

Are you ready to serve on a **Board of Directors**?

Are you up-to-date on the issues faced by **Directors** in **Boards** today?



**Building
Tomorrow's
Boards**

Are You a **Certified Director ?**

Masterclass for Directors[®]

leading to '**Certified Corporate Directorship**'

A condensed 3 days program for Company Directors, Senior Executives & Professionals

As per **SEBI & MCA Guidelines**,
all listed companies should have at least
**1/3 of Directors as Independent
Directors & 1 Woman Director**

Over the years, **IOD** has conducted
**over 205 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.

Institute Of Directors trains &
maintains a panel of Qualified and
Eligible **Independent Directors**,
aspiring to take up board
positions.

Join the pool of Independent Directors

Create a profile & upload your CV on

for latest schedule & to register online, visit
www.iodglobal.com

www.certifiedcorporatedirectors.com



Masterclass participants with Hon'ble Suresh Prabhu, 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 programmes – tailored to the needs of board members and characterized by debate and exchange, relevance and impact – are designed to support you in your aim to make a real difference as a director.

The Masterclass programs are delivered in a variety of formats, to best suit the company's and directors needs:

- **OPEN HOUSE:** The intense 3-days Weekend Director Development cum Certification Programmes on global best practice tools are conducted at most metro cities. This allows the participants to choose their venue and date as convenient to them.
- **IN-HOUSE:** The training programmes are also delivered in the normal 3 days pattern in half or full day sessions, covering one or more topics in much greater detail. Each module is designed as per the needs of the Boards and based upon their business functioning. This is normally being planned when all the Directors are at one place or they assemble for their Board meetings/AGMs etc.

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?

Few businesses realize that the Cambrian explosion of stakeholder's aspirations have profoundly altered the market landscape. Unless, directors understand the enormity of changes and learn strategies to deal with them, they will be misfits.

The Masterclass opens a whole new vista of opportunities for those intending to join the pool of Independent Directors

- Three days condensed program, followed by a successful submission of a dissertation, will lead to the award of "Certified Corporate Director".
- Provides one year complementary 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 Corporate Risk and how boards can implement risk management techniques.
- Strengthen your ability to secure directorship opportunities.
- Identify the fiduciary and compliance responsibilities of directors, governance, and ethical expectations of board members.
- Improve Competence in integrating effective Corporate Performance.
- Enhance the ability and effectiveness of Company Directorship and develop Good Corporate Governance at 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's (Listing Obligations and Disclosure Requirements) Regulations, 2015. Also the compulsory appointment of Woman directors on the Board of these Companies has increased the requirement of experienced and qualified Women 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 **12 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.

- i. **Imperatives of Companies Act 2013 & The Board's Legal Environment:** The module provides broad features of the Companies Act 2013 and an essential understanding of the role, duties and legal responsibilities of directors and the working of a board, in terms of Companies Act, Rules, SEBI Regulations and corporate governance concerns.
- ii. **Corporate Governance – The Compliance Issues:** Examine the Board's Corporate Governance role, disclosure and diversity of information requirements. This module deals with the boards charter, dynamics, risk assessment and management and other associated compliance requirements.
- iii. **Emerging Role of Independent Directors in the Boardroom:** Independent directors have become a very important part of the boardroom effectiveness. It covers the special role and responsibilities of independent directors.
- iv. **Leadership for Maximizing Effectiveness and Accountability of Corporate Boards:** Good practices of effective boards, including composition and skills-mix, undertaking of board reviews and how boards can add value. The module looks at the operating environment of directors and expectations of stakeholders for strategic outcomes.
- v. **Financial Literacy for Directors:** Financial literacy is critical to the effective fulfillment of a director's role. This module provides an understanding of the financial terms and concepts, including details of statutory financial reports, needed by directors in today's business world including, IFRS & Tools for analyzing financial health of a company.
- vi. **Driving Financial Performance:** Highlights of the director's role in driving organizational financial performance, Financial Risk Management, Financial innovation, mergers & acquisitions, decision making and control towards Investment decisions and appraisals. Evaluation of the financial health of a business to spot warning signs of impending problems.
- vii. **Corporate Fraud and Risk Governance:** Fraud and Risks are endemic to every business. There is need to ensure that all significant risks are identified, evaluated and managed. Non - financial intangible risks include cyber, social, ethical, environment and reputational risks. It is necessary to examine the Board's role in developing a risk culture appropriate to the business, and overseeing Risk Management to ensure improved performance.
- viii. **Strategy Execution and Performance Monitoring, using Balanced Scorecard:** Globalization, Triple Bottom Line, Digitization of business and its focus on Sustainability have totally changed the performance monitoring needs. Implementing 'Balanced Scorecard' ensures that these strategies and goals are linked together aligned, and integrated with the vision and strategic intent of the organization.
- ix. **Sustainability - Corporate Social & Environmental Responsibility:** Competitiveness depends on the productivity with which companies can use human, financial and natural capital. Doing social good, has also become a key competitive differentiator and mandatory requirement. Engagement with stakeholders today is director's biggest challenge.
- x. **Sensitizing Board Directors - Organizational dynamics, Communication, Business Negotiations and Influencing skills for boardroom :** It is vital to understand the role of critical and creative thinking and applications of listening culture, collaborative and visual communication, business ethics & intercultural interactions. The module deals with the communication roadblocks, strategy to develop reports and presentations that command respect.
- xi. **Board Practices & Procedures, as per Secretarial Standards on Board Meetings :** Board processes as per Secretarial Standards on Board Meetings, and Illustrative agenda of meetings. A case study approach dealing with nitty-gritty of Board meetings, papers and decision making process, and also cover discussion on board's 'Internal audit Committee' report.
- xii. **Learning into Practice (Simulation of Real Boardroom):** A Case Study approach linking the information from the previous modules and providing simulated opportunity for real-time experience of 'Quarterly boardroom meeting' situation. The mock meeting deals with nitty gritty of board meetings, papers and decision making process.

