Enhancing board effectiveness

A round table discussion

ADI GODREJ, THE GODREJ GROUP · DR OMKAR GOSWAMI, CERG ADVISORY · DR ASHOK GANGULY, FIRSTSOURCE SOLUTIONS · CYRIL SHROFF, AMARCHAND & MANGALDAS & SURESH A. SHROFF & CO. · DEEPAK SATWALEKAR, HDFC STANDARD LIFE INSURANCE · GHYANENDRA NATH BAJPAI, INTUIT CONSULTING · LALITA D. GUPTE, ICICI VENTURE FUNDS MANAGEMENT · NARENDRA MURKUMBI, SHREE RENUKA SUGARS · PRADIP SHAH, INDASIA FUND ADVISORS NARAYANAN VAGHUL, ICICI BANK · ANUPAM (TINO) PURI

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ABOUT SPENCER STUART

Spencer Stuart is one of the world's leading executive search consulting firms. Privately held since 1956, Spencer Stuart applies its extensive knowledge of industries, functions and talent to advise select clients — ranging from major multinationals to emerging companies to nonprofit organisations — and address their leadership requirements. Through 51 offices in 27 countries and a broad range of practice groups, Spencer Stuart consultants focus on senior-level executive search, board director appointments, succession planning and in-depth senior executive management assessments. For more information on Spencer Stuart, please visit *www.spencerstuart.com*.

As corporations grow in size and complexity and are increasingly doing business in the global arena, it has become essential for boards to uphold the highest standards of corporate governance and to perform their role effectively.

With the advent of Clause 49, board structures have started to change; board committees are playing a more central role, and it is now a requirement for a majority of board directors to be independent. However, the reality is that most listed company boards have little experience of what it means to hear independent voices around the table and little appreciation of the value that a truly diverse group of directors can bring to board performance and debate.

In this context, the advisory board of Spencer Stuart India organised an informal roundtable discussion on the theme of enhancing board effectiveness. Discussion centred around the principals of good governance, the culture of the boardroom, the behaviour of directors, and the issue of recruitment. The discussion was chaired by Narayanan Vaghul, chairman, Spencer Stuart advisory board and facilitated by Anupam Puri, also Spencer Stuart advisory board, who provided an overview of governance in India. In addition to contributions from Anjali Bansal (Mumbai), perspectives on US and UK governance were provided by Dayton Ogden (Stamford) and David Kimbell (London), both former chairmen of Spencer Stuart with vast experience advising the boards of many leading companies in their respective countries. What follows is a thematic summary of the discussion.

Corporate governance in the US, UK and India — an overview

The past decade and a half has seen a gradual transformation in corporate governance in Europe. Changes in the US have been rather more dramatic, thanks to the impact of Sarbanes-Oxley, a piece of legislation that has reverberated around the world.

THE US EXPERIENCE

The succession of corporate scandals that erupted shortly after 9/11 (Enron, WorldCom, Tyco) resulted in a severe loss of confidence in corporate governance at US companies. Whatever best practices were in place at these companies did not protect them from poor performance or outright fraud. By way of example, the replacement CEO of Tyco presided over a complete change to the board. He hired the ex-CEO from DuPont who became his lead director and assembled a board of new directors who came from different disciplines, different industries, even different countries. They developed a reputation for taking aggressive positions with respect to shareholder value. With the support of his board, the incoming CEO was able to spin off three businesses and create a new strategic path for the company.

Meanwhile, much of the self-confidence that had characterised many large US companies disappeared; business communities, the government and regulatory bodies started asking very tough questions about how boards operate, which in turn led to the Sarbanes-Oxley Act and revised New York Stock Exchange regulations. With that swing of the pendulum came some very clear improvements in governance practices. Audit committees are now staffed with people who are financially literate and independent according to a strict, rigorous definition of independence. Nominations or corporate governance committees choose who the directors will be, not the CEO. Compensation committees are not allowed to hire the same compensation consultants as the CEO uses to determine compensation for the management team; they are subject to rigorous disclosure guidelines and, increasingly, to deep scrutiny by the shareholder activist groups and the media.

