

A REPORT



Currently, the challenges faced by corporate boards are increasingly complex, which demand greater transparency and sever accountability. Boards require frameworks for optimizing board engagement, and performance, to also enhance contribution of individual board members.

The Institute of Directors (IOD), India held its “Annual Directors’ Conclave” & 29th IOD Annual Day on Monday, August 26, 2019, at Hotel the Ashok, New Delhi. The Theme of the Conclave was: ‘Future Boards: Leading Strategy to embrace Sustainability’.

It was a largely-attended Conclave, with around 450 experts, delegates and environmentalists from all over India and abroad, who participated in the one-day event. A large number of private and public sector institutions participated, both from Central and State Governments. The Central Government was represented by the Ministry of Housing and Urban Affairs at the level of the MoS (I/C) (**Hon’ble Mr. Hardeep Singh Puri**) and Secretary (**Mr. Durga Shanker Mishra IAS**), Niti Aayog at the level of CEO (**Mr. Amitabh Kant IAS**), Ministry of Finance (Department of Expenditure) at the level of Secretary (**Mr. Girish Chandra Murmu IAS**), Ministry of Coal at the level of Secretary (**Mr. Sumanta Chaudhuri IAS**), Ministry of New & Renewable Energy at the level of Secretary (**Mr. Anand Kumar IAS**), Ministry of Petroleum & Natural Gas at the level of Additional Secretary and Director General, Hydrocarbons (**Dr. V. P. Joy IAS**), Ministry of Corporate Affairs at the level of Joint Secretary (**Mr. K. V. R. Murty**), and Ministry of Defence at the level of Director General of EME (**Lt. Gen. Anil Kapoor**).

A large number of Central PSUs also participated, including LIC Housing Finance Limited (LIC HFL), National Hydroelectric Power Corporation Limited (NHPC), Airports Authority of India (AAI), GAIL (India) Limited, Oil and Natural Gas Company Limited (ONGC), Inland Water Authority of India (IWAI), National Small Industries Corporation Limited (NSIC), National Buildings Construction Corporation Limited

(NBCC), New India Assurance Company Limited, National Payment Corporation of India (NPCI), Export Credit Guarantee Corporation of India Ltd (ECGC), Satluj Jal Vidyut Nigam Limited (SJVNL), LIC of India, Power System Operation Corporation Limited (POSOCO), NLC India Limited (formerly Neyveli Lignite Corporation of India), Coal India Limited (CIL) etc.

An equally large number of State PSUs, including Delhi Transco Limited, Delhi State Industrial and Infrastructure Development Corporation Limited (DSIIDC), etc. also participated.

Prominent private sector enterprises participated in large numbers, including Hero Group, Kent RO Systems, Aditya Birla Group, Bajaj Allianz General Insurance, Global Insurance Brokers, Aptech, GSK Consumer Healthcare, Nexgen etc.

Association of Chartered Certified Accountants (ACCA), UK was the Principal Strategic Partner, **Dubai Multi Commodities Centre (DMCC), UAE** was the Global Trade Partner and **The Institute of Risk Management (IRM), UK** was the Risk Management Partner for the event.

Before the formal commencement of the Conclave, Institute of Directors, paid homage to the late **Mr. Arun Jaitley**, former Finance Minister, Govt. of India. A 'one minute' silence in the memory of the departed leader, who had been a great source of strength and support for IOD, was observed by all the participants.

The Hon'ble Prime Minister of India's 'Special Message' for the Conclave was also read out. The theme of the Conclave was specially commended by the PM, as “timely and relevant”.

The eminent national/international dignitaries who delivered Special/Keynote Address included **Mr. Shashi Shanker**, Chairman & Managing Director, Oil and Natural Gas Corporation Limited (ONGC), **Mr. Sunil Kant Munjal**, Chairman, Hero Corporate Service Private Limited, **Dr. Mahesh Gupta**, Chairman & Managing Director, Kent RO Systems Limited, **Mr. M. Damodaran IAS (retd.)**, former

Chairman, SEBI and Corporate Advisor, Coach & Mentor, **Ms. Shobana Kamineni**, Executive Vice-Chairperson, Apollo Hospitals Group and Immediate Past President, CII, India, **Mr. Sanjeev Dutta**, ED-Commodities & Financial Services, DMCC (Dubai Multi Commodities Centre) & Director-Dubai Diamond Exchange, **Dr. V. P. Joy IAS**, Director General, Directorate General of Hydrocarbons, Ministry of Petroleum & Natural Gas, Govt of India, **Dr. Santrupt B. Misra**, Chief Executive Officer, Birla Carbon, Director, Chemicals and Director, Group HR, Aditya Birla Group, **Mr. Vineet Nayar**, Founder Chairman, Sampark Foundation & former Vice Chairman & CEO, HCL Technologies, **Dr. (Ms.) Alka Mittal**, Director - HR, Oil & Natural Gas Corporation Limited (ONGC), **Mr. U. K. Sinha IAS (retd.)**, former Chairman, SEBI - Securities and Exchange Board of India & Board Member on multiple boards, **Mr. Shailesh V. Haribhakti, FCA**, Managing Partner, Haribhakti Group & Board Member on multiple boards, **Ms. Lucia Real - Martin**, Lead Market Director, ACCA-Association of Chartered Certified Accountants, UK, **Dr. M. B. Athreya, Ph. D. (Harvard)**, Management Advisor, **Mr. Arun Balakrishnan**, Founder Chairman & Independent Director, HPCL-Mittal Energy Ltd. (HMEL) & former CMD, HPCL, **Mr. Suresh Chukkappalli**, Chairman, Phoenix Group & Hony. Consul General of Republic of Korea & Hony. Chairman, IOD Hyderabad Region, **Ms. Carolyn Williams**, Director, The Institute of Risk Management (IRM), UK, **Mr. A. S. Manoj**, Senior Executive Vice President, Global Insurance Brokers Private Limited, **Ms. Padmavathy R.**, Executive Director - Operations, ECGC Limited, **Mr. Tapan Singhel**, MD & CEO, Bajaj Allianz General Insurance Company Limited, **Prof. Colin Coulson-Thomas**, Chairman - Risk & Audit Committee, United Learning and President, Institute of Management Services, UK, **Mr. B. V. R. Mohan Reddy**, Founder & Executive Chairman, Cyient Limited & Honorary Consul for Germany (Telangana and Andhra Pradesh), **Ms. Hema Ravichandar**, Strategic HR Advisor & Independent Director - Boards of Marico Limited, Titan Company Limited and Bosch Limited, **Mr. Anil Pant**, Managing Director & CEO, Aptech Limited, **Mr. Shiv Khera**, Motivational Speaker and Founder, Qualified Learning Systems Inc. and **Mr. Vijay Karia**, Chairman & Managing Director, Ravin Group of Companies, et al.

Plenary Session - I: Inaugural Session

Lt. Gen. J. S. Ahluwalia, PVSM (retd.), President, Institute of Directors (IOD), welcomed the Special Guests for the morning, i.e. **Mr. Anand Kumar IAS**, Secretary, Ministry of New and Renewable Energy, Govt. of India, **Mr. Girish Chandra Murmu IAS**, Secretary, Dept. of Expenditure, Ministry of Finance, Govt. of India, **Mr. K. V. R. Murty, IDAS**, Joint Secretary, Ministry of Corporate Affairs, Govt. of India, **Mr. Sunil Kant Munjal**, Chairman, Hero Corporate Service Private Limited and **Dr. Mahesh Gupta**, Chairman & Managing Director, Kent RO Systems Limited.

Lt. Gen. Ahluwalia, in his Welcome Address talked about the vision of IOD. IOD aims to prepare 'Future-Ready' boards, and 'Board-Ready' directors. Today, Golden peacock Awards cover 15 corporate functional verticals, and IOD this year plans to add awards for MSMEs. He highlighted the importance of corporates in global economy, by bringing out that out of the top 100 economic entities in the world, 70 percent are corporations, whilst only 30 percent are countries. Talking of gender diversity, he emphasized the IOD's efforts for pushing up the need for women directors. While Europe by next year is planning to reach 25% women in each board, India is still at 11% only. He told IOD today has over 200 women as 'board-ready'

directors in its ONEID placement panel. He stated that IOD was for share-holder oriented ownership mindset, and business, ethical savvy board dynamics for future boards. Regarding Sustainability and Climate Change, he cautioned about the ongoing over-consumption of natural resources.

