

EMPANELMENT OF PROFESSIONALS ACTING AS INDEPENDENT DIRECTORS AND ONLINE PROFICIENCY TEST OF INDEPENDENT DIRECTORS

Surbhi Sharma

Audit Division

Surbhi@bmpandco.com

MCA along with Indian Institute of Corporate Affairs (IICA) has developed a databank of Independent Directors in accordance with the provisions of Section 150 of the Companies Act, 2013. Every Individual who has been appointed as an Independent Director or is interested to be appointed as Independent Director is required Apply for inclusion or registration of his/her name in the databank being created for MCA by 'Indian institute of Corporate Affairs' before 30th April, 2020.



REGISTRATION PROCESS

- 1. Register on MCA portal as registered user, create a User Id and Password. http://www.mca.gov.in/mcafoportal/loadUserRegistration.do?link=loadUserRegistration
- 2. Login to MCA portal through the User Id and password created under step 1 http://www.mca.gov.in/
- 3. Post the login select individual registration through the following path: MCA services > ID

 Data Bank Registration
- 4. Existing directors may use their DIN, other professionals can use their valid PAN or Passport.
- 5. After being verified through MCA portal, you will be automatically re-directed to the Independent Director's Databank. You can login to the databank by using the credentials sent on your registered email or phone number. In case you are not redirected to the Databank, use the link: https://www.independentdirectorsdatabank.in/
- 6. MCA21 data will be auto-populated in the 'Profile' page of the databank.
- 7. You need to update your profile and share personal details, educational qualifications, work experience, expertise. You also need to mention the KMP positions held by you. In the declaration section, you have an option to select the information that you want to be displayed on the databank.
- 8. After completing your profile updation under step 7 you can choose the subscription plan of your choice. There are three different subscription plans available 1 Year, 5 Years, and Lifetime. The fee for 1 Year plan is Rs. 5,000 + 18% GST (five thousand only + 18% GST). The fee plan for 5 Years and Lifetime will be notified later. Make the payment for the plan and save the invoice for your records.

- 9. After completing the above steps you will be successfully registered on the Databank portal. Download your registration certificate by following the path:
 - On the right hand side of the portal select My Account
 - Select Dashboard
 - Your registration certificate will be available under Registration Info

ONLINE PROFICIENCY SELF-ASSESSMENT

Every individual whose name is included in the databank shall pass an Online Proficiency Self-Assessment test conducted by IICA within a period of one year from the date of inclusion of his name in the databank, failing which, his name shall stand removed from this databank. An individual who has obtained a score of not less than 60% in aggregate in the online proficiency self-assessment test shall be deemed to have passed such test. There shall be no limit on the number of attempts an individual may take for passing the online proficiency self-assessment test.

Individuals who are not required to pass the online proficiency test:

Individuals who have served for a period of not less than ten years* as on the date of inclusion of his name in the databank as director or key managerial personnel (KMP) in:

- · Listed Public Company; or
- · unlisted public company having a paid-up share capital of rupees ten crore or more; or
- body corporate listed on a recognized stock exchange

*Period of ten years referred for a period during which an individual was acting as a director or KMP in two or more Companies or Bodies Corporate at the same time shall be counted only once.

TOPICS FOR THE TEST

This test will be based on all relevant topics* on functioning of an individual acting as an Independent Director which are divided into two parts. The topics are available on the website at https://www.independentdirectorsdatabank.in/elearning_courses:

Board Essentials Courses:

Board essentials courses will give a walkthrough of fundamental clauses of the Companies Act, 2013 and SEBI regulations.

Board Essentials courses topics include the following:

Incorporation of Companies

Share Capital

General Meetings

Accounts of Companies

Acceptance of Deposits

Mergers Amalgamation

SEBI (Listing Obligation and Disclosure

Requirements)Regulations, 2015 (LODR)

Board Committees

Secretarial Audit & Compliances

Board Meetings

Institution of Directors

Duties of Directors

Liability of Directors and KMP

> Oppression & Mismanagement

IVII3IIIaIIageilieii

Corporate Social Responsibility

How to Read Balance Sheet?

Professional Ethics for Independent Directors

Secretarial Standard 2

Penalties and compounding of offences

• Board Practice Courses

Board Practice Courses topics include the following:

Due Diligence Before Joining a Board

Exemplary Board

Board Effectiveness & Culture

Board Evaluation

Evaluation of Independent Directors

Case Study - WorldCom

Case Study - Enron Corporation Governance of Committees

Governance of Strategy

Managing CSR & Engaging Stakeholders

Managing Trough

Financial Ratios

Case Study - Olympus

Case Study - Hydro One

Case Study - Satyam

Case Study - Maruti Suzuki

Building Resilient Company: Board's Role

^{*(}IICA can revise the course topics anytime)

MOCK TEST/ ONLINE PROFICIENCY SELF-ASSESSMENT TEST

Presently the mock test is available, you can take a mock test to familiarize yourself with test environment. Actual Online Proficiency Self-Assessment Test will be available from March 01, 2020. However, you can start booking the slot for taking the exam now. If you need help on how to take the test, go to your dashboard from My Account menu and read self-assessment guide or watch a self-help video.

Individuals empanelled in the Independent Director's Databank will have to follow these steps for attempting the Online Proficiency Self-Assessment Test

STEPS

- 1. Login into the Databank
- 2. Go to the dashboard
- 3. Select the slot as per your convenience for attempting the test
- 4. Attempt the test as per the slot booked
- 5. Get test result and reports published
- 6. There is no limit on the number of attempts to pass the test



IMPORTANT DATES

Start Date for empanelment/registration of ID's and Companies	01.12.2019
End Date for empanelment of existing ID's	30.04.2020
Start Date for slot booking for online proficiency self-assessment test	02.12.2019
Start Date for Mock (Practice) Test	02.12.2019
Start Date for online proficiency test	01.03.2020