> *"A great board member, at least in my opinion is someone who on one hand does ask the tough questions and holds financial accountability for his performance but also provides advice, counsel and some sort of mentorship and support to the management."*

All these changes have been positive. Indeed, the situation at the top of US companies is becoming somewhat similar to the British system. The *2006 Spencer Stuart US Board Index* records that one third of US listed companies have split the roles of chairman and CEO, even though in these instances the chairman isn't always independent and is often the former CEO.

When the chairman and CEO are one and the same person, the lead director has become an important part of the governance structure. Although their exact responsibilities vary from board to board, lead directors tend to set the board agenda with the CEO, ensure that proper materials are prepared so that the directors have information on a timely basis, preside over the executive sessions, and are frequently given the task of communicating with the investment community.

Despite these positive reforms in US governance, the law of unintended consequences has kicked in. People are more wary of becoming a listed company director; indeed, the task of recruiting directors for even the world's most prestigious companies is far more difficult than it used to be. This is due to reputational risk and liability issues on the one hand, and the lure of private equity on the other. It is important for companies to want high-quality independent directors with relevant business experience, but if those people won't do it corporate governance deteriorates. For this reason, boards must not lose sight of one of their most important responsibilities, namely the recruitment of high-quality directors.

> *"If you want multi-cultural perspectives on your board you're going to have to make those experiences interesting and sometimes even lucrative for the participants."*

THE UK EXPERIENCE

The process of reforming corporate governance in the UK has been a more gradual one, although the seminal 1992 Cadbury Report was itself a response to high profile frauds (Maxwell Communications, BCCI, Polly Peck) that had rocked British business in 1990–91. Over the past 15 years the UK has taken incremental steps to improve the state of its corporate governance. A series of best practice codes built on the principle of "comply or explain" have been preferred to the kind of legislative solutions imposed on companies in the US.

This governance activity continued in 2002 with the Higgs Report on the role and effectiveness of non-executive directors, culminating in a new Combined Code later that year. The Higgs Report reinforced the by now widespread understanding that chairman and CEO roles should be separated, recommending that in addition every board should appoint a senior independent director. This person's responsibilities include reviewing the performance of the chairman, playing a lead role in recruiting a new chairman when the time comes, chairing at least one meeting of the non-executive directors per year, and being available as another point of contact for the investment community. This last suggestion was controversial at the time in that it appeared to undermine the role of the chairman, but the real intention was that investor contact with the senior independent director should only be a last resort if the normal communications channels break down. In practice, this option is rarely taken up by investors and there is now widespread acceptance of the senior independent director role. Perhaps the most enthusiastically accepted recommendation in the Higgs Report was that boards should undertake an annual performance review, now considered by the vast majority of boards to be a constructive and essential part of board life.

THE INDIAN EXPERIENCE

India has also seen its own transformation, although how deeply the new Indian governance principles have taken root remains a matter of debate, especially when it comes to the concept of independence and the role of the independent director. There is a more widespread understanding of fiduciary responsibility and governance than even just five years ago, so an evolutionary process has clearly begun. As Indian companies participate in the global business arena alongside multinationals, and as some get quoted on US and European exchanges, expectations over governance standards will rise yet further.

> *"We have some outstanding corporate governance in some Indian companies and it is on an improvement path."*

Rating agencies have begun assessing Indian companies on their governance, but many business leaders see these rating efforts as little more than box-ticking. Often the right questions are not asked, and some see this as an exercise in futility. Nevertheless, as best practices are more widely used across the corporate world, the market itself becomes aware and starts looking for signals. The critical issue is whether the market will start to reward good corporate governance.

*"The **principles** of good corporate governance in India need to be inculcated as much as the rules and that requires education, propagation. Unless the chairman and the promoters believe that good corporate governance leads to better performance, and thus to value creation, I don't think much can move forward. Today there is ample evidence that good corporate governance does pay in terms of value creation."*

It would be wrong to underestimate the progress that has been made in India in recent years. However, the current reality is that whereas many Indian companies are reaping the rewards of international growth, their ethical practices and corporate governance are lagging behind other markets. Fortunately, in addition to those companies that do strive for the highest standards of governance there is a segment of entrepreneurs who are genuinely concerned with the quality of corporate governance and are working to improve the situation in their own companies. These may well be the people who will lead the way.