Mr. Munjal, described the Board as a leader, not as Management, who decides the future of the company. He stressed the importance of outsiders in Boards, so as to develop a holistic perspective. "A company which is diversified will have a better perspective". He also explained the concept of the 'triple bottom line', in the functioning of the companies. "Education of the Board members is as important as education of the managers". Goal setting is also very important in the functioning of the Board. He explained the concept of a 'responsible global citizen'. He also explained how the world is becoming a global village. "Corporate India's goals should be to align with the rest of the world".

Dr. Gupta explained the classical Indian concept of five elements that make up life on the Earth - Fire, Earth, Air, Water and Space. "Man has contaminated all the elements except Fire". He stressed the importance of water conservation and ensuring its purity. "Processing of water is important to provide good quality drinking water". The excessive use of antibiotics has contaminated the water. We don't have the same quality of water that we had 50 years ago. "The use of natural resources should be controlled, so as to preserve these for future generations". He concluded by saying that "Sustainability is the most important subject today, and consumption of water has to be controlled".

Mr. Kumar, who was the 'Guest of Honour' stressed the importance of renewable resources. He advocated a complete ban on plastic bags. "For every Indian, Sustainability should become an important trait". He gave the example of his office, where the use of water is regulated by drinking from small glasses. He outlined the policy of the present Govt. in constantly pushing for non-plastic bags and generating new and renewable energy. He explained the Govt's mega push for replacing the production of non-renewable energy, by renewable energy. He concluded by stressing that "Transparency is very important in Board functioning".

Mr. Murty who delivered the 'Theme Address' explained that good governance is not only important for corporates but also for the society as a whole. "When we do business ethically, transparently and accountably, Sustainability will happen". He explained the new format of CSR which defines the responsibility of the companies towards stakeholders, but also shows a "strong concern for the future". "Boards must have adequate time for society, consumers and environment. Challenges that we face now are quite unique in history".

After the Inaugural Session, **Mr. Girish Chandra Murmu IAS**, Secretary, Department of Expenditure, Ministry of Finance, Govt. of India released the 'Souvenir' of the Conclave. He also released the Special Message to the IOD, from the Hon'ble Prime Minister on the occasion.

Plenary Session - II: Opening Session

The First Keynote Address was by:

Mr. M. Damodaran IAS (retd.)

former Chairman

SEBI and Corporate Advisor, Coach & Mentor.

INAUGURAL SESSION



Lt. Gen. J. S. Ahluwalia, PVSM (retd.), President, Institute Of Directors welcoming Mr. Girish Chandra Murmu, IAS, Secretary, Dept. of Expenditure, Ministry of Finance, Govt. of India



Lighting of Lamp by (L to R) Lt. Gen. J. S. Ahluwalia, PVSM (retd.), President, Institute Of Directors, Mr. K V R Murty, IDAS, Joint Secretary, Ministry of Corporate Affairs, Government of India, Dr. Mahesh Gupta, Chairman & Managing Director, Kent RO Systems Ltd., Mr. Girish Chandra Murmu, IAS, Secretary, Dept. of Expenditure, Ministry of Finance, Govt. of India & Mr. Sunil Kant Munjal, Chairman, Hero Corporate Service Pvt. Ltd



Lt. Gen. J. S. Ahluwalia, PVSM (retd.), President, Institute Of Directors welcoming Mr. Anand Kumar, IAS, Secretary, Ministry of New and Renewable Energy, Govt. of India



Release of Conclave Souvenir by Mr. Girish Chandra Murmu, IAS, Secretary, Dept. of Expenditure, Ministry of Finance, Govt. of India & Lt. Gen. J. S. Ahluwalia, PVSM (retd.), President, Institute Of Directors



(L to R) Mr. Sunil Kant Munjal, Chairman, Hero Corporate Service Pvt. Ltd., Dr. Mahesh Gupta, Chairman & Managing Director, Kent RO Systems Ltd., Mr. Girish Chandra Murmu, IAS, Secretary, Dept. of Expenditure, Ministry of Finance, Govt. of India, Lt. Gen. J. S. Ahluwalia, PVSM (retd.), President, Institute Of Directors, Mr. Anand Kumar, IAS, Secretary, Ministry of New and Renewable Energy, Govt. of India & Mr. K V R Murty, IDAS, Joint Secretary, Ministry of Corporate Affairs, Government of India



Lt. Gen. J. S. Ahluwalia, PVSM (retd.), President, Institute Of Directors (R) presenting memento to Mr. Girish Chandra Murmu, IAS, Secretary, Dept. of Expenditure, Ministry of Finance, Govt. of India



Mr. Sunil Kant Munjal
Chairman
Hero Corporate Service Pvt. Ltd.



Dr. Mahesh Gupta
Chairman & Managing Director
Kent RO Systems Ltd.



Mr. Anand Kumar, IAS
Secretary, Ministry of New and Renewable
Energy, Govt. of India



Mr. K. V. R. Murty IDAS,
Joint Secretary, Ministry of Corporate Affairs,
Govt. of India

OPENING SESSION



SPECIAL SESSION



The Second Keynote Address was by:

Ms. Shobana Kamineni

Executive Vice Chairperson

Apollo Hospitals Group and Immediate Past President, CII, India

Mr. Damodaran talked about 'building future boards and board effectiveness', and explained that though gender diversity is important, but there are other types of diversities. He stressed the importance of 'succession planning', because one cannot have disruption in large companies. "Board should learn - learning is very important. Training is therefore similarly important. "Most of the Board Members don't know, why they are members. Board should know how to challenge the management". Today, boards are dependent on their specialized committees. The board which has a number of committees, are doing more work. Hence, the size of the board should be adequate to enable the formation of various committees. Boards must also have performance evaluation mechanism, preferably with outsiders, both for the Board and its individual Directors. It is important for the Board members, to ask the right questions.

Ms. Kamineni who spoke on '*Future Boards through Sustainable value creation for Stakeholders and focus beyond Profitability*', stressed on the empowerment of the Boards. "Boards are wealth creators". "As we progress, we need diverse set of specialities to understand the different perspectives". She particularly stressed on the 'risk management committee', which has a very important function to look into the major investment decisions. "Synergy between the owners and Independent Directors provides better values for shareholders". "Board Members should be more responsible to the stakeholders".

Plenary Session - III: Special Session

A Special presentation on 'Responsible Business and Expanding Business Globally' was made by:

Mr. Sanjeev Dutta

ED - Commodities & Financial Services

DMCC (Dubai Multi Commodities Centre) &

Director - Dubai Diamond Exchange

Mr. Dutta outlined that Sustainability is at the heart of any business agenda for growth. 3,000 out of 50,000 companies of Indian origin are registered with them, he added. DMCC tries to deliver the values to all stakeholders. There is 60% market share of tea exporters in Dubai. "Bio-diversity together with environmental protection is very important"

Plenary Session - IV: The Future Board Strategy

The Session was Chaired by:

Dr. V. P. Joy IAS

Directorate General of Hydrocarbons

Ministry of Petroleum & Natural Gas, Govt. of India

The other speakers were:

Dr. Santrupt B. Misra

Chief Executive Officer

Birla Carbon; Director, Chemicals

and Director, Group HR, Aditya Birla Group

Mr. Vineet Nayar

Founder Chairman

Sampark Foundation &

former Vice Chairman & CEO, HCL Technologies and

Dr. (Ms.) Alka Mittal

Director (HR)

Oil & Natural Gas Corporation Limited (ONGC)

Dr. Joy explained that Corporate Governance is most important for our society and corporates. "Direction is more important than Management". Board is becoming more & more dynamic every day. All strategies of corporates are time relevant. How to integrate all in a phased manner, is a big challenge for corporates now. He also suggested 'Sustainability both for long run, and for short run'. "All corporate values should be acceptable to the society at large".

