SES RECOMMENDATIONS

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| **TABLE 1 - AGENDA ITEMS AND RECOMMENDATIONS** | | | | | | | |
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| **S. No.** | **Resolution** | **Type** | **Recommendation** | **Focus** |
| *O - Ordinary Resolution; S - Special Resolution* | | | | |
| RESEARCH ANALYST: | | | | |

***#Focus Terminology***

***C - Compliance:*** *The Company has not met statutory compliance requirements*

***F - Fairness:*** *The Company has proposed steps which may lead to undue advantage of a particular class of shareholders and can have adverse impact on non-controlling shareholders including minority shareholders*

***G - Governance:*** *SES questions the governance practices of the Company. The Company may have complied with the statutory requirements in letter. However, SES finds governance issues as per its standards.*

***T - Disclosures & Transparency:*** *The Company has not made adequate disclosures necessary for shareholders to make an informed decision. The Company has intentionally or unintentionally kept the shareholders in dark.*

COMPANY BACKGROUND

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| TABLE 2 - MARKET DATA (*As on []*) | | | | | | | |
| Price (`) |  | M Cap (` Cr.) |  | Shares\* |  | PE Ratio" |  |

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| *Standalone Data ; Source: Capitaline* | | | |  | \* As on [date] | "Based on EPS for FY [] | |
| TABLE 3: FINANCIAL INDICATORS (STANDALONE) | | | |  | TABLE 4: PEER COMPARISON (2015) | |
| **(In ` Crores)** | **2015** | **2014** | **2013** |  | **Wipro Ltd** |  |
| Revenue | 47,300.00 | 44,341.00 | 36,765.00 |  | 41,635.00 | 73,578.06 |
| Other Income | 3,337.00 | 2,576.00 | 2,215.00 |  | 2,073.80 | 4,466.73 |
| Total Income | 50,637.00 | 46,917.00 | 38,980.00 |  | 43,708.80 | 78,044.79 |
| PBDT | 17,711.00 | 15,103.00 | 13,313.00 |  | 11,335.40 | 25,943.74 |
| Net Profit | 12,164.00 | 10,194.00 | 9,116.00 |  | 8,193.10 | 19,256.96 |
| EPS (`) | 105.91 | 178.39 | 158.76 |  | 33.38 | 98.31 |
| Dividend per share (`) | 59.5 | 63 | 42 |  | 12 | 79 |
| Dividend Pay-Out (%) | 65.30 | 41.05 | 30.75 |  | 41.78 | 93.40 |
| OPM (%) | 37.44 | 34.06 | 36.21 |  | 28.10 | 35.37 |
| NPM (%) | 25.72 | 22.99 | 24.80 |  | 19.68 | 26.17 |
| *Dividend pay-out includes Dividend Distribution Tax. Source: Capitaline* | | | |  |  | |

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| TABLE 5: MAJOR PUBLIC SHAREHOLDERS (MAR' 15) | |  | TABLE 6: MAJOR PROMOTERS (MAR' 15) | |
| Life Insurance Corporation of India | 4.81% |  | Sudha Gopalakrishnan | 2.14% |
| Oppenheimer Developing Markets Fund | 3.07% |  | Rohan Murty | 1.38% |
| Abu Dhabi Investment Authority | 2.62% |  | S Gopalakrishnan | 1.16% |
| Government of Singapore | 2.09% |  | Nandan M Nilekani | 0.93% |
| HDFC Trustee Company Ltd | 1.51% |  | Akshata Murty | 0.89% |
| Vanguard Emerging Markets Stock Ind | 1.5% |  | Asha Dinesh | 0.88% |
| Franklin Templeton Investment Funds | 1.21% |  | Sudha N Murty | 0.79% |
|  | |  |  | |
| SHAREHOLDING PATTERN (%) (MARCH) | |  | DISCUSSION | |

