

**Format for grading Central Public Sector Enterprises (CPSEs) on the basis of
Their compliance of Guidelines on Corporate Governance**

Name of CPSE: **ARTIFICIAL LIMBS MANUFACTURING CORPORATION OF INDIA**

Name of Ministry/Department: **MINISTRY OF SOCIAL JUSTICE & EMPOWERMENT**

Listed/Unlisted **UNLISTED** Year **2014-15**

Quarter/period : **30 June 2014**

1.1 Composition of Board (2 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Does the Board of the company have an optimum combination of Functional, Nominee and Independent Directors? (The optimum number of members in the Board may be decided by the DPE)	1	Yes=1 No=0	1 (The Corporation is waiting for induction of Independent Directors which is pending with Ministry of Social Justice and Empowerment)
ii.	Does the number of Functional Directors in the company (including CMD/MD) not exceed 50% of the actual strength of the Board?	1	Yes=1 No=0	1 (The Corporation is waiting for induction of Independent Directors which is pending with Ministry of Social Justice and Empowerment)

1.2 Non-official Directors (5 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Is the number of Nominee Directors appointed by Government/other CPSE as per the DPE Guidelines?	1	Yes=1 No=0	1
ii	Is the number of Independent Directors at least 50% of Board Members (in the case of listed CPSE with an Executive Chairman) and at least one-third (in the case of listed but without an Executive Chairman or not listed CPSE)?	4	Yes = 4 No = 0	4 (The Corporation is waiting for induction of Independent Directors which is pending with Ministry of Social Justice and Empowerment)

1.3 Part-time Directors' Compensation and Disclosure (1 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i	Is the fee/compensation of Non-Official part-time Director fixed by the Board as per DPE Guidelines and Companies Act, 1956?	1	Yes = 1 No = 0	1 (Appointment of Independent Director is awaited.)

1.4 Board Meetings (2 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i	Does the Board meet at least once in every three months and time gap between any two meetings is not more than three months?	1	Yes = 1 No = 0	1 (As per stipulations of Section 25 for holding Board Meetings, the Board Meeting is held once in every six months)
ii	Does the company send to all the Members of the Board notification of the Board Meeting with at least one volume of Agenda at least seven days in advance of meetings?	1	Yes = 1 No = 0	1

1.5 Review of Compliance of Laws (5 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i	Does the Board periodically review compliance reports of all Laws applicable to the company as well as steps taken by the company to rectify instances of the non-compliances?	5	Yes = 5 No = 0	5

1.6 Code of Conduct (2 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i	Does the company has Code of Conduct approved by the Board applicable to the Board Members and senior management of the company?	1	Yes = 1 No = 0	1
ii	Do the members of the Board having conflict of interest abstain from participating in the agenda item in which he/she has personal interest?	1	Yes = 1 No = 0	1

1.7 Risk Management (4 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i	Does the company have risk management plan approved by the Board?	2	Yes = 2 No = 0	2 (Pending for want of induction of Independent/ Functional Directors)
ii	Does the Board periodically review and take remedial action to implement the risk management plan?	2	Yes = 2 No = 0	2 (Pending for want of induction of Independent/ Functional Directors)

1.8 Training of New Board Members (4 Marks)

Sl.No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i	Does the company have a policy specifying training requirements for Board Members?	2	Yes = 2 No = 0	2 (As per DPE Guidelines, training requirements are meant for Independent Directors and the Corporation is waiting for induction of Independent Directors.)

ii	Does the company provide training to the new Board Members of at least three days after appointment to the Board?	2	Yes = 2 No = 0	2 (As per DPE Guidelines, training requirements are meant for Independent Directors and the Corporation is waiting for induction of Independent Directors.)
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2.1 Constitution of Audit Committee (4 Marks)

Sl.No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i	Does the Board of Directors have a qualified and independent Audit Committee with a Terms of Reference?	1	Yes = 1 No = 0	1 (The Corporation is waiting for induction of Independent Directors which is pending with Ministry of Social Justice and Empowerment)
ii	Does the Audit Committee have minimum three Directors as members and two-third of its members as Independent Directors?	1	Yes = 1 No = 0	1 (Since there is no Independent Director on the Board, no Audit Committee could be constituted.)
iii	Is the Audit Committee chaired by an Independent Director?	1	Yes = 1 No = 0	1 (Since there is no Independent Director on the Board, no Audit Committee could be constituted.)
iv	Do all members of the Audit Committee have knowledge of financial matters of the company and at least one member has expertise in accounting and financial management?	1	Yes = 1 No = 0	1 (Since there is no Independent Director on the Board, no Audit Committee could be constituted.)

