



Chethan Yogesh

Company Secretary

Wipro Enterprises (P) Limited

What encouraged you to become a CS?

Since childhood I was excited about how the Companies operate, who are the owners of the Company, how they are managed etc. Private, Public, listed, unlisted companies used to create lot of intriguing inquisitiveness in me. After graduation, I had two options - to either pursue CA or CS. Considering the commitment of time required, and my vested interest, I decided to pursue CS course and I must say, I am proud of the decision after more than a decade of functioning as a CS.

How do you deal with shareholders grievances at the AGM (including those that could not be responded to during the AGM)?

Shareholders are the ultimate owners of the Company . We believe their queries need to be responded to with utmost importance. We engage with our shareholders proactively to address any queries, with support from our R&T agent. For the queries raised by the shareholders which are not responded to, we make sure that they get the relevant solution or response to those queries. Additionally, we also present Investor Grievance reports to one sub-committee of the Board periodically.

Considering the increasing demands made on a CS, how do you manage your time?

We, as a country, have given a lot of importance to Corporate Governance and Compliance in last 10 years. Fortunately, I am associated with a group which is considered gold standard for both. It increases my responsibility multi-fold since we cannot afford any minute errors. As the job is ever demanding, I prioritize my activities, based on the importance of the work. Along with my team, I always define a specific timeline for each task, and try to adhere to timelines. In case of any delay, we expedite and complete it ASAP. Part of my time is also dedicated to analysing the draft guidelines which can impact us in the future and I try to keep the organisation ready for them. In addition to the CS role, I am also designated as the Head of Ombuds for a Business Division, which requires additional time.

What good practices, not prescribed by law, have you put in place?

To reiterate, our group is considered as epitome of Corporate Governance standards, Accordingly, it is our responsibility to follow and implement industry leading practices. This is despite the fact that most of the requirements are not applicable to us as per Regulations. Few of our governance practices are as under:

- **Code of Business Conduct Ethics (COBC):** We ensure that each employee attends COBC sessions, at least once a year, and clears the online test. We have zero tolerance for any violations.
- **Conducting a Secretarial audit** by a leading external independent Practising Company Secretary firm since our company's inception.
- **Constituting AC, NRC, and Admin Committees,** and conducting the meetings on quarterly/periodical basis, and following other compliance requirements as per the Companies Act 2013 and Secretarial Standards.
- **Having a dedicated Internal Audit and Risk function,** with a team of more than 30+ persons, and a senior leader heading the function.
- **Preparing and implementing an RPT policy,** even though it is not required statutorily. We track the arms' length test as per the policy, and obtain a periodic certification/declaration. Internal audit is also carried out for RPTs.
- **Adopting a global compliance policy/charter,** and having an automated tool from one of the Big 4 audit firm, to track and ensure statutory compliances. Further, compliance audits/tracking has been carried out in all locations, and certificates are obtained from respective plant heads/location heads/department heads. The same are placed before the AC and the Board on a quarterly basis.
- **Preparing, printing, and dispatching of Annual Reports** to all shareholders, like a listed company, along with message from top leadership.
- **Approvals/consent of the Board** are sought for agenda items, like managerial remuneration etc, even though it is exempted for private companies.
- **Placing agenda/information related to details of inter corporate loans and equity or guarantee (within the group companies)** every quarter before the AC and the Board.
- **Quarterly review mechanism** by senior leadership before each Committee/Board meeting.

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