One positive sign is that on many boards independent directors are having a greater influence on the board agenda. On the downside, despite the existence of remuneration committees, Indian companies don't publish the criteria for evaluating the CEO or executive directors and indeed their level of compensation, something that is required in the US and the UK. The term limit for independent directors is nine years, beyond which they lose their designation of "independent", however this is a recommendation only and compliance is non-obligatory. In the UK, a director is considered independent for up to nine years.

"The audit committee is really a bureaucratic response to the problems in the US and UK. Of course we've had such problems in India as well, but the audit committee cannot prevent problems nor can it cure them. The challenge is to have good ethics in the CEO and that cannot really be controlled by an audit committee."

Boardroom culture in India

To a significant extent, the culture of the boardroom dictates the effectiveness of the board. The mere fact that 50 per cent of directors are independent does not guarantee that these directors will function independently. The board, led of course by an open-minded chairman, must create the right conditions before open, honest debate will take place.

Independent directors could be divided into three categories. First, those who are nominees of the chairman or the CEO and who perform the role of the "Nodders" in the PG Wodehouse short story of the same name — they nod whenever the chairman says anything. They are technically independent, but they echo the sentiments of the chairman and the CEO.

At the other extreme there are directors who are truly independent in the sense that they express their views clearly, fearlessly and frankly, regardless of what the chairman, or whoever has dictated their appointment, thinks. They take to heart Sam Goldwyn's famous one-liner: "I want everyone to tell me the truth, even if it costs him his job."

The vast majority of independent directors fall between these two extremes. These are people to a large extent conditioned by culture — the culture of not expressing dissent very forcefully — and are therefore intimidated or unsure how their criticism will be taken. This problem is not unique to India, of course; around the world there are board directors who say little or nothing in the boardroom, preferring instead to raise their concerns after the meeting. There may occasionally be circumstances when it is more politic to raise an issue outside the meeting — perhaps to avoid embarrassing someone — but generally such bi-lateral discussion is less beneficial than a multi-lateral discussion involving the whole board.

Some have gone as far as to say that you cannot have an effective board unless constructive dissent is an accepted pattern of behaviour. However many find it hard to accept that a director who disagrees with them is not trying to cast aspersions or cause harm. Although it is healthy for a range of views to be aired around the board room, in the Indian context this is still the exception rather than the rule.

"Many directors are afraid of looking stupid or asking a stupid question — maybe something they ought to have known — or sometimes they're afraid to confront the management."

Dissent for its own sake is disruptive, but where for example directors feel that the direction being set for the company is wrong, or a decision-making process is poor, they should not hesitate to speak out. Equally, the existence of dissent in the boardroom is not something to be covered up, as in the case of at least one respected company that is in the habit of recording dissent separately from the minutes of the board meeting.

Unless the CEO and management are receptive to outside opinion it can be very hard to articulate, let alone enforce, your point of view without offending other people. As a board director in a promoter-owned or family-owned company you don't have the ultimate sanction available to boards outside India, namely to fire the CEO if you don't agree with what he is doing. Inevitably this curtails debate.

Some directors are beginning to question why they are sitting on boards where there is little discussion and scant opportunity to influence the decision-making process.

> *"If there is a fundamental disagreement with the promoter or the chairman or the CEO on something that is critical for the company, and you cannot get your point across or you can't get it addressed, I'm afraid you have no choice except to leave the board. I don't see any other recourse, frankly. I agree it doesn't improve the situation, but I don't see any alternative."*

> *"If a person is uncomfortable he can leave, but the problem still remains unresolved."*

The more enlightened boards have followed the example of the US and appointed a lead independent director to act as a spokesperson for fellow non-executive directors and to run "executive sessions" at which only independent directors are present. Those who have sat through such sessions testify to their value and believe they should become a regular part of the board calendar.

> *"You should insist that every board meeting is preceded by an executive session. There's nothing like a good two-hour meeting of independent directors to clean the air, allow people to say what's on their minds. The right kind of lead director will know how to put important points across to the board so that over time a chairman will start to brook more interference."*

The chairman's role

How is it possible to bring about this much needed change of culture? To a large extent it is the chairman who will set the tone and shape the culture of the board. Independent directors will only overcome the cultural barrier and express their views freely if they are encouraged to do so by a chairman who is open to constructive debate.