2.2 Audit Committee Role (6 Marks)

Sl.No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i	Does the scope/terms of reference governing the Audit Committee specify that the Audit Committee is responsible for the oversight of the company's financial reporting	1	Yes = 1 No = 0	1 (No Audit Committee set up for the reasons explained at 2.1.)

	process and the disclosures of its financial information?			
ii	Does the scope/term of reference governing the Audit Committee specify that it can recommend to the Board the fixation of audit fees?	1	Yes = 1 No = 0	1 (No Audit Committee set up for the reasons explained at 2.1)
iii	Does the scope/terms of reference governing the Audit Committee specify that it can approve the payment to statutory auditors for any other services rendered by them?	1	Yes = 1 No = 0	1 (No Audit Committee set up for the reasons explained at 2.1.)
iv	Does the scope/terms of reference governing the Audit Committee specify that the Audit Committee is responsible for reviewing with the management and ensuring that the company's annual financial statements and audits are in compliance with applicable laws, regulations, and company policies before submission to the Board for approval?	1	Yes = 1 No = 0	1 (No Audit Committee set up for the reasons explained at 2.1.)
v	Does the scope/terms of reference governing the Audit Committee specify that the Audit Committee is responsible for reviewing with the management the performance of internal auditors and adequacy of the internal control systems?	1	Yes = 1 No = 0	1 (No Audit Committee set up for the reasons explained at 2.1.)
vi	Does the scope/terms of reference governing the Audit Committee approved by the Board	1	Yes = 1 No = 0	1 (No Audit Committee set up for the reasons explained at 2.1.)

2.3 Audit Committee Powers (5 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i	Is the Audit Committee empowered to seek information from any employee of the CPSE?	1	Yes = 1 No = 0	1 (No Audit Committee set up for the reasons explained at 2.1)

ii	Does the Audit Committee have powers to secure help of outside legal or any other experts when necessary?	1	Yes = 1 No = 0	1 (No Audit Committee set up for the reasons explained at 2.1)
iii	Does the Audit Committee have powers to mitigate conflicts of interest by strengthening auditor independence?	1	Yes = 1 No = 0	1 (No Audit Committee set up for the reasons explained at 2.1)
iv	Is the Audit Committee empowered to ensure the effectiveness of internal controls and risk management?	1	Yes = 1 No = 0	1 (No Audit Committee set up for the reasons explained at 2.1)
v	Is there a system of protection for employees and others who report infractions (to protect “whistle blowers”)?	1	Yes = 1 No = 0	1 (No Audit Committee set up for the reasons explained at 2.1)

2.4 Meeting of Audit Committee (5 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
I	Did the Audit Committee meet at least four times during the last 12 months?	1	Yes = 1 No = 0	1 (No Audit Committee set up for the reasons explained at 2.1)
ii	Does the frequency of the Audit Committee meetings as per the norms (i.e. not more than four months shall elapse between two meetings)?	2	Yes = 2 No = 0	2 (No Audit Committee set up for the reasons explained at 2.1)
iii	Did the minimum of two Independent Directors attend the meeting of the Audit Committee?	2	Yes = 2 No = 0	2 (No Independent Director is inducted on the Board.)

