IOD Institute of Directors

Building® Tomorrow's Boards

Institute of Directors



Are you ready to serve on a **Board of Directors?**
Are you up-to-date on the issues faced by **Directors** in **Boards** today?

Are You a **Certified Director?**

Masterclass for Directors®

leading to '**Certified Corporate Director**'™

A Condensed Programme for company Directors, Senior Executives & Professionals

- As per SEBI & Companies Act, 2013 all listed companies shall have at least 1/3rd of Directors as Independent Directors & 1 Woman Director.
- Over the years, IOD has conducted over 500 Batches of Masterclass training programmes nationwide, and trained a large number of senior executives as "**Certified Corporate Director**", many of whom have reached highest positions of leadership in their respective organisations.

Join the pool of
Executive & Non-Executive Directors

Create a profile & upload your CV on

IOD Directors Databank »

Scan with
Smart Phone
QR Reader App:

www.iodglobal.com



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

The Masterclass programme is delivered in two formats, to best suit the company's and directors' needs:

- **Virtual Class:** This is offered over a period of 4 days for two consecutive weekends. This allows the participant to access learning through technology at their convenience.
- **Offline Class:** This is offered over a period of 3 days and is conducted in major metro cities at premium venues. This allows the participant to choose the venue and dates as per their convenience.

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?

Stakeholder's aspirations have profoundly altered the market landscape. Directors need to understand the enormity of changes and learn strategies to deal with them.

The Masterclass opens a whole new vista of opportunities for those intending to join the pool of Independent Directors. Here are some key highlights:

- A condensed programme followed by submission of a project study report that is approved will lead to the award of "Certified Corporate Director".
- One year complimentary membership of Institute of Directors to non-members.
- Complimentary empanelment in the **"IOD Directors Databank"**, subject to Committee's Approval.
- Prepare with our Mock Test to excel in the mandatory online proficiency self-assessment test conducted by IICA for the Independent Director's databank.
- Gain access to IOD's exclusive Handbooks for Directors – a comprehensive guide for Directors and Senior Executives.
- Enhance your professional reputation and standing within the boardroom & industry.
- Networking Opportunities to build strong professional network by connecting with fellow directors and industry experts.
- Understand business risk and learn how boards can effectively implement risk management techniques to safeguard the organization.
- Improve boardroom dynamics and contribute more effectively to board discussions and decisions.
- Gain a competitive edge by staying updated with the latest business trends and practices.
- Strengthen your ability and skills, increasing your chances of securing prestigious directorship opportunities.
- Identify fiduciary duties and compliance responsibilities of directors, ensuring you meet legal and ethical expectations as a board member.
- Enhance your ability and effectiveness as a Director by embracing good Corporate Governance practices aligned with international standards.
- Shape professionalism in directorship in line with the "International Best Practices".

Why Now?

The demand for Independent Directors on the boards of Indian Companies has gone up multifold due to the Companies Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Additionally, the growing requirement for experienced and qualified women directors has been fueled by the appointment of women on the boards of specific companies.

Top 1000 listed companies must appoint women independent directors and the law mandates that the Chairpersons of both the Audit Committee and the Nomination and Remuneration Committee must be Independent Directors of the highest calibre.

Under 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 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.

Module - 1: Companies Act, 2013 & Other Corporate laws: An Overview

This module will provide an overview of the important provisions of the Companies Act 2013 which deal with the ways companies are incorporated, how it is managed by the board and the manner in which the board interacts with their stakeholders.

Module - 2: The Board's Legal Environment: Duties, Responsibilities & Liabilities of a Director

The module provides an essential understanding of the role, duties, legal responsibilities and liabilities of Directors and the working environment of a Board.

Module - 3: Corporate Governance vis-à-vis Liabilities

Corporate Governance relates to structures, processes, systems and practices that are established by the company in the best interests of all stakeholders. This module deals with the principles and tenets of corporate governance, international codes, frameworks and practices and key requirements

Module - 4: Independent Directors: Improving Corporate credibility and Governance standards

This module covers the role, functions, rights, liabilities of Independent Directors who have become a very important part of the Boardroom. It will enable the participants to understand the nuances of this role, requirements of Schedule IV of the Companies Act, 2013 and key provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Module - 5: Strategic Leadership of Corporate Boards: Maximizing Effectiveness and Accountability

This module deals with good practices of effective Boards, including leadership composition and skills-mix, Board reviews and how Boards can add greater value. The module will enable an understanding of the operating environment of Directors and expectation of stakeholders to deliver strategic outcomes.