Another way for the chairman to change the culture is to hold a discussion with fellow directors about how the board is going to work, what people's roles are going to be, and what contribution can be expected of everyone, both individually and collectively. Acknowledging that people have different skills and perspectives and do not contribute in the same way is likely to help in setting expectations.

> *"Not one of the boards I've been on has had a discussion about how the board should function. So we don't actually give the independent directors an opportunity to sit and have a discussion about how the board should work and maybe that's one practical thing that we could do."*

The degree to which a director exercises his independence depends to a large extent on the willingness of the chairman to hear all points of view. But it also depends on the willingness of the individual director to speak up. Finding directors who are prepared to question and challenge is not easy, and the issue of recruiting new directors from outside the "old boy network" has become critical.

The role of the independent director

In essence, the task of the independent director is to ask common sense questions. There are certain key questions that an independent board member must ask, to do with company strategy, evaluating the performance of the CEO and measuring the contribution that he makes. It is also incumbent upon independent directors — and indeed boards — to articulate their objectives and keep these in their sights at all times.

"There is unquestioned belief in the morality of the management. Nobody questions the related party transactions… I would strongly suggest that any board must very carefully and effectively look at its oversight mechanisms."

The effectiveness of the independent director in India is influenced by several factors. Two stand out. The first is the nature of the company itself: multinationals, minority shareholder companies, public sector enterprises, group-affiliated companies and entrepreneurial businesses will expect and tolerate varying degrees of involvement by independent directors, something that should always be taken into account when considering a directorship. The second is the circumstances surrounding the appointment of independent directors. These have a marked effect on the way directors go about their duties. Directors appointed via the "old boy network" are more likely to be brought on to a board for reputational reasons rather than to provide an objective, critical perspective on key issues. The expectation in countries like the US and the UK is that independent directors will be selected by a nominations committee following a rigorous search process. In India, few companies go through such a formal process when appointing independent directors to their boards.

"On the day that I joined the board I told myself that I would not succumb to the natural human tendency to be loyal to the people who appointed me. The day I became a board member my responsibility was to the organisation."

It is worth noting that the independent director's responsibility is not limited to the board room. Indeed, it is estimated that 50 per cent of the role should take place outside the board room. This work involves softer skills, for example maintaining a watchful eye on what is happening to the company, interacting informally with other independent directors, with the chairman or even with key members of the executive team, to get a sense of the challenges they face and to learn about their aspirations for the future of the business. The implication of this extra work is that there is a limit to the number of boards any independent director can sit on and do justice to the companies they serve.

"For every company with good governance there are five to 10 companies where board agenda items are handed out the previous night or they land on the table when you sit down at the meeting."

To be fully effective, independent directors should prepare well for board meetings, but they must also be adequately informed and briefed about the company; only then are they in a position to comment on significant issues, including company's vision or strategy. Often a disproportionate amount of board time is spent reviewing management presentations, leaving very little time for actual discussion among board members.

Independent directors sit at the apex of commercial organisations that have to deliver results. It is sometimes easy for directors to become disruptive in pursuit of their statutory responsibilities. Therefore, it is critical to a company's success for directors to strike a balance between governance oversight and providing constructive support to the management.

Board evaluation

Unlike the US and the UK where listed companies are required to undergo a board evaluation each year, board performance review in India is in its infancy. An evaluation normally falls into two parts: the first reviews the board as a whole, and the second the performance of the individual directors. A twelve-member board may comprise seven independent directors and five executives, but what tends to happen is that independent directors get evaluated, whereas executive directors are evaluated on the basis of their functional, executive role, but not on the basis of their performance as directors of the board.

This is an important distinction, for a couple of reasons. First, all directors carry identical legal and fiduciary responsibilities and therefore should be evaluated in a common way. Second, because they are in the presence of the CEO, executive directors tend not to speak unless invited to do so by the CEO. Clearly it is important for the chairman to establish the freedom for each board member to speak out on important issues, but the board evaluation process may bring this issue and others out into the open in a helpful way.

