



Department: Listing	Segment: Capital Market
Circular No: MSE/LIST/CIR/2026/559	Date: August 25, 2026

Subject: Frequently Asked Questions (FAQs) on the Submission of the Quarterly Integrated Filing – Governance

To All Members,

With reference to the submission of **Integrated Filing – Governance (Formerly known as Corporate Governance Report)**, please find annexed the Frequently Asked Questions (FAQs) for your reference and guidance purpose.

All the listed entities are requested to take note of the same and comply accordingly.

**For and on behalf of
Metropolitan Stock Exchange of India Limited**

**Mahendra Choudhari
Assistant Vice President**

Disclaimer: This document is issued by the Exchange solely for the purpose of providing general guidance to listed entities in relation to the submission of the quarterly Integrated Filing – Governance through the XBRL utility. The contents hereof are illustrative and explanatory in nature and shall not be construed as substitution/clarification/explanation on any matter on which provision of Law, Regulation or SEBI/Exchange circular were issued. This document reflects the position as on the date of its issuance and shall not be construed as taking into account any subsequent amendment. Nothing contained herein shall relieve a listed entity of its independent obligation to ensure compliance with all applicable provisions of law, and the Exchange shall not be liable for any consequence arising from reliance placed on this document

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General Submission Requirements

A. What is the due date for submission of the quarterly Integrated Filing – Governance Report?

Integrated Filing – Governance Report shall be submitted within 30 days from the end of each quarter as prescribed under Regulation 27 (2) of the SEBI (LODR) Regulations.

B. From which date should a newly listed entity shall submit the Integrated Filing – Governance Report?

A newly listed entity is required to submit the Integrated Filing – Governance report from the quarter ending immediately after the date of listing.

C. What are the conditions under Regulation 4 of the SEBI (LODR) Regulations, 2015 for dissemination of adequate and timely information to recognized stock exchange(s)?

The following provisions are to be taken care of by the companies while submitting the Integrated Governance report:

4(1)(d) - the listed entity shall provide adequate and timely information to recognized stock exchange(s) and investors.

4(1)(e) - the listed entity shall ensure that disseminations made under provisions of these regulations and circulars made thereunder, are adequate, accurate, explicit, timely and presented in a simple language.

4(1)(i) - filings, reports, statements, documents and information which are event based or are filed periodically shall contain relevant information.

D. Whether Corporate Governance provisions are applicable to SME Listed entities and how does Regulation 280 of SEBI (ICDR) Regulations impact?

As per regulation 280 of SEBI (ICDR) Regulations 2018 as amended on March 8, 2025, if a listed SME's post issue paid up exceeds Rupees 25 crore, it shall comply with corporate governance provisions under SEBI (LODR) Regulations, 2015 including submission of the Integrated Filing – Governance Report.

E. What are the conditions stipulated under the SEBI (LODR) Regulations, 2015 for the continued applicability and compliance of Corporate Governance provisions by Listed entities?

As per Regulation 15 of SEBI (LODR) Regulations, 2015 once corporate governance provisions as specified in regulations 17 to 27, clauses (b) to (a) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V become applicable to a listed entity, they shall continue to remain applicable till such time the equity share capital and the net-worth of such entity reduces and remains below the specified threshold for a period of three consecutive financial years, even if they subsequently fall outside the specified ranking.

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- F. When will Corporate Governance provisions under SEBI (LODR) Regulations, 2015 become applicable to a listed entity entering the Top 1000/Top 2000 based on Average market capitalization for the first time?**

For a listed entity entering the Top 1000/Top 2000 based on average market capitalization, the corporate governance provisions shall become effective after a period of three months from December 31 (i.e., April 1) or from the beginning of the immediately next financial year, whichever is later.

Illustration:

Particulars	Financial year ending			
	March	June	September	December
Average market capitalization	December 31			
Status of the listed entity	Enters Top 1000/2000 for first time			
Date of applicability for Top 1000/2000 Corporate Governance provisions	April 01	July 01	October 01	April 01

Part- I: Composition of Board of Directors

- 1. What should be mentioned if DIN is not available to a director?**

If DIN is not available for the Director(s), the Company needs to mention the dummy DIN (99999999), along with the detailed reason in remark column for not having DIN.

- 2. What should be mentioned if PAN is not applicable to a director(s)?**

If PAN is not applicable to Directors(s), the Company needs to mention only the dummy PAN (ZZZZZ9999Z) along with the reason in company remarks.

