

# Felicitatíon Meet and Panel Dísussion on Corporate Governance – from 1988 to Now

Let us celebrate!  
Nineteen Eighty Eight!

Celebrating



of Vinod Kothari & Company

**Mode: Virtual**  
**24<sup>th</sup> January 2024**  
**5.30 P.M onwards**

[\*\*Register here\*\*](#)

[\*\*Agenda for the  
Event\*\*](#)

[\*\*Live on Youtube\*\*](#)

We started our practice in 1988. Many notable things happened in that year, which would change the shape of corporate governance in the years to come.

- SEBI was constituted as a non-statutory body in 1988
- The first major statutory recognition to Practising Company Secretaries for certification of annual return came in 1988 vide the Companies (Amendment) Act, 1988

And since then, we have been a witness - and surely not a passive one - of this great transformation that has happened. To the present day, when not just the minority shareholders or stakeholders, but even the society and the environment, are recognised as stakeholders.

As we celebrate this year, we wish to felicitate each one of you - our clients, friends, professional associates, and others - who have been with us through this journey. Over these years, we have had the privilege of working with numerous clients, helping them achieve their governance goals, assist their decision-making processes, mitigate risks, and foster a culture of integrity and ethics.

To add to our reason to celebrate, we received dual honors from ICSI at the 23<sup>rd</sup> ICSI National Awards for Excellence in Corporate Governance as we bagged the “Best PCS Firm” award and the “Best Secretarial Audit Report” award for secretarial audit of Vedanta Limited undertaken by our partner Ms. Nitu Poddar. The awards were given by Shri Om Birla, Hon’ble Speaker, Lok Sabha at the award ceremony held on January 5, 2024 at Taj Palace, New Delhi [sharing some glimpses in the later slide]

And we are entitled to count:

- 35+ years of practice as company secretaries
- 40 years of Vinod Kothari as a member of ICSI
- 40 years of Vinod Kothari as a member of ICAI
- Over 7 years of average time of our 6 partners being associated with the firm, with Senior Partner Vinita Nair having completed 11 years

Allow us to felicitate each one of you - it is your being with us which is our biggest strength. **Do join us in the Felicitatíon meet cum Online Panel Dísussion.**

**Say it out about us:** Do you have a comment, compliment, any memories or just any feedback about our professional journey? We will appreciate if you add it to this FB page dedicated to this occasion: <https://www.facebook.com/profile.php?id=61554622186166> or on our [LinkedIn page](#)

## First Segment – Details of Panel Discussion on Corporate Governance – from 1988 to Now

The panel discussion takes a stock of the developments over 35 years - what were the gaps, and how these gaps have been filled over time, and from here, where now?

Among the points that the eminent panelists will discuss are:

- The **evolution of corporate boards** from value-centric bodies to responsibility-centric bodies. Who have been the agents of this transformation? Independent directors, audit committees, proxy advisers, regulators, others?
- The role that **practising company secretaries** have played - from certification of annual return to secretarial audit - have company secretaries been the agents of change?
- The **ESG factor** - does investor fraternity now evaluate companies not merely on their profit potential but their overall social impact?
- The diligence of **independent directors** - the road leads there or the rod? Recent adjudication orders impose penalties by the ton on independent directors. How does the situation look like in time to come? Is it just a way of life, and D&O liability will take care, or does it use new standards of diligence?
- **Conflicts of interest** and self-interest propagation - is the present system more compliance-focused or more substance focused?
- **Transparency and seamless flow of information** - do the present requirements create frivolous information overcrowding substantive information?

### Special Address by



Mr. U K Sinha  
Former Chairperson  
Securities Exchange Board of India

### Our Renowned Panelists



Mr. Ram Agrawal  
Corporate Consultant  
Independent Director



Mr. MD Ranganath  
Chairman, Audit Committee  
HDFC Bank



Ms. Savithri Parekh  
Compliance Officer  
Reliance Industries



Mr. Pradeep Ramakrishnan  
General Manager  
SEBI



Ms. Geetika Anand  
Compliance Officer  
Hindalco Industries

### Moderator

[See Profile](#)

