

COMPLIANCE | DISCLOSURES ABOUT AND ON COMPANY WEBSITE



Website disclosures under the Companies Act and SEBI (Securities and Exchange Board of India) regulations are essential for ensuring transparency and providing relevant information to stakeholders, including investors, creditors, and the general public. These regulations are aimed at promoting good corporate governance and investor protection. There are various provisions and compliances with relation to website disclosure which are required to be complied by the companies having website. Such website disclosure shall be in accordance with the provisions of various laws and regulations applicable to the companies. Here are some key disclosures under these regulations:

Disclosures ABOUT Website:

S No.	Reference	Disclosure	Applicable On
1	Section 12 (c) of Companies Act'2013	Information about Company Website: Every company shall get its name, address of its registered office and the Corporate Identity Number along with telephone number, fax number, if any, e-mail and <u>website addresses</u> , if any, printed in all its business letters, billheads, letter papers and in all its notices and other official publications.	All Companies

Disclosures ON Website:

1. Under the Companies Act, 2013 and Rules thereon:

S No.	Reference	Disclosure	Applicable On
1	Section 8 read with Rule 22 of the Companies (Incorporation) Rules, 2014	Conditions to be complied with by companies registered under Section 8 seeking conversion into any other kind: The Company registered under Section 8 seeking conversion into any other kind shall within a week from the date of submitting the application to the Regional Director publish a notice at its own expense in Form INC-19 on the website of the company, if any, and as may be notified by the Central Government and at least once in a vernacular newspaper and in an English newspaper.	Company Registered u/s 8

COMPLIANCE | DISCLOSURES ABOUT AND ON COMPANY WEBSITE

2	Section 12 read with Rule 26 of the Companies (Incorporation) Rules, 2014	Publication of Company details on website: Every company which has a website for conducting online business or otherwise, shall disclose/publish its name, address of its registered office, the CIN, telephone number, fax number if any, email and the name of the person who may be contacted in case of any queries or grievances on the landing/home page of the said website	All Companies
3	Section 13 read with Rule 32 of the Companies (Incorporation) Rules, 2014	Alteration of Memorandum – Object Clause: A company which has raised money from public through prospectus and having unutilized amount out of the money so raised can change its objects for which it raised the money by passing a special resolution and the details, as may be prescribed, in respect of such resolution shall be placed on the website of the company, if any, indicating therein the justification for such change and shall also be published at least once in a vernacular and in an English newspaper.	Company which has raised money from public through prospectus.
4	Section 27 read with Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014	Variation in terms of contract or object on prospectus: A company which has raised money through prospectus shall on change in the terms of any contract referred to in the prospectus or altering the objects for which the prospectus was issued, publish the advertisement of the notice getting the resolution passed for such change and place it on the website of the company.	Company which has raised money through prospectus.
5	Section 66 read with Rule 3 of the NCLT(Procedure for reduction of share capital of company) Rules, 2016	Reduction of capital: The Tribunal shall give directions for the notice to be published, in form RSC-4 within 7 days from the date on which the directions are given, in English language in a leading newspaper and in a leading vernacular language newspaper, both having wide circulation in the state in which the registered office of the company is situated or such newspapers as may be directed by the Tribunal and for uploading on the website of the company, if any, seeking objections from the creditors and intimating about the date of hearing.	All Companies
6	Section 73 read with Rule 4 of the Companies (Acceptance of Deposits) Rules, 2014	Form and particulars of advertisement or circulars in relation to Deposits: Every eligible company intending to invite deposits shall issue a circular in the form of an advertisement in form DPT-1 in the English language and in vernacular language and shall place such circular on the website of the company, if any.	Company intending to invite deposits
7	Section 91 read with Rule 10 of the Companies (Management and Administration) Rules, 2014	Closure of register of members or debenture holders or other security holders: A company closing the register of members or of debenture holders or of other security holders shall give at least 7 days previous notice and in such manner, as may be specified by SEBI, if such company is listed company or intends to get its securities listed, by advertisement in at least once in a vernacular language newspaper and at least once in English newspaper and publish the notice on the website as may be notified by the Central Government and on the website of the company, if any.	Listed and Public Companies
8	Section 92 (3)	Annual Return of the Company: Every company shall place a copy of the annual return on the website of the company, if any, and the web-link of such annual return shall be disclosed in the Board's report.	All Companies
9	Section 101 read with Rule 18 of the Companies (Management and Administration) Rules, 2014	Notice of the General Meetings: <ul style="list-style-type: none"> The notice made available on the electronic link or Uniform Resource Locator has to be readable, and the recipient should be able to obtain and retain copies and the company shall give the complete Uniform Resource Locator or address of the website and full details of how to access the document or information. The notice of the general meeting of the company shall be simultaneously placed on the website of the company, if any and on the website as may be notified by the Central Government. 	All Companies (Where notice is given through electronic mode)