- 3. What shall be the DIN status of the Director in case Director cease/resign from the Board Composition?**

In case director ceases or resigns from the Board, the DIN status shall be mentioned in accordance with the status reflected on the records of the Ministry of Corporate Affairs (MCA).

- 4. Manner of submission of the name of the Director(s) into the Integrated Filing – Governance Report.**

The listed entities must disclose the correct and complete name of the director(s) as per the PAN.

- 5. Which category should be selected in the XBRL utility when the Chairperson is related/not related to Promoters?**

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Scenario	Category to be selected in XBRL utility
Chairperson is a Promoter or related to Promoters (s)	Chairperson related to Promoter (In category 2 of Directors)
Chairperson is not Promoter or related to Promoters (s)	Chairperson (In category 2 of Directors)

6. Is the field for date of re-appointment mandatory? If yes, what shall the date of re-appointment be in case the Director is not yet re-appointed i.e., first term is continuing?

The field for the date of re-appointment is mandatory for Independent Directors. In case the Independent Director is yet to be re-appointed i.e., if his first term is continuing, kindly mention the initial date of appointment in the field for re-appointment.

7. What shall be the Initial date of appointment in case of Change in Category/ Redesignation of Director?

In case “No” cessation from current category:

The initial date of appointment shall be the date of appointment inducted into the Board as Director of the Company

For Example: Mr. X was appointed as Executive Director on July 14, 2017, and later changed his/her designation as Non-Executive Director from July 15, 2019. In this case, the initial date of appointment to be considered as July 14, 2017.

In case of cessation from current category:

The initial date of appointment shall be the date of appointment inducted with current category into the Board as Director of the Company.

For Example: Mr. X was appointed as Executive Director on July 14, 2017, and ceased from his/her position on July 15, 2019. After 3 months, Mr. X was appointed as Non-Executive Director from October 01, 2019. In this case, the initial date of appointment to be considered as October 01, 2019.

8. Is the field Date of Cessation mandatory?

The field for the date of cessation is mandatory when the tenure of director is completed or cessation due to death, resignation or removal of Director.

9. In what all cases details against the tenure to be provided?

The details of the director's tenure are mandatorily required in the case of Independent Directors. Tenure means total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

10. What shall the details be in the field of tenure of Director?

Tenure to be provided only in the case of Independent Directors. The tenure of the Independent Director (ID) will be calculated till the end of the Quarter i.e. if the Integrated Filing – Governance Report is submitted for the Quarter ended March 31, 2026; the tenure shall be calculated from the date of initial appointment till March 31, 2026.

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The details under tenure can be provided up to two decimals.

Example: If an ID has completed 14 months and 17 days, the Company can mention 14.17 as his tenure.

11. The Date of Birth in the Integrated Filing - Governance column must be entered for all Directors?

The Date of Birth is mandatory for Non-Executive Directors and Independent Directors.

12. When is the special resolution required to be passed under Regulation 17(1A) of the SEBI (LODR) Regulations, 2015 including in case of companies that are proposed to be listed?

Prior approval of shareholders by way of a **special resolution** is required for appointment or continuation of a Non-Executive Director who has attained the age of seventy-five years. The explanatory statement to the notice shall also provide justification for appointment or continuation.

Please note that the requirement for shareholders' approval under regulation 17(1A) states "Prior approval of shareholders in case of Non-Executive Director attaining the age of 75 years". However, regulation 17(1C) states "Regularization of all directors", both the provisions are to be referred separately for the appointment/re-appointment of directors as prescribed under the SEBI (LODR) Regulations, 2015.

Scenarios:

i. Continuation of an existing Non-Executive Director attaining age of 75 years:

In case the age of the Non-Executive Director who has been already appointed on the Board of Directors and who is attaining the age of 75 years, the special resolution in terms of regulation 17(1A) as per the SEBI (LODR) Regulations, 2015, shall be passed before the date of attaining the age of 75 years of the said Director.

ii. New appointment as Non-Executive Director:

In case of new appointment of a Non-Executive Director who has attained the age of 75 years, prior approval of shareholders by way of special resolution shall be obtained.

iii. Director appointed prior to listing:

Where a Non-Executive Director is appointed and has already attained the age of 75 years prior to listing, the company shall obtain approval of shareholders for continuation of such

Director by way of special resolution to comply with Regulation 17(1A) of the SEBI (LODR) Regulations, 2015 before the listing on the Exchange platform.

