



Secretarial Audit Checklist

IN INDIA

COMPANY OVERVIEW & BASIC INFORMATION

Company Details

- Company name, CIN, and registered office address
- Date of incorporation and commencement of business
- Nature of business activities (main and subsidiary)
- Authorized, issued, subscribed, and paid-up share capital
- Number of members as on date
- Details of holding/subsidiary/associate companies
- Listing status (if applicable)

Capital Structure

- Verification of share capital structure
- Share certificates issued and in order
- Register of members updated and maintained
- Share transfer procedures followed
- Dematerialization compliance (if listed)



BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Board Composition & Appointments

- Board composition as per Companies Act 2013
- Minimum/maximum number of directors compliance
- Independent directors' appointment and qualifications
- Woman director appointment (if required)
- DIN status of all directors
- Directors' consent and eligibility verification
- Declaration of independence by independent directors

Board Meetings

- Minimum number of board meetings conducted (at least 4 per year)
- Maximum gap between meetings (not exceeding 120 days)
- Notice period compliance (at least 7 days)
- Quorum requirements met
- Minutes of board meetings properly recorded and signed
- Resolutions passed by circulation (if any) properly documented

Key Managerial Personnel (KMP)

- Appointment of Managing Director/CEO
- Appointment of Company Secretary
- Appointment of Chief Financial Officer
- Terms of appointment and remuneration approved
- Contracts with KMP in order



Directors' Duties & Responsibilities

- Directors' and officers' insurance (if applicable)
- Disclosure of interest by directors
- Related party transactions approval
- Directors' remuneration within prescribed limits

COMMITTEES (IF APPLICABLE)

Audit Committee

- Constitution with required composition
- Minimum meetings conducted (at least 4 per year)
- Terms of reference approved
- Minutes properly maintained

NOMINATION AND REMUNERATION COMMITTEE

Audit Committee

- Constitution with required composition
- Minimum meetings conducted (at least 4 per year)
- Terms of reference approved
- Minutes properly maintained

Nomination and Remuneration Committee

- Constitution with required composition
- Policy formulated and implemented
- Meetings conducted as required



Stakeholders' Relationship Committee

- Constitution (if required)
- Share transfer and investor grievance handling
- Meetings conducted

Risk Management Committee (if applicable)

- Constitution for large companies
- Risk management policy in place

SHAREHOLDERS & GENERAL MEETINGS

Annual General Meeting (AGM)

- AGM conducted within prescribed time limits
- Notice period compliance (at least 21 days)
- Agenda items in compliance with law
- Quorum requirements met
- Chairman's presence and conduct
- Minutes properly recorded and filed

Extraordinary General Meeting (EGM)

- EGM conducted as per requirements (if any)
- Notice and agenda compliance
- Proper authorization and approval



Postal Ballot (if applicable)

- Resolutions requiring postal ballot identified
- Proper procedure followed
- Scrutinizer appointment and report

STATUTORY REGISTERS & RECORDS

Mandatory Registers

- Register of members
- Register of directors and KMP
- Register of charges
- Register of loans, guarantees, and security
- Register of contracts with related parties
- Register of deposits (if applicable)
- Foreign register (if applicable)

Minute Books

- Board meeting minutes
- Committee meeting minutes
- General meeting minutes
- Proper signing and maintenance

COMPLIANCE WITH FILING REQUIREMENTS

ROC Filings

- Annual return filed within prescribed time (Form MGT-7)
- Financial statements filed (if required)
- Board resolution filings (as applicable)
- Change in directors/KMP filings
- Charge creation/modification filings
- Other event-based filings

MCA Portal Compliance

- DIN status of directors updated
- DSC validity of authorized signatories
- Company master data accuracy

FINANCIAL COMPLIANCE & DISCLOSURES

Related Party Transactions

- Policy for related party transactions
- Board/shareholders' approval for transactions
- Disclosure in board meetings
- Annual disclosure compliance

Loans, Guarantees & Investments

- Board approval for loans and guarantees
- Compliance with Section 186 limits
- Register maintenance
- Disclosure requirements



Deposits (if applicable)

- Compliance with deposit rules
- Deposit insurance
- Register of deposits
- Annual return of deposits

CORPORATE SOCIAL RESPONSIBILITY (CSR)

CSR Applicability

- Eligibility criteria verification
- CSR committee constitution
- CSR policy formulation and approval
- Annual spending compliance (2% of average net profits)
- CSR annual report filing

CORPORATE SOCIAL RESPONSIBILITY (CSR)

SS-1: Board Meetings

- Notice, agenda, and minutes compliance
- Attendance and quorum verification
- Resolutions documentation

SS-2: General Meetings

- Notice requirements
- Agenda preparation
- Meeting conduct
- Minutes and filing



STOCK EXCHANGE COMPLIANCE (FOR LISTED COMPANIES)

SEBI Regulations

- Listing agreement compliance
- Corporate governance requirements
- Disclosure obligations
- Insider trading regulations
- SEBI filing requirements

Continuous Disclosures

- Quarterly results disclosure
- Material events disclosure
- Related party transactions disclosure
- Corporate governance compliance certificate

OTHER REGULATORY COMPLIANCE

FEMA Compliance

- Foreign investment compliance
- External commercial borrowings (if applicable)
- Reporting requirements to RBI

Labor Laws

- Employee statutory compliance
- Gratuity and provident fund compliance
- Professional tax compliance



STOCK EXCHANGE COMPLIANCE (FOR LISTED COMPANIES)

Tax Compliance

- Income tax compliance
- GST compliance
- TDS compliance

DOCUMENTATION & RECORD KEEPING

Statutory Books

- All registers maintained at registered office
- Proper indexing and page numbering
- Regular updates and maintenance

Contracts & Agreements

- Service agreements with directors/KMP
- Material contracts and agreements
- Non-disclosure agreements
- Vendor agreements

RISK ASSESSMENT & INTERNAL CONTROLS

Risk Management

- Risk assessment framework
- Internal control systems
- Fraud prevention measures
- Regular monitoring and review



Compliance Monitoring

- Compliance calendar maintenance
- Regular compliance reporting
- Corrective action for non-compliance

RECOMMENDATIONS & OBSERVATIONS

Areas of Improvement

- Document compliance gaps identified
- Recommendations for better governance
- Process improvements suggested
- Training requirements identified

Follow-up Actions

- Timeline for compliance
- Responsibility assignment
- Monitoring mechanism

CERTIFICATION & SIGN-OFF

Secretarial Auditor Certification

- All areas covered as per scope
- Adequate documentation reviewed
- Material non-compliance identified
- Report prepared as per prescribed format



Management Representation

- Management representation letter obtained
- Acknowledgment of findings
- Commitment for compliance