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|  |  | Discussion |

BOARD OF DIRECTORS

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| TABLE 7 - BOARD PROFILE | | | | | | | | |
| **Director** |  | **Classification** | | **Expertise/Specialization** | **Tenure (Year)** | **[1]Directorship** | **[2]Committee Membership** | **Pay(` Lakh)** |
| **Company** | **SES** |
| K. V. Kamath |  | ID | ID | Finance | 6 | 2(2) | 1(0) | 197 |
| R. Seshasayee |  | ID | ID | Finance | 4 | 8(8) | 5(1) | 103 |
| Ravi Venkatesan |  | ID | ID | General Management | 4 | 1(6) | 2(0) | 84 |
| Jeffrey S. Lehman |  | ID | ID | Legal | 9 | 1(1) | 2(1) | 120 |
| Kiran Mazumdar Shaw |  | ID | ID | Biotechnology | 1 | 6(13) | 1(0) | 76 |
| Carol M. Browner |  | ID | ID | Administrative | 1 | 1(1) | 0(0) | 85 |
| John W. Etchemendy |  | ID | ID | Academician | 0 | 1(1) | 0(0) | 23 |
| Roopa Kudva |  | ID | ID | Finance | 0 | 3(3) | 2(1) | 11 |
| Vishal Sikka |  | ED(R) | ED(R) | Information Technology | 1 | 1(1) | 0(0) | 456 |
| U. B. Pravin Rao |  | ED(R) | ED(R) | Industry Specialist | 1 | 2(2) | 0(0) | 608 |
| *Reference: ED - Executive Director, NED- Non-Executive Director, ID - Independent Director, NID- Non-Independent Director, P- Promoter, W - Woman Director, R- Liable to retire by Rotation, U- Up for Re-appointment, N- New Appointment, MD- Managing Director, C- Chairman, CMD- Chairman and Managing Director*  ***[1]*** *Directorships show Directorships in Public Companies (Total Directorships which include Directorships in both Public and Private Companies)*  ***[2]*** *Committee memberships include committee chairmanships Note: Directorships, committee membership and committee chairmanship includes such positions in Infosys Ltd* | | | | | | | | |
| Hi this is borad table dissccsion. | | | | | | | | |
| GRAPH 2 - BOARD PROFILE | | | | | | | | |

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| As per provisions of Section 149 and 152 of the Companies Act, 2013 Independent Directors shall not be liable to retire by rotation and unless provided by the Articles of the Company at least 2/3rd of the Non-Independent Directors should be liable to retire by rotation.  hi this is liable to retire by rotation. | As per Clause 49(ii)(A) of the Listing Agreement, the Company should have at least 33% Independent Directors if the Chairman of the Board is a Non-Executive Director and should have at least 50% independent directors if the Board Chairman is a promoter or an executive director.  Hi this is independences |

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| TABLE 8 - BOARD COMMITTEE PERFORMANCE | | | | | | | |
| **Committees** | **#** | **Chairman's Classification** | | **Overall Independence** | | **Number of Meetings** | **Attendance < 75%** |
| **Company** | **SES** | **Company** | **SES** |
| Audit | 4 | ID | ID | 100% | 100% | 4 | 0 |
| Stakeholders' Relationship | 3 | ID | ID | 100% | 100% | 4 | 0 |
| Nomination & Remuneration | 5 | ID | ID | 100% | 100% | 1 | 0 |
| CSR | 4 | ID | ID | 75% | 75% | 4 | Vishal Sikka(66.67%) |
| Risk Management | 4 | ID | ID | 100% | 100% | 4 | 0 |
| *Reference: ED - Executive Director, NED- Non-Executive Director, ID - Independent Director, NID- Non-Independent Director, P- Promoter, C- Chairman, #- Number of Members* | | | | | | | |
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| TABLE 9 - BOARD GOVERNANCE SCORE | | | | | | | |
| **Criteria** | **Response** | **Score** | **Maximum** |
| What is the percentage of Independent Directors on the Board? | 80% | 10 | 10 |
| How many Independent Directors have tenure greater than 10 years? | 0 | 10 | 10 |
| How many Independent Directors have Shareholdings > ` 1 Cr? |  | 0 | 5 |
| Is the Chairman Independent? | Yes | 10 | 10 |
| Is there a Lead Independent Director? |  | 0 | 10 |
| How many Independent Directors are ex-executive of the Company? |  | 0 | 10 |
| Have all directors been elected by the Company's shareholders? |  | 0 | 10 |
| Are any directors on the Board related to each other? |  | 0 | 10 |
| How many promoter directors are on the Board? | 0 | 15 | 15 |
| Did Independent Directors meet atleast once without management? |  | 0 | 10 |
| **Score** | | **45** | **100** |