Dr. Misra outlined that all the Executive Directors or Functional Directors are accountable to the Board. What role dependent and independent Directors would have, will decide the future of the Board. Shaping of the Board is the main responsibility of the directors. Which critical value is needed to review the board and what is the annual agenda and goal setting, are all very important. "Know the future of the board from the past". He posed the question - what leading corporates are looking from the board? To overcome the challenges for board sustainability, he suggested the need for more laws on corporate governance. "An annual agenda is very important for goal setting by the Board."

Mr. Nayar questioned - "is corporate governance good enough?" He expected more innovation in human efforts and skills, which are required to strengthen the board. He also talked about the inclusiveness and conversation within the companies. 'Speak less, and when you speak, make sure that there is a change'. He raised further questions: "How innovation is creative? Are you playing the role that business requires; if not, you will be out of business". "By creating a culture to create innovation, the company can move forward".

Dr. (Ms.) Mittal stressed that discussions must be involved during deliberations on societal, technical and demographical issues. She outlined the impact of the Board members and stakeholders on the Board. Future of the Board will be decided by not only the Board members but also by executive directors in the Boardroom. The decisions that are taken in the Boardroom impact the economy and ultimately the whole nation, maybe the whole world. ONGC, a Maharatna Company for sixty four years in the area of exploration, petroleum-marketing, is also associated with social e-commerce development. ONGC power generation plant in Tripura caters to the power requirements of whole North East. CSR priorities are changed by ONGC from time to time. Its efficiency is based on environment protection also. "Due diligence is happening all the time in boardrooms". In the boardroom, they are continuously monitoring certain areas by digitalization. Instead of filing the documents, they are working on digitalization. Besides, ONGC are doing a lot apart from its core activities, i.e. CSR, environment protection etc. 'No plastic' campaign, has already been launched by ONGC.

Plenary Session - V: Keynote Session

The First Keynote Address was by:

Mr. U. K. Sinha IAS (retd.)

former Chairman

SEBI - Securities and Exchange Board of India & Board Member on multiple boards.

The Second Keynote Address was by:

THE FUTURE BOARD STRATEGY



Dr. V. P. Joy, IAS
Director General, Directorate General of Hydrocarbons, Ministry of Petroleum & Natural Gas, Govt. of India



Dr. Santrupt B. Misra
Chief Executive Officer, Birla Carbon; Director, Chemicals and Director, Group HR, Aditya Birla Group



Mr. Vineet Nayar
Founder Chairman, Sampark Foundation & former Vice Chairman & CEO, HCL Technologies.



Dr. Alka Mittal
Director (HR), Oil & Natural Gas Corporation Limited (ONGC)



(L to R) **Dr. Santrupt B. Misra**, Chief Executive Officer, Birla Carbon; Director, Chemicals and Director, Group HR, Aditya Birla Group, **Dr. V. P. Joy, IAS**, Director General, Directorate General of Hydrocarbons, Ministry of Petroleum & Natural Gas, Govt. of India, **Mr. Vineet Nayar**, Founder Chairman, Sampark Foundation & former Vice Chairman & CEO, HCL Technologies & **Dr. Alka Mittal**, Director (HR), Oil & Natural Gas Corporation Limited (ONGC).



Dr. V. K. Agnihotri IAS (Retd.), former Secretary General, Rajya Sabha presenting memento to **Dr. V. P. Joy, IAS**, Director General, Directorate General of Hydrocarbons, Ministry of Petroleum & Natural Gas, Govt. of India



Dr. V. K. Agnihotri IAS (Retd.), former Secretary General, Rajya Sabha presenting memento to **Dr. Alka Mittal**, Director (HR), Oil & Natural Gas Corporation Limited (ONGC)



(L to R) **Dr. V. K. Agnihotri IAS** (Retd.), former Secretary General, Rajya Sabha, **Dr. V. P. Joy IAS**, Director General, Directorate General of Hydrocarbons, Ministry of Petroleum & Natural Gas, Govt. of India, **Dr. Alka Mittal**, Director (HR), Oil & Natural Gas Corporation Limited (ONGC) & **Mr. Vineet Nayar**, Founder Chairman, Sampark Foundation & former Vice Chairman & CEO, HCL Technologies



A view of the audience

KEYNOTE SESSION



Mr. Shailesh V. Haribhakti, FCA
Managing Partner, Haribhakti Group & Board Member
on multiple boards & Chairman, IOD Mumbai Region



Mr. U. K. Sinha
former Chairman, SEBI Securities and Exchange Board
of India & Board Member on multiple boards



Mr. Shailesh V. Haribhakti, FCA, Managing Partner, Haribhakti Group & Board Member on multiple boards & Chairman, IOD Mumbai Region & **Mr. U. K. Sinha**, former Chairman, SEBI Securities and Exchange Board of India & Board Member on multiple boards



(L to R) **Lt. Gen. J. S. Ahluwalia, PVSM (retd.)**, President, Institute Of Directors, **Mr. Shailesh V. Haribhakti, FCA**, Managing Partner, Haribhakti Group & Board Member on multiple boards & Chairman, IOD Mumbai Region & **Mr. U. K. Sinha**, former Chairman, SEBI Securities and Exchange Board of India & Board Member on multiple boards.

SPECIAL SESSION



Ms. Lucia Real-Martin
Lead Market Director, ACCA Association of Chartered Certified Accountants, UK



Lt. Gen. J. S. Ahluwalia, PVSM (retd.), President, Institute Of Directors, **Ms. Lucia Real-Martin**, Lead Market Director, ACCA Association of Chartered Certified Accountants, UK

MOU SIGNING WITH GovEVA



MoU Signing with GovEVA. **Lt. Gen. J. S. Ahluwalia, PVSM (retd.)**, President, Institute Of Directors, **Mr. Shailesh V. Haribhakti, FCA**, Managing Partner, Haribhakti Group & Board Member



Lt. Gen. J. S. Ahluwalia, PVSM (retd.), President, Institute Of Directors, **Mr. Shailesh V. Haribhakti, FCA**, Managing Partner, Haribhakti Group & Board Member

Mr. Shailesh V. Haribhakti, FCA

Managing Partner

Haribhakti Group & Board Member on multiple boards
& Chairman, IOD Mumbai Region

Mr. Sinha spoke on '*Enhancing Roles & Responsibilities of Independent Directors for improving Corporate Credibility and Governance Standards*'. He explained that our ecosystem is facing a lot of problems: what are the reasons behind it? UNDP comes out with Sustainable Stock Exchange Movement. There are global shifts from shareholders interest to stakeholder interests. Investors' profile has changed: a large number of small investors are playing now. Earlier, there were small numbers of large investors. Performance measurement should be both - short term and long term. There should be no gender discrimination or racial discrimination. ESG (Environmental, Societal and Governance) issues must be addressed. He posed a critical question - how trustworthy you are as a company, in terms of disclosure of your financial statements? Corporates must follow ISO guidelines by SEBI. To follow the Guidelines by Ministry of Corporate Affairs, Govt. of India (issued in April, 2019), Independent Directors have to be very active and they have to ask relevant questions in the boardroom.

Mr. Haribhakti spoke on '*Effectiveness of Audit Committee in the Era of Governance*'. He explained The Modern Business Model and the SOP processes to ensure that SOPs are actually practised; if not, SOPs must be strictly enforced. Every company has to have an excellent cyber security system. Companies have to be supported by a very strong internal audit. Ensure that your company is not involved in fraud. It is very important to have continuous engagement with the stakeholders, and the engagement with the entire hierarchy of the Board. It is the evolving sense of responsibility that is bringing about all the changes in SEBI Rules and the Companies Act. Through Digital Audit Committee, one can monitor all compliance and drill down to any level of detail as required. Only then will the effectiveness of the Audit Committee be established. Before fraud happens, get insured so that organization is protected; otherwise, it will face serious consequences. We need to have 24x7 'digital audit committee'. One can then monitor completely round the clock, and get exception based alerts. "Entire organization should be risk free". It is only the feedback, which empowers and improves the business.