Allied to the notion of board evaluation is the concept of independent directors mentoring executive directors, which enables a continuous cycle of feedback and for a steady flow of communication among board members.

Broadening the director candidate pool

Companies that take a strategic view of their own board composition will recognise the importance of bringing a wide range of skills and experience on to the board that mirror the direction and aspirations of the company.

> *"I think it would be difficult to find an Indian who doesn't want to be a director. We have over-ambitious under-qualified people sitting on the boards."*

In an ideal world, independent non-executive directors with relevant experience serve as valuable advisers to the board and management about the company's market, geographic and product directions, and serve as a sounding board for management on the critical issues the company is likely to encounter. Every board should have at least one independent director with a strong understanding of the business sector who can get inside some of the more technical issues that may be beyond the comprehension of fellow directors. Without such expertise around the table the right questions will not be asked.

The first challenge is the process of identifying board members, a task that should be taken up by the nominations committee — if one exists — with the support of specialist advisors including executive search firms. Armed with a clear remit and a carefully articulated specification, the task of the nominations committee is to bring some objectivity to the selection process, to seek external counsel as necessary, and bring recommendations to the board that reflect the requirements of the business, rather than the personal preferences of the chairman or CEO.

> *"We need to really get beyond the group of friends and relatives. We need to widen the circle. There are a lot of good candidates beyond the same group of people you keep seeing on boards."*

One painless way of broadening the candidate pool would be for Indian companies to start permitting their executives to take on at least one external directorship. Most of the big companies seeking independent directors are themselves reluctant to let their executives take up a directorship of an external board; this unhelpful attitude is contributing to the skills shortage and imbalance on Indian boards, as well as limiting the opportunity for senior executives to develop and learn as non-executive directors of other non-competitive companies. The current unhealthy situation whereby a few directors sit on a large number of Indian boards could be alleviated to a large extent if these restrictions were lifted.

An increasing number of major Indian companies are seeking to improve the quality of discussion and broaden the perspective inside their boards by identifying appropriately qualified people from abroad, particularly from Europe and the US, who have the right strategic fit. On the whole, foreign directors are used to asking questions and are likely to be more disciplined and rigorous when it comes to preparation (including reading board papers in advance) and making an active contribution during meetings. Their impact on the culture of the board can be extremely positive.

The practice of identifying and choosing independent directors varies, but is currently undergoing a major change in India. The nominations committee process should involve defining what kind of person the board needs, someone who will fit the profile of the company and the board. The more rigorous the process, the more likely it is that a board will be able to identify and select the best available talent — both from within and outside India.

Some boards and prospective directors conduct due diligence on each other to decide whether the marriage will work. Board members should be keen to determine whether a candidate is suitable and likely to make a good contribution; candidates likewise need an opportunity to ask questions, learn more about the company and the role, and decide whether this is the right board for them.

Once a director has committed to join a board, he or she should benefit from a carefully designed educational process that will bring him or her up to speed on what the company stands for and the direction it is taking. A well planned orientation process makes it more likely that a new independent director will attend the first board meeting on an equal footing with fellow directors and be able to contribute from the start.

Summary of key issues

> Ethical practices and corporate governance in India are still evolving; there is a resistance to transparency and adequate disclosure in substance (through it exists in form) in many listed companies.

> Nevertheless, the market is starting to reward good corporate governance; expectations are rising as more and more Indian companies participate in the global economy and there is growing evidence of the link between value creation and sound governance practices.

> There is a marked distinction between the theory and practice of independence. The cultural reluctance to express constructive dissent around the board table means that most boards are not contributing as they could be.

> The chairman's role is critical in shaping the level and tone of board debate and setting responsibilities for individual directors.

> More enlightened boards have appointed a lead independent director as a spokesperson for non-executives and to preside over occasional board meetings at which executives are not present.

> The responsibilities of independent directors these days extend well beyond the boardroom; to be fully effective, over-committed directors should reduce the number of boards they sit on.

> Too many directors are appointed to Indian companies for reputational reasons, rather than for their proven ability to provide objective, critical perspectives on key strategic issues.

