

(AN M. DAMODARAN INITIATIVE)

CONVERSATION WITH COMPANY SECRETARIES



Sivaram Nair Company Secretary & Compliance Officer Larsen & Toubro Limited

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

Yes, it is important to have a regular connect with directors to keep them informed about the critical developments in the Company. This is done by keeping them in the mailer list to which press releases, company journals and magazines are shared. Also, important items of the agenda are socialized with the concerned Committee Chair and his views taken into account before the Agenda is circulated. There is a regular pre- Audit Committee meeting with the Audit Chair for updating him on the important financial matters. This helps the management to understand the views of the Independent directors and appropriately address the same.

$\mathbf{2}_{ullet}$ How does your company ensure engagement with stakeholders?

As regards institutional shareholders and analysts, the Company regularly meets in clarifying their queries on the financials and other disclosures made by the Company. With the Regulators, the engagement is through providing comments on the proposals published and also being part of the working groups deliberating on contemporary matters. With employees, it is through internal mailers, training and mandatory certifications. The engagement with customers is by regularly updating them on the status of the project as well as complying with the terms of the contract.

Stakeholders' engagement was conventionally done through mass communication, disclosures, trainings and forums. The digital handles like "X",

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facebook linkedin, youtube etc. has helped to stay engaged with stakeholders in a most efficient manner. It is important for the Company to engage with its clients, employees and investors after milestones such as quarterly results, acquisitions, change in control etc.

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

It would be difficult to reduce the agenda items as many of the agenda comes from mandatory requirements. For helping the directors focus on important items, we have segregated the agenda into 'For Noting and information' and 'For Approval'. Detailed notes on 'Approval' agenda are circulated to the directors in advance. Planning the agenda in advance and distributing them through the year helps, to an extent, reduce overload in one meeting.

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

The Company has laid down robust policies on Code of Conduct (Employees and Vendors), Securities Dealing, Antibribery, Gift giving and receiving, etc. These policies are made aware to everyone through mailers, mandatory training and certifications. The Whistleblower Policy encourages employees/ vendors to blow the whistle when they see any breach of any policy. The Company takes stern action on the offenders which acts as deterrent on others. The whistleblower is also given access to the Chairman of the Audit Committee. All complaints are investigated by the Internal Audit function either by themselves or with the help of external agencies. The Whistleblower Committee comprising the CFO, Compliance Officer, HR Head and Chief Internal Auditor reviews and recommends action based on the Investigation Report. The cases are presented to the Audit Committee periodically.

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

- 1.Inviting Senior Management to present some of the agenda items to the Board, eg. M&A, Treasury, Risk, Strategy, etc.
- 2..Acknowledge good performance of senior management by the Board members
- 3. Invite Independent directors to internal functions of Senior Management.

To hear what other Company Secretaries have to say



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