2.5 Review of Information by Audit Committee (5 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i	Does the Audit Committee review the management discussion and analysis of financial condition and results of operations?	1	Yes = 1 No = 0	1 (No Audit Committee set up for the reasons explained at 2.1)
ii.	Does the Audit Committee review the statement of related party transactions submitted by management?	1	Yes = 1 No = 0	1 (No Audit Committee set up for the reasons explained at 2.1)
iii.	Do the internal audit report relating to internal control weaknesses reviewed by the Audit Committee?	1	Yes = 1 No = 0	1 (No Audit Committee set up for the reasons explained at 2.1)
iv.	Is the information regarding appointment and/or removal of Chief Internal Auditor placed before the Audit Committee?	1	Yes = 1 No = 0	1 (No Audit Committee set up for the reasons explained at 2.1)
v.	Does the Audit Committee review the declaration of financial statements by the CEO/CFO?	1	Yes = 1 No = 0	1 (No Audit Committee set up for the reasons explained at 2.1)

3.1 Constitution of Remuneration Committee (5 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Does the company have Remuneration Committee?	1	Yes = 1 No = 0	1 (Corporation could not set up Remuneration Committee since the induction of Independent Director on to the Board was not done by Ministry of Social Justice & Empowerment)

ii	Does the Remuneration committee comprise of at least 3 directors who are all part-time directors (Nominee or Independent)?	2	Yes = 2 No = 0	2 (Corporation could not set up Remuneration Committee since the induction of Independent Director on to the Board was not done by Ministry of Social Justice & Empowerment)
iii	Is the remuneration committee chaired by an Independent Director?	2	Yes = 2 No = 0	2 (Corporation could not set up Remuneration Committee since the induction of Independent Director on to the Board was not done by Ministry of Social Justice & Empowerment)

4.1 Board of Subsidiary Companies (3 Marks) - NOT APPLICABLE

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Does the Board of Subsidiary company whose turnover or net worth is not less than 20% of the turnover or net worth respectively of the Holding Company in the immediately preceding accounting year, include at least one independent director of the Holding Company as a Director ?	1	Yes = 1 No = 0	NA ALIMCO does not have any subsidiary Company.
ii	Are the minutes of meetings of Board of Directors of subsidiary company placed in the Board meetings of the holding company?	1	Yes = 1 No = 0	NA ALIMCO does not have any subsidiary Company
iii	Does the number of Functional Directors (including CMD/MD) not exceed 50% of the actual strength of the board of Subsidiary company whose turnover or net worth respectively is not less than 20% of the turnover or net worth of the Holding Company in the immediately preceding accounting year?	1	Yes = 1 No = 0	NA ALIMCO does not have any subsidiary Company

4.2 Review of Financial Statement of Subsidiary by Audit Committee (1 Marks)
- NOT APPLICABLE

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Does the Audit Committee of the holding company review the financial statements of the subsidiary company?	1	Yes = 1 No = 0	NA ALIMCO does not have any subsidiary Company

4.3 Review of Performance of Subsidiary by Board (1 Marks) - NOT APPLICABLE

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Does the Board of Directors of the holding company review the performance of the subsidiary company?	1	Yes = 1 No = 0	NA ALIMCO does not have any subsidiary Company

5.1 Transactions (3 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Is the summary of transactions with related parties in the normal and ordinary course of business placed periodically before the Audit Committee?	1	Yes=1 No=0	1 (No Audit Committee set up for the reasons explained at 2.1)
ii.	Are the details of material individual transactions with related parties undertaken in extraordinary circumstances of business placed before the Audit Committee?	1	Yes=1 No=0	1 (No Audit Committee set up for the reasons explained at 2.1)
iii.	Are the details of material individual transactions with related parties or others, which are not on an arm's length basis placed before the Audit Committee along with Management's Justification for the same?	1	Yes=1 No=0	1 (No Audit Committee set up for the reasons explained at 2.1)

5.2 Accounting Standards (3 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Do the company's accounting procedures comply with the Accounting Standards adopted by the concerned regulatory authority from time to time ?	2	Yes=2 No=0	2
ii.	Is the deviation from the prescribed Accounting Standards disclosed and explained in the financial statements and in the Corporate Governance Report of the Company?	1	Yes=1 No=0	1

5.3 Consolidated Financial Statements (3 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Are the Consolidated Financial Statements of the Company prepared in accordance with the Accounting Standards, issued by concerned regulatory authority from time to time?	3	Yes=3 No=0	3

5.4 Segment-wise Profit and Loss Statement (3 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Does the company disclose segment-wise profit & loss as per Accounting Standard issued by the concerned regulatory authority from time to time?	3	Yes=3 No=0	3