COMPLIANCE | DISCLOSURES ABOUT AND ON COMPANY WEBSITE

10	Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014	Voting through Electronic means: <ul style="list-style-type: none"> A company opting to provide the electronic voting facility to its members at any general meeting shall place the notice of the meeting on the website of the company, if any and of the agency forthwith after it is sent to the members. Such companies shall also cause a public notice by way of an advertisement to be published immediately on completion of dispatch of notices for the meeting but atleast 21 days before the date of general meeting at least once in an English newspaper about having sent the notice of the meeting and specifying therein website address of the company and agency, if any, where notice of the meeting is displayed. A company opting to provide the electronic voting facility to its members at any general meeting shall place the results declared along with the Scrutinizer's Report on the website of the company and on the website of the agency immediately after the result is declared by the Chairman. 10. 	Listed public Companies (provides electronic voting facility)
11	Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014	Procedure to be followed for conducting business through Postal Ballot: <ul style="list-style-type: none"> The notice of the postal ballot shall also be placed on the website of the company forthwith after the notice is sent to the members and such notice shall remain on such website till the last date for receipt of the postal ballots from the members. The results of voting by postal ballot shall be declared by placing it, along with the scrutinizer's report, on the website of the company. 	All Companies (required or decide to pass any resolution by way of postal ballot)
12	Section 115 read with Rule 23 of the Companies (Management and Administration) Rules, 2014	Special Notice: Where it is not practicable to give the notice in the same manner as it gives notice of any general meetings, the notice shall be published in English language in English newspaper and in vernacular language in a vernacular newspaper, both having wide circulation in the State where the registered office of the Company is situated and such notice shall also be posted on the website, if any, of the Company.	All Companies
13	Section 124 read with Rule 7 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2014	Nodal officer for Investor Education and Protection Fund: Every company which has deposited the amount to the Investor Education and Protection Fund shall nominate Nodal Officer for the purpose of coordination with Investor Education and Protection Fund Authority and the company shall display the name of such Nodal Officer and his email id on its website, if any.	All Companies
14	Section 124(2)	Unpaid Dividend Account: The company shall, within a period of 90 days of making any transfer of an amount under sub-section (1) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be prescribed.	All Companies
15	Section 125 read with Rule 5 of the Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2014	Investor Education and Protection Fund: Every company shall within a period of 60 days after the holding of Annual General Meeting or the date on which it should have been held as per the provisions of section 96 of the Act, whichever is earlier and every year thereafter till completion of the 7 years period, identify the unclaimed amounts, as referred in sub-section (2) of section 125 of the Act, as on the date of closure of financial year the account of which are to be adopted in the Annual General	All Companies

