

Institute of Directors, Bangalore

## **“Regional Directors’ Conclave 2020”**




**Theme: Boards in Turbulent Times: Challenges Confronting Independent Directors**



**11<sup>th</sup> December 2020 | 1530 -1730 hrs (IST) |Cisco WebEx**




### **SESSION PROFILE**

**Special Session: 1530 –1730 hrs**

<p><b>Welcome Address</b></p> 	<p><b>R G Rajan</b>, Honorary Director, Institute of Directors, India Former CMD – Rashtriya Chemicals &amp; Fertilisers</p> <p>39 years experience in a wide range of industries including Gas Processing, Gas Pipelines, LPG pipelines, LNG terminals and associated facilities, Petrochemicals and Fertilisers and Chemicals. Areas of expertise include conceptual design, process design, preparation of pre-feasibility reports and detailed feasibility reports (DPR), technology section, plant operations, project management, etc. I was Chairman &amp; Managing Director (CMD) of PDIL, a consultancy PSU from Jan 2007 to Nov 2010 and CMD of Rashtriya Chemicals &amp; Fertilisers (RCF) from Nov 2010 to June 2016. I also had the additional charge of CMD of National Fertilisers Limited (NFL) from Jan 2013 to August 2013. I also served as Chairman of Fertiliser Association of India (FAI) from September 2012 to September 2014 and as Chairman of Standing Conference of Public Enterprises (SCOPE) from June 2015 to June 2016. Since July 2016 I am an Independent Consultant available for giving advice in the areas of my expertise. From April 2017 to May 2019 I was Chairman, Western Region, Institute of Directors. From June 2017 to February 2019 I was a Director on the board of Poorti Agriservices Pvt Ltd, an e marketing company for sale of agri inputs by linking the farmers with the banks, agri input producers and their dealers.</p>
<p><b>Inaugural Address</b></p> 	<p><b>Arun Balakrishnan</b>, Chairman – Bangalore Region</p> <p>Mr. Arun Balakrishnan is the founder Chairman of HPCL-Mittal Energy Ltd. and is currently a member of the Board. He was the CMD of Hindustan Petroleum Corporation Ltd., Currently Mr. Balakrishnan is on the Boards of a number of companies as Independent Director, besides being a Member of the Board of Governors, University of Petroleum &amp; Energy Studies, Dehradun. He is also the immediate past President of Indian Institution of Industrial Engineering. A Chemical Engineer with a Post Graduate Diploma from the Indian Institute of Management, Bangalore, he is the recipient of the "Distinguished Alumni Award 2008" from his alma-mater. In the recent past, the All India Management Association has conferred a fellowship and the Institute of Engineers (India) has presented a Scroll of Honour for recognition 'of his outstanding contribution to the profession of Chemical Engineering'.</p>
<p><b>Keynote Address</b></p> 	<p><b>Mukund Chitale, Former Chairman ICAI &amp; Independent Director – L&amp;T Ltd</b></p> <ul style="list-style-type: none"> <li>• Mr. Mukund Chitale is Managing Partner of Mukund M. Chitale &amp; Co.</li> <li>• Former Chairman of the National Advisory Committee on Accounting Standards (NACAS), a Committee constituted by the Government of India.</li> <li>• Over 4 decades of experience on advising companies on their business, financial and strategic matters.</li> <li>• Former President of Institute of Chartered Accountants of India (ICAI)</li> <li>• Former Member of the International Auditing Practices Committee of the International Federation of Accountants.</li> <li>• Served as Member of various committee of Government of India, RBI, SEBI, Central Vigilance Commission, the International Federation of Accountants</li> <li>• He is the Chairman of Standing Committee on Accounting issues constituted by the Insurance Regulatory Development Authority of India (IRDAI) and a member of the Primary Market Advisory Committee constituted by the Securities and Exchange Board of India (SEBI)</li> <li>• Serving as Independent Director on various reputed companies. He is connected with various social organisations</li> </ul>