Module - 6: Financial Literacy for Directors

Financial literacy is a key skill for any director. This module provides an understanding of what it means to be financially literate, the statutory provisions, financial terms and concepts, financial statements, key accounting standards, sources of finance and budgeting

Module - 7: Driving Financial Performance

The Board of Directors drive organizational strategy, provide oversight to financial performance and risk management amongst other areas. The module will assist a director to further understand the role in evaluating the health of the organization including its liquidity position and solvency, key aspects of Mergers & Acquisitions, decision making and control and identifying early warning signs of financial failures

Module - 8: Corporate Strategy

Strategy setting is an important role of the board. Globalization, digitization of business, emerging technologies, focus on Sustainability and the new workforce have provided a new dimension to strategy, its execution and performance monitoring.

Module - 9: Enterprise Risk Management

Companies have to ensure that significant risks are identified, evaluated and managed. Non-financial intangible risks include social, ethical, environment and reputational risks. This module will enable an understanding of the key legal provisions related to enterprise risk management, ERM process, key definitions, risk frameworks, concepts such as emerging risk and how ERM needs to be aligned with company strategy. This will also provide a brief understanding on fraud risk and cybersecurity risk and the importance of risk culture within the organization which will positively contribute to effectiveness of the ERM process.

Module -10: Corporate Sustainability: ESG & Resilience

Competitiveness depends on the productivity with which companies can use financial capital and manage risk pertaining to broader areas such as geographical, technological, energy or human resource. Becoming environmentally responsible means building management systems capable of attaining best practice. A key competitive differentiator will be the ability to transform a business' product, operations and complete the supply chain to make it sustainable. This module will provide an understanding on various aspects of building a sustainable business and the need to have an agenda for surviving and thriving in the future.

Module-11: Board Committees: Enhancing Effectiveness and Accountability

The Board of Directors acts on behalf of the shareholders in overseeing the company and its management. Today, Boards are under intense scrutiny - from shareholders, regulators, the media, company employees, and other stakeholders. Directors rarely receive accolades for taking steps to ensure that their companies succeed and avoid major problems, but they are questioned when things go wrong. Given the wide range of the Board's responsibilities and the diverse nature of skills required, the Board delegates certain responsibilities to specialist Committees of the Board. The Companies Act 2013 prescribes four such mandatory Committees. This module discusses the broad role, duties and powers of these committees in general, with sharper focus on the Audit Committee

Module-12: Learning into Practice (Boardroom Simulation Exercise)

This session provides an opportunity for real-time experience of the 'Quarterly Boardroom meeting' situation. The participant would also briefly understand important board procedures prior to the simulation.

Who Would Benefit?

This course is designed for Independent, executive and non - executive directors & CEOs, Company Chairman, 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.

Project Study Report

To enhance practical exposure, each participant is required to prepare and submit a project study report within 6 weeks after programme completion. The chosen topic should relate to programme content, allowing participants to put into practice the knowledge gained through the course. The project study report must be original and free from any copied content.

Empanelment on “IOD Directors Databank”

IOD maintains “IOD Directors Databank” that looks after the placement and empanelment of Executive and Non-Executive Directors. It maintains an extensive databank of accomplished individuals, both male and female, who possess the requisite qualifications, experience, and enthusiasm to serve as Directors across a spectrum of major industries. These individuals are readily available to fulfil corporate legal requirements.

SEBI & Companies Act, 2013 mandates that all listed companies appoint one-third or more of their board members as Independent Directors. In line with this requirement, we offer a convenient online portal at https://iodglobal.com/directorsdatabank/. Here, you can register and upload your CV, especially if you are seeking appointment as Independent Directors in Public Limited companies.

Your boardroom journey as a Director begins here with “IOD Directors Databank” and the Institute of Directors.