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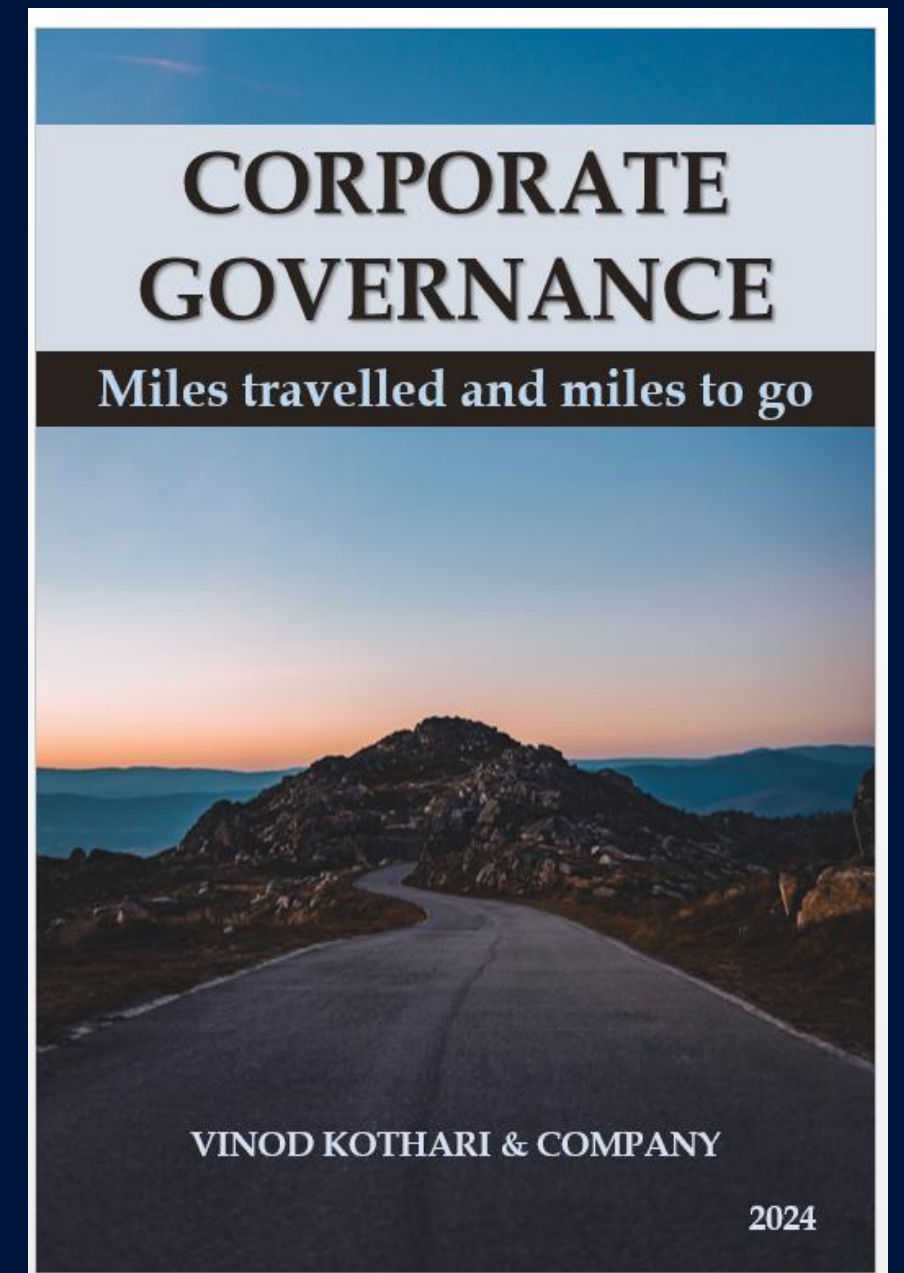
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## *Second Segment - Launch of Book "Corporate Governance - Miles travelled and miles to go"*

- Runs over 700 pages of text, divided into 9 parts, consisting of 25 chapters.
- Covers the complete ecosystem of corporate governance – the board and its committees, independent directors, auditors, proxy advisors and shareholders.
- Extensive coverage on conflicts of interest – forming the major area of concern in corporate governance – with detailed analysis of regulations on related party transactions.
- Covers information symmetry and corporate transparency as one of the key targets of effective corporate governance, with substantial coverage on insider trading and ensuring confidentiality and the flow of information from companies to the stock exchanges.
- Several chapters are supported by extensive, well-classified FAQs.
- Global coverage with an Indian focus, to allow readers to put the regulations into a wider context and understand international best practices.
- Sustainability and business responsibility – detailed analysis of obligations relating to ESG, climate change and directors' liability for the same, sustainability financing, and CSR.
- And of course, the use of technology in corporate governance with what looks like trendy – the use of AI in boardroom decisions.