Plenary Session - VI: Special Session

A Special presentation on Integrated Reporting : The Drive for Authenticity was made by:

Ms. Lucia Real-Martin

Lead Market Director

ACCA - Association of Chartered Certified Accountants, UK.

Ms. Real - Martin presented the story of *Integrated Reporting : The Drive for Authenticity* - It has a large no. of pages which gives financial achievements. Integrated Reporting (IR) - gives internal & external stakeholder issues, all resources, relationships, and value creation for short term and long term. In India, over 30 companies are already preparing IR. ACCA has prepared ten top tips for authentic reporting. ACCA can support the companies in Integrated Reporting. It can also assist in the wider goal of financial stability and Sustainability development through the cycle of integrated reporting and thinking. "Stakeholder engagement must continue for improvement". More than half a million candidates are using their

services. "Be transparent about wins and losses: use the report as platform for improvement". "Involve staff from different part of the business in the reporting and internal control process"

Plenary Session – VI A: MoU Signing Ceremony

An MoU, between IOD and GovEVA, was signed by **Lt. Gen. J. S. Ahluwalia, PVSM (retd.)**, President, IOD and **Mr. Shailesh V. Haribhakti, FCA**, Managing Partner, Haribhakti Group & Board Member on multiple boards in the presence of senior executives from both the organizations.

GovEVA is a combination of a software platform plus senior consulting services to enhance one's organization's Corporate Governance levels, thus leading to accelerated and tangible Economic Value Addition. GovEVA also automates and e-enables all the foundational secretarial compliance requirements. Both IOD and GovEVA have agreed to jointly provide effective support to corporates for annual board of director's Performance Evaluation.

Plenary Session - VII: Boards that Lead: Building Corporate Governance & Sustainability Competency

The Session was Chaired by:

Mr. R. M. Mishra IASAdditional Secretary & Development Commissioner
Ministry of MSME, Govt. of India

The other speakers were:

Dr. M. B. Athreya, Ph.D. (Harvard)

Management Advisor,

Mr. Arun Balakrishnanfounder Chairman & Independent Director
HPCL-Mittal Energy Ltd. (HMEL) &
former CMD, HPCL and Chairman
IOD Bengaluru Region and**Mr. Suresh Chukkapalli**

Chairman

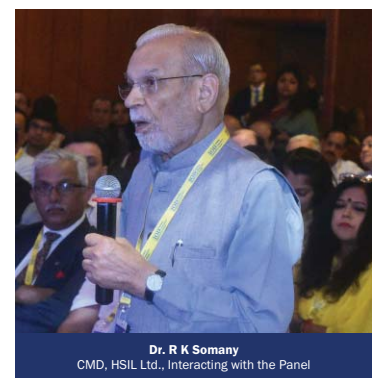
Phoenix Group & Hony. Consul General of Republic of Korea &
Hony. Chairman, IOD Hyderabad Region.

Mr. Mishra explained the role of MSMEs in the development of a nation, and their contribution to the growth of national GDP.

Dr. Athreya explained the development of Corporate Governance, Environmental Aspects, Social Aspects and Sustainability Development Goals. Business Portfolio restructuring - the most important restructuring which followed environmental restructuring is important in spirit, and not only in letter. "Stakeholders management model has replaced the shareholders management model, even in advanced Western economies". In Corporate Governance, the management gives data to the board, and the board looks into the total picture. Board responsibility is to see how the disparities are minimised. "Board must function for all". It must make strategy, and ensure mobilization of resources for a better board. Board must also check 'sustainability report' of the company. Performance goal must be set and monitored by the Board. The culture system and behaviour of the promoters affect the board. The gap between the top level pay and lowest level pay is

NHPC PRESENTATION

BOARDS THAT LEAD



BOARDS STRATEGIES FOR NAVIGATING RISK IN A VOLATILE WORLD



Distinguished panel interacting with the audience



(L to R) **Ms. R. Padmavathy**, Executive Director-Operations, ECGC Ltd., **Ms. Carolyn Williams**, Director, The Institute of Risk Management (IRM), UK, **Mr. R. G. Rajan**, Chairman, IOD Mumbai Region and former Chairman & MD, RCF Ltd. and former Chairman, SCOPE & FAI & **Prof. Colin Coulson-Thomas**, Chairman - Risk & Audit Committee, United Learning and President, Institute of Management Services, UK



Ms. Carolyn Williams
Director, The Institute of Risk Management (IRM), UK



Mr. A. S. Manoj
Sr. Executive Vice President, Global Insurance Brokers Pvt. Ltd.



Tapan Singhel
MD & CEO, Bajaj Allianz General Insurance



Prof. Colin Coulson-Thomas
Chairman - Risk & Audit Committee, United Learning and President, Institute of Management Services, UK

KEYNOTE SESSION



Distinguished panel interacting with the audience.



Mr. BVR Mohan Reddy
Founder & Executive Chairman, Cyient Limited Honorary Consul for Germany (Telangana and Andhra Pradesh)



Ms. Hema Ravichandar
Strategic HR Advisor & Independent Director - Boards of Marico Limited, Titan Company Limited and Bosch Limited



Mr. Anil Pant
Managing Director & CEO, Aptech Limited

widening day by day. He outlined the concept of KASH:- four parameters of board; K-Knowledge, A-Attitude, S-Skill, H-Habit.

Mr. Balakrishnan outlined the vital role of Board Committees and defined role of 'Key Management Personnel (KMPs)', 'Stakeholders', 'Shareholders', 'Suppliers', 'Customers and 'Society'. "Strategy is a plan of action for long term overall gain for either a nation or a company as an organisation". Vision (objective) has to be very clear. 'Shared mission' is something, which is collectively cleared. It is different from 'vision shared', which is eg. Chairman sharing what is his vision. Who approves strategy? Where can strategy go wrong? He defined and differentiated between strategy, tactics and vision as such; 'vision shared' and 'shared vision'. "The management proposes and the Board reviews and approves it".

Mr. Chukkapalli stated that the majority of enterprises are run by family business. We need to empower the small and medium enterprises also about corporate governance. Out of 35,000 members, 85 % are MSMEs. "Empower with knowledge what Govt. of India is doing for MSMEs". They are creating Sustainability goals for them. They need to be empowered with knowledge with simple guidelines. Let us prepare a simple booklet and distribute it to them, so that they can be empowered to conduct work ethically and effectively. Corporate Governance is not all that complicated, it has to be explained in a simplified manner. Without meeting the goals set for them, MSMEs cannot achieve Sustainability.

Plenary Session - VII A: Special Presentation by NHPC Limited

There was a Special Presentation on '**Paradigm Shift in Business Sustainability**' by NHPC Limited.

The presentation was made by:

Dr. S. K. Bajpayee

Expert on Hydropower Development and Associate Sustainability Issues, NHPC Limited

Dr. Bajpayee highlighted the NHPC strategy to achieve Sustainability and role of corporate governance in biodiversity conservation. "Environmental and social responsibility is no longer an obligation, but a business opportunity for NHPC". There is a paradigm shift in Business Sustainability, as per NHPC experience. Hydro Power Plant is also an environmental issue, as it affects the quality of water (mixed with lead). It becomes a public health issue – people in affected area lose their livelihood. They have a very strong team for good environmental management - CSR Sustainability Committee. "Take up environment not as a risk, but as an opportunity".

Plenary Session - VIII: Boards Strategies for Navigating Risk in a Volatile World

The Session was Chaired by:

Ms. Carolyn Williams

Director
The Institute of Risk Management (IRM), UK

The other speakers were:

Mr. A. S. Manoj

Senior Executive Vice President
Global Insurance Brokers Private Limited,

Ms. Padmavathy R.

Executive Director - Operations, ECGC Limited,

Mr. Tapan Singhel

MD & CEO
Bajaj Allianz General Insurance Company Limited and

Prof. Colin Coulson-Thomas

Chairman - Risk & Audit Committee
United Learning and President
Institute of Management Services, UK.

