



# Effective Board Governance For Independent Directors

12<sup>th</sup> - 13<sup>th</sup> October, 2018



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# Programme Overview

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The Companies Act, 2013 aims to bring in sweeping changes to the corporate governance environment in India. One of the areas which the new law brings into sharper focus is the role of Independent Director's (IDs) and business owners, who are expected to bring in 'outside-in views', in enhancing corporate governance standards for the listed companies and the Small and Medium Enterprises (SMEs). IDs and business owners play a critical role in implementing sound corporate governance practices in listed companies and SME segment. They are expected to assist in implementing sound corporate governance practices, thus contributing to transparency, performance and overall good governance. Stakeholders are increasingly relying on IDs and business owners to deliver on their responsibilities to enhance corporate governance standards. Under the new dispensation, the key responsibilities of IDs and business owners relate to strategy, risk management and internal financial controls, related party transactions, ethical and compliance oversight and succession planning and executive remuneration.

Your focus as a business owner/director is key to the growth and long-term sustainability of the business. If you are looking to take your small or medium-sized company to the next level, it is important to understand

how the role as a director underpins the growth of business.

In some small and medium sized enterprises, the manager may also be a director. In such cases the separation between daily management and growth strategy can become blurred.

However, its important that requisite time and focus is dedicated to both. A company looking to grow cannot afford to ignore the role of its directors and the business benefits that can be achieved through good governance.

Hence the roles and responsibilities of IDs have been codified for the first time in statute to respond to fast changing business environment, corporate malpractices and failures, and governance lapses. To effectively discharge their expanded responsibilities, IDs and business owners need to devote sufficient time, undergo training, focus attention on agenda setting, seek independent professional advice and ensure that the board evaluation process is effective. Moving forward, India will do well to increasingly brace for the global trends such as emergence of Lead IDs, diversity in board composition, increasing shareholder activism and a transition toward stakeholder approach.



## Why Attend

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- Broadens the spectrum of awareness and perspective of Independent Directors.
- Insights shared by eminent industry professional.
- Equips participants with a framework to develop an action plan for best board practices.
- Practical guidance on Best Practice Policies, CSR, Board behaviour, Board Evaluation, Risk management evaluation, Statutory duties, fiduciary duties and many more.

## Who Should Attend

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CXOs,  
Senior Management



Senior HR or  
Business Leaders  
of Line Functions



Corporate  
Policy Makers &  
Strategic Planners



Retired PSU Officer



Retired Senior Bankers



Retired IAS /  
IPS & IRS Officers

# Programme Agenda

## Day 1

12<sup>th</sup> October, 2018

| Time                | Topic  | Speaker  |
|---------------------|--|--|
| 10:00 am - 11.30 am | Board in 21st Century - Structure, Role & Value                      | Mr. S. Raman,<br>Former CMD, Canara Bank               |
| 11.30am - 1.30 pm   | Board of Directors - A strategic Position & Board & Corporate Crisis | Mr. Rammohan Bhawe,<br>Managing Director, Consult IFRS |
| 1.30 pm - 2.00 pm   | Lunch Break  |  |
| 2.00 pm - 4.00 pm   | What are a Director's Rights, Duties and Liabilities on a Board?     | Ms. Kalpana Unadkat<br>Partner, Khaitan & Co.          |

## Day 2

13<sup>th</sup> October, 2018

| Time              | Topic   | Speaker  |
|-------------------|---|--|
| 10:00am - 12:00pm | Independent Directors – Rights & Duties & Legal Compliance Issues | Mr. Sharad Abhyankar<br>Partner, Khaitan & Co.                 |
| 12.00pm - 1.30pm  | Ethics, Dynamics & Compliance                                     | Mr. Suhas Tuljapurkar<br>Founder Director, Legasis<br>Services |
| 1.30pm - 2.00pm   | Lunch Break   |  |
| 2.00pm - 4.00pm   | Board Practices & The Annual Report                               | Parvatheesam K (PK),<br>Company Secretary, Tata Steel          |