[\*\*About the Book\*\*](#)

[\*\*Grab your copy\*\*](#)

## *Third Segment - Felicitation of Clients*

Please do join us to felicitate each one of you – it is your being with us which is our biggest strength.

[\*\*Join us Live on Youtube\*\*](#)

## About the Special Address Speaker



**Mr. U K Sinha**  
**Former Chairperson**  
**Securities & Exchange Board of India**

**U.K. Sinha** is a former Chairman of Securities and Exchange Board of India.

Prior to being Chairman at SEBI, he was Chairman and Managing Director of UTI Asset Management Company Limited and Chairman of the Association of Mutual Funds in India. He has actively contributed to the financial sector reforms in the country and is credited with starting the micro pension movement in India. He was Chairman of the Asia Pacific Regional Committee of the International Organization of Securities Commissions from April 2011 to May 2013.

He is a member of the Indian Administrative Services (IAS), belonging to the Bihar Cadre.

He has held several responsible government positions in India, including as Joint Secretary (Banking) and Joint Secretary (Capital Markets) in the Ministry of Finance; Chairman of the Working Group on Foreign Investment in India; and a member of Committees set up by the government including those on Liquidity Management, Foreign Institutional Investors, Corporate Bond Market and Investor Protection.

He was conferred the Economic Times 'Business Reformer of the Year' Award 2014 and is also the recipient of the 10th CNBC TV18 India Business Leader Award 2014 for "outstanding contribution to the cause of Indian Business."

On 27 March 2023, he was appointed an Independent Director of Adani-owned TV channel NDTV for a period of two years.

He was also designated as the Non-Executive Chairperson of NDTV. He published an autobiography titled **Going Public** on January 5, 2020.



## About the Panelists (1/2)



**Mr. Ram Agrawal**  
Corporate Consultant  
Independent Director

**Mr. Ram Agrawal** is a qualified Chartered Accountant and has the rare distinction of being probably the first recipient of Gold Medals for securing 1st Rank on all India basis in both the Intermediate and Final Examinations of the ICAI. He has been a Partner with S. R. Batliboi & Co. (Member firm of Ernst & Young in India) since 1978 and was the Managing Partner of the Firm at the time of his retirement in June, 2013. He was a director of Ernst & Young India Pvt. Ltd. and a senior member of the leadership team of Ernst & Young in India.

He was a member of the Central Council of the Institute of Chartered Accountants of India during the years 1991-1997 and was a member of the Advisory Committee, Government of India, Ministry of Finance, Department of Company Affairs for the years 1996 to 1998. He is a former Director of The Institute of Internal Auditors, USA as well as the Past President of The Institute of Internal Auditors, India.

Mr. Agrawal has over 40 years post qualification experience in various fields like Audit, Taxation, Company Law, Consultancy, etc. He has got wide exposure of various industries, including Steel, Paper, Cement, Automobiles, Textile, Milk & Dairy Products, etc. both in India and abroad. Mr. Agarwal has been actively associated with the Lions Clubs International since 1978 and was the District Governor of District-322B in the year 1989-90. He was also the Vice Chairman of Lions Coordination Committee of India in the year 1990-91.

Mr. Agrawal has been connected with various Chambers of Commerce like CII, Indian Chamber of Commerce, BCCI, Indo-American Chamber of Commerce, Indo-Italian Chamber of Commerce, etc. as Committee Chairman/Executive Committee Member, Permanent Invitee, etc. He has served as the Chairman of Services, Economic Affairs, Company Law and Taxation Sub-Committees of CII (Eastern Region) before being the Chairman of CII (Eastern Region) in 2012-13. He was the National Chairman of Direct Tax Sub-Committee of CII in the year 2013-14.