13. What is the Maximum number of directorships for Directors on the Board including for Independent Director?

As per Regulation 17A of SEBI (LODR) Regulations, 2015 below are the limits:

- A person shall not be a Director in more than seven listed entities.
- A person shall not serve as an Independent Director in more than seven listed entities.
- Further, any person who is serving as a Whole-Time Director / Managing Director in any listed entity shall serve as an independent director in not more than three listed entities.

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14. As per Regulation 26(1) of SEBI (LODR) Regulations, 2015 in how many committees, a director can get appointed as member/chairperson.

A Director shall not be a member of more than ten committees or act as Chairperson of more than five committees across all listed entities in which he is a Director, which shall be determined as follows:

- i. The limit of the committees on which a director may serve in all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 shall be excluded.
- ii. For determination of limit, Chairpersonship and membership of the Audit committee and the Stakeholders' Relationship Committee alone shall be considered.

Note: No. of post of Chairperson in Audit/Stakeholder Committee held includes public limited companies whether listed or not.

15. In case of any vacancy arises in the office of any Director, within how much time should the vacancy be filled to achieve compliance with the SEBI LODR Regulations, 2015?

Pursuant to Regulation 17 (1E) of the SEBI (LODR) Regulations, 2015 any vacancy in the office of a director shall be filled at the earliest and in any case not later than three months from the date such vacancy. In case such vacancy results in non-compliance with the Board or Committee composition requirements under Regulation 17, 18, 19, 20 or 21, compliance shall be ensured within three months from the date of such vacancy.

Where non-compliance arises due to expiry of the term of office of a Director, the vacancy shall be filled on or before the date of such office is vacated.

16. For composition of Directors/members, how shall decimals/fractions be treated?

Decimal/Fraction shall be rounded off to the higher number while determining compliance, both for Board as well as Committees.

For Example: If in an audit committee there are total 5 members and as per the provisions of SEBI LODR Regulations, 2015, 2/3rd of the committee members shall be comprised of Independent Directors. The calculation of Independent arises to 3.33. However, the company shall ensure the rounding off the calculation of Independent to the higher number i.e., 4.

In aforesaid example, the company shall only be treated as compliant when 4 out of total 5 members comprise of independent.

17. Whether the provision of Regulation 17(1C) of the SEBI (LODR) Regulations, 2015 shall also be applicable to re-appointment of Directors?

The provisions of regulation 17(1C) of the SEBI (LODR) Regulations, 2015 shall also be applicable in case of re-appointment of Directors including those who are already forming part of the Board of Directors.

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Part- II: Composition of Committees

1. Is it required to give the details of all the Committee Meeting?

The Company is required to mandatorily give the details of Audit Committee; Stakeholders Relationship Committee; Nomination and Remuneration Committee and Risk Management Committee, if applicable.

2. What will be the date of appointment of the Director in case of Committee?

The date of appointment with the committee shall be the date on which the Director is inducted as a member of such committee.

For Example: Mr. X was on the board of Directors from the year 2011 and was reappointed in 2014. The Independent Director was inducted in the Committee in the year 2013. The date of appointment in the Committee will be 2013.

3. If a director was appointed as a Member of the Committee and later, he was appointed as the Chairman of the Committee, what will be the date of appointment?

If a director was appointed as a Member of the Committee and later in the reconstitution of the Committee, he/she got appointed as the Chairperson of the Committee, the date of appointment will be the date of appointment as the Member of the Committee. However, the company is required to mention in the notes section about the change of the Chairperson in the committee (including the date of recategorization of member as Chairperson or vice versa).

4. How will the Committee positions held by a director be determined in cases where the Director serves as Chairman of a committee?

The Director shall be counted as a member of two committees and Chairman of one committee. The committee membership count includes the committee in which the Director serves as Chairman.

For Example: Mr. X will be Member in 2 Committee and Chairman in 1 Committee i.e. the membership count will include the count in which the Director is Chairman.

5. What should be included in the category of Composition of Risk Management Committee for a Non- Board Member, if any?

The Companies should ensure that correct Category i.e. the designation of the Non-Board Member in the Company to be provided in the category of the Composition of Risk Management Committee.

Wrong categories like "Not a Director, Member etc." shall not be mentioned.