<p><b>Moderator</b></p> 	<p><b>Mr. Prasanna – Arbitrator, Mediator &amp; Independent Director</b></p> <p><b>M.R. Prasanna (Pras)</b>, a native of Mysore, holds a Master’s Degree in Law from the University of Mysore and is a Gold Medalist. After being an independent Counsel for about 7 years he worked as Head of the Legal function for over 28 years with different organizations like Alfa Laval, Brooke Bond India Limited (now part of Hindustan Unilever). He was the Chief Legal Officer of Larsen &amp; Toubro Limited, Mumbai for seven years. For about 12 years, Pras was the General Counsel of the Aditya Birla Group, spearheading mergers and acquisitions. Since May 2010, Prasanna has relocated to Bangalore as an Independent Consultant primarily for corporates, advising them on a variety of corporate transactions, mergers and acquisitions.</p> <p>He is also a member of the Karnataka Bar Association and appears in court primarily in diverse corporate matters. He is associated with Aarna Law as a Senior Advisor to that firm. Pras has been and continues to be a Director on the Boards of many of the Aditya Birla Group Companies both in India and abroad. He also serves as a Director on the Boards of Indian Companies. He is a Life Member of the Institute of Directors</p>
<p><b>Panelist</b></p> 	<p><b>Prasad Chandran</b>  <b>Founder Chairman, SEEGOS</b>  <b>Former Chairman &amp; Managing Director, BASF</b></p> <p>Mr. Chandran is the former Chairman and Managing Director of BASF India Limited. He was also Chairman of Ciba India Limited, Cyanamid India Limited, Pushpa Polymers etc.</p> <p>Mr. Chandran has been recently bestowed the Bundesverdienstkreuz- "The Order of Merit " - the highest civilian Award by the Federal Republic of Germany.</p> <p>Business Today magazine had named him among the 100 most successful CEOs in the country. He is the Founder Chairman of SEEGOS – a Social Enterprise for promoting Ethics and fighting Corruption. He is currently an Independent Director on the boards of Bosch Limited, Coromandel International Limited, HDFC Life, a Trustee with Public Concern for Governance Trust (PCGT) and an advisory board member of IMA, Global Compact Network (GCN), India and Berlin based Alliance for Integrity (Afln). He is the Chairman of the Ethics Committee of the Bombay Chamber of Commerce and Industry (BCCI).</p> <p>In association with Nobel Laureate Dr. Mohammad Yunus, Mr. Chandran had launched BASF Grameen Ltd., a Social Enterprise in Bangladesh to protect infants from vector diseases. He is currently an advisor to the Yunus Social Business India.</p>
<p><b>Panelist</b></p> 	<p><b>Mrs. Revathy Ashok</b>  <b>Co-Founder Strategy Garage, Honorary Co-Founder &amp; Managing Trustee B.PAC &amp; Former Managing Director Tishman Speyer</b></p> <p>Revathy Ashok has held senior leadership positions in global corporations such as Managing Director, Tishman Speyer, PE Fund, where she was one among top 100 global partners, worldwide CFO of Syntel Inc, a US based Nasdaq listed IT services company , first woman from India to be the CFO of a NASDAQ listed company.</p> <p>Revathy is an Independent Member on Boards of several leading giants in the country listed or public limited, such as Welspun including Chair of the Audit Committee at Astra Zeneca, Shell–MRPL, Microland, ADC Commscope and Chair of NRC at Qess etc.</p> <p>She is a startup evangelist and has been a mentor and strategic advisor to several startups, an active Angel Investor with investments in over 18 startups of which Druva is now a Unicorn. With her several years of mentorship she saw a gap in support required by entrepreneurs and co-founded Strategy Garage as a strategy and growth consulting firm for start ups, mid and early stage companies, helping them build value and scale. She is on the Board of Athena Infonomics, a public policy and development consulting firm that she mentored since inception that now has global operations in several developing countries and the US.</p>