5.5 Board Disclosures – Risk Management (3 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Does the company's latest Annual Report include management's assessment of the company's outlook for the future and identify important risks that the company may face in future?	0	Yes=2 No=0	2
ii.	Has the company included in its latest Annual Report a statement of its corporate objectives (Mission)?	1	Yes=1 No=0	1

5.6 Remuneration of Directors (3 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Does the company's latest Annual Report disclose all pecuniary relationship or transactions of the part-time Directors vis-à-vis the company?	2	Yes=2 No=0	2
ii.	Does the company disclose in its latest Annual Report the details on remuneration of Directors?	1	Yes=1 No=0	1

5.7 Management Discussion and Analysis (1 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Does the Management Discussion and Analysis Report include the matters as specified in the DPE Guidelines?	1	Yes=1 No=0	0

5.8 Disclosures by Senior Management (1 Marks)

Sl. No.	Indicator	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Does the company's latest Annual Report disclose significant "related party" transactions of Board Members where they have personal interest?	1	Yes=1 No=0	1

6.1 Report on Corporate Governance (4 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Does the company's latest Annual Report have a separate section on Compliance to Corporate Governance Guidelines issued by DPE?	2	Yes=2 No=0	2
ii.	Does the company produce periodic reports and press releases to indicate significant developments impaction on corporate governance (such as, legal and environmental issues; commitment to workforce, suppliers, customers and local communities etc.)?	1	Yes=1 No=0	1
iii.	Does the company have a facility for information sharing with stakeholders through the use of information and communication technologies (ICT)?	1	Yes=1 No=0	1

6.2 Compliance Certificate (4 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Has the company obtained a Certificate from the auditors and/ or practicing Company Secretary regarding Compliance of Corporate Governance Guidelines and Annexes?	2	Yes=2 No=0	2
ii.	Does the latest Annual Report of the company include the Compliance Certificate along with the Directors' Report, which is also sent to all shareholders?	2	Yes=2 No=0	2

6.3 Chairman's Speech in AGM and Annual Report (4 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Does the Chairman's speech at the latest AGM include a section on compliance with Corporate Governance guidelines?	2	Yes=2 No=0	2
ii.	Does the Chairman's Letter/ Message to Shareholders form part of Annual Report of the Company?	2	Yes=2 No=0	2

6.4 Holding AGM, Adoption of Audited Accounts and Filing of adopted Accounts with the registrar of Companies within the stipulated time (4 Marks)

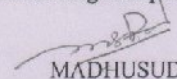
Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Did the company hold an Annual General Meeting (AGM) as per the provision of the Companies Act 1956?	1	Yes=1 No=0	1
ii.	Are the year-end Audited Accounts placed in the AGM for adoption by the shareholders of the company?	2	Yes=2 No=0	2
iii.	Are the year-end Audited Accounts adopted in the AGM filed with the Registrar of Companies within the stipulated time?	1	Yes=1 No=0	1

6.5 Timely Submission of Grading Report (4 Marks)

Sl. No.	Guidelines Proposed by the Committee	Prescribed Marks	Criteria for Measurement	Awarded Marks
i.	Does the company submit quarterly grading report regarding DPE Guidelines on Corporate Governance in the prescribed format to respective Administrative Ministries within 15 days from the close of each quarter?	4	Yes=4 No=0	4

TOTAL MARKS 94 OUT OF 95.

For Artificial Limbs Mfg. Corpn. of India


MADHUSUDAN RAY
GENERAL MANAGER (FIN. & ADMN.)

Note:-

1. The grading report in the above format is to be filled for each quarter and total marks (out of 100) are to be calculated for each quarter. The scores for each of the four quarters are to be averaged for arriving at annual score.
2. The grading would be awarded as under.

Grade	Annual Score
Excellent	85 and above
Very Good	75 – 84
Good	60 – 74
Fair	50 – 59
Poor	Below 50

3. In case, a particular indicator is not applicable to a CPSE, the same may be mentioned in the format along with justification for non-applicability and the score may be calculated after excluding the marks of that indicator and the marks may be pro-rata calculated for arriving at total score out of 100.