SES RECOMMENDATIONS

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **TABLE 1 - AGENDA ITEMS AND RECOMMENDATIONS** | | | | | | | |
|  | | | | | | | |
| **S. No.** | **Resolution** | **Type** | **Recommendation** | **Focus** |
| 1 | Adoption of financial statements | O |  |  |
| 2 | Declaration and Confirmation of Dividend | O |  |  |
| 3 | Appointment of Mr.Timothy Ralph Wheeler as Director, liable to retire by rotation | O |  |  |
| 4 | Appointment of Mr.Sunder Genomal as Director, liable to retire by rotation | O |  |  |
| 5 | Ratification of Appointment of Auditors | O |  |  |
| 6 | Appointment of Mr. Sandeep Kumar Maini as an Independent Director | O |  |  |
| 7 | Appointment of Mr. Vikram Gamanlal Shah [DIN: 00119565] as an Independent Director | O |  |  |
| 8 | Remuneration to Directors (other than Managing Directors and Whole Time Directors) under Section 197(1) of the Companies Act, 2013 | O |  |  |
| *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

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| TABLE 2 - MARKET DATA (*As on []*) | | | | | | | |
| Price (`) | 13459.90 | M Cap (` Cr.) | 15,007.80 | Shares\* | 1,11,53,874 | PE Ratio" | 76.59 |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| *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** |  | **Arvind Ltd** | **Rupa & Company Ltd** |
| Revenue | 1,543.02 | 1,187.60 | 875.80 |  | 5,224.69 | 969.07 |
| Other Income | 8.61 | 6.57 | 8.47 |  | 128.25 | 4.95 |
| Total Income | 1,551.63 | 1,194.17 | 884.26 |  | 5,352.94 | 974.02 |
| PBDT | 310.95 | 247.41 | 177.03 |  | 603.45 | 115.49 |
| Net Profit | 196.02 | 153.78 | 112.53 |  | 377.43 | 65.71 |
| EPS (`) | 175.75 | 137.87 | 100.89 |  | 14.62 | 8.26 |
| Dividend per share (`) | 72 | 60 | 50 |  | 2.55 | 2.75 |
| Dividend Pay-Out (%) | 47.62 | 50.58 | 57.60 |  | 20.27 | 38.70 |
| OPM (%) | 21.23 | 21.70 | 21.13 |  | 17.68 | 14.33 |
| NPM (%) | 12.70 | 12.95 | 12.85 |  | 7.22 | 6.78 |
| *Dividend pay-out includes Dividend Distribution Tax. Source: Capitaline* | | | |  |  | |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| TABLE 5: MAJOR PUBLIC SHAREHOLDERS (JUN' 15) | |  | TABLE 6: MAJOR PROMOTERS (JUN' 15) | |
| Nalanda India Fund Ltd | 9.96% |  | Nari Genomal | 17% |
| Cartica Capital Ltd | 7.74% |  | Sunder Genomal | 17% |
| IDFC Premier Equity Fund | 2.98% |  | Ramesh Genomal | 17% |
| Steadview Capital Mauritius Ltd | 2.34% |  | Madhuri Genomal | 0% |
| ABG Capital | 1.55% |  | Sanjeev Genomal | 0% |
| LTR Focus Fund | 1.23% |  | Shamir Sunder Genomal | 0% |
|  |  |  | Shahendar Genomal | 0% |
|  | |  |  | |
| SHAREHOLDING PATTERN (%) (JUNE) | |  | DISCUSSION | |