He is the Vice Chairman of Indian Cancer Society, West Bengal and Past President of Calcutta Society for Management Studies. Mr. Agarwal is also a member of various clubs like Bengal Club, Tollygunge Club, Bengal Rowing Club, etc. He holds directorships in many companies in India.



**Mr. MD Ranganath**  
Chairman, Audit Committee  
HDFC Bank

**Mr. MD Ranganath** has over 32 years of experience in the Global IT services and financial services industry and is currently an Independent Director on the board of HDFC Bank and the Chairman of the ACB of the Bank.

He was Chief Financial Officer of Infosys Limited, a globally listed corporation, till November 2018. During his tenure of 18 years at Infosys, he was an integral part of the growth and transformation of Infosys and effectively played leadership roles in a wide spectrum of areas Strategy, Finance, M&A, Consulting, Risk Management and Corporate Planning culminating in the role of Chief Financial Officer and worked closely with the Board of Infosys and its Committees in formulating and executing its strategic priorities. Prior to Infosys, he worked at ICICI Limited for eight years and executed responsibilities in corporate credit, treasury, equity portfolio management and corporate planning.

In the years 2017 and 2018, Mr. Ranganath was the recipient of the Best CFO Asia award in the technology sector, by Institutional Investor publication, based on a poll of buy side and sell side investor community. Mr. Ranganath is a PGDM from IIM Ahmedabad. He holds a Master's degree in Technology from IIT Madras and a Bachelor's degree in Engineering from University of Mysore. He is a member of CPA, Australia.

## About the Panelists (2/2)



**Ms. Savithri Parekh**  
**Compliance Officer**  
**Reliance Industries Limited**

**Ms. Savithri Parekh** has over 30 years of corporate experience and is currently the Company Secretary & Compliance officer of Reliance Industries Ltd.

She has worked in a variety of sectors including manufacturing, outsourcing services, private equity, media, pharmaceuticals, textile and chemicals.

Ms. Parekh is (i) a Specialist Editor of A Ramaiya Guide to Companies Act, 2013 (2015 edition), (ii) General Editor of MC Bhandari Guide to Company Law Procedures, (2015 edition, 2018 edition and 2023 edition), (iii) A Ramaiya Guide to Directors, (iv) Handbook on Listing Obligations and Disclosure Requirements (Jointly authored with Ms. Shailashri Bhaskar). All the 4 titles given above have been published by Lexis Nexis. She has also been a Guest faculty at IIM - Calcutta for over 10 years (upto 2006) and she is also a regular speaker at the Programmes of ICSI, ICAI, Chambers of commerce, MCA, Stock Exchanges etc. She is the Chairperson of the Governance committee of the Bombay Chamber of Commerce and Industry.

Recipient of Chevening Scholarship for young Indian Lawyers – which is fully funded by the Foreign Commonwealth Office, UK and gained exposure to European law.

Interned with Richards Butler LLP, a law firm in UK (now known as Reed Smith) and gained hands on experience in handling notifications under the UK Competition Act, 1998.



**Mr. Pradeep Ramakrishnan**  
**General Manager**  
**SEBI**

**Pradeep Ramakrishnan** is a graduate in Commerce and a qualified company secretary. He worked in the secretarial department of Madras Fertilizers Limited, Chennai during 1999-2000 and as a Company Secretary of Kothari Petrochemicals Ltd., Chennai, a Listed Company, during 2000-2002.

He joined SEBI in February 2002 at Head Office, Mumbai. Initially starting off with the Primary Market Department, he worked at the Southern Regional Office of SEBI from 2008-15, after which he commenced his second stint at the head office.

He was working in the Corporation Finance Department at SEBI in-charge of issue, listing, compliance and monitoring functions from 2015-2020. He is presently handles issue and listing of corporate bonds at the Department of Debt and Hybrid Securities.

His other interests include books, music, the kitchen and travel.

