

Are you ready to serve on a **Board of Directors**?  
Are you up-to-date on the issues faced by **Directors in Boards** today?

# Are You a Certified Director ?

## *Masterclass for Directors*®

leading to 'Certified Corporate Directorship'

A Condensed Programme for company Directors, Senior Executives & Professionals

Over the years, **IOD has conducted over 290 batches of Masterclass training programmes nationwide**, and trained a large number of senior executives as "**Certified Corporate Directors**", many of whom have reached high positions of leadership in their respective organisations.



As per SEBI & Companies Act, 2013 all listed companies should have at least 1/3 of Directors as Independent Directors & 1 Woman Director

**Join the pool of Independent Directors**

Create a profile & upload your CV on

For latest schedule and to register online,  
visit: [www.iodglobal.com](http://www.iodglobal.com)

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Masterclass participants with **Hon'ble Suresh Prabhu**, former minister for Railways, Govt. of India

## What is "Masterclass for Directors"?

The enactment of the Companies Act, 2013 has brought a number of provisions which will help the directors and the companies to ensure better corporate governance.

The learning curve of understanding the functioning of the board is considerably shortened by putting in place a well-structured training programme for all directors, focused at bringing forth the best practices and qualitatively informing the directors of the legal as well as socio-economic regime they are functioning in.

Our rigorous programme – tailored to the needs of board members and characterized by debate, exchange, relevance and impact – are designed to support you in your aim to make a real difference as a director.

The Masterclass programme is delivered in two formats, to best suit the company's and directors' needs:

- **Virtual Class:** This is offered over a period of 4 days for two consecutive weekends. This allows the participant to access learning through technology at their convenience.
- **Offline Class:** This is offered over a period of 3 days and is conducted in major metro cities at premium venues. This allows the participant to choose the venue and dates as per their convenience.

Masterclass for Directors provides regular training on changes in dynamics of law so as to keep the directors updated to implement a robust Corporate Governance Framework with all applicable legal provisions at all times.



**Dr. Supachai Panitchpakdi**, Ex. Secretary-General of the United Nations Conference on Trade and Development (UNCTAD) with the participants of 'Masterclass for Directors' in Delhi.

## Why Masterclass for Directors?

Stakeholder's aspirations have profoundly altered the market landscape. Directors need to understand the enormity of changes and learn strategies to deal with them.

The Masterclass opens a whole new vista of opportunities for those intending to join the pool of Independent Directors. Here are some highlights:

- A condensed programme followed by submission of a dissertation that is approved will lead to the award of "Certified Corporate Director".
- One year complimentary membership of Institute of Directors to non-members.
- One year complimentary empanelment in the ONEID's Panel (Organization for Non Executive Independent Directors) for Independent Directors, subject to Committee's Approval.
- Enhance your value and reputation in the board.
- Understand Business Risk and how boards can implement risk management techniques .
- Strengthen your ability to secure directorship opportunities.
- Identify the fiduciary and compliance responsibilities of directors, and ethical expectations of board members.
- Improve Competence in integrating effective Corporate Performance.
- Enhance the ability and effectiveness of Directors and develop good Corporate Governance of International Standards.
- Shape professionalism in directorship based on "International Best Practices".

## Why Now?

The requirement of Independent Directors on the boards of Indian Companies has gone up multifold due to the Companies Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Also, the appointment of women directors on the Board of specified Companies has increased the requirement of experienced and qualified women directors.

Top 1000 listed companies are required to appoint women independent directors.

As per Regulation 4 (2)(f)(iii)(4) of SEBI (LODR) Regulations, 2015, the **Board shall encourage continuing directors training to ensure that the members of board of directors are kept up to date.**

# Masterclass Contents

The training course offers flexibility in accessing information on a range of training modules relevant to directors and senior executives. The course undergoes continuous changes to keep it updated, with the latest regulatory requirements, global trends and practices. The following are the normal set of modules, which are subject to change.

## **Module - 1: Companies Act, 2013 & Other Corporate laws: An Overview**

This module will provide an overview of the important provisions of the Companies Act 2013 which deal with the ways companies are incorporated, how it is managed by the board and the manner in which the board interacts with their stakeholders.

## **Module - 2: The Board's Legal Environment: Duties, Responsibilities & Liabilities of a Director**

The module provides an essential understanding of the role, duties, legal responsibilities and liabilities of Directors and the working environment of a Board.

## **Module - 3: Corporate Governance: Enhancing stakeholder value**

Corporate Governance relates to structures, processes, systems and practices that are established by the company in the best interests of all stakeholders. This module deals with the principles and tenets of corporate governance, international codes, frameworks and practices and key requirements

## **Module - 4: Independent Directors: Improving Corporate credibility and Governance standards**

This module covers the role, functions, rights, liabilities of Independent Directors who have become a very important part of the Boardroom. It will enable the participants to understand the nuances of this role, requirements of Schedule IV of the Companies Act, 2013 and key provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **Module - 5: Strategic Leadership of Corporate Boards: Maximizing Effectiveness and Accountability**

This module deals with good practices of effective Boards, including leadership composition and skills-mix, Board reviews and how Boards can add greater value. The module will enable an understanding of the operating environment of Directors and expectation of stakeholders to deliver strategic outcomes.