|  |  |  |
| --- | --- | --- |
|  |  | Discussion |

BOARD OF DIRECTORS

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| TABLE 7 - BOARD PROFILE | | | | | | | | |
| **Director** |  | **Classification** | | **Expertise/Specialization** | **Tenure (Year)** | **[1]Directorship** | **[2]Committee Membership** | **Pay(` Lakh)** |
| **Company** | **SES** |
| Pradeep Jaipuria |  | ID | ID | General Management | 4 | 0(0) | 1(1) | 4.8 |
| Gururaj Purushottam Albal |  | ID | ID | Industry Specialist | 9 | 0(0) | 2(1) | 4.3 |
| Bhoopalam Chandra Shekharaiah Prabhakar |  | ID | ID | Legal | 3 | 0(0) | 4(1) | 4.2 |
| Sandeep Kumar Maini | N | ID | ID | Automotive & Aerospace | 0 | 0(0) | 0(0) | 0 |
| Vikram Gamanlal Shah | N | ID | ID | Information Technology | 0 | 0(0) | 0(0) | 0 |
| Rukmani Menon |  | ID | ID | Legal | 1 | 0(0) | 0(0) | 0.2 |
| Nari Genomal |  | NEDP(R) | NEDP(R) | Industry Specialist | 11 | 0(0) | 0(0) | 0 |
| Ramesh Genomal |  | NEDP(R) | NEDP(R) | Industry Specialist | 21 | 0(0) | 0(0) | 0 |
| Timothy Ralph Wheeler | U | NED(R) | NED(R) | Industry Specialist | 9 | 0(0) | 0(0) | 3.7 |
| Sunder Genomal | U | EDP(R) | EDP(R) | Industry Specialist | 21 | 0(0) | 2(1) | 119.51 |
| Shamir Genomal |  | EDP(R) | EDP(R) | Industry Specialist | 1 | 0(0) | 0(0) | 60.94 |
| Pius Thomas |  | ED(R) | ED(R) | Finance | 3 | 0(0) | 0(0) | 111.74 |
| *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 Page Industries Ltd* | | | | | | | | |
| GRAPH 2 - BOARD PROFILE | | | | | | | | |

|  |  |
| --- | --- |
|  |  |
| 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. | 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. |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| TABLE 8 - BOARD COMMITTEE PERFORMANCE | | | | | | | |
| **Committees** | **#** | **Chairman's Classification** | | **Overall Independence** | | **Number of Meetings** | **Attendance < 75%** |
| **Company** | **SES** | **Company** | **SES** |
| Audit | 4 | ID | ID | 75% | 75% | 4 | Pradeep Jaipuria(50%) |
| Stakeholders' Relationship | 3 | ID | ID | 33% | 33% | 2 | 0 |
| Nomination & Remuneration | 3 | ID | ID | 67% | 67% | 2 | Bhoopalam Chandra Shekharaiah Prabhakar(50%) |
| CSR | 4 | EDP | EDP | 50% | 50% | 2 | Not Disclosed |
| Risk Management | 0 |  |  | 0% | 0% |  | 0 |
| *Reference: ED - Executive Director, NED- Non-Executive Director, ID - Independent Director, NID- Non-Independent Director, P- Promoter, C- Chairman, #- Number of Members* | | | | | | | |
| LEAD INDEPENDENT DIRECTOR | | | | | | | | |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| TABLE 9 - BOARD GOVERNANCE TABLE (AS PER SES) | | | | | | | |
| **Criteria** | **Response** | **Score** | **Maximum** |
| What is the percentage of Independent Directors on the Board? | 50% | 5 | 10 |
| How many Independent Directors have tenure greater than 10 years? | 0 | 10 | 10 |
| How many Independent Directors have Shareholdings > ` 1 Cr? | 0 | 5 | 5 |
| Is the Chairman Independent? | Yes | 10 | 10 |
| Is there a Lead Independent Director? | Yes | 10 | 10 |
| How many Independent Directors are ex-executive of the Company? | 0 | 10 | 10 |
| Have all directors been elected by the Company's shareholders? | Yes | 10 | 10 |
| Are any directors on the Board related to each other? | Yes | 0 | 10 |
| How many promoter directors are on the Board? | 4 | 5 | 15 |
| Did Independent Directors meet atleast once without management? | Yes | 10 | 10 |
| **Score** | | **75** | **100** |