## **Mr. Rammohan Nilkanth Bhave** **Managing Director** **Consult IFRS**

Rammohan Bhave, LIMCA RECORD HOLDER on IFRS, FCA, FICWA, ACS, LL.B.(G.), IFRS, London. He has an experience of 36 years, 30 years of experience in industry within 7 countries from the year 1980 to 2010. Rammohan was the Chief Finance Director at Mittal Europe in the year 2006-09, Gammon India 2004-06, Business Controller at Reliance Infocomm in the year 2002-04, Foundation software in USA Y2K, Sing 2001, Australia 2002, Blue Star, Crompton Greaves, Naveen Fluorine. Since 2010 onwards Rammohan has led trainings in IFRS, Ind AS, valuation Consulting/training, advisory but mainly in IFRS, Ind AS. He has 1300+ days of corporate training provided to 100+ corporates, over 100+ open batches for 80 hours each, Online training to 500 + overseas students spread over 22 countries. In his training career he has trained professionals nationally and internationally including professionals from countries like USA, Nepal, Oman, Dubai, Europe, Kuwait & 21+ Cities of India. His training covers a wide spectrum of different topics on Banking & insurance sector. He trains professionals from banks such as State Bank of India, Bank of India, UCO Bank, Allahabad Bank, United Bank, New India Assurance. He has been a speaker/ faculty member at SEBI, CAG, CII, ASSOCHAM, CMA, CS, CA conferences. He was a committee member of Ind AS implementation. Mr Bhave, LIMCA Record Holder on IFRS has trained professionals in 77 cities with 1139 participants through Reliance Video conferencing locations and conducting lectures through webinar with 37000+ webshits. He is also an independent director on LIC MF trustee co ltd. Mr Bhave has also authored a book "IFRS simplified" which is going to be published in next 15 days by CNBC TV 18. He is also a member on the panel of IICA (institute of corporate affairs – a knowledge sharing body started by MCA) Implementation & consulting on IFRS/Ind AS at 50+ corporates including OLA Cabs, major construction MNC, Opinions to Germany, Italy, Nigeria and Overseas implementation at Nigeria, Saudi Arabia.



**Mr. Sharad Abhyankar**  
Partner  
Khaitan & Co.

Mr. Sharad Abhyankar Solicitor & Advocate joined M&A and Corporate Advisory Practice of Khaitan & Co. Mumbai Office in December 2011. Practising for more than 28 years. Sharad specialises in corporate laws, securities laws, anti-trust laws, telecom regulations, constitutional litigation and International commercial arbitrations, He advises Indian and international clients on strategic M&As, private equity investments, capital market transactions, financing transactions domestic and cross-border Foreign collaborations and joint ventures, foreign exchange and securities law related matters. Sharad has led the merger of housing finance companies with public sector banks and has advised on issues on complex regulatory issues relating to mergers and acquisitions in financial services sector. Sharad has led many complex legal due diligence assignments of Indian Corporate Groups for compliance check, health check, particularly focussed on Promoter Groups, Related Party Transactions; tunnelling schemes by promoters and Key Managerial Personnel and Insider trading. Sharad has also led preparation of compliance manuals on Indian federal and state laws for Indian Corporate Groups with International operations. Sharad is also involved in facilitating different government agencies in framing policies and regulations such as the State Education Board in Maharashtra. Department of Telecommunications. ICASA - the Telecom Regulator in Republic of South Africa Sharad also led the project of developing the Model Shops & Establishments Law in association with FICCI, which was recently adopted by the Union Cabinet. Sharad Abhyankar is an Independent Director on a few listed and unlisted Indian companies and has been a part-time faculty on various legal subjects at the Government Law College. Mumbai, for more than 25 years. Sharad is a member of the Advisory Committee and Drafting Committee of the NSE Center for Excellence in Corporate Governance. Sharad has authored several articles on a variety of legal topics in both, Indian and International journals and is often invited as a speaker / panellist at a number of professional seminars.



**Ms. Parvatheesam K.**  
Company Secretary,  
Tata Steel

Mr. Parvatheesam Kanchinadam has been Compliance Officer and Company Secretary at Tata Steel Limited since January 12, 2015. Mr. Kanchinadam served as the Chief Risk Officer of Infosys Ltd. until January 10, 2015, and its Company Secretary from July 12, 2013 to January 10, 2015, and also served as its Chief Compliance Officer from April 15, 2014 to January 10, 2015. Mr. Kanchinadam served as an Associate Vice President of Infosys Ltd. He served as the Compliance Officer of Infosys Ltd. since July 12, 2013. He served as Compliance Officer and Company Secretary of Infosys Ltd. until April 13, 2012. Mr. Kanchinadam was responsible for managing all the statutory affairs of Infosys. He is the primary communication coordinator between the Board and the shareholders. He has to ensure that Infosys and its subsidiaries comply with all applicable corporate legislations. He joined Infosys in January 2003. Mr. Kanchinadam is an Associate Member of The Institute of Company Secretaries of India. He holds Bachelors Degree in Commerce (Honors) from Sri Sathya Sai Institute of Higher Learning, Bachelor of Law (LL.B) from Bangalore University, and Masters Degree in Business Law from the National Law School of India. He holds Master of Business Administration degree from the Massachusetts Institute of Technology, U.S.



## **Mr. Suhas Tuljapurkar** Founder Director of Legasis Services & Managing Partner of Legasis Partners

Mr. Suhas Tuljapurkar is one of the leading lawyers in India. He is a thought leader in Compliance, Governance and Ethics. With over 35 years of experience in the legal field, Mr. Tuljapurkar is the Founder Director of Legasis Services and Managing Partner of Legasis Partners.