Ms. Williams advocated that insurance is an important tool for business. If you think safety is expensive, try having an accident. She gave the example of Jet Airways for avoiding risk management. "The future is already here - its just not very evenly distributed". Regulatory challenges are looked after by proper risk management. If they are not insurable, they are not manageable. Climate change involves new risks. Plastic bottles, plastic bags etc. cause serious risk issues. "Risk is part of all our lives. As a society, we need to take risks to grow and develop. From energy to infrastructure, supply chains to airport security, hospitals to housing, effectively managed risks help societies achieve. In our fast-paced world, the risks we have to manage evolve quickly. We need to make sure we manage risks so that we minimise their threats and maximise their potential."

Mr. Manoj stated that if you indulge in any kind of fraud, the cost is very high. Avoid risk, mitigate risk and transfer the risk. You have to constantly monitor the risk. Risk of cyber threat is very critical in today's business. Strategic risk and litigation risk should be constantly monitored. He explained the regulation-related risk. Robust risk management is possible by risk mitigation and promptly reporting risk to management. "Identifying the risk is most important issue". "According to statistics, only 3% of fraud is detected by internal auditors and statutory auditors. The Board of Directors has to ensure there is a robust audit system".

Ms. Padmavathy explained how to manage risk to avoid losses. ECGC Board approves risk management policy. All risks should be monitored regularly. IT and data security risk management is important. Identifying risk, measuring risk and monitoring risk are adopted by ECGC. They are the recipient of Jamnalal Bajaj Award for best business practices. "Make sure that there is no repetition of risk". The point is not about taking risk but managing risk by insuring. ECGC, as an organisation has done well for risk management.

The Session was Chaired by:

Mr. B. V. R. Mohan Reddy

Founder & Executive Chairman
Cyient Limited & Honorary Consul for Germany
(Telangana and Andhra Pradesh)

The other speakers were:

Ms. Hema Ravichandar

Strategic HR Advisor & Independent Director - Boards of Marico Limited, Titan Company Limited and Bosch Limited and

Mr. Anil Pant

Managing Director & CEO
Aptech Limited.

KEYNOTE SESSION



Lt. Gen. J. S. Ahluwalia, PVSM (retd.), President, Institute Of Directors presenting memento to **Mr. BVR Mohan Reddy**, Founder & Executive Chairman, Cyient Limited Honorary Consul for Germany (Telangana and Andhra Pradesh)



Lt. Gen. J. S. Ahluwalia, PVSM (retd.), President, Institute Of Directors presenting memento to **Ms. Hema Ravichandar**, Strategic HR Advisor & Independent Director - Boards of Marico Limited, Titan Company Limited and Bosch Limited



Lt. Gen. J. S. Ahluwalia, PVSM (retd.), President, Institute Of Directors presenting memento to **Mr. Anil Pant**, Managing Director & CEO, Aptech Limited.

INSPIRATIONAL TALK



Mr. Shiv Kherra
Motivational Speaker and Founder, Qualified Learning Systems Inc presenting his motivational speech during the Conclave.

29TH IOD ANNUAL DAY CEREMONY



Lt. Gen. J. S. Ahluwalia, PVSM (retd.), President, Institute Of Directors welcoming the Chief Guest, **Mr. Hardeep Singh Puri**, Hon'ble Union Minister for Housing & Urban Affairs (I/C); Civil Aviation (I/C); & MoS Commerce & Industry, Govt. of India interacting with the audience.



(L to R) **Mr. Vijay Karia**, Chairman & MD, Ravin Group of Companies, **Mr. Amitabh Kant**, IAS, CEO, NITI Aayog, Govt. of India, **Mr. Hardeep Singh Puri**, Hon'ble Union Minister for Housing & Urban Affairs (I/C); Civil Aviation (I/C); & MoS Commerce & Industry, Govt. of India, **Ms. Lucia Real-Martín**, Lead Market Director, ACCA- Association of Chartered Certified Accountants, UK & **Lt. Gen. J. S. Ahluwalia, PVSM (retd.)**, President, Institute Of Directors



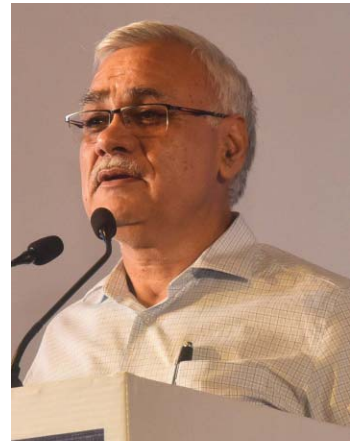
Mr. Hardeep Singh Puri
Hon'ble Union Minister for Housing & Urban Affairs (I/C); Civil Aviation (I/C); & MoS Commerce & Industry, Govt. of India



Mr. Vijay Karia
Chairman & MD, Ravin Group of Companies



Mr. Amitabh Kant, IAS
CEO, NITI Aayog, Govt. of India addressing the audience



Acceptance speech by
Mr. Durga Shanker Mishra, IAS
Secretary, Ministry of Housing & Urban Affairs Govt. of India



Acceptance speech by
Mr. Sumanta Chaudhuri, IAS
Secretary, Ministry of Coal, Govt. of India.



Acceptance speech by
Mr. Shashi Shanker
Chairman & Managing Director, Oil and Natural Gas Corporation (ONGC)



Mr. Vijay Karia, Chairman & MD, Ravin Group of Companies & **Mr. Amitabh Kant, IAS**, CEO, NITI Aayog, Govt. of India



Mr. Amitabh Kant, IAS, CEO, NITI Aayog, Govt. of India interacting with **Mr. Hardeep Singh Puri**, Hon'ble Union Minister for Housing & Urban Affairs (I/C); Civil Aviation (I/C); & MoS Commerce & Industry, Govt. of India



Lt. Gen. J. S. Ahluwalia, PVSM (retd.), President, Institute Of Directors presenting memento to **Mr. Hardeep Singh Puri**, Hon'ble Union Minister for Housing & Urban Affairs (I/C); Civil Aviation (I/C); & MoS Commerce & Industry, Govt. of India



Lt. Gen. J. S. Ahluwalia, PVSM (retd.), President, Institute Of Directors presenting memento to **Mr. Vijay Karia**, Chairman & MD, Ravin Group of Companies.



(L to R) **Mr. Vijay Karia**, Chairman & MD, Ravin Group of Companies, **Mr. Amitabh Kant, IAS**, CEO, NITI Aayog, Govt. of India, **Lt. Gen. J. S. Ahluwalia, PVSM (retd.)**, President, Institute Of Directors, **Mr. Hardeep Singh Puri**, Hon'ble Union Minister for Housing & Urban Affairs (I/C); Civil Aviation (I/C); & MoS Commerce & Industry, Govt. of India & **Ms. Lucia Real-Martin**, Lead Market Director, ACCA- Association of Chartered Certified Accountants, UK.



IOD
**DISTINGUISHED
FELLOW 2019**



**Ministry of Housing
and Urban Affairs**
Government of India

Durga Shanker Mishra, IAS

Secretary

Ministry of Housing & Urban Affairs, Govt. of India

Mr. Mishra is currently working as Secretary in Ministry of Housing and Urban Affairs, Government of India. He belongs to 1984 batch of Indian Administrative Service (IAS) from Uttar Pradesh. He has held all important assignments in Union and State Governments, covering Revenue, Internal Security, Vigilance, Civil Aviation, Tourism, Sports, Agriculture, taxation, Medical & Health, Mining and Urban Development. He has been Principal Secretary to the state Chief Minister for over two years.

He is a B. Tech. in Electrical Engineering from IIT, Kanpur, also a MBA (International Business) from University of Western Sydney, Australia and post-graduate Diploma in Public Policy from Institute of Social Studies, The Hague. He has actively promoted Good Governance and has published policy papers on subjects related to Governance, Public Administration and Development Administration in national/international journals. He has represented Union/State Governments at various national/ international fora and participated in national workshops/ conferences. He is Visiting Faculty, at the University of Guelph, Canada.

