Corporate Performance :          | _____ |
| d. Strategy evaluation :                         | _____ | j. Strategic Planning :             | _____ |
| e. Investment planning :                         | _____ | k. Review of report of committees : | _____ |
| f. Annual and Quarterly reports of the company : | _____ | l. Any other, please specify :      | _____ |
47. Where the board meetings are held normally?
- a. ☐ At corporate / Head office  
b. ☐ Registered office  
c. ☐ Any other place, please specify
48. Please specify usual duration of the board meeting?
- a. ☐ Half an hour                      c. ☐ Two hours  
b. ☐ One hour                      d. ☐ More than two hours
49. How frequently the board meetings are held?
- a. ☐ Fortnightly                      c. ☐ Bimonthly  
b. ☐ Monthly                      d. ☐ Quarterly
50. What are the issues on which Board of Directors usually seek opinion/advice from outside consultants?

51. Which of the following most appropriately represent the decision making process at the board level? (You may tick more than one option if needed so)
- ☐ The Chairman/CMD interacts board members before the board meeting.
  - ☐ The Chairman/CMD's office seeks confirmation for participation of the board members in the meeting.
  - ☐ Leave of absence to a director is assumed to be granted without prior intimation
  - ☐ Leave of absence to a director is granted only by prior intimation.
  - ☐ Decision making is usually collective and participative.
  - ☐ The senior executives meet before the board meetings.
52. Please indicate whether a director disagreeing with a particular decision usually appends a note of dissent? ☐ Yes / No ☐
53. Is there a manual for Board of Directors? ☐ Yes / No ☐
54. How decisions at board meetings are reached? ☐ unanimously ☐ by majority
55. Are minutes of meetings recorded and proper minutes register is maintained? ☐ Yes / No ☐
56. Is the compliance of the decisions taken in Board of Directors meetings reported in the ensuing meeting of the board? ☐ Yes / No ☐
57. Do members of board ratify the recorded minutes? ☐ Yes / No ☐
58. If yes, how it is done?
- ☐ in the next meeting
  - ☐ by circulation
59. Are the resolutions of Board of Directors rejected at AGM? ☐ Yes / No ☐
60. If yes, please specify the items rejected:
61. Who appraises the director?
- ☐ Self
  - ☐ CMD
  - ☐ The whole board
  - ☐ Chairman of the board
  - ☐ CEO
  - ☐ Any other, please specify
62. Is the evaluation of the whole board takes place? ☐ Yes / No ☐
63. If yes, who does the evaluation?
- ☐ The board itself
  - ☐ The outside agency
  - ☐ Any other, please specify
64. Does the company uses scorecard method of performance evaluation of the directors? ☐ Yes / No ☐
65. In general, is the contribution from non-executive directors of sufficiently high level to meet your expectations of good governance? ☐ Yes / No ☐
66. What is the objective of the corporate governance of your organization?( rank in order of preference e.g. 1,2,3)
- maximization of shareholders' wealth : \_\_\_\_\_
  - maximization of stakeholder value : \_\_\_\_\_
  - creation of corporate value : \_\_\_\_\_
67. Which one of the measures, listed below, are used for measuring the shareholder value?
- ☐ Economic value added
  - ☐ Share price and growth of the company
  - ☐ Resource based expansion
  - ☐ Share price
  - ☐ Return on resources



68. In general, which one of the following would describe your investment policy? (please rank e.g. 1,2,3,...)

- |  |       |                                |       |
|--|-------|--------------------------------|-------|
| a. Short-term trading to maximize total return : | _____ | e. Attractiveness of strategy: | _____ |
| b. Medium-term outlook :                         | _____ | f. Corporate control :         | _____ |
| c. Long-term based fundamental analysis :        | _____ | g. Government policy :         | _____ |
| d. View of current management ability :          | _____ | h. Any other, please specify : | _____ |

69. Which of the following innovations to improve the governance would you support?

- a. ☐ Widening the scope and depth of the audit committee to require them to have a more proactive role, especially on matters of internal controls and balancing risk and return.
- b. ☐ Rotating the audit firm (i.e statutory auditors) that audit the company every 4 years.
- c. ☐ Recognizing the non-executive directors who may have dual role as legal director and to provide the checks and balances on the executives.
- d. ☐ Required consultation by management with the top twenty shareholders.
- e. ☐ Abandoning cross board appointments of non-executive directors (i.e. where a company's directors sit on colleague's board of director.
- f. ☐ Any other, please specify \_\_\_\_\_

70. Please specify the priority to form the strategy of corporate governance of your company: (please rank e.g. 1,2,3,..)

- |  |       |
|--|-------|
| a. Return on investment :                | _____ |
| b. Maximization of market share :        | _____ |
| c. Economic value added :                | _____ |
| d. Return on total corporate resources : | _____ |
| e. Management of risk :                  | _____ |
| f. Any other, please specify :           | _____ |

71. Which of the following most appropriately represent core ethical values of your organisation? (Rank them in order of your organizational preference e.g. 1,2,3,....)

- |                        |       |                                |       |
|------------------------|-------|--------------------------------|-------|
| a. Conscience :        | _____ | h. Fairness :                  | _____ |
| b. Justice :           | _____ | i. Equity :                    | _____ |
| c. Correctness :       | _____ | j. Truthfulness :              | _____ |
| d. Morality :          | _____ | k. Honesty :                   | _____ |
| e. Unbiasedness :      | _____ | l. Discipline :                | _____ |
| f. Transparency :      | _____ | m. Utilitarianism :            | _____ |
| g. Social well-being : | _____ | n. Conformity :                | _____ |
|                        |       | o. Any other, please specify : | _____ |

72. Do you think financial institutions have an appropriate opportunity to influence companies on matters such as:

- |                                    |                                   |                          |
|------------------------------------|-----------------------------------|--------------------------|
| a. Strategy                        | <input type="checkbox"/> Yes / No | <input type="checkbox"/> |
| b. Management Performance          | <input type="checkbox"/> Yes / No | <input type="checkbox"/> |
| c. Appointment of new directors    | <input type="checkbox"/> Yes / No | <input type="checkbox"/> |
| d. Use of funds                    | <input type="checkbox"/> Yes / No | <input type="checkbox"/> |
| e. Management of conflict          | <input type="checkbox"/> Yes / No | <input type="checkbox"/> |
| f. Standard of conduct             | <input type="checkbox"/> Yes / No | <input type="checkbox"/> |
| g. Any other, please specify _____ |                                   |                          |

73. Is there a formal system in place for audit of corporate strategy/governance outcomes?

☐ Yes / No ☐

74. Please suggest the improvements in the present evaluation system for corporate governance outcome?

75. What are the non-statutory items reported on governance issues in the Annual Reports of your company?

Please specify the name of a person to be contacted for further information, in case of need:

Name:

Ph.No.:

e-mail Id:

THANK YOU