He successfully applied Game Theory to strategic decision making in complex litigation matters. He is a member and holds positions in the following institutions:

**UN GCNI:** The Executive Committee of Centre for Excellence in Governance Ethics and Transparency (CEGET) of United Nation's Global Compact Network of India.

**CCEP-I:** Certified Compliance & Ethics Professional- International.

**ISACA:** Member of ISACA.

**IOD:** Certified Independent Director.

**GTC:** Member of Advisory Council of Global Tourism Council.

**MCCIA:** Chairman of the Legislation Committee of Mahratta Chamber of Commerce Industry and Agriculture and members of the Executive Committee.

**DCU:** Advisor to Digital Crime Unit of State of Maharashtra.

**TRRAIN:** Trustee - TRRAIN (Trust for Retail & Retail Associates of India)

**BC:** Member, Blockchain Council.

**MCA:** Accredited Mediator & Conciliator.





**Ms. Kalpana Unadkat**  
Partner,  
Khaitan & CO's

Kalpana is a solicitor and partner at Khaitan & CO's Mumbai office. Prior to joining Khaitan, she worked at Ashurst's London office for 10 years. While working in London, she played a key role in building Ashurst's India practice and built a team at Germany, Milan, Paris and Singapore. Having set up Ashurst's India practice and since returning to Mumbai in 2008, she specialises in cross border joint ventures and mergers & acquisitions. Kalpana is well recognized expert on diversity and leadership development. Her passion is to bring changes to the corporate Governance principles to increase the number of women at decision making level and in this regard she has led several workshops and works with corporates. She also advises on board effectiveness, particularly around issues of corporate governance, leadership, organizational climate and decision-making. She has been awarded "women super achiever award" and "women lawyer of the Year – 2017" for corporate governance category.

Kalpana is widely recognised in independent guides as one of the leading lawyers and business insights. She has published numerous articles and is a frequent speaker at conferences. She is co-author of the research "Women on Board". She has been frequently quoted in newspapers on corporate governance and M&A deals in India. She is also an independent director on board of public companies (listed and unlisted).

# Programme Fees

Price Per Delegate Rs. 20,000 + taxes

Group Bookings Buy 4 delegate passes and get 1 delegate pass free

**Early Bird Discount 10% available. Do enquire for more details**

## Mode of Payment (NEFT Details)

**Company Name:** BSE Institute Limited

**Bank Name:** HDFC Bank

**Bank A/c No.:** 1577 034 0008409

**IFSC Code:** HDFC0000060

## Venue

**BSE Institute Limited,**

P. J. Towers, 19<sup>th</sup> Floor, Dalal Street,

Mumbai - 400001, India.

## Contact Details

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**Email:** mayuresh.jadhav@bseindia.com | training@bseindia.com

**Call:** +91 91678 78887



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**REGISTRATION FORM**

**Effective Board Governance For  
Independent Directors**

12th & 13th October, 2018

Return to: FAX: 0091 22 22723250

Email: mayuresh.jadhav@bseindia.com | training@bseindia.com

**REGISTRATION DETAILS:**

**Title (Tick):** Mr Ms Mrs Miss Dr Other

**First Name:** \_\_\_\_\_ **Last Name:** \_\_\_\_\_

**Company Name:** \_\_\_\_\_ **Title/Position:** \_\_\_\_\_

**Address:**

|                                |                    |                       |                      |
|--------------------------------|--------------------|-----------------------|----------------------|
| <b>Suburb/Town/City:</b> _____ | <b>State</b> _____ | <b>Postcode</b> _____ | <b>Country</b> _____ |
|--------------------------------|--------------------|-----------------------|----------------------|

**Phone:** ( ) \_\_\_\_\_ **Fax:** ( ) \_\_\_\_\_ **Email:** \_\_\_\_\_

**MULTIPLE REGISTRATIONS:** Kindly provide the details of the second nomination below (if applicable):

**Title (Tick):** Mr Ms Mrs Miss Dr Other

**First Name:** \_\_\_\_\_ **Last Name:** \_\_\_\_\_

**Company Name:** \_\_\_\_\_ **Title/Position:** \_\_\_\_\_

**Address:**

|                                |                    |                       |                      |
|--------------------------------|--------------------|-----------------------|----------------------|
| <b>Suburb/Town/City:</b> _____ | <b>State</b> _____ | <b>Postcode</b> _____ | <b>Country</b> _____ |
|--------------------------------|--------------------|-----------------------|----------------------|

**Phone:** ( ) \_\_\_\_\_ **Fax:** ( ) \_\_\_\_\_ **Email:** \_\_\_\_\_

**PAYMENT DETAILS:**

**Amount (In words)** \_\_\_\_\_

**Programme Fees**

Price Per Delegate Rs. 20,000 + taxes

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**Mode of Payment (NEFT Details)**

Company Name: BSE Institute Limited

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Bank A/c No.: 1577 034 0008409

IFSC Code: HDFC0000060

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