



CONVERSATION WITH COMPANY SECRETARIES

Sameet Gambhir
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What encouraged you to become a CS?

After graduation, I started working for an organisation where I was reporting to the Company Secretary. After seeing his role and position in the organisation, I was inspired to become a CS, particularly when I came to know from him the role and responsibilities of a CS i.e. champion of Governance and compliance. His reporting to the Chairman, and most importantly his role in convening the Board Meetings and General meetings and his presence in Board meetings excited me a lot. I then learned a lot about the role of a CS and how CS can actually become a Governance and compliance professional in an organisation. All these encouraged me to join CS, and while working I qualified as a CS. Currently, I am successfully conducting the role of Company Secretary of DCM Shriram Ltd, a listed Organisation and a business conglomerate with a turnover of apx 8000 Crores with diversified business interests, and take pride in that.

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

No doubt, the role of CS today is very demanding. After the new Companies Act, SEBI Listing regulations and the responsibilities / duties of CS defined in various statutes / regulations, the role has become a real tough one, but an important one, which I think really excites a professional more. Keeping yourself updated regularly is the key. CS is the source of information / explanation for the Board and Management. You are expected to provide solutions to many Governance, Compliance and Board / shareholders related issues. I spend lot of time in reading and updating myself. I participate in many webinars, events and programmes as speaker or panelist as well, which also gives you an opportunity not only to update yourself on the subject, but also to feel like an expert on the subject, which gives you an extra confidence to handle your role. The other thing I regularly do is a team meeting every week to discuss the new regulations, developments during the week. I am also a member of many groups of CS / Legal professionals, which also helps me update myself. Last but not the least - Proper delegation and team management is very crucial to manage your time well and is actually an art one needs to learn.

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

I think it is important to be connected with IDs between the meeting also. But we need to make sure that they are not disturbed or bothered unnecessarily or without any sufficient reason. A proper coordination with their office is also important so that we can coordinate various compliance / documentations etc required from them. I usually send IDs a text message first and then seek her / his convenience to call in case I need to discuss anything. Also I make it a point that if any ID asks for any information / detail, the same is provided at the earliest. After all the inputs / contribution of all the IDs play a crucial role in the growth and development of the organization, and it is my duty to make the flow of information smooth and fast.



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

- i. Frequent trainings on Compliance, Governance issues and particularly on insider trading regulations, to other functions and Management team.
- ii. We are also exploring software / tool for compliances and other best Secretarial practices to give a comfort to the Board.
- iii. Advise / communication with shareholders on voluntary basis to educate them on various issues/regulations, including Demat issues, Bank mandate/ PAN updation, encourage shareholders holding shares in physical form to Demat the shares.
- iv. Frequent meetings of CSR committee and a detailed presentation by CSR head in Committees and Board.
- v. Meetings of Risk Management committee more often than statutorily required.
- vi. Constitution of Board Finance Committee.
- vii. Frequent meetings of Stakeholders committee.

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

We make a detailed note on the potential questions / queries to be raised by the shareholders, along with their answers for the ready reference of the Chairman. The Chairman answers most of the queries of the shareholders in the AGM. In addition to that, I and CFO, along with a few team members, are always ready with the relevant reports Accounts / regulations / other details etc which we think could be useful and if anything is asked by any shareholder, we immediately provide the inputs to the Chairman. Our Chairman endeavors to answer the query of each shareholder in detail, to the complete satisfaction of the shareholder. Still if anything that could not be answered, he politely tells the shareholder to email the query to the CS, and we will revert back shortly. We thereafter make it a point to revert on the query within reasonable time. Our Chairman Mr. Ajay S. Shriram is a very dynamic and inspiring leader, and under his Chairmanship the shareholders are generally very pleased and feel at home at AGMs. The Chairman not only addresses their queries, but also makes it a point to meet, along with CS, each and every shareholder attending the AGM. He takes the inputs / suggestions from them as well, which at times we have found very relevant and useful. We at DCM Shriram feel that a personal touch to every shareholder attending the AGM is required which encourages the shareholders also to contribute in their own way.