

**Gatekeepers of Governance – Corporate Governance Summit
17th – 18th November, 2016
Hotel Trident, Bandra Kurla Complex, Mumbai**

Summit Introduction:

M Damodaran

Chairperson, Excellence Enablers, Managing Trustee, Non-Executive Directors in Conversation Trust (NEDICT) and Former Chairman, SEBI, UTI and IDBI

Special Address:

K C Chakrabarty

Former Deputy Governor, Reserve Bank of India (RBI)

Keynote Address:

Pawan Munjal

Chairman, MD and CEO, Hero MotoCorp

Keynote Address:

T S Vijayan

Chairman, Insurance Regulatory & Development Authority of India (IRDAI)

Conflict of Interest – Games People Play

Conflict of interest is one of the major bugbears of an orderly securities market. Considering that the market is only a small microcosm of the larger universe of human interaction, it would be useful to look at how conflict of interest plays out outside of the markets, and to see whether there are learnings, if any, therefrom.

Panellists

N R Madhava Menon

Founder Director, National Law School of Indian University, Bengaluru and National Judicial Academy, Bhopal and Founder Vice Chancellor, West Bengal National University of Juridical Sciences

M Damodaran

Chairperson, Excellence Enablers, Managing Trustee, Non-Executive Directors in Conversation Trust (NEDICT) and Former Chairman, SEBI, UTI and IDBI

Stakeholders – Burnt at the Stake?

With the focus of Corporate Governance having shifted from shareholders to stakeholders, and with token statutory responses such as the renaming of Shareholders Grievance Committee as the Stakeholders Relationship Committee, are stakeholders getting a better deal than before? Or are the small stakeholders silent witnesses to their interests being sacrificed while lip service is done to their cause?

Panellists

Leo Puri

Managing Director, UTI Asset Management

R Seshasayee

Chairman, Infosys and IndusInd Bank and Vice Chairman, Hinduja Group

Rama Bijapurkar

Thought leader and Management Consultant

S Sandilya

Chairman, Eicher Group

RPTs – At Arms Length or In Harm’s Way?

RPTs have been the subject of considerable pulls and pressures leading to the dilution of the original stipulations of the Companies Act and the SEBI Regulations. With managements adopting a defensive mindset, and seeking to explain away avoidable transactions among related parties, is it time to take a serious view of transactions that are allegedly at arms length but not out of harm’s way? Are Audit Committees, for want of time, or otherwise, becoming “related parties” in the decision-making process?

Panellists

M K Sharma

Non-Executive Chairman, ICICI Bank and Former Vice Chairman, Hindustan Unilever

Mukund M Chitale

Managing Partner, Mukund M Chitale & Co., Past President, Institute of Chartered Accountants of India (ICAI) and Former Chairman, National Advisory Committee on Accounting Standards (NACAS)

Suresh Senapaty

Former Chief Financial Officer, Wipro

Succession Planning – Too Little, Too Late?

The perceived immortality of senior functionaries gets in the way of Boards and managements looking at post-exit scenarios. Annual Reports proclaim that Succession Planning is getting adequate attention, but soul searching can lead to unhappy conclusions on whether enough is being done. Is it a case of too little, too late?

Panellists

M Damodaran

Chairperson, Excellence Enablers, Managing Trustee, Non-Executive Directors in Conversation Trust (NEDICT) and Former Chairman, SEBI, UTI and IDBI

O P Bhatt

Independent Non-Executive Director on Boards and Former Chairman, State Bank of India

Vikram Singh Mehta

Chairman, Brookings India and Former CEO, Shell India

Class Action Suits – Revenge of the Masses

With ADR holders of Satyam filing class action suits in the USA, shareholders in India experienced a sense of relative deprivation. By providing for class action suits, the Companies Act, 2013 has sought to restore the balance and put Indian Boards and managements on notice. Will this enable the smaller shareholders to strike back when wrongdoing is suspected? Or will lengthy legal processes derail good intentions?

Panellists

Bharat Doshi

Member of Board of RBI and Former Group CFO, M&M

Chitra Ramkrishna

Former Managing Director and Chief Executive Officer, National Stock Exchange

Shardul Shroff

Executive Chairman, Shardul Amarchand Mangaldas & Co.

Vinita Bali

Independent Non-Executive Director on Boards and Former Managing Director and Chief Executive Officer, Britannia Industries

Plenary Session

Corporate Governance – Walking the Talk

Mr. Adi Godrej and Mr. M. Damodaran in conversation

It is rare to find a corporate entity that does not swear by Corporate Governance practices of a very high order. Are tickbox compliances being passed off as great governance practices? How far is corporate India from genuine Corporate Governance and what needs to be done?

Panellists

Adi Godrej

Chairman, Godrej Group

M Damodaran

Chairperson, Excellence Enablers, Managing Trustee, Non-Executive Directors in Conversation Trust (NEDICT) and Former Chairman, SEBI, UTI and IDBI

Startups and Governance – The Investors' Insights

Start ups are clearly entities in a hurry. Growth, often at any cost, seems to be the buzzword. Governance, it is reported, does not figure in their scheme of things, especially at the initial stages. How do investors address this non-negotiable requirement even as they handhold these startups?

Panellists

Ajit Balakrishnan

Chairman and CEO, Rediff.com

Bala Deshpande

Senior Managing Director, New Enterprise Associates (NEA)

Sanjeev Bikhchandani

Founder and Executive Vice Chairman, Info Edge

Business and Regulation – The Tightrope Walk

It is not uncommon for business leaders to complain that excessively prescriptive regulations get in the way of doing business. On the other hand, the non management element of stakeholders would like to see their rights and expectations safeguarded by strict regulations and attendant penalties for non-compliance. Clearly the need for a balance exists. Can that balance be found? Is it a tightrope walk that regulators have to perform?

Panellists

Ashish Kumar Chauhan

Managing Director and Chief Executive Officer, Bombay Stock Exchange

M Damodaran

Chairperson, Excellence Enablers, Managing Trustee, Non-Executive Directors in Conversation Trust (NEDICT) and Former Chairman, SEBI, UTI and IDBI

Sunil Kant Munjal

Chairman, Hero Corporate Service

Tajinder Singh

Deputy Secretary General, International Organization of Securities Commission (IOSCO)

Cyber Security and Risk Management – Fear of the Unknown?

The increasing presence of technology in our lives and work has brought speed and convenience to our doorsteps. This has not been a cost free benefit having regard to the increasing number of technology assisted crimes. This risk, along with the myriad other risks, that managements grapple with, merits experience sharing and anticipatory action. How does business cope with the possible impact of the hitherto unknown risks?

Panellists

M Damodaran

Chairperson, Excellence Enablers, Managing Trustee, Non-Executive Directors in Conversation Trust (NEDICT) and Former Chairman, SEBI, UTI and IDBI

Sanjeev Aga

Independent Non-Executive Director on Boards and Former Managing Director, Idea Cellular

Shailesh Haribhakti

Founder and Chief Mentor, Baker Tilly DHC

V Sumantran

Former Vice Chairman, Ashok Leyland and Hinduja Automotive