



Confederation of Indian Industry



11th Corporate Governance Summit
17 December, 2016
Ball Room, Hotel Taj Lands End, Bandra West, Mumbai

Programme

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| 0900 – 0945 hrs | Registration | |
| 1000 to 1100 hrs | Inaugural session | |
| | Welcome Address | Robin Banerjee Convener CII Maharashtra Finance & Taxation Panel & Managing Director Caprihans India Ltd. |
| | Address | Keki Mistry Chairman CII National Council on Corporate Governance & Vice Chairman and CEO HDFC Limited |
| | Address | Pratip Kar Former Executive Director SEBI & Consultant, IFC & World Bank |
| | Address | Mritunjay Kapur Partner & National Head, Risk Consulting KPMG India |
| | Address by Chief Guest | Arjun Ram Meghwal Minister of State for Finance and Corporate Affairs |
| | Concluding Remarks | Robin Banerjee |
| 1100 – 1130 hrs | Coffee break | |

Board Independence and Corporate Governance – The Way Forward

Pressures of globalization, intensifying stakeholders' expectations, tribulations faced by companies to operate under fluctuating conditions and increased regulatory requirements have brought Board ethics to the fore. Not only is the independence and quality of performance of Boards of Directors under greater scrutiny, the overall culture of the organization is being viewed on the international front. Deliberations in this session will focus on strategy lessons set against the backdrop of latest global changes to crystal-ball how these will unfold over the next few years. Focused deliberations will talk about the outlook on newer concepts in governance including gender diversity; board evaluation; and remuneration and incentive structures.

Moderator

Zia ModyFounder & Senior Partner
AZB & Partners

Panelists

Manisha GirotraChief Executive Officer
Moelis & Company**Lopa Rahman**Corporate Governance Officer
South Asia Advisory Services
IFC**Shardul S. Shroff**Executive Chairman
Shardul Amarchand Mangaldas**Vikas Sharma**Senior Managing Director, Nomura &
President & Country Head
Nomura India**Suneet Weling**Executive Director – Investment Banking
Kotak Mahindra Bank

1230 to 1330 hrs

Panel Discussion 2

How to build Ethical Organisations – Role of the Board

This session will help examine the critical role of the board of directors in any successful governance framework, reviewing the essential elements to promote board effectiveness, accountability and responsibility. It will highlight the need to ensure objectively independent board members, need to avoid functioning under shadow directors and focus on ensuring that named board members undertake their responsibilities with requisite diligence. Deliberations in this session will also focus on streamlining regulatory requirements and corporate practices while explaining how there is a clear need for Boards to focus on related party transactions and transparency requirements so that they may not potentially skew board decisions or lead to conflicts of interest. With countries now enacting laws like those on anti-corruption and anti-bribery extending beyond their geographical limits where consequences of non-compliance could be serious, this session will also discuss how it is imperative that companies develop some very rigorous systems and engrain ethics in the very culture of the organization lest it will impact economies worldwide.

Moderator

Yezdi H Malegam

Chairman - Emeritus
S B Billimoria & Co.

Panelists

Nirmal Jain

Founder and Chairman
IIFL Holdings Limited

Cyril S. Shroff

Managing Partner
Cyril Amarchand Mangaldas

Vikas Khemani

President & CEO
Edelweiss Securities Limited

Vidhu Shekhar

Country Head – India
CFA Institute

R Ramakrishnan

Vice Chairman, Joint MD & Group CEO
Polycab Wires Pvt. Ltd

1330 – 1415 hrs

Lunch Break

Changing Regulatory Scenario under Companies Act and SEBI Regulations – The Challenges of Compliance

Many changes have been announced to ease the implementation of the Companies Act, 2013 – the latest being the Companies (Amendment) Bill, 2016 – currently being reviewed by the Parliamentary Standing Committee on Finance. CII has been highlighting issues relating to need for exemption to private companies and unlisted closely held public companies from some rigorous provisions of the Act; removal of requirement of auditor rotation for private companies; decriminalization of offences; issues with related party transactions, etc. The session will discuss challenges being faced in compliance with the Companies Act and corporate governance provisions while highlighting contradictions / overlaps between the Act and the SEBI Regulations, to bring harmony between the two legislations, which is imperative.

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| Moderator | Sai Venkateshwaran Partner and Head, Accounting Advisory Services KPMG India |
| Panelists | Prasanta Mahapatra General Manager SEBI |
| | A K Chaturvedi Regional Director – Western Region Ministry of Corporate Affairs |
| | Neeraj Kulshrestha Chief Operations Officer Bombay Stock Exchange |
| | Dipti Neelakantan Group Chief Operating Officer JM Financial Limited |
| | Somasekhar Sundaresan Independent Legal Counsel |

1515 – 1615 hrs

Panel Discussion 4

Fraud Management and Risk Resilience - Role of the Board

It is worth noting how the Companies Act, 2013 has mainstreamed risk management as a policy function. This has made internal control and fraud prevention integral parts of Board's roles and responsibilities. Strategies need to be discussed and adopted by Boards for designing strong frameworks to avoid not just individual but also management frauds; ensure zero tolerance policy and focus on risk resilience and risk agility. While deliberating these functions, the session will focus on social control environment in the context of fraud mitigation and control; responsibilities of independent directors; vigil mechanism; codes of conduct; use of technology and data analytics; and documented fraud risk policy coupled with ethical audit.

Moderator

Suveer Khanna

Partner, Forensic Services
KPMG India

Panelists

Rahul Kanodia

Vice Chairman & CEO
Datamatics Global Services Ltd

Ashish Ahuja

Managing Partner
Wadia Ghandy and Co.

Alok Kshirsagar

Senior Partner
McKinsey & Company

Robin Banerjee

Convener
CII Maharashtra Finance & Taxation Panel &
Managing Director
Caprihans India Ltd

R Ravichandran

CFO
Honeywell Automation India Ltd.