<p><b>Panelist</b></p> 	<p><b>J Sundharesan</b>, Founder &amp; Chief Advisor, J Sundharesan &amp; Associates, Governance &amp; Compliance Advisors</p> <p>J Sundharesan, a fellow member of The Institute of Company Secretaries of India, New Delhi, member of Association of Secretaries and Managers, Calcutta, member of The Center for Corporate Governance, a Member of Institute of Directors, a Law graduate from Karnataka University and a Bachelor of General Laws, Annamalai University. He is a second-generation company secretary and has over three decades of experience.</p> <p><b>LIFE COACH FOR DIRECTORS, BOARD MENTOR &amp; COMPLIANCE GURU</b></p> <p>He educates and trains Boards, Senior Management &amp; Advisors on issues relating to Governance, Compliance &amp; Risks. He primarily addresses on subjects relating to Roles, responsibilities, Rights, Duties &amp; liabilities for every member of Board. He is a regular speaker at various international forums and Conventions and National seminars and has submitted papers at International conferences of the Institute of Directors, Institute of Company Secretaries of India and the Institute of Chartered Accountants of India on Corporate Governance, Corporate Social Responsibility, Best Boardroom practices, Due Diligence.</p> <p>He is a principal faculty with the Institute of Directors for their Master Class Programme since March 2006. He has trained over 1500 persons for the certified programme in over 100 Master Classes in the last 9 years. His sessions have been rated as MUST HEAR from the participants of all the sessions.</p> <p>He has launched an initiative DART, a Round Table for Boards &amp; Advisors, an initiative to disseminate knowledge periodically. He also publishes a newsletter that brings out the several gamut of Governance, Compliance &amp; Risk.</p>
<p><b>Moderator</b></p> 	<p><b>Bhanu Prakash Kalmath S J</b>, Partner – Grant Thornton India LLP</p> <ul style="list-style-type: none"> <li>• Bhanu Prakash is a Partner in Risk practice of Grant Thornton Bharat covering South India market.</li> <li>• Bhanu is a Chartered Accountant, has qualified CISA exam and has completed Executive General Management Program from the Indian Institute of Management, Bengaluru.</li> <li>• Bhanu comes with over 20 years experience in risk consulting and specializes in the areas of corporate governance, risk based internal audits, enterprise risk management and business process reviews.</li> <li>• Bhanu is a member of the Global Governance Leaders Group of Grant Thornton International which conducts research on emerging trends in corporate governance.</li> <li>• He has authored several articles on corporate governance and is a regular speaker on corporate governance in various forums.</li> <li>• Bhanu is actively involved in advocacy of the internal audit profession. He has held the position of President, The Institute of Internal Auditors, India - Bangalore Chapter.</li> <li>• Bhanu has advised some of the industry leaders in IT/ITES, Healthcare and Real Estate Sectors to implement robust control environment, cost saving and business process efficiency measures.</li> </ul>
<p><b>Panelist</b></p> 	<p><b>Mr. Jyotin Mehta – Chairman of the Audit Committee – Linde India Ltd</b></p> <ul style="list-style-type: none"> <li>• Over 38 years in Finance, Secretarial and Quality / Excellence initiatives and Enterprise Risk Management &amp; Internal Audit</li> <li>• Board Member in few corporates including an Indian subsidiary of MNC and a Small Finance Bank</li> <li>• Passion for teaching and mentoring/coaching</li> <li>• Firm believer in power of technology and employees come first!</li> </ul> <p>Specialties: Cost Management, Governance, Risk and Controls, Customer service</p> <p>Presently, Jyotin Kantilal Mehta holds the position of Chairman of the Audit Committee, Linde India Limited &amp; Independent Director in multiple companies. He is also Member of Institute of Company Secretaries of India, Member of The Institute of Cost &amp; Works Accountants of India and Member of The Institute of Chartered Accountants of India and on the board of 6 other companies. In his past career he held the position of Head-Internal Audit &amp; Enterprise Risk Management at 3i Infotech Ltd., Head-Project Finance at NOCIL Ltd., Chief Internal Auditor &amp; Vice President at Voltas Ltd., Secretary &amp; General Manager at ICICI Bank Ltd. and Secretary &amp; Vice President-Finance at Bharat Shell Ltd.</p> <p>Mr. Mehta received an undergraduate degree from the University of Mumbai.</p>