REMUNERATION ANALYSIS

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| TABLE 10 - EXECUTIVE DIRECTORS' REMUNERATION | | | | | | | | |
| **In ` Crore** | | **2015** | | **2014** | | **2013** | | **Ratio** |
|  | | **Fixed Pay** | **Total Pay** | **Fixed Pay** | **Total Pay** | **Fixed Pay** | **Total Pay** |  |
| Sunder Genomal | P | 1.2 | 1.2 | 1.19 | 1.19 | 1.14 | 1.14 | 116 |
| Pius Thomas | NP | 1.07 | 1.12 | 0.88 | 0.88 | 0.31 | 0.53 | 108 |
| Shamir Genomal | P | 0.59 | 0.61 | 0 | 0 | 0 | 0 | 63 |
| *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 | | | | | | | | |

|  |  |
| --- | --- |
|  |  |

*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.*

The remuneration paid to [executive/managing director] of the Company is [reasonable] given the size and performance of the Company. It can be inferred from the graph that the growth in total shareholders' return is more/less than the growth in remuneration of [Mr. (Managing/Executive Director)] as CAGR of his remuneration is []% whereas CAGR - TSR is []%.

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| TABLE 11- EXECUTIVE REMUNERATION - PEER COMPARISON | | | | | | | |
|  | **Page Industries Ltd** | **Arvind Ltd** | **Rupa & Company Ltd** |
| Director Name | Sunder Genomal | Sanjaybhai Shrenikbhai Lalbhai | K B Agarwala |
| Promoter Group | Yes | No | Yes |
| Remuneration (` Crore) (A) | 1.1951 | 7.32 | 0.35 |
| Net Profits (` Crore) (B) | 196.024 | 377.43 | 62.05 |
| Rem. Percentage (A/B \* 100) | 0.61% | 1.94% | 0.56% |

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 | | | | |

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

*\* Not applicable*

\* not applicable.

RESOLUTION ANALYSIS

**RESOLUTION []: ADOPTION OF ACCOUNTS**

Adoption of financial statements

To receive, consider and adopt the audited financial statement for the year ended 31st March, 2015, the reports of the Board of Directors and the Auditors thereon.

**SES RECOMMENDATION**

No concern has been identified. The Auditors have not made any qualifciation. SES recommends that shareholders' vote **FOR** the resolution.

**SES ANALYSIS**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| *Note: Detailed analysis of the accounts is not within the scope of SES' activities. SES accepts the Report of the Directors and the Auditors to be true and fair representation of the company's financial position. The analysis below is aimed at enabling shareholders engage in discussions with the Board/ Management during the AGM.* | | | | | | | |

**AUDIT QUALIFICATIONS**

The Auditors have mentioned that In their opinion and to the best of their information and according to the explanations given to them, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, its profit and its cash flows for the year ended on that date.

**AUDITORS' COMMENTS ON STANDALONE ACCOUNTS**

**ACCOUNTING POLICIES**

No changes have been made to the Acounting Policy.

**FINANCIAL INDICATORS**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | **Mar' 15** | **Mar' 14** | **Shift** | **Company's Discussion** |
| Debtors Turnover | 1 | 1 | 0% |  |
| Inventory Turnover | 1 | 1 | 0% |  |
| Interest Coverage Ratio | 1 | 1 | 0% |  |
| Current Ratio | 1 | 1 | 0% |  |
| Debt Equity Ratio | 1 | 1 | 0% |  |
| Operating Profit Margin(%) | 21.23 | 21.70 | -2.17% |  |
| Net Profit Margin(%) | 12.70 | 12.95 | -1.93% |  |
| Operating...... | 1 | 1 | 0% |  |
| *Source: Company's Annual Reports / Capitaline/ Moneycontrol* | | | | |

SES is of the opinion that board should take note of structural shift (positive and negative both) in various financial parameters which have a bearing on company's future performance and positioning in market place and disclose an analysis of the same to shareholders. SES believes that 25% change either way should be the threshold for triggering analysis and disclosure requirements.