He was one of the youngest Secretaries, appointed to Government of India. ■



**DISTINGUISHED
FELLOW 2019**



**GOVERNMENT OF INDIA
MINISTRY OF COAL**

Mr. Sumanta Chaudhuri, IAS

Secretary
Ministry of Coal, Govt. of India

Mr. Chaudhuri is an IAS officer (West Bengal cadre) of 1985 batch. He is a scholar-administrator, with a brilliant academic record, placed in 5th Rank in CBSE Board. He is a B.A. in Economic Honours from St. Stephen's College & M.A. (Economics) from Delhi School of Economics, where he specialized in International Trade. He has the rare distinction of being a 'Specialist Resource Person' in WTO, UNCTAD, ITC, World Bank, ESCAP & International Organization for Migration (IOM).

He regularly writes on International Trade issues in the journal of World Trade, a prestigious publication, as also in Economic Times and Financial Express on International Trade. He has served as India's Counsellor in Permanent Mission of India to the WTO at Geneva from 2003 to 2006 where he was the Trade Ambassador of India and successfully negotiated several trade agreements for the country. Earlier, he conducted multilateral Trade Negotiations on behalf of India, as Joint Secretary, Commerce.

His area of specialization is Multilateral Trade Issues relating to WTO especially Trade in Services & dealing in Rules including Anti-dumping safeguards and subsidies, regional Trading Agreements, Dispute Settlement Mechanism of the WTO, trade in goods and industrial tariffs & bilateral/regional Negotiations of RTAs, FTAs. He was also India's Chief Negotiator for India-ASEAN, India-Malaysia FTAs and India's Deputy representative for India-EU, RCEP Foreign Trade Policy and Industrial Infrastructure and Promotion.



**IOB
DISTINGUISHED
FELLOW 2019**



Shashi Shanker

Chairman & Managing Director
Oil and Natural Gas Corporation (ONGC)

Mr. Shanker is Chairman and Managing Director (CMD) of 'Oil and Natural Gas Corporation and also the Chairman of ONGC Videsh Limited (OVL), Mangalore Refinery & Petrochemicals Limited (MRPL) and Joint venture companies namely Mangalore SEZ Limited(MSEZ), ONGC Tripura Power Company Limited(OTPC), ONGC Petro-additions Limited(OPaL), ONGC Mangalore Petrochemicals Limited(OMPL) and Member Director in the Board of Petronet LNG Limited(PLL).

He is a Petroleum Engineer from Indian School of Mines (ISM), Dhanbad and holds an MBA degree. He has studied Executive Education from IIM-Lucknow and ISB-Hyderabad.

He is an industry veteran with more than three and half decades of experience in diverse E&P activities.

As Chairman, ONGC Group, he successfully spearheaded the HPCL acquisition of 51% Govt. stake to improve ONGC's downstream portfolio.

Under his dynamic leadership, ONGC Videsh made a successful entry overseas, with Indian consortium acquiring 10% stake in one of Abu Dhabi's biggest offshore oil concessions (Lower Zakum). Through this acquisition, India has secured a share in the oil-rich Emirate's crude production for the first time.

Under his guidance, ONGC has taken various path-breaking initiatives to strengthen the IT platforms like SCADA, ERP(ICE), EACS etc. He has conceptualized company-wide project called "DISHA" for creation of a "Paperless office" platform, which has been successfully implemented in ONGC.

As CMD of ONGC, his priority is towards developing the East Coast discoveries, rejuvenating the mature fields of Western Offshore and Onshore and Improvement in Reservoir Management. Under his leadership, ONGC made the highest-ever Revenue and record profit, in the last financial year.

Mr. Reddy chaired the Session and spoke on “*Boardroom Leadership and Vision for Fostering Innovation and Growth*”. He explained about the economic uncertainty and trade wars, environmental and social obligations, fundamental shifts in enterprises and the way they function. Mutual relationships become extremely important in the change of environment. Board's role is crucial in fostering innovation and growth. He also advocated human partnership and evolving role of boards. Board must have quality composition for customers, investors & employees. He explained the forces shaping the enterprises. “As we acquire knowledge, enterprise keeps changing”. This results in changes in business model. Management has to ensure that employees are fruitfully engaged.

Ms. Ravichandar spoke on “*The Nomination and Remuneration Committee: A key lever for Board Effectiveness*”. She outlined the key role of board effectiveness, the role of Nomination, Remuneration and Compensation Committees, balancing the board, delegation of responsibility, boards that monitor, boards that partner and board dynamics. She cited Section 149 to explain that the nature of board governance helps in decision making. The selection of a balanced board is key to performance. There should be diversity in board composition:- experience, perspective and gender equality. Dynamics of the boards help to shape the future boards. She explained the '7S' framework of effective NRC: Strategy, Structure, System, Staff, Style, Skills and Super ordinate goals.

Mr. Pant spoke on '*Reshaping Board's Strategy for leveraging Emerging Technologies*'. He stressed on emerging technologies in the Board and Risk Management. They are 30-year old company and have 80% of market share in vocational studies. They are taking care of stakeholders, students, employees, franchises and investors. Teaching the students that corporates are three dimensional in nature, on the board of two dimensions. They use a mix of augmented and virtual reality. Entire work of his/her portfolio is updated by all the students, and these are easily visible by the recruiters & they get recruited.

Plenary Session - X: Inspirational Talk Session

The Inspirational Talk Session was by:

Mr. Shiv Khera

Motivational Speaker and Founder
Qualified Learning Systems Inc.

Mr. Khera stated that “only good people are assets, rest are liabilities”. After 10-15 years, 50% jobs will be lost because of Artificial Intelligence and other emerging technologies. There is a huge difference between 'making money and earning money'. “Making money is criminal, earning money is spiritual”. Persuasive skills are ability to negotiate, ability to influence and ability to sell. Competence is desirable in every field. “Strong relationships and proper direction are very important”.

All the sessions were followed by active audience interaction.

Plenary Session - XI: 29th IOD Annual Day Ceremony

Lt. Gen. J. S. Ahluwalia, President, IOD welcomed the Special Guests for the evening, i.e. **Mr. Hardeep Singh Puri**, Hon'ble Union Minister for Housing & Urban Affairs (I/C); Civil Aviation (I/C); & MoS Commerce & Industry, Govt. of India, **Mr. Amitabh Kant**, IAS, CEO, NITI Aayog, Govt. of India, **Mr. Vijay Karia**, Chairman & Managing

Director, Ravin Group of Companies and **Ms. Lucia Real-Martin**, Lead Market Director, ACCA - Association of Chartered Certified Accountants, UK

Lt. Gen. Ahluwalia in his Annual Day Address stated that IOD is engaged in the following activities - Membership, Masterclass for Directors (Training & updating of directors – including independent & women directors and Governance and Training for MSMEs), Golden Peacock Awards [15 National & 3 Global Awards for public sector (PSUs), Govt sector and private sector and foreign companies], Board Research & Advisory services for the corporates, hosting 3 International Conferences & 3 - 4 National Conferences per year (networking of directors – through these Conventions), special IOD publications, handbooks & periodicals for directors.

Mr. Karia delivered the Special Address and stated that Ravin Group has activities in power, automation and infrastructure business sectors. It has a very strategic and sustainable form of business. “Strategy and sustainability are two keywords as they are working in same environment”. The Prime Minister's initiative in 'Make in India' is being implemented by the Ravin Group very effectively, and now it is exporting power equipment all over the world. This has enabled it to become one of the fastest growing companies in India.

Ms. Real-Martin, in her Special Remarks, elaborated how ACCA helps organizations in forming their agenda. In India, ACCA is collaborating with IOD for boards to become more professional.

Mr. Kant, in his Keynote Address, explained that Govt initiative alone is not possible without the private sector, which is a wealth creator. “Sustainability is really a key in modernization and urbanization”. We are building 100 smart cities. Our challenges are more and more Initiatives for making India single-use plastic free. We in India are growing at 7% per annum. Our aim is to grow at 8 - 9%. The process of urbanisation is on a fast track. The real challenge is to sustain urbanisation. The luxuries of America are not available to India. We want good quality of life. “Now everything is recyclable”. The challenge will be how to build 100 smart cities, and to build our transportation system with maximum recycling of wastes.