Empaneled Faculty/ Masterclass for Directors

Mr. Santhanakrishnan S. Independent Director on Multiple Boards	**Mr. Gopal K. Pillai**, IAS (Retd.) Independent Director on Multiple Boards *former* Secretary, Ministry of Home Affairs, Govt. of India
Mr. Anurag Goel, IAS (Retd.) *former* Secretary, Ministry of Corporate Affairs, Govt. of India	**Ms. Savithri Parekh** Compliance Officer & Company Secretary, Reliance Industries Ltd.
Mr. R. Jayaprakash Professional Mentor, Advisor and thought leader in the areas of Finance, Risk Management and Governance CA & Independent Financial Services	**Mr. M. R. Prasanna** Corporate Law Expert and Arbitrator, *former* Group General Counsel Aditya Birla Group
Prof. Anil Kumar Professor, Department of Commerce - DSE & SRCC Independent Director - LIC of India	**Mr. Nagesh Pinge** Independent Director on multiple Boards, *former* Chief-Internal Auditor and Chief Ethics Officer at Tata Motors
CA M. P. Vijay Kumar Executive Director & Group CFO SIFY Technologies Limited	**Mr. Kanchinadham Parvatheesam** Company Secretary and Chief Legal Officer (Corporate & Compliance) - TATA Steel Limited
Mr. G. P. Madaan Managing Partner, Madaan Law Offices, Advocates & Solicitors, Vice-President- Insolvency Practitioners Bar Association, Registered Insolvency Professional	**Mr. B. Renganathan** Corporate Law Advisor
Dr. Ashish Makhija Managing Attorney, AMC Law Firm Registered Insolvency Professional World Bank - Trained Corporate Trainer	**Ms. Shashikala Rao** Practicing Company Secretary, Shashikala Rao & Co. *former* Vice President - Corporate Secretarial, Reliance Industries Ltd.
Mr. G. Mahalingam Independent Director on Multiple Boards, *former* Whole Time Member Securities and Exchange Board of India (SEBI)	**Mr. Giridhar Sanjeevi** Fellow IOD & former Chief Financial Officer The Indian Hotels Company Limited (IHCL)
Mr. Jyotin Mehta Independent Director on Multiple Boards former Chairman of the Audit Committee Linde India Ltd.	**Dr. (Smt.) Aruna Sharma, IAS (Retd.)** Practitioner Development Economist Independent Director on Multiple Boards *former* Secretary, Ministry of Steel, MeitY Govt. of India
Dr. R. S. Murali Managing Director and Principal Consultant, MaGC™ Director, ANSA India Private Limited, Ph.D. (Eco.) FCA, ACMA, ACS, CMC, CISA, CRISC, FAFD	**Mr. Narayan Shankar** *former* Executive Vice President & Company Secretary Mahindra & Mahindra Ltd.
Dr. Ganesh Natarajan Independent Director – SBI Founder – Centre For AI And Advanced Analytics Kalzoom Advisors and NES	**Mr. S. Sudhakar** *former* Vice President - Corporate Secretarial Reliance Industries Ltd.

et. al.



Women Batch

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

What Participants Say

"The subjects were of current requirements. Was able to brush up with changes in Rules & Regulations".

- Koshy Alexander
Director Finance, Bharat Electronics Ltd.

"Sharing relevant knowledge is the best aspect of this course".

- T. R. Doongaji
MD, TATA Group Services

"Very useful programme for the persons to be inducted as EDs/NEDs".

- Arvind Kumar Mittal
MD, Bhagyanagar Gas Limited
(Joint venture of GAIL & HP)

"One of the best and relevant program".

- Yogesh Lohiya
CMD, General Insurance Corporation

"As a non-finance & technical director, I found the programme very useful & it has added sufficient value by knowing relevant regulations, Acts & materials".

- Jaiprakash Gupta
Director Technical, Eastern Coalfield Ltd

"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

Registration Fee:

Virtual Class

Rs. 60,000/-
+ GST 18%
(SAC 999293)

Offline Class

Rs. 70,000/-
+ GST 18%
(SAC 999293)

Discount on Registration Fee:

- 10% Registration & Payment one month in advance
- 10% for Woman / Senior Citizens participant
- Special Discount for all IOD members
- Group participants from same organisation - 20% for 3 or more nominations & 25% for 6 or more nominations

P.S: Only one discount is applicable

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.

'Certified Corporate Director' Certificate

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



INSTITUTE OF DIRECTORS

Head Office: M-56A, Greater Kailash Part - II (Market), New Delhi - 110048, INDIA
Tel: +91-11-41636717, 41636294, 41630030, 46061475, 46061476 • **E-mail:** info@iodglobal.com
Regional Offices: Bengaluru I Chennai I Hyderabad I Mumbai

www.iodglobal.com

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