## **Module - 6: Financial Literacy for Directors**

Financial literacy is a key skill for any director. This module provides an understanding of what it means to be financially literate, the statutory provisions, financial terms and concepts, financial statements, key accounting standards, sources of finance and budgeting

## **Module - 7: Driving Financial Performance**

The Board of Directors drive organizational strategy, provide oversight to financial performance and risk management amongst other areas. The module will assist a director to further understand the role in evaluating the health of the organization including its liquidity position and solvency, key aspects of Mergers & Acquisitions, decision making and control and identifying early warning signs of financial failures

## **Module - 8: Corporate Strategy**

Strategy setting is an important role of the board. Globalization, digitization of business, emerging technologies, focus on Sustainability and the new workforce have provided a new dimension to strategy, its execution and performance monitoring.

## **Module - 9: Enterprise Risk Management**

Companies have to ensure that significant risks are identified, evaluated and managed. Non-financial intangible risks include social, ethical, environment and reputational risks. This module will enable an understanding of the key legal provisions related to enterprise risk management, ERM process, key definitions, risk frameworks, concepts such as emerging risk and how ERM needs to be aligned with company strategy. This will also provide a brief understanding on fraud risk and cybersecurity risk and the importance of risk culture within the organization which will positively contribute to effectiveness of the ERM process.

## **Module -10: Corporate Sustainability: Environmental , Social and Economic Responsibility**

Competitiveness depends on the productivity with which companies can use financial capital and manage risk pertaining to broader areas such as geographical, technological, energy or human resource. Becoming environmentally responsible means building management systems capable of attaining best practice. A key competitive differentiator will be the ability to transform a business' product, operations and complete the supply chain to make it sustainable. This module will provide an understanding on various aspects of building a sustainable business and the need to have an agenda for surviving and thriving in the future.

## **Module-11: Board Committees: Enhancing Effectiveness and Accountability**

The Board of Directors acts on behalf of the shareholders in overseeing the company and its management. Today, Boards are under intense scrutiny - from shareholders, regulators, the media, company employees, and other stakeholders. Directors rarely receive accolades for taking steps to ensure that their companies succeed and avoid major problems, but they are questioned when things go wrong. Given the wide range of the Board's responsibilities and the diverse nature of skills required, the Board delegates certain responsibilities to specialist Committees of the Board. The Companies Act 2013 prescribes four such mandatory Committees. This module discusses the broad role, duties and powers of these committees in general, with sharper focus on the Audit Committee

## **Module-12: Learning into Practice ( Boardroom Simulation Exercise)**

This session provides an opportunity for real-time experience of the 'Quarterly Boardroom meeting' situation. The participant would also briefly understand important board procedures prior to the simulation.

## Who Would Benefit?

This course is designed for Independent, executive and non - executive directors & CEOs, Company Chairman, Presidents, CFOs, Bankers, Chartered Accountants, Company Secretaries, Fund Managers, Management Analysts, Management Consultants, Academicians, Corporate Lawyers and Other Senior Executives, who are keen to serve on boards of Public Listed, Private, Government and not-for-profit Organizations.

## Dissertation

Each participant is required to prepare and submit a project study in the form of dissertation within 6 weeks from the completion of the programme. The topic of the study may be chosen from any of the topic covered in the programme. The dissertation should be original and should not be copied from any source.

## Institute of Directors

Established in 1990, Institute of Directors (IOD), India is a society (National Level), registered under the Societies Registration Act XXI of 1860, in India. IOD is committed to its endeavour of building boards of the future. IOD's Boardroom development agenda has traversed through the years, culminating in extended dialogues, and deliberations, year round and across geographies.

## Empanelment of Independent Directors

Organization for Non-Executive Independent Directors (ONEID) is a division of Institute of Directors (IOD) to promote and maintain a panel of suitably qualified Independent Directors for Corporate Boards. ONEID has a huge databank of male & female personnel, who are qualified, eligible, experienced, ready and willing- to-be Independent directors, covering major industries to meet corporate legal requirements. The Companies Act, 2013 makes it mandatory for all listed companies, to have one-third or more of the board as Independent Directors.

A portal <https://iodglobal.com/certifiedcorporatedirectors> is available, where you could register yourself and upload your CV online, particularly, those who are seeking appointment as Independent Directors in Public Limited companies.



Women Batch

IOD strongly believes that networking is a great competitive differentiator, in the 21st century.

## Part Panel of Masterclass Faculty

### Mr. Robin Banerjee

Managing Director  
Caprihans India Ltd.