COMPLIANCE | DISCLOSURES ABOUT AND ON COMPANY WEBSITE

		Meeting as per sub-section (1) of section 137 of the Act, separately furnish and upload on its own website and also on website of Authority or any other website as may be specified by the Government, a statement or information of unclaimed and unpaid amounts separately for each of the previous seven financial years through Form No. IEPF-2.	
16	Section 134 (3)	Company's policy on director's appointment and remuneration and Corporate Social Responsibility: <ul style="list-style-type: none"> • A company shall place its policy on <ul style="list-style-type: none"> ○ Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of Section 178 and ○ Corporate Social Responsibility as per Section 135, on the website of the company. • If such policy is made available on the website of the company, it shall be sufficient compliance of the requirements under such clauses if the salient features of the policy and any change therein are specified in brief in the Board's Report and the web address is indicated therein at which the complete policy is available. 	All Companies (where these provisions are applicable)
17	Section 135 read with Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014	Display of CSR Activities on its Website: The Board of Directors of the company shall, after taking into account the recommendations of CSR Committee, approve the CSR Policy for the company and disclose contents of such policy in its report and the same shall be displayed on the company's website, if any, as per the particulars specified in the Annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014.	All Companies (where these provisions are applicable)
18	Section 136	Financial Statements & Consolidated Financial Statements: <ul style="list-style-type: none"> • Listed company shall place its financial statements including consolidated financial statements, if any, all other documents required to be attached thereto, on its website, which is maintained by or on behalf of the company. • Every listed company having subsidiary or subsidiaries shall place separate audited accounts in respect of each of its subsidiary on its website, if any. • Further, a listed company which has a subsidiary incorporated outside India (herein referred to as "foreign subsidiary"); <ul style="list-style-type: none"> a. where such foreign subsidiary is statutorily required to prepare consolidated financial statement under any law of the country of its incorporation, the requirement of this proviso shall be met if consolidated financial statement of such foreign subsidiary is placed on the website of the listed company; b. where such foreign subsidiary is not required to get its financial statement audited under any law of the country of its incorporation and which does not get such financial statement audited, the holding Indian listed company may place such unaudited financial statement on its website and where such financial statement is in a language other than English, a translated copy of the financial statement in English shall also be placed on the website. 	Listed Public Companies
19	Section 149 read with Schedule IV	Appointment of Independent Directors: Every company appointing independent directors shall publish the terms and conditions of the appointment of the Independent Director on the website of the company.	Listed and Public Companies

COMPLIANCE | DISCLOSURES ABOUT AND ON COMPANY WEBSITE

20	Section 160 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014	Notice of candidature of a person for directorship: The company shall, at least 7 days before the general meeting, inform its members of the candidature of a person for the office of a director or the intention of a member to propose such person as a candidate for that office – (1) by serving individual notices, on the members through electronic mode to such members who have provided their email addresses to the company for communication purposes, and in writing to all other members; and (2) by placing notice of such candidature or intention on the website of the company, if any.	All Companies
21	Section 168 read with Rule 15 of the Companies (Appointment and Qualification of Directors) Rules, 2014	Notice of resignation of director: The company shall within 30 days from the date of receipt of notice of resignation from a director, intimate the Registrar in Form DIR-12 and post the information on its website, if any.	All Companies
22	Section 177	Vigil Mechanism: The details of establishment of vigil mechanism shall be disclosed on the website, if any and in the Board's Report by the listed company and certain class of companies.	Listed Public Companies
23	Section 178	Policy relating to the remuneration for the directors, key managerial personnel and other employees.: Policy relating to the remuneration for the directors, key managerial personnel and other employees shall be placed on the website of the company, if any, and the salient features of the policy and changes therein, if any, along with the web address of the policy, if any, shall be disclosed in the Board's report.	Listed Public Companies
24	Section 230 & 232 read with Rule 7 of the Companies (Compromises, arrangements and amalgamations) Rules, 2016	Advertisement of the notice of the meeting for scheme of compromise or arrangement: The notice of the meeting under section 230(3) of the Act shall be advertised in form CAA 2 in at least one English newspaper and in at least one vernacular newspaper having wide circulation in the state in which the registered office of the company is situated, or such newspapers as may be directed by the Tribunal and shall also be placed, not less than 30 days before the date fixed for the meeting, on the website of the company, if any and in case of listed company also on the website of the SEBI and the stock exchanges where the securities of the company are listed.	All Companies
25	Section 248 read with Rule 7 of the Companies (Removal of Name of Companies from the Register of Companies) Rules, 2016	Notice seeking objections under Section 248(2) for striking off names of the company from the Register of Companies: The notice under sub-section (1) or sub-section (2) of section 248 shall be in Form STK 5 or STK 6, as the case may be, and be – (i) placed on the official website of the Ministry of Corporate Affairs on a separate link established on such website in this regard; (ii) published in the Official Gazette; (iii) published in English language in a leading English newspaper and at least once in vernacular language in a leading vernacular language newspaper, both having wide circulation in the State in which the registered office of the company is situated. Provided that in case of any application made under sub-section (2) of section 248 of the Act, the company shall also place the application on its website, if any, till the disposal of the application.	All Companies