Hon'ble Mr. Hardeep Singh Puri in his Chief Guest Address stated that private sector is very important and a key driver of the growth of Indian economy. We must embrace Green Technology. “I am an optimist and I believe a little thing can make a big difference”. We must stress on PMAY (Pradhan Mantri Awas Yojana). Total budget is Rs. 25,000 crore for smart cities. We are set for 27% GDP of world by 2030. Private sector will be an important agency to deliver the results in 2030, with completion of smart cities (600 million Indians will be living in urban areas). Within private sector, Sustainability has to play an important role. 70% of India is yet to be built. In civil aviation sector, the airport authorities make money, but the airlines are losing money. All the airports should go green. Out of 100 Smart Cities, 50 command centres will be operational by December this year. Tenders have been awarded. At the heart of this transformational programme, with govt. support the private sector should deliver. He requested all the members of IOD to see that the use of plastic bags etc. is completely eliminated. “We can become 'Swachh Bharat' only then. Let us make our country plastic-free”.

NETWORKING



IOD Directors' Conclave and & 29th IOD Annual Day, 2019



Conclave partner during the event



Lt. Gen. J. S. Ahluwalia, PVSM (retd.), President, Institute Of Directors welcoming **Mr. Sunil Kant Munjal**, Chairman, Hero Corporate Service Pvt. Ltd



(L to R) **Dr. R K Somany**, CMD, HSIL Ltd., **Dr. Maresh Gupta**, CMD, Kent RO Systems Ltd. **Lt. Gen. J. S. Ahluwalia, PVSM (retd.)**, President, Institute Of Directors & **Mr. Sunil Kant Munjal**, Chairman, Hero Corporate Service Pvt. Ltd



Mr. Suresh Chukkappalli, Chairman, Phoenix Group & Hony. Consul General of Republic of Korea & Hony. Chairman, IOD Hyderabad Region & **Lt. Gen. J. S. Ahluwalia, PVSM (retd.)**, President, Institute Of Directors welcoming



Mr. Sunil Kant Munjal, Chairman, Hero Corporate Service Pvt. Ltd. & **Mr. K V R Murthy**, IDAS, Joint Secretary, Ministry of Corporate Affairs, Government of India



Dr. Maresh Gupta, Chairman & Managing Director, Kent RO Systems Ltd. & **Mr. Girish Chandra Murmu, IAS**, Secretary, Dept. of Expenditure, Ministry of Finance, Govt. of India



(L to R) **Mr. R. G Rajan**, Chairman, IOD Mumbai Region and former Chairman & MD, RCF Ltd. and former Chairman, SCOPE & FAI, **Lt. Gen. J. S. Ahluwalia, PVSM (retd.)**, President, Institute Of Directors welcoming & **Mr. Suresh Chukkappalli**, Chairman, Phoenix Group & Hony. Consul General of Republic of Korea & Hony. Chairman, IOD Hyderabad Region interacting during the Conclave.



Audience interacting with one of the Conclave partners



Mr. Anil Pant, Managing Director & CEO, Aptech Limited & **Ms. Lucia Real-Martin**, Lead Market Director, ACCA- Association of Chartered Certified Accountants, UK



Ms. Lucia Real-Martin, Lead Market Director, ACCA- Association of Chartered Certified Accountants, UK & **Lt. Gen. J. S. Ahluwalia, PVSM (retd.)**, President, Institute Of Directors.



Mr. Girish Chandra Murmu, IAS, Secretary, Dept. of Expenditure, Ministry of Finance, Govt. of India interacting with **Dr. Santrupt B. Misra**, Chief Executive Officer, Birla Carbon; Director, Chemicals and Director, Group HR, Aditya Birla Group & **Ms. Lucia Real-Martin**, Lead Market Director, ACCA- Association of Chartered Certified Accountants, UK



Mr. Ron Chandiramani
Founder & CEO at AL MIDAS International Group, United Arab Emirates &
Ms. Veena Swarup, Former Director (HR), Engineers India Limited. .



Dr. Sanrupt B. Misra, Chief Executive Officer, Birla Carbon; Director, Chemicals and Director, Group HR, Aditya Birla Group & **Ms. Lucia Real-Martin**, Lead Market Director, ACCA- Association of Chartered Certified Accountants, UK



Mr. M. Damodaran, IAS (retd.), former Chairman, SEBI and Corporate Advisor, Coach & Mentor at IOD Handbook stall



Audience interacting with one of the Conclave partners



H E Mr. Karan Singh Thakral, Executive Director, Thakral Group of Companies receiving bouquet from **Mr. Pradeep Chaturvedi**, Vice President, Institute of Directors



Ms. Lucia Real-Martin, Lead Market Director, ACCA- Association of Chartered Certified Accountants, UK interacting with the distinguished audience during the Conclave.



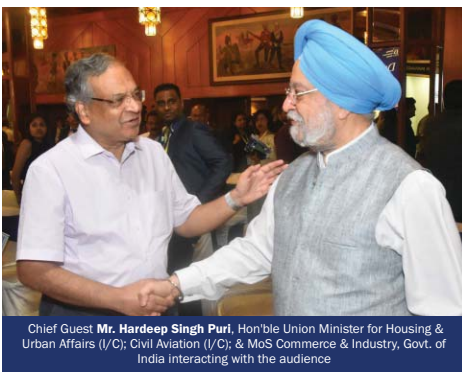
Mr. Shiv Khera interacting with **Mr. Hardeep Singh Puri**, Hon'ble Union Minister for Housing & Urban Affairs (I/C); Civil Aviation (I/C); & MoS Commerce & Industry, Govt. of India & **Lt. Gen. J. S. Ahluwalia, PVSM (retd.)**, President, Institute of Directors



Mr. Hardeep Singh Puri, Hon'ble Union Minister for Housing & Urban Affairs (I/C); Civil Aviation (I/C); & MoS Commerce & Industry, Govt. of India.



(L to R) **Lt. Gen. J. S. Ahluwalia, PVSM (retd.)**, President, Institute Of Directors, **Mr. Hardeep Singh Puri**, Hon'ble Union Minister for Housing & Urban Affairs (I/C); Civil Aviation (I/C); & MoS Commerce & Industry, Govt. of India, **H E Mr. Karan Singh Thakral**, Executive Director, Thakral Group



Chief Guest **Mr. Hardeep Singh Puri**, Hon'ble Union Minister for Housing & Urban Affairs (I/C); Civil Aviation (I/C); & MoS Commerce & Industry, Govt. of India interacting with the audience



Mr. Hardeep Singh Puri, Hon'ble Union Minister for Housing & Urban Affairs (I/C); Civil Aviation (I/C); & MoS Commerce & Industry, Govt. of India interacting with the audience & **Ms. Lucia Real-Martin**, Lead Market Director, ACCA- Association of Chartered Certified Accountants, UK



Mr. Durga Shanker Mishra, IAS, Secretary, Ministry of Housing & Urban Affairs, Govt. of India & **Mr. Shiv Khera**, Motivational Speaker and Founder, Qualified Learning Systems Inc

This was followed by **Felicitation of IOD Distinguished Fellowship - 2019**. It was conferred on **Mr. Durga Shanker Mishra IAS**, Secretary, Ministry of Housing and Urban Affairs, Govt. of India, **Mr. Sumanta Chaudhuri IAS**, Secretary, Ministry of Coal, Govt. of India and **Mr. Shashi Shanker**, Chairman & Managing Director, Oil and Natural Gas Corporation Limited (ONGC). The awards were presented by Hon'ble Minister, Mr. Hardeep Singh Puri.

Amongst the audience, there were a number of eminent dignitaries, who were specially thanked for participation - **H.E. Karan Singh Thakral**, Executive Director, Thakral Group of Companies, Singapore & Ambassador of Singapore to Denmark, **Mr. Kamalesh Sharma IFS (retd.)**, former High Commissioner of India to London & former Secretary General of Commonwealth, and **Dr. R. K. Somany**, Chairman & Managing Director, HSIL Limited, **Lt. Gen. Anil Kapoor, VSM**, Director General of EME, and **Mr. Sajid Khan**, Head of International Development, ACCA, UK.

