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## BOARD FAMILIARISATION PROGRAMME ENTERO

**Date: 11<sup>th</sup> December 2023**

**Topics to be covered:**

- **Overview of corporate governance framework applicable to a listed company.**
  - Composition and diversity of the Board
  - Duties, responsibilities, and liabilities of Directors and KMPs
  - Role and responsibilities of the Board, Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Stakeholder Relations Committee in the Company
  - Expectation around transparency, completeness, and timeliness of disclosures and reporting
  - Expectations around the Digital agenda and Cyber-security
  - ESG approach/philosophy and Business Responsibility and Sustainability Reporting
  - Rights of public shareholders
  - Enhanced regulatory oversight, stringent penalties, role of media and reputational risks
  - Shareholder activism and proxy advisors
  
- **Key compliance obligations under LODR:**
  - Mandatory policies
  - Periodic compliance obligations for e.g., disclosure of financial information, corporate governance and other key aspects.
  - Compliance obligations in fund raising and M&A activity,
  
- **Compliance obligations in relation to Related Party Transactions:**
  - Wider definition of related parties and related party transactions
  - Approval and disclosure requirements for different types of transactions and relevant thresholds
  - Roles and responsibilities of the compliance officer, Board, Audit Committee, KMPs and senior management
  - Penal implications for non-compliance
  
- **Compliance obligations in respect of reporting of material events and information under Regulation 30 of LODR:**
  - Types of events covered and timelines for reporting
  - Determination of materiality of events and impact on listed company
  - Nature of information to be disclosed for different type of events
  - Roles and responsibilities of Directors, KMPs and senior management
  - Nuances, Industry practices and informal guidance from SEBI
  
- **Compliance obligations in respect of insider trading under SEBI PIT Regulations:**
  - Meaning of UPSI (unpublished price sensitive information)
  - Trading restriction for promoters, directors, KMPs and other connected persons
  - Compliance obligations on the promoters, directors, KMPs and other connected persons, and the company
  - Cases involving non-compliances and approach for handling such cases
  - Roles and responsibilities of directors, KMPs and compliance officer
  - Recent SEBI rulings/case studies
  
- **Disclosure obligations on the promoters under SEBI takeover code.**
- **Compliance of Secretarial Standard.**