<p><b>Panelist</b></p> 	<p><b>Mr. C Ramulu – Former Finance Director of HPCL</b></p> <p>Mr. C. Ramulu, was Director (Finance) of <b>Hindustan Petroleum Corporation Limited</b>, Mr. Ramulu commenced his career in the Petroleum Industry with the American multinational, M/s. Caltex India Limited (M/s. Chevron), which was later nationalized. His wide experiences of over 35 years encompass all facets of Financial Management including Corporate Finance, Treasury Operations and General Management including Strategy Planning and Management of Joint Ventures etc.</p> <p><b>Board Member of the following Subsidiary/Joint Venture Companies of HPCL:</b></p> <ul style="list-style-type: none"> <li>• HPCL Mittal Energy</li> <li>• South Asia LPG Co. Ltd.</li> <li>• Hindustan Colas Ltd.</li> <li>• Mangalore Refineries and Petrochemicals Ltd.</li> <li>• Petronet India Limited</li> <li>• Petronet Mangalore Bangalore Pipeline Company Ltd</li> <li>• Prize Petroleum Company Ltd.</li> </ul> <p>Mr. Ramulu worked as President – Finance of Hinduja National Power Corporation Ltd, a Mega thermal power project of over Rs. 8000 Crs, set up at Visakhapatnam, AP., from 2011 to 2017.</p> <p><b>Awards</b></p> <ul style="list-style-type: none"> <li>➤ Conferred with the Business Leader Award, in 2008, by the Institute of Chartered Accountants of India (ICAI), for his outstanding professional contribution, in the PSU category.</li> <li>➤ HPCL was awarded Silver Medal for effective Cost Management by the Institute of Cost and Works Accountants of India (ICWAI), for 2006-07.</li> </ul> <p><b>Educational Qualifications</b></p> <p>Mr. Ramulu is a Chartered Accountant (a rank holder at the All India Level) and Company Secretary. <b>Mr. Ramulu secured distinction in MBA from the University of Leeds, U.K.</b> He has participated in various programs conducted by various IIMs, ASCI, MDI, Gurgaon for top management as well as presented papers at both National and International Conferences.</p>
<p><b>Panelist</b></p> 	<p><b>Mr. Puneet Gupta – Independent Director at NCDEX eMarkets Ltd, Investor, Independent Director, Managing Partner – Kentrus</b></p> <p>Mr. Gupta has 25 years of professional and academic experience in North America, Europe, &amp; Asia. He has been an entrepreneur in North America with experience of scaling and selling businesses (&gt;US\$1 billion) and active investor in global markets (&gt;US\$250m). He is a director of Kentrus Investment Advisors, CAT-I AIF (Alternative investment fund) investing in technology start-ups and an incubator, Kindle VC, based out of New Delhi, India. In the past, he has worked with Ernst &amp; Young, Business Objects (now SAP AG). He serves as independent director with UTI Retirement Solutions (~\$20 billion pension fund manager for Indian government), NCDEX eMarkets (largest spot agricultural commodity exchange), and Market Inc India (marketing AI technology company in Canada). Mr. Gupta has been a visiting faculty member at various academic institutions in India &amp; North America. By way of educational background, Mr. Gupta has an MBA from the J. L. Kellogg School of Management (North-western University) and a Bachelor in computer engineering. His primary areas of interest are entrepreneurship, venture capital, and technology strategy.</p>
<p><b>Vote of Thanks</b></p> 	<p><b>Brigadier Rajeev Kapoor (Retd) – Regional Director Karnataka, Kerala &amp; Goa Institute of Directors, Bangalore</b></p> <p>A distinguished military officer with a glorious carrier spanning over three decades. He got commissioned in the Corps of Electronics and Mechanical Engineering. Besides the Army mandatory courses, the officer did his specialization in Tanks and Infantry Combat Vehicles and got distinction and was also awarded with Gold Medal. Apart from the various courses, few important qualifications the officer attained are M.Tech &amp; B.Tech in Mechanical Engineering, PGDM in Personal Management &amp; Industrial Engineering and Defense Studies. He has also tenated tenures in various establishments. His long and illustrious carrier continued for over 35 years in which he has served in all types of terrain like snow peaked Mountains of North &amp; Eastern India, thick jungles of North East, Deserts of Rajasthan and Plains of Punjab. He has witnessed Counter Insurgency Operations, Standoff with India &amp; China in Arunachal Pradesh and India &amp; Pakistan in the Deserts of Rajasthan. He has also had tenures in Army Headquarters, Border Road Organization and other Field / Operational Headquarters including Bhutan</p> <p>Starting off as a Second Lieutenant, he has worked his way up the ladder through hard work, dedication, perseverance &amp; professional commitment, for which he was conferred with <b>Chief of Army Staff Commendation Card.</b></p>