



Nilay Shah

*Group Company Secretary and Head Legal
Central Depository Services (India) Limited (CDSL)*

1. Is it important to connect with Directors between meetings? If so, how do you do it?

As the role of Company Secretary involves continuous interaction with the Directors, it is very important to maintain ongoing communication with them between the Board/ Committee meetings to ensure smooth decision-making, and ensure that they remain informed of critical developments.

Steps taken for the same:

- Provide regular updates about the Company through passing Circular Resolution and sending Note to Information.
- To arrange regular calls on matters which require their opinion and expertise.
- Virtual or in-person interactions for deciding the Agendas of the next Board/ Committee meetings.
- Sharing the regulatory changes and updates to keep the directors informed about the changing laws, as applicable to them and the Company.
- Pre-emptively decide the calendar of meetings for the financial year so as to increase the active participation of all the Board members.

2. How does your company ensure engagement with stakeholders?

The Company Secretary acts as a bridge between various stakeholders and the management of the Company. Therefore, engaging with the stakeholders is very important, not just on periodic basis, but also on continual basis. It involves creating genuine connections, and ensuring stakeholders feel valued, informed, and involved.

Steps taken for the same:

- Conducting stakeholder meetings as and when required, including AGMs, Postal Ballots, investor/ analysts calls.
- Providing timely and accurate disclosures through stock exchange and company website.
- Maintaining open channels of communication, such as helpdesk and emails and helpline numbers for shareholder queries.
- Aligning business practices with stakeholder expectations, while adhering to regulatory requirements.

3. What do you do to ensure that tabled items are minimum?

As a Company Secretary, it is important to minimize tabled items. This requires a rigorous and thoughtful approach to plan the meetings and the Agenda items in a proper manner.

Steps taken for the same:

- We implement a pre-meeting discussion with the senior management of the Company before every meeting wherein we send emails to all the departments to provide their Agenda items to be placed before the Board well in advance, and within a stipulated time. This ensures that only those items that truly need board-level discussion are considered.
- We've set up a system where non-urgent or non-critical matters can be pre-approved by relevant committees of the Board (e.g., Audit Committee or Nomination and Remuneration Committee, etc), ensuring that those items are addressed without delaying the full Board meeting.
- Where some of the matters do not require discussion in a Board meeting, those matters are circulated to the Members by way of Circular Resolutions/ Note to Information, rather than adding the item to the Agenda.

4. What steps have you taken to ensure effective corporate governance practices within your company?

As a Company Secretary, ensuring Corporate governance practices are followed in the organisation is very important. Corporate governance is a holistic, ongoing effort that requires innovation in governance practices, rather than simply adhering to the minimum legal requirements.

Steps taken for the same:

- We have appointed a competent and diverse board with a mix of Executive and Non-Executive Directors, ensuring independent decision-making.
- We have developed and enforced a company-wide code of ethics that promotes transparency, fairness, and integrity in the organization.
- We have implemented systems for employees to report unethical behaviour without fear of retaliation.
- We provide inductions and timely training to all employees, including KMPs and Directors on various topics relating to Corporate governance.
- We have a practice of sending quarterly emails to all the employees and directors about the Companies Codes and policies.

5. What are the ways to create a balanced and effective collaboration with senior management and Board members?

The Company Secretary needs to act as a bridge between the Board members and the Senior management of the Company, ensuring smooth collaboration. This helps align the Board's oversight with the management's operational expertise.

Steps taken for the same:

- The senior management of the Company attends all the meetings of the Board to ensure effective communication with the Board.
- Further, we have annual strategy meeting which is an off-site meeting whereby the Directors directly interact with the Senior Management discussing the key strategic plans of the Company.

To hear what other Company Secretaries have to say

[CLICK HERE](#)

www.excellenceenablers.com