

**Gatekeepers of Governance – Corporate Governance Summit**  
**17<sup>th</sup> – 18<sup>th</sup> 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*