Part- III: Meeting of Board of Directors

1. What is to be mentioned in table Annexure 1- Meeting of Board of Directors in the field of 'Total Number of Directors as on date of the meeting'?

Under the heading 'Total Number of Directors as on date of the meeting' listed entity shall provide Total Number of Directors forming part of the Board as on the date of meeting.

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2. How should Chairperson details be disclosed if a listed entity does not have a regular Chairperson?

In case, the listed entity does not have a regular Chairperson, it shall indicate “No” against the field “Whether the listed entity has a Regular Chairperson” in Annexure-I (Composition of Board). Further, the entity shall disclose the name of the Director who chaired the latest Board Meeting.

Part- IV: Meeting of Committees

1. What is to be mentioned in table Annexure 1- Meeting of Committees:

i. In the field of 'Total Number of Directors in the Committee as on date of the meeting'

Under the heading 'Total Number of Directors in the Committee as on date of the meeting' listed entity shall provide total number of Directors forming part of Committee as on the date of meeting.

ii. In the field of 'Number of Directors present (All directors including Independent Director)'

Under the heading 'Number of Directors present (All Directors including Independent Director)', listed entities shall provide total number of Directors forming part of the committee as on the date of Meeting and were present in the meeting.

iii. In the field of 'Number of Members attending the Meeting (Other than Board of Directors)'

Details in the field of 'Number of Members attending the Meeting (Other than Board of Directors)' are required to be provided for Risk Management Committee only. For other Committees (i.e Audit Committee/ Stakeholders Relationship Committee/ Nomination and Remuneration Committee), kindly mention "0".

For Example.: If the Risk Management Committee of the company ABC Ltd. comprises of 4 members and out of 4 members 3 are Directors i.e., forming the part of the Board of Directors and 1 is a non-Board member, then in the column of "Number of Members attending the Meeting (Other than Board of Directors)" details of non-Board member(s) shall be mentioned i.e., 1.

iv. Do we mention Invitees who are attending Committee Meetings in the field of 'Number of Members attending the Meeting (Other than Board of Directors)'

No, the Company is not required to fill in the details of invites who are attending the Committee Meetings.

2. How should Chairperson details be disclosed if a listed entity does not have a regular Chairperson in the Committee?

In case the listed entity does not have a regular Chairperson in the committee, it shall indicate “No” against the field “Whether the listed entity has a Regular Chairperson” (Composition of Committees). Further, the entity shall disclose the name of the person who chaired the latest committee meeting.

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Part- V: Others

1. Whether Integrated Filing – Governance is required to be uploaded separately on both the exchanges?

No, Integrated Filing – Governance is covered under the Single filing system. Upon successful upload on one Exchange, the filing is automatically disseminated on the other Exchange through API-based integration between Stock Exchanges.

MSE Circular No.: MSE/LIST/CIR/2026/554 dated May 22, 2026.

<https://www.msei.in/SX-Content/Company-Circulars/2026/May/EXCHANGE-22-MAY-2026-UPDATE-ON-SINGLE-FILING-SYSTEM-THROUGH-API-BASED-INTEGRATION-BETWEEN-STOCK-EXCHANGES---4.pdf>

2. From where can the company download the fresh utility?

The companies shall download the latest version of XBRL utility for Integrated Filing – Governance from XBRL portal and upload the XML.

Path: xbml.msei.in > XBRL > Excel utility > Integrated Governance

3. Can a revised submission of the Integrated Filing – Governance be submitted by the company?

Yes, a company can revise the record of already submitted Integrated Filing – Governance.

In order to revise the already submitted Integrated Filing – Governance, the companies are requested to follow the below steps:

Upload the XML file on xbml.msei.in > E-Filing > Integrated Governance

Please select 'Revision' from drop down in Type of Submission and enter exact reason for revision in the “Revision remarks tab”.

4. Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024, related to Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc. Applicable to the entity?

Disclosure under Annexure I (Part F) of the format of Compliance report on Integrated Filing – Governance by the Listed Entities as per the SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2021, excludes any loan (or other form of debt), guarantee/ comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

- a. by a government company to/ for the Government or government company
- b. by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
- c. by a banking company or an insurance company; and
- d. by the listed entity to its employees or directors as a part of the service conditions.

Thus, for the entities other than above, Applicable shall be selected against "Applicability of disclosure" while providing submission of Disclosure under Annexure I (Part F).

