



Effective Board Governance For Independent Directors

12th - 13th October, 2018

BSE
INSTITUTE LIMITED



BOARDROOM SERIES

Programme Overview

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

- 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



CXOs,
Senior Management



Senior HR or
Business Leaders
of Line Functions



Corporate
Policy Makers &
Strategic Planners



HR Generalists /
Managers Diversity
Practitioners



Academicians



Trainers / Consultants



Retired PSU Officer



Retired Senior Bankers



Retired IAS /
IPS & IRS Officers

Day 1

12th October, 2018

09:00 am – 09:30 am	Registration & Breakfast
09:30 am – 10:00 am	Welcome Address
10:00 am – 11:30 am	What are a Director's Rights, Duties and Liabilities on a Board? The identification of the board's governance role and responsibilities (to include strategic leadership, oversight of executive management and accountability activities)
Addressed by	Ms. Kalpana Unadkat (Partner, Khaitan & Co.)
11:30 am – 12:15pm	Role of the Board and Directors' Rights, Duties and Liabilities Directors' rights, Statutory duties, fiduciary duties, duty of care and duty to act within powers Legal liabilities and enforcement mechanisms
Addressed by	Mr. Puranam Hayagreeva Ravikumar (President, CISI National Advisory Council)
12:15 pm – 01:30 pm	Ethics & Dynamics – The Trade-off Handling Management & Ownership Bridge, Corporate Values, Transparency in Operations, Establishing the Risk Appetite, Responsibility towards Stakeholders, Dilemmas on the Board, Decision Support Systems
Addressed by	Mr. Puranam Hayagreeva Ravikumar (President, CISI National Advisory Council)
01:30 pm – 02:00 pm	Lunch
02:00 pm – 03:00 pm	Board Practices <ul style="list-style-type: none">• Setting the agenda: its contents – key success factors• The agenda annual calendar• Board briefing papers• Executive meetings of non-executives• Challenges in conducting board meetings• Board meeting leadership and procedures• Best practice minutes of board meetings• Director induction package• Red flags for directors• Dysfunctional board characteristics and how to deal with them
Addressed by	Ms. Geetika Anand (Company Secretary and Compliance officer, Aditya Birla Fashion and Retail Limited)
03:00 pm – 04:00pm	The Annual report The Shareholders' General Meeting Website disclosure Board challenges associated with valuation, gearing and dividend policy The importance of effective shareholder communications Board's role in CSR plan of the organization Role Of Committees
Addressed by	Ms. Geetika Anand (Company Secretary and Compliance officer, Aditya Birla Fashion and Retail Limited)

Day 2

13th October, 2018

10:00 am – 11:30 am

Independent Directors – Rights & Duties

Legal compliance for selection and practice of Independent Directors, Duties & responsibilities, Contribution to the Internal Audit Committee operations, Code of Conduct & Ethics

Addressed by

Mr. Sharad Abhyankar (Partner, Khaitan & Co.)

11:30 am – 01:00 am

Legal Compliance Issues

Overview of provisions of the Act, Role of Regulators & Ministry of Corporate Affairs, Contract Law, Environment Law, MRTP, Cyber Law, M&A regulations

SEBI's Listing regulations and Companies Act 2013 the role of policy in managing gender representation

Addressed by

Mr. Sharad Abhyankar (Partner, Khaitan & Co.)

01:00 pm – 02:00 pm

Lunch Break

02:00 pm – 03:00 pm

Board of Directors - A strategic Position

Performance Monitoring using Balanced Scorecard Techniques, Strategic Approaches for Contingencies, Transformation & Change Management, Compensation & Performance Appraisal Management, Maintaining Corporate Reputation & Accountability Enhancing Women's Access to and participation in the board Strategically advancing women in workplace Addressing challenges faced by a diverse board and preparing for the future Prioritising board diversity on corporate governance agenda & aligning it with organisational strategy

Addressed by

Ms. Mitu Samar Jha (Independent Director - on board the boards of Times group Companies namely, Brand Equity Treaties Ltd, Junglee Pictures, Zoom Entertainment Network and Times Global Broadcasting Co. Ltd.)

Board & Corporate Crisis

03:00 pm – 04:00 pm

How does the Board prepare for a crisis event? Participation of board in crisis scenarios ensuring easy access to critical information, Promoting collaboration amongst the board, Taking decisive action on appropriate measures, Keeping all communication secure and confidential, Minimise the risk of overlooking crucial information

Addressed by

Ms. Mitu Samar Jha (Independent Director - on board the boards of Times group Companies namely, Brand Equity Treaties Ltd, Junglee Pictures, Zoom Entertainment Network and Times Global Broadcasting Co. Ltd.)

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, 19th Floor, Dalal Street,
Mumbai - 400001, India.

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BOARDROOM SERIES



BSE Institute Ltd.
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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:

Suburb/Town/City: **State** **Postcode** **Country**

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:

Suburb/Town/City: **State** **Postcode** **Country**

Phone: () **Fax: ()** **Email:**

PAYMENT DETAILS:

Amount (In words) _____

Programme Fees

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