COMPLIANCE | DISCLOSURES ABOUT AND ON COMPANY WEBSITE

2. Under SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015

S No.	Reference	Disclosure	Applicable On
1	Regulation 23: Related Party Transactions	<p>Disclosure of related party transactions on a consolidated basis: The listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on the website of the listed company.</p>	Listed Companies
2	Regulation 30: Disclosure of events or information	<ul style="list-style-type: none"> • Policy for determination of materiality: A policy for determination of materiality, based on criteria specified in this regulation and duly approved by its board of directors, shall be disclosed on the website of the listed company. • Contact details of authorized Key Managerial Personnel: The board of directors of the listed entity shall authorize one or more Key Managerial Personnel for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under this regulation and the contact details of such personnel shall be also disclosed to the stock exchange(s) and as well as on the listed entity's website. • Disclosure of events or information: The listed entity shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under this regulation, and such disclosures shall be hosted on the website of the listed entity for a minimum period of 5 years and thereafter as per the archival policy of the listed entity, as disclosed on its website. 	Listed Companies
3	Regulation 34: Annual Report	<p>Copy of Annual Report or the copy of revised Annual Report, if any: The listed entity shall submit to the stock exchange and publish on its website –</p> <ul style="list-style-type: none"> • a copy of the annual report sent to the shareholders along with the notice of the annual general meeting not later than the day of commencement of dispatch to its shareholders; • in the event of any changes to the annual report, the revised copy along with the details of and explanation for the changes shall be sent not later than 48 hours after the annual general meeting. 	Listed Companies
4	Regulation 43A: Dividend Distribution Policy	<p>Disclosure of Dividend Distribution Policy:</p> <ul style="list-style-type: none"> • The top 500 listed entities based on market capitalization (calculated as on March 31 of every financial year) shall formulate a dividend distribution policy which shall be disclosed in their annual reports and on their websites. • If the listed entity proposes to declare dividend on the basis of parameters in addition to clauses (a) to (e) of sub-regulation (2) or proposes to change such additional parameters or the dividend distribution policy contained in any of the parameters, it shall disclose such changes along with the rationale for the same in its annual report and on its website. 	Listed Companies

COMPLIANCE | DISCLOSURES ABOUT AND ON COMPANY WEBSITE

5	Regulation 46: Website	<p>Disclosures on website:</p> <p>The listed entity shall disseminate the following information under a separate section on its website:</p> <ul style="list-style-type: none"> • details of its business; • terms and conditions of appointment of independent directors; • composition of various committees of board of directors; • code of conduct of board of directors and senior management personnel; • details of establishment of vigil mechanism/ Whistle Blower policy; • criteria of making payments to non-executive directors , if the same has not been disclosed in annual report; • policy on dealing with related party transactions; • policy for determining ‘material’ subsidiaries; • details of familiarization programmes imparted to independent directors including the following details: <ul style="list-style-type: none"> ○ number of programmes attended by independent directors (during the year and on a cumulative basis till date), ○ number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and ○ other relevant details • the email address for grievance redressal and other relevant details; • contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances; • financial information including: <ul style="list-style-type: none"> ○ notice of meeting of the board of directors where financial results shall be discussed; ○ financial results, on conclusion of the meeting of the board of directors where the financial results were approved; ○ complete copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report etc.; • shareholding pattern; • details of agreements entered into with the media companies and/or their associates, etc.; • schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange; • new name and the old name of the listed entity for a continuous period of one year, from the date of the last name change; • items in sub-regulation (1) of regulation 47; • With effect from October 1, 2018, all credit ratings obtained by the entity for all its outstanding instruments, updated immediately as and when there is any revision in any of the ratings; • Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year, uploaded at least 21 days prior to the date of the annual general meeting which has been called to inter alia consider accounts of that financial year. 	Listed Companies
---	------------------------	---	------------------

COMPLIANCE | DISCLOSURES ABOUT AND ON COMPANY WEBSITE

3. Under SEBI [Prohibition of Insider Trading] Regulations, 2015:

S No.	Reference	Disclosure	Applicable On
1	Regulation 8: Code of Fair Disclosure	A code of practices and procedures for fair disclosure of unpublished price sensitive information (UPS): The board of directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to these regulations, without diluting the provisions of these regulations in any manner.	Listed Companies

* * * * *

Disclaimer: To ensure compliance and make the most of these changes, it's advisable for entities to consult with professional experts and stay updated. This note is based only on our interpretation of the relevant laws prevailing in India, as on the date of this Note. Companies Act and SEBI Regulations are complex and complicated law. Amendments and changes are also a normal feature which open-up newer areas of ambiguity. Labhyansh India Private Limited has no responsibility to update this Note for events or circumstances occurring after the date of this Note.

Last Updated: November'2023