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If no transaction(s) is/are accounted by the company till the date of submission of the Integrated Filing – Governance, then the Disclosure under Annexure I (Part F) may be submitted NIL with Details.

5. What to select against Affirmation of Annexure I (Part F) if the company is submitting the same with NIL details?

If the company submits Disclosure with NIL details, then the Compliance Status under Affirmations IV shall be mentioned as "YES" along with company remarks.

6. What should be the denomination used for providing the details for disclosure under Annexure I (Part F)?

Denomination used should be in "Rupees" for disclosure under Annexure I (Part F) i.e., the amount shall be provided in Rupees and not in any other denomination like Thousands, Lakhs, Crores etc.

In case of any issues with respect to the XBRL filing, the company(ies) can reach out by dropping an email over listing@mse.co.in.

Also, the contact details of the MSE Officials are available over path:

<https://xbml.msei.in/HELPDESK>

Quarterly disclosures: Under Schedule III of SEBI LODR, 2015

1. Under what circumstances is a company required to make quarterly disclosures in relation to acquisition of shares or voting rights in an unlisted company as per sub-para 1 of Para A of Part A of Schedule III of SEBI LODR, Regulations 2015?

As per the provisions of sub-para 1 of Para A of Part A of Schedule III of the SEBI (LODR) Regulations, 2015, which states that: *acquisition of shares or voting rights aggregating to five percent or more of the shares or voting rights in an unlisted company and any change in holding from the last disclosure made under this proviso exceeding two per cent of the total shareholding or voting rights in the said unlisted company shall be disclosed on a quarterly basis in the format as may be specified.*

Accordingly, if the aforesaid limit gets triggered, then disclosure is to be given under Integrated Filing Governance XBRL only and 'Yes' is to be selected in the General Info tab and for 'No' selected a reason for the same must be given:

2. Under what circumstances is a company required to make quarterly disclosures in relation to details of imposition of fine or penalty as per sub-para 20 of Para A of Part A of Schedule III of the SEBI (LODR) Regulations, 2015?

As per the provisions of sub-para 20 of Para A of Part A of Schedule III of the SEBI (LODR) Regulations, 2015, which states that:

Imposition of fine or penalty shall be disclosed in the following manner along with the details pertaining to the action(s) taken or orders passed as mentioned in the sub-paragraph:

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disclosure of fine or penalty of rupees one lakh or more imposed by sectoral regulator or enforcement agency and fine or penalty of rupees ten lakhs or more imposed by other authority or judicial body shall be disclosed within twenty-four hours.

disclosure of fine or penalty imposed which are lower than the monetary thresholds specified in the clause (i) above on a quarterly basis in the format as may be specified

Accordingly, for the of fine or penalty imposed by sectoral regulator or enforcement agency (as defined in the ISF circular on Regulation 30) or other authority or judicial body which is less than the amount mentioned below, details is to be given in the Integrated Filing Governance XBRL only and 'Yes' is to be selected in the General Info tab and for 'No' selected a reason for the same has to be given.

Rs. 1 lakh – Sectoral Regulator/ Enforcement Agency

Rs. 10 lakhs – Other Authority/ Judicial Body

3. Under what circumstances is a company required to make quarterly disclosures in relation to updates on tax litigations or disputes as per sub-para 8 of Para B of Part A of Schedule III of the SEBI (LODR) Regulations, 2015?

As per the provisions of sub-para 8 of Para B of Part A of Schedule III of the SEBI (LODR) Regulations, 2015 read with SEBI master circular on LODR, which states that:

Tax litigations or disputes, including demand notices, penalties, etc., shall be disclosed under sub-para 8 of Para B based on application of criteria for materiality in the following manner:

Disclosure of new tax litigations or disputes within twenty-four hours from the receipt of notice by the listed entity.

Quarterly updates on ongoing tax litigations or disputes in the format as may be specified.

Tax litigations or disputes, the outcomes of which are likely to have a high correlation, should be cumulated for determining materiality.

Accordingly, Quarterly updates on on-going material Tax litigations or disputes, including demand notices, penalties, etc. will require a disclosure under Integrated Filing Governance XBRL only and 'Yes' is to be selected in the General Info tab and for 'No' selected a reason for the same must be given:

Note - This circular supersedes all the previously issued FAQs to the listed entities with respect to the submission of Integrated Filing – Governance (Formerly known as Corporate Governance Report)