

Day One: 10 May 2019

Mr. T. V. Shiva Rao, Honorary Secretary, IOD Hyderabad Region welcomed the participants. He briefly described how IOD came into being and elaborated on the Vision, Mission, Purpose and Objectives of IOD to the audience. Mr. Shiva Rao through his presentation informed the participants about the Services offered by IOD, with particular emphasis on the Membership of IOD and that of ONEID, Golden Peacock Awards and BR&A (Board Research & Advisory). He gave an overview of the Masterclass For Directors (MFD) program introducing the topics that are to be covered, and how the participants can maximise the benefits from the three day program. Before inviting the first speaker of the day, Mr. Shiva Rao also briefed the gathering about the upcoming programs and how the participants and their organisations can support such events and also benefit.

The first session for the class was on '**Companies Act 2013** – A guidance to Board of Directors' and the faculty was **Dr. SV Ramakrishna**, Advocate & Corporate Legal Advisor. He brought out the salient new provisions in the new Companies Act of 2013 vis-a-vis the earlier Act of 1956. The importance of identifying, understanding and complying various acts related to the business domain of any organisation was emphasised. Since there are laws that pertain to the Central government, State government, Local government which run to huge number, how to read a law that is of relevance is also explained, and participants appreciated.

Session 2 was '**The Board's Legal Environment** – The Duties, Responsibilities & Liabilities of Directors'. Here, **Dr. Ramakrishna** discussed at length about the complexion of the board and dwelling on the roles and responsibilities of different members on the Board such as Independent Director, Nominee Director, ED, Non-exec Director, Whole-time Director, Alternate Director, MD, Exec

Chairman, Non-exec Chairman etc.

Dr. Ramachandru Tejavath, IAS (retd.), Hon. Chairman, Hyderabad Region of IOD was invited for a Guest talk. He addressed the participants with a theme on how to nurture Leadership in a Board Room. His analogy of Director as a 'Fair weather Radar' was well received. While compliances form an important part of the Agenda in a Board meeting, **Dr. Tejavath** advocacy that *A Good board is characterised by the time spent discussing about company's future* was well received.

Consular General of Turkey at Hyderabad, **Mr. Adnan Altay Altinors**, addressed the Masterclass and gave a brief overview of business opportunities between Turkey and India.

In the third session the topic of discussion being 'Corporate Governance: Enhancing Stakeholder Value', **Dr. Ramakrishna** narrated through examples how Governance differs from Management and Administration. Giving a parallel of Corporate entity to a human body, Mr. Ramakrishna elucidated how Corporate Governance is maximising the welfare of all stakeholders.

The day ended with a session on '**Insolvency and Bankruptcy Code: Guidance for Directors & Promoters**' by **Mr. Ritesh Mittal**, Chartered Accountant and Partner, Sanjay Kumar Kothari & co. He gave a lucid account of how the Code evolved to take final shape in 2016 and what are the constituents, roles of Interim Resolution Professional and Resolution Professional, processes involved etc.

Day Two: 11 May 2019

The knowledge of Finance and Accounts is very essential and provides a cutting edge to any Member on the Board. With this in mind, Day 2 started with a session of 'Financial Literacy for Directors', with Mr. Ritesh Mittal presenting on Accounts standards, important



Participants at the 235th Masterclass for Directors held at Hyderabad

Institute Of Directors, India
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2019 London Global Convention

on **Corporate Governance & Sustainability**

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GOLDEN PEACOCK AWARDS
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Theme:

'Board's Opportunities and Challenges for
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parameters to read in Financial Statements, scope of Internal audit, GST and its impact etc.

Mr. Mittal continued in the second session on **'Driving Financial Performance' with goals for Short term and Long Term**. He gave examples how to balance profits in short term vs long term sustainability. He also covered how valuation is very crucial in Mergers & Acquisitions and how warning signals can be noticed for early detection of frauds.

In the third session, **Mr. P. Sharath**, Chartered Accountant & Senior Partner, M/S Sharath & Associates Kumar, dealt on 'Enterprise Risk Management'. Giving examples, he explained how to test where weaknesses lie in the system. He exhorted the importance of Internal Financial Controls to control risk/fraud.

The second day ended with a session on **'Cyber Security: Director Responsibilities'**. This was facilitated by **Mr. Nageswara Rao Pulipati**, Sr. Attorney & former Director, Microsoft corporation, India. He elaborated on the Technological development that led to the Digital Age with the advancement of Artificial Intelligence playing a critical role both by fraudsters and the detection agencies. He gave examples of preventive testing techniques that help in thwarting crime attempts.

Day Three: 12 May 2019

Dr. PVS Jagan Mohana Rao, President of SAFA (South Asian Federation of Accountants), Past president ICSI, New Delhi, captivated the participants with his talks on another two important areas. One on 'Independent Directors: Improving Corporate credibility and Governance and Governance standards' followed by another on 'Leadership for maximising effectiveness and Accountability of Corporate boards. He brought out through examples how Independent Directors can be watchdogs for securing different stakeholders' interests. He elaborated how Independent Director can balance the demands and exercising statutory responsibilities where needed. Dr. Rao also explained vividly the Board room processes from the time of calling for a board meeting times, discussing agenda items till voting, roles played by different

members of the board, circulating minutes etc., highlighting through examples of effectiveness and upholding standards at every stage. His assertion that Silence is not speech in a Board room was received well that Director should participate and speak up at right time and with right supportive work.

The programme ended with all the participants discussing on the topic of **'Sensitizing Board Directors – Organizational dynamics, communication and influencing skills for Board room'** led by **Mr. Arcot Kumaresan**, Chairman, AEC Promag Consultancy Private Limited, Bangalore. He quoted several examples from his own experience how Directors can skilfully protect the interests of stakeholders without alienating fellow members. He underlined the need for Director-to-be to be not only familiar but have deep understanding with the company's business. Mr. Kumaresan analysed the Related Party transactions, and how Directors have to study them and deliberate with care. He stressed the Role of Director as an Ombudsman through various examples.

The day ended with the most important part of the programme with role play in the session on 'Learning into practice (Simulation of Board Room)'. The participants were divided into two groups. First, Group 1 played the Board room simulation, with the other group being observers. Then roles were switched between role players and observers. With this the total agenda was covered. In both the cases the teams were swift in electing its Chairman, who played his role effectively in directing the discussions. All the members learned the Best practices and the 'Don'ts' as well.

The programme with the 31 participants (a good mix of Senior Executives / Directors from PSUs and Private companies), was a great success. Apart from learning the course covered subject, participants felt elated in finding new friends in senior professionals, and learning from their experiences too, with a vow to stay connected (see the participants' list).

Compiled by:
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Guest Lecture by **Dr. Ramachandru Tejavath**, IAS (Retd), Chairman - Telangana & Andhra Pradesh Region, Institute Of Directors, Special Representative of Telangana Govt in New Delhi, & former Principal Secretary to the Chief Minister of Odisha and Joint Secretary, Defence Production, Ministry of Defence, Govt of India during the Masterclass.