REMUNERATION ANALYSIS

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| TABLE 10 - EXECUTIVE DIRECTORS' REMUNERATION | | | | | | | | |
| **In ` Crore** | | **2015** | | **2014** | | **2013** | | **Ratio** |
|  | | **Fixed Pay** | **Total Pay** | **Fixed Pay** | **Total Pay** | **Fixed Pay** | **Total Pay** |  |
| U. B. Pravin Rao |  | 2.29 | 6.08 | 0.41 | 0.83 | 0 | 0 |  |
| Vishal Sikka |  | 4.56 | 4.56 | 0 | 0 | 0 | 0 |  |
| *Note: Fixed pay includes basic pay, perquisites & allowances. P- Promoter, NP- Non- Promoter, Ratio- Ratio of ED's remuneration to Median Remuneration of Employees, ND- Not Disclosed* | | | | | | | | |
|  | | | | | | | | |
| DISCUSSION - INDEXED TSR vs. EXECUTIVE REMUNERATION | | | | | | | | |

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*Note: Indexed TSR (Total Shareholders Return) represents the value of ` 100 invested in the Company at beginning of a 5-year period starting 1st April, 2011. One period return is calculated as (Final Price - Initial Price + Dividend) / Initial Price.*

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| TABLE 11- EXECUTIVE REMUNERATION - PEER COMPARISON | | | | | | | |
|  | **Infosys Ltd** | **Wipro Ltd** | **Tata Consultancy Services Ltd** |
| Director Name | U. B. Pravin Rao | T K Kurien | NA |
| Promoter Group | No | No | No |
| Remuneration (` Crore) (A) | 6.08 | 8.9416 | 0 |
| Net Profits (` Crore) (B) | 12164 | 8193 | 0 |
| Rem. Percentage (A/B \* 100) | 0.05% | 0.11% | 0.00% |

DISCLOSURES

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **DISCLOSURE REQUIRED IN DIRECTOR'S REPORT** | | | | |
| The Companies Act, 2013 requires the listed companies to make certain disclosures in Board's Report. The table below shows the status of compliance of such some important requirements, by the Company | | | | |

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| --- | --- | --- | --- | --- |
| na.png | Content of Corporate Social Responsibility Policy in prescribed format (if applicable) |  | na.png | Statement on performance evaluation of Board, Committees and Directors |
| na.png | Extract of the Annual Return as per Form No. MGT 9 |  | na.png | Related Party Transactions as per Form No. AOC.2 |
| na.png | Company's policy on appointment of directors and criteria for determining qualifications, positive attributes, director’s independence |  | na.png | Ratio of the remuneration of executive director to the median employees remuneration |
| na.png | Policy on remuneration of Directors, KMP and other employees |  | na.png | Secretarial Audit Report |
| na.png | Statement on declaration by Independent Directors |  | na.png | Directors’ Responsibility Statement |
| na.png | Particulars of loans, guarantees or investments |  | na.png | Details of establishment of Vigil Mechanism |
| na.png | Statement indicating development and implementation of a risk management policy |  | na.png | Comments on qualifications made by Statutory Auditors/ CS |

*\* Not applicable*

RESOLUTION ANALYSIS

**RESOLUTION []: DECLARATION OF DIVIDEND**

**SES RECOMMENDATION**

**SES ANALYSIS**

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