Who Would Benefit?

This course is designed for Independent nominated and executive directors & CEO's, Company Chairman, Directors, 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

To give a practical exposure, each participant is required to prepare and submit a project study in the form of dissertation within 6 weeks of the course. The project topic may be chosen from any of the subjects covered in the programme. It provides an opportunity to demonstrate independence, originality into practice the knowledge gained through the course.

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 wing 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 www.certifiedcorporatedirectors.com has been launched, where you could register yourself and upload your CV online, particularly, those who are seeking appointment as Independent Directors in Private and Public Limited companies.



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

Women Participants

Part Panel of Masterclass Faculty

Dr. S. D. Israni

Founder & Senior Partner -
S D Israni Law Chambers
Advocates & Solicitors (UK)

Prof. Colin Coulson-Thomas

University of Greenwich, UK

Mr. Arun Balakrishnan

former CMD
HPCL

Dr. PVS Jagan Mohan Rao

Past president - ICSI, Hyderabad
Chief Finance Officer and
Company Secretary, Ind-Barath
Power Infra Limited

Prof. (Dr.) Sunder Ram Korivi

Dean - School for Securities
Education NISM, SEBI

Mr. J. Sundharesan

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

CA. Pramod Jain

B. Com (H), FCA, FCS,
FCMA, LL.B, DISA, (ICAI),
MIMA, Senior Partner Lunawat
& Co. Chartered Accountants

Mr. M.R.Prasanna

Corporate Law Consultant
former Chief Legal Officer
- L&T, former General
Counsel - Aditya Birla Group

Mr. G. P. Madaan

Advocates & Solicitors -
Madaan Law Offices,
Co Chairman, National
Council for M&A, ASSOCHAM

Ms. Savithri Parekh

Compliance Officer and
Company Secretary,
Pidilite Industries Ltd.

Nesar Ahmad

Past President - ICSI &
CS, International Association
(CSIA), Geneva, Switzerland

Mr. Rajnikant Patel

Former MD & CEO,
Bombay Stock Exchange,
Mumbai

Mr. Harish Vaid

Sr. President (Corporate Affairs)
& Company Secretary
Jaiprakash Associates Ltd.

Ms. Seemantinee Khot

former Global Head for CSR
for Suzlon Group of Companies

Mr. Anil Sharma, FCA

Senior Partner
A. Sharma & Co.

Mr. N. K. Jain

Partner - Global FinServe LLP,
Former CEO & Secretary
The Institute of Company
Secretaries of India

Mr. R. S. Gujral, IAS

Independent Director on the
boards of Reliance Industries Ltd.
and Adani Power Ltd., former
Secretary, Ministry of Finance,
Govt. of India

Mr. Ilam Chand Kamboj

Managing Partner at Kamboj
Law Chambers, former Asso.
V.P. - Legal & Company Secretary
Hero MotoCorp Limited

Mr. G. R. Bhatia

Partner & Head of Competition
Law Group, Luthra &
Luthra Law Offices, Delhi

Mr. Jayaprakash Rajangam

Lead Consultant, CA (ACA)
PGD Foreign Exchange &
Risk Management

Mr. S. Sudhakar

Vice President
Corporate Secretarial
Reliance Industries Ltd.

Mr. Srinivasa Murthy

Practicing Company
Secretary & Consultant

Mr. Arcot Kumaresan

Chairman of the Board
of Directors of AEC Promag
Consultancy Services Pvt. Ltd.
& Former Head of Legal at TCS

Ms. Jyotsana Bhatnagar

Partnerships Officer at UN
World Food Programme
former head of CSR with BP
& Castrol India Limited

Mr. K. Narasimha Murthy

B.Sc., F.C.A., F.C.M.A on the
Boards of STCI Finance Ltd.,
Infiniti Retail Limited
(Tata Croma), Max Life Insurance
Company Ltd. etc, and former
Director with ONGC Ltd.

What Participants Say

"Balanced Scorecard, Finance for Non Finance Directors, Duties & Liabilities and Corporate Transformation are the best aspects".

- Sanjay Jain, Managing Director, Accenture

"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

"Masterclass is a quality networking program for ground level exposure in the roles and opportunities associated with directorships. It's highly recommended".

- R. S. Gujral, IAS, Independent Director on the boards of Reliance Industries Ltd. and Adani Power Ltd., (former Secretary, Ministry of Finance, Govt. of India)

"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



'Certified Corporate Director' Certificate

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

Registration Fee:

Non-Residential (3 days program)
Rs. 39,500 + GST 18% (SAC 999293)

Discount on Registration Fee:

- 10% for booking and payment 3 weeks in advance.
- 10% for group participation from the same organization (3 or more candidates)
- 20% for all IOD members and 30% for Life Members in addition to above discounts.

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.

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