After the conclusion of the Sessions and the Conclave, the IOD thanked all the speakers, environmentalists, guests and participants, especially those who had come from abroad. A Banquet was hosted by the IOD for the Special Guests and the Award winners, and all the participants.

All the recipients of the IOD Distinguished Fellowships along with all the Partners of the event were commended for their presence at the event and for the success of the Conclave. A list of various Partners of the Conclave is contained elsewhere in this issue.

Special Thanks were conveyed to the foreign participants from the

UK, and the UAE who all addressed the large gathering.

The media, especially the REPUBLIC TV Channel were conveyed the gratitude of the IOD, for covering the event so comprehensively.

Special Thanks were also conveyed to **ACCA** for being Principal Strategic Partner, **DMCC** for Global Trade Partner and **IRM** for Risk Management Partner. Bronze Partners were particularly thanked, along with Associate & Supporting Partners. The list is contained elsewhere in this Issue.

The Hotel authorities of The Ashok were thanked for their excellent service.

The entire deliberations during the one-day Conclave will be telecast all over India, by the REPUBLIC TV Channel during the weekend September 14, 2019.



Compiled by:
Mr. Ashok Kapur IAS (retd.)
Director General
Institute of Directors

Supporters & Partners

Principal Strategic Partner



Global Trade Partner



Gold Partner



Risk Management Partner



Bronze Partners



In Association with



Annual Directors Conclave – 2019

New Delhi

Summary of Recommendations

Future Boards

1. Corporate boards need to protect themselves, as today they are under watch like being in a 'Fish Bowl', for public scrutiny.
2. Directors and boards need to ensure that their corporate activities, operations and conduct are ethical, responsible and sustainable and that approaches to risk management, compliance and corporate governance encourage exploration, experimentation, creativity, innovation and entrepreneurship do not inhibit them.
3. Boards to have no temptation to micro-manage; but in every situation they need to know when to take charge, when to partner, and when to stay out of the way.
4. The structures, memberships and practices of boards may need to change to ensure that they remain relevant and can continue to discharge their responsibilities, including providing the responsible, shared and transformational leadership, to cope with the changing and uncertain business environment.
5. Future boards need to:-
 - Be Scalable, Social, & Sustainable. These '3S' to be interlinked, & be critical for growth momentum.
 - Be a creative, problem solving, crisis management board.
 - Adopt 'social – media', communication channels, for instant dialogue, with large audiences.
 - Continually engage with stakeholders, to identify priorities.
6. Future boards need to meet the challenges of globalisation, climate change, break-through innovations and exponential growth of emerging technologies including digitisation.
7. It is essential for each board to develop a 'speciality Diversity Matrix', with a heterogeneous composition of race, gender, religion, colour, education and specialization. Boards need to be as diverse, as the society and community, it serves.
8. Directors and boards need to ensure that they, and the people, operations and organisations for which they are responsible, are open to new possibilities offered by changing requirements, digital technologies and alternative business models, and view them positively, as enablers and creators of new options and choices rather than as disruptors.
9. Chairman has to lead from the front, and challenge directors to stretch their full potential. They need to provide effective stewardship and ethical leadership, by setting tone and chemistry of the board.
10. Lack of soft skills was a major proficiency gap among the board directors. As machines takeover most work, people skills would decide the winners. Training is required to develop the cluster of productive personality traits, like cognitive emotional empathy, leadership traits, social interaction, communication abilities, negotiating skills, teamwork, and social graces.

Boards & Directors – Responsibilities

11. In today's dynamic and complex world, a diverse group of directors with varied skill sets and experience is critical for providing comprehensive guidelines and direction to the company.
12. Directorial responsibilities are 24/7 and not confined to the period, when the directors are in the boardroom. Crisis and significant developments can occur at any time. Directors and boards should pay greater attention to resilience, recovery and more flexible and quicker responses to unexpected and rapidly evolving situations.
13. Directors and boards should endeavour to focus corporate effort and concerns in areas, where it could have the biggest beneficial impact. For example, they could consider what they could do to support sustainable urbanisation.
14. In an environment of uncertainty, insecurity and shifting opinions, many directors and boards should engage more closely with stakeholders, to stay abreast of their evolving aspirations, priorities and timescales, and their views about the purpose of the enterprise.
15. Confronting certain common challenges and responding to shared opportunities may require collective responses. Directors and boards should devote more thought as to how best to collaborate with other enterprises and public bodies, to manage and govern the resulting networks of relationships.
16. As Indian markets open up and more directors and entrepreneurs seek to internationalize their businesses, they will need access to advice on various aspects of going global. Access to the professions needs to be opened up, for Indian enterprises to secure the best possible

international advice and counsel.

17. The listed entities should formulate a policy on 'disclosure of listed party requirements' and on 'materiality of related party transactions', and for dealing with them.
18. As majority of the companies are promoter driven, protection of minority shareholders, assumes greater importance.
19. SEBI has issued excellent notes for guidance of 'Annual; Performance Evaluations of boards and directors in January 2017. However, these can only be effective if audited and evaluated by a qualified third party.
20. Board leadership should be responsible and take account of the interests of current and future stakeholders, social and environmental as well as economic considerations, a company's impact upon the natural world at large, and opportunities for it to contribute to achieving of UNSDGs.

Independent Directors

21. We need a well-defined qualification and eligibility criteria for Independent Directors in the 'Companies Act- 2013'
22. Better induction and training of Independent directors is required, with particular reference to governance and compliance aspects.
23. Directors need to continually push their frontiers, beyond the cutting edge, as growth projects are becoming essential business model to deliver change and create value. Project management will require more attention and time of directors, in near future.

Corporate Governance

24. The continuing provision of relevant corporate and digital governance for responsible and sustainable activities and operations, requires directors and boards with the ability to reconcile the contending interests of multiple stakeholders, and simultaneously confront multiple, complex and inter-related issues and their short, medium and long-term implications.
25. The listed Public Sector Enterprises (PSEs) should be made to fully comply, with the SEBI-LODR Regulations.
26. Listed entities should be required to annually disclose all credit ratings obtained by the entity, for all of its instruments to the Stock Exchanges.
27. Boards and directors should take reasonable steps to reduce significant negative social and environmental impacts of their business operations, on products, policies and procedures for mandatory reporting.
28. Every corporate needs to have a sound 'whistle-blower' policy for reporting violations, without fear of reprisal, to eradicate bribery, corruption, and fraud.
29. Corporate governance arrangements and board memberships, structures and practices should be more regularly reviewed to take account of changes in situation, circumstances, direction and strategy. Contractual arrangements should reflect the need for greater flexibility. Sustainability
30. Sustainability needs to become an integral element of corporate strategies and policies, to ensure that operations and activities are responsible, resilient and sustainable in the context of available natural capital and the demands of confronting challenges.
31. In relation to sustainability, it sometimes appears to cynics that there are more people calling for action and change than those taking practical steps to bring them about. In order to demonstrate commitment, and to restore trust with stakeholders for a visible impact, boards should consider more tangible targets, such as the elimination of single use plastic etc.
32. 21st century markets will be driven by aspirations of sustainability, with economic, social and environmental concerns as DNA of the firm. The corporate strategy needs to focus on concerned Sustainability Development Goals (SDGs), for the corporation.

Risk Management

33. Boards to have a robust Risk oversight, manage ERP to prevent frauds, have a risk policy, identify key drivers of risk culture and set proper risk appetite.
34. ESG investors and certain sovereign wealth funds today positively favour companies, whose boards act responsibly and are committed to sustainable operations. Directors and boards should not assume that shareholders are against spending for addressing on environmental, climate change and sustainability issues. Corporate strategy for ESG should be suitably published and promulgated to the concerned stakeholders.
35. Risk ISO 37001 on 'Anti-Bribery Management System' is the corporates new certifiable integrity standard. More and more Indian corporates need to adopt it. ■