**CONTINGENT LIABILITIES**

|  |  |  |
| --- | --- | --- |
| **(All figures in ` Crore)** | **Mar' 15** | **Mar' 14** |
| Total contingent liabilities | 2 | 23 |
| Net worth of the Company | 23 | 233 |
| Contingent liabilities as a percentage of net worth | 8.70% | 9.87% |
| *Source: Company's Annual Reports/ Capitaline* | | | | |

**RELATED PARTY TRANSACTIONS**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Outstanding (` Crore)** | **Mar' 15** | **Mar' 14** | **Shift** | **Comments** |
| Loans and Advances | 22 | 22 | 0% |  |
| Bad & Doubtful Advances | 2 | 2 | 0% |  |
| Receivables | 2 | 2 | 0% |  |
| Payables | 1 | 1 | 0% |  |
| Royalty payments | 1 | 1 | 0% |  |
| *Source: Company's Annual Reports* | | | | |

**STANDALONE VS CONSOLIDATED ACCOUNTS**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **(In ` Crore)** | **Standalone Accounts** | | | **Consolidated Accounts** | | |
| **Mar'** | **Mar'** | **Mar'** | **Mar'** | **Mar'** | **Mar'** |
| Revenue |  |  |  |  |  |  |
| Net Profit |  |  |  |  |  |  |
| Total Assets |  |  |  |  |  |  |
| Net Worth |  |  |  |  |  |  |

**RESOLUTION []: DECLARATION OF DIVIDEND**

Declaration and Confirmation of Dividend

* To declare a final dividend of Rs.20 per share and to confirm interim dividends of Rs.52 per share, already paid for the year ended 31st March 2015.

**SES RECOMMENDATION**

No concern has been identified. The Company has sufficeint liquid assets to pay the dividend.

**SES ANALYSIS**

|  |  |
| --- | --- |
|  |  |

During the year 2014-15, the Directors have declared three interim dividends on 29th May, 2014 (Rs.16 per share), 10th November, 2014 (Rs.18 per share) and 12th February, 2015 (Rs. 18 per share) on an equity share value of Rs. 10 each and are also recommending a final dividend of Rs. 20 per share aggregating to a total dividend of Rs. 72 per share of an equity share value of Rs.10 each amounting to Rs. 80.30 crore for the year ended 31st March, 2015. The Company has sufficient liquid assets to pay the dividend.

**RESOLUTION []: APPOINTMENT OF AUDITORS**

Appointment of Auditor

**SES RECOMMENDATION**

no concern

**SES ANALYSIS**

**DISCLOSURES**

|  |  |
| --- | --- |
| Name of the auditor up for appointment | Disclosed in both Notice and Annual Report |
| Auditors' eligibility for appointment | Disclosed |
| Auditors' independence certificate | Not Disclosed |

**AUDITORS' INDEPENDENCE**

|  |  |  |  |
| --- | --- | --- | --- |
| **Auditors** | | **Audit Partners** | |
| Haribhakti & Co. LLP | 10 years years | Shreedhar Ghanekar | 1 year years |
| Auditor's Network | | NA | |

Financial interests in or association with the company: []

**AUDITORS' REMUNERATION**

|  |  |
| --- | --- |
|  |  |

**TERM OF APPOINTMENT**

**RESOLUTION []: PAYMENT OF COMMISSIONS TO NON-EXECUTIVE DIRECTORS**

pymenyt to neds

**SES RECOMMENDATION**

no concern has been identified.

**SES ANALYSIS**

**COMMISSION PAYABLE**

**Remuneration Limits:**

**Commission distribution criteria:**

**Directors' covered under the resolution:**

As per the resolution, the Board (including the NEDs) will have the discretion to determine the amount of commission to be paid for each financial year to each NED within the limit of [1%/3%] of the net profits. Objective criteria for determining the quantum of commission payable to individual NEDs has not been disclosed by the Company. SES is of the opinion that in absence of disclosure on commission distribution criteria, conflict of interest situations may arise. SES is of the opinion that to remove conflict of interest situations and to maintain the independence and objectivity of the independent NEDs, the Company should disclose the objective criteria to be used to distribute commission amongst IDs and place an absolute cap on commission payable to each NED. As a best practice, the Company should not pay any fee other than sitting fee, and profit based commission calculated on pre disclosed performance criteria. Further, SES recommends that the company should take shareholders’ approval of exact commission payable to NEDs.

**DISTRIBUTION OF COMMISSION**

|  |  |
| --- | --- |
|  |  |