

Revised July - 2018

Ref : CS 40



Governance & Compliance

— in accordance with Companies Act , 2013. —

City & Industrial Development Corporation of Maharashtra Ltd.

CIN - U99999MH1970SGC014574

Foreword

Corporate governance deals with laws, procedures, practices and implicit rules that determine a Company's ability to take informed managerial decisions vis-à-vis its shareholders, creditors, customers the state and employees.

Corporate governance in various manifestation has been in existence at CIDCO, since the new regime under Companies Act, 2013.

I am glad to place on record the appreciation for Team Company Secretariat, who have felt; to bring this 'information booklet' as an epitome for reckoning 'CIDCO Governance and Compliance' put in place in accordance with Companies Act, 2013.

Sd/-

Shri. Lokesh Chandra, IAS

VC & MD

| | | |
|---|---------------------------------------|--|
| 1 | CSR COMMITTEE | Constituted as per Section 135 of Companies Act, 2013 |
| | BR No.10890 dt 28.8.2013 | |
| | Reconstituted - BR 11927 dt 16.9.2017 | |

| S.No. | Designation | Position in the Committee |
|-------|--|---------------------------|
| 01 | Chairman - CIDCO | Chairman |
| 02 | VC & MD – CIDCO | Member |
| 03 | Jt. MD- CIDCO | Member |
| 04 | Chairmanr - JNPT [Independent Director] | Member |
| 05 | Commissioner - NMMC | Member |
| 06 | Commissoner - Konkan Division | Member |
| 07 | Non-Official Director | Member |
| 08 | Non-Official Director | Member |
| 09 | Company Secretary | Convenor |

| | | |
|---|---|--|
| 2 | INDEPENDENT DIRECTORS - On Ex- Officio Basis | Constituted as per Section 149 of the Companies Act, 2013. |
| | BR No. 11471 dated 6.11.2015 | |

| | | |
|----|-----------------------------------|--|
| 01 | Metropolitan Commissioner, MMRDA. | GR No CID/3316/50/PK19/ Navi 10 dtd 4 Nov 2016. |
| 02 | Chairman, JNPT. | |

3**AUDIT COMMITTEE**

B.R.No.11202 dated 9.9.2014 & 11303 dated 13.2.2015 and Reconstituted vide B.R.No. 11486-B dated 1.12.2015 & B.R.No. 11927 dated 16.9.2017.

Constituted as per Section 177 of the Companies Act, 2013

| S.No. | Designation | Position in the Committee |
|-------|--|---|
| 01 | The Chairman, Jawaharlal Nehru Port Trust. | Chairman of the Audit Committee. [on ex-officio basis]. |
| 02 | The Metropolitan Commissioner, MMRDA. | Member - [on ex-officio basis]. |
| 03 | The Divisional Commissioner, Konkan Division, GoM. | Member - [on ex-officio basis]. |
| 04 | Chief Accounts Officer | Convener – [on ex-officio basis]. |
| 05 | Chief Vigilance Officer | Invitee |
| 06 | Company Secretary | Invitee |
| 07 | Financial Advisor | Invitee |
| 08 | Statutory Auditors | Invitee |
| 09 | Internal Auditors | Invitee |

4**NOMINATION & REMUNERATION COMMITTEE (NRC).**

B.R.No.11486-A dated 1.12.2015

Constituted as per Section 178 of the Companies Act, 2013

| S.No. | Designation | Position in the Committee |
|-------|---|-----------------------------------|
| 01 | Principal Secretary (UD-I), UDD, GoM. | Chairman - [on ex-officio basis] |
| 02 | Chairman, JNPT | Member - [on ex-officio basis]. |
| 03 | Joint Managing Director (Smt. V. Radha), CIDCO. | Member - [on ex-officio basis]. |
| 04 | The Manager (Personnel) | Convener - [on ex-officio basis]. |

5**INVESTMENT COMMITTEE - FOR FD IN BANKS**

Constituted with BR No. 10798 dated 16.4.2013 and Reconstituted on Ex- Officio basis (BR No. 12050 dated 31.7.2018).

| S. No. | Approved Composition (Ex- Officio basis) |
|--------|--|
| 01 | Chief Engineer (NM) |
| 02 | Company Secretary |
| 03 | Chief Accounts Officer |
| 04 | Financial Adviser |

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Form MBP-1
Notice of interest by director
[Pursuant to Section 184 (1) and Rule 9 (1)]

To

The Board of Directors

City & Industrial Development Corporation of Maharashtra Limited

Dear Sir(s)

I,, son/daughter/spouse of, resident of, being a director in the company hereby give notice of my interest or concern in the following company or companies, bodies corporate, firms or other association of individuals:-

| Sl No. | Names of the Companies ies/bodies corporate/ firms/association of individuals | Nature of interest or concern/Change in interest or concern | Shareholding | Date on which interest or concern arose/changed |
|--------|--|---|--------------|---|
| | | | | |

Signature:

Date

Director Identification Number

7**ANNUAL COMPLIANCE CERTIFICATE FROM THE COMPANY SECRETARY**

Section 205 of the Companies Act 2013 – To report to Board about compliance with the provisions of the Companies Act and other laws applicable to CIDCO

8**SECRETARIAL AUDIT REPORT-[MR-3] by Practising Company SECRETARY**

Section 204 of the Companies Act 2013- An effective multi - pronged weapon to assure the regulator, shareholders, and other stakeholders, Banks on 'instil self regulation' regime with an objective to address 'compliance risk issue' in CIDCO.

9**VIGIL MECHANISM on WEBSITE- Section 177 of the Companies Act 2013**

On- Line Grievance Redressal System is available at
 (1)<https://cidco.maharashtra.gov.in/userlogin.aspx>,
 (2)http://cidco.maharashtra.gov.in/CIDCO_VIGILANCE_MODULE_NEW/UserLogin.aspx,