## About the Moderator



**Ms. Geetika Anand**  
**Compliance Officer**  
**Hindalco Industries Ltd**

**Ms. Geetika Anand** is an Associate member of the Institute of Company Secretaries of India, holds a Graduate degree in Commerce from R.A. Poddar College of Commerce & Economics, a Bachelor's degree in Law from Government Law College, Mumbai and a Master's degree in Business Law from National Law School, Bangalore.

She started her career with Aditya Birla Group in the year 2006 and continues to be associated with the Group for over 15 years with diversified experience in corporate secretarial, compliance, corporate restructuring and mergers & acquisitions. Honored by the Chairman of the Group with Young Professional Award in 2011 and as Exceptional Leader in Functional Excellence by Aditya Birla Fashion & Retail Limited in July 2019. She was also a member in the Core group of Ministry of Corporate Affairs for framing of the rules under the Companies Act, 2013.

She was an honored member of the Secretarial Standards Board of ICSI for four consecutive years from 2014-2018. She was also a part of the Core Group-Vision- ICSI 2022 and continues to be a regular speaker on Corporate Governance, Company Law, Securities Law, Mergers & Acquisitions, Takeovers, Fund raising etc. at the seminars/ conferences/ workshops/ training programmes organized by various renowned forums.



# Glimpses from the ICSI 23rd ICSI National Awards for Excellence in Corporate Governance



## विनोद कोठारी एंड कंपनी को श्रेष्ठ सी. एस. पुरस्कार

सम्मान संवाददाता  
कोलकाता : विनोद कोठारी की फर्म विनोद कोठारी एंड कंपनी को इंस्टीट्यूट ऑफ कंपनी सेक्रेटरीज (आईसीएसआई) द्वारा दिया जाने वाला खिताब बेस्ट सीएस फर्म प्राप्त किया। उन्हीं की फर्म के साझेदार नीतू पोद्दार ने "बेस्ट सेक्रेटोरियल ऑडिट पुरस्कार जीता है। नई दिल्ली में ताज होटल में हुए एक कार्यक्रम में इन पुरस्कारों की घोषणा की गई। लोक सभा अध्यक्ष ओम बिरला के हाथों यह पुरस्कार दिया गया। उल्लेखनीय है कि कॉर्पोरेट एक्सीलेंस की पुष्कर

शृंखला में आईसीएसआई द्वारा कंपनियों को उनकी शासकीय दक्षता के लिए वार्षिक पुरस्कार दिये जाते हैं। दो पुरस्कार प्रोफेशनल्स को दिये जाते हैं जिनमें दोनों पुरस्कारों को कोठारी की फर्म ने प्राप्त किये। इसके 3 साल पहले बेस्ट सेक्रेटोरियल अवार्ड कोठारी की साझेदार विनीता नायर ने जीता था। नियमानुसार एक बार पुरस्कार प्राप्तकर्ता फर्म 3 साल तक पुरस्कार का दावा नहीं करती। यह बाधित अवधि समाप्त होते ही कोठारी की फर्म ने दोनों पुरस्कार पुनः जीते।



om\_birla  
Liked by nehamalu02 and 1,980 others  
om\_birla दिल्ली में @theicsi द्वारा आयोजित समारोह में Excellence in Corporate Governance पुरस्कार विजेताओं को सम्मानित किया। Corporate Governance में Company Secretaries की अहम भूमिका है। आर्थिक शुचिता व पारदर्शिता प्रोत्साहित कर वे संस्थानों के सुदृढ़ीकरण को भी बढ़ावा देते हैं।

वैश्विक स्तर पर आर्थिक परिदृश्य में सकारात्मक बदलाव लाने में भारतीय CS महत्वपूर्ण योगदान दे रहे हैं जिससे भारत में निवेश के प्रति भरोसा बढ़ रहा है। उनसे जनप्रतिनिधियों की capacity building में सहभागी बनने तथा कानून निर्माण की प्रक्रिया में महत्वपूर्ण सुझाव देने का आह्वान किया।



theicsi  
Liked by nitu\_poddar and 359 others  
theicsi 3rd #ICSI Best PCS Firm Award - Vinod Kothari & Company #PCSAward @om\_birla @loksabhaspeaker



Link to the award ceremony video: <https://www.youtube.com/watch?v=mzs527lzNFE>