### Mr. R S Gujral, IAS (Retd)

Independent Director on the Boards of Reliance Industries Ltd. & Adani Power Ltd. *former Secretary, Ministry of Finance, Govt. of India*

### Mr. Shailesh V. Haribhakti

Chairman- Western Region of IOD in India Board, Chairman, Audit Committee Chair and Independent Director on multiple Boards in India & Chairman, Shailesh Haribhakti & Associates

### Mr. R. Jayaprakash

Independent Financial Services Professional, Mentor Advisor and thought leader in the areas of Finance, Risk Management and Governance

### Ms. Seemantinee Khot

Independent Director at Suzlon Energy Ltd. Sustainable Development Professional

### Mr. G. P. Madaan

Managing Partner, Madaan Law Offices, Advocates & Solicitors, Vice-President- Insolvency Practitioners Bar Association, Registered Insolvency Professional, Managing Committee Member- PHD Chamber of Commerce & Industry, Chairman- NCLT & IBC Committee of PHDCCI Member, World Bank-IBBI trained Trainer

### Ms. Savithri Parekh

Compliance Officer & Company Secretary  
Reliance Industries Ltd.

### Dr. R. S. Murali Ph.D. (Economics.),

Chartered Accountant (FCA), Cost Accountant (ACMA), Company Secretary (ACS), Masters in Psychology (MSc), Certified Management Consultant (CMC) Certified Information Systems Auditor (CISA), Certified in Risk and Information Systems (CRISC) Senior Practising Management Consultant, Singapore (SPMC), Certified in Business Excellence, SPRING Singapore

### Mr. Kanchinadham Parvatheesam

Company Secretary & Chief Legal Officer  
TATA Steel Limited

### Mr. Nagesh Pinge

Independent Director on the Boards of Goa Carbon, Arvind Fashions, MCX Clearing Corporation, Aditya Birla Sun Life Insurance, Automobile Corporation of Goa, Inventia Healthcare, Hero Housing Finance & Utkarsh Small Finance Bank, *Former Chief-Internal Auditor & Chief Ethics Officer at Tata Motors.*

### Mr. M. R. Prasanna

Corporate Law Expert and Arbitrator, Independent Director on multiple boards, *formerly Group General Counsel at Aditya Birla Group, Mumbai*

### Ms. Shashikala Rao

Practicing Company Secretary  
Shashikala Rao & Co  
*former Vice President- Corporate Secretarial, Reliance Industries Ltd.*

### Mr. Shrikant Sardha

Managing Director  
Accenture Technology

### Mr. Narayan Shankar

Executive Vice President & Company Secretary  
Mahindra & Mahindra Ltd.

### Mr. Shiv Shivakumar

Group Executive President  
Corporate Strategy  
Aditya Birla Group

### Mr. Marzin Shroff

Chairman – Lux International, Switzerland  
Former Managing Director & CEO - Eureka Forbes Limited

### Mr. S. Sudhakar

Former Vice President -  
Corporate Secretarial  
Reliance Industries Ltd.

### Mr. B. Renganathan

General Counsel  
Emcure Pharmaceuticals Limited

### Mr. J. Sundharesan

Founder & Chief Advisor  
J Sundaresan & Associates  
Governance & Compliance Advisors

### Ms. Kalpana Unadkat

Partner, Khaitan & Co.  
Legal Advisor for M & A, Foreign Investment, Joint Ventures, Corporate and Commercial Laws, and Corporate Governance

### Mr. T. V. Venkataraman

Head - Internal Audit and Risk Management  
Ashok Leyland Ltd

...et al.

## What Participants Say

“The subjects were of current requirements. Was able to brush up with changes in Rules & Regulations”.

- *Koshy Alexander, Director Finance, Bharat Electronics Ltd.*

“One of the best and relevant program”.

- *Yogesh Lohiya, CMD, General Insurance Corporation*

“Sharing relevant knowledge is the best aspect of this course”.

- *T. R. Doongaji, MD, TATA Group Services*

“As a non-finance & technical director, I found the programme very useful & it has added sufficient value by knowing relevant regulations, Acts & materials”.

- *Jaiprakash Gupta, Director Technical, Eastern Coalfield Ltd*

“Very useful programme for the persons to be inducted as EDs/NEDs”.

- *Arvind Kumar Mittal, MD, Bhagyanagar Gas Limited (Joint venture of GAIL & HP)*

“This is quite comprehensive. All about the Company Law & the Director responsibilities. A very well organized course”.

- *Shekhar Dutt, IAS (Retd.), former Governor, Indian State of Chhattisgarh*

## Registration Fee:

### ■ VIRTUAL CLASS

Rs. 42,000/- + GST 18% (SAC 999293)

### ■ OFFLINE CLASS

Rs. 52,000/- + GST 18% (SAC 999293)

### Discount on Registration Fee:

- 10% Registration & Payment one month in advance
- 10% for Woman / Senior Citizens participant
- Special Discount for all IOD members
- 20% for group participants from the same organization (3 or more nominations)
- 25% for group participants from the same organization (6 or more nominations)

Maximum discount permissible for Individuals is 30% & for Group is 25% .

### 'Certified Corporate Director' Certificate

will be issued, on successful completion of the course, including submission of a dissertation project.

## Disclaimer:

Course description, including fees, are given in good faith. However, IOD reserves the right to change course content, faculty, locations and fees, or cancel a course, for whatever reason. Paid participants will be entitled to attend the next course at any convenient location, where the course is being conducted, within a year from the registration date.

## INSTITUTE OF DIRECTORS

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