> The experience of the UK and US suggests that board performance review is a powerful catalyst for increasing board effectiveness. Few Indian chairmen host discussions about how the board should function; fewer still conduct regular formal board performance reviews.

- Boards need to widen their membership base, hiring directors with the skills and experience that reflect the strategic direction of the business. Executives must be actively encouraged to take up external board directorships, for the broadening of their perspective and for their overall development. Their involvement leads to the wider good and eventually benefits the company they serve full time.

- Through the establishment of a nomination committee, Indian boards must introduce a more rigorous and objective director selection process; director recruitment is too often based on existing networks and too seldom related to strategic requirements.

Roundtable chairman

NARAYANAN VAGHUL, ICICI BANK

Mr Narayanan Vaghul is currently chairman of the board of ICICI Bank Limited which is the second largest bank in India at present. During his eleven year tenure as CEO, ICICI was transformed from a small, long-term credit bank to a large, diversified financial conglomerate. He was also responsible for the promotion of India's first credit rating company (CRISIL), which has since emerged as a market leader in the region. In addition to being the chairman of ICICI Bank, Mr Vaghul is also on the board of several companies. He has also been closely associated with the policy formulation at the national level and was the chairman of several committees and task forces constituted by the Government and the Reserve Bank of India.

Roundtable facilitator

ANUPAM (TINO) PURI

Mr Anupam Puri has had a 30-year association with McKinsey & Company. Since joining the firm in New York in 1970, he worked extensively with companies all over the world and on public policy issues with governments and multilateral development agencies. Mr Puri has also served state and local government on the issue of promoting economic development in the US, Europe and India. He has participated in the reorganisation of several multilateral agencies, including the OPEC secretariat, the Asian Development Bank and the World Bank, to name a few. Mr Puri presently serves on the board of Dr. Reddy's Laboratories Limited, ICICI Bank Limited, Mahindra & Mahindra Limited and Tech Mahindra Limited and is a Special Advisor to General Atlantic, a leading private equity firm.

Participant biographies

GHYANENDRA NATH BAJPAI, INTUIT CONSULTING PRIVATE LIMITED

Mr G N Bajpai is a distinguished leader in Indian business, and was the chairman of the Securities and Exchange Board of India (SEBI), counterpart of the Financial Services Authority (UK) and the Securities & Exchange Commission (USA). Earlier Mr Bajpai was chairman of the Life Insurance Corporation of India (LIC). He is known for his visionary leadership and exemplary integrity and has served as non-executive chairman and director on corporate boards in India and other countries, as well as authoring several books. He has been chairman of the Corporate Governance Task Force of International Organisation of Securities Commissions and the chairperson of the Insurance Institute of India, (III) a counterpart of the Chartered Insurance Institute UK.

DR ASHOK GANGULY, FIRSTSOURCE SOLUTIONS LIMITED

Dr Ganguly is currently the chairman of Firstsource Solutions Limited (formerly ICICI OneSource Limited) and ABP Private Limited (Ananda Bazar Patrika Group) and has been a director on the central board of the Reserve Bank of India, since November 2000. His principal professional career spanned 35 years with Unilever Plc/N.V. He was the chairman of Hindustan Lever Limited from 1980 to 1990 and a member of the Unilever board from 1990 to 1997, with responsibility for world-wide research and technology. During his career, he served several public bodies, the principal among them as a member of the Science Advisory Council to the Prime Minister of India (1985–89) and the UK Advisory Board of Research Councils (1991–94). Dr Ganguly is also a recipient of the Padma Bhushan, one of India's highest honours.

ADI GODREJ, THE GODREJ GROUP

Mr Adi Godrej is chairman of the Godrej Group. He has been the president of the Indian Soap & Toiletries Makers' Association, the Central Organisation for Oil Industry and Trade, the Solvent Extractor's Association of India, the Compound Livestock Feeds Manufacturers' Association and the Indo-American Society. He is a member of the governing board of the Indian School of Business. He has been a member of the National Council of the Confederation of Indian Industry. On the academic side, he has been a member of the Dean's Advisory Council of the MIT Sloan School of Management, chairman of the board of governors of the Narsee Monjee Institute of Management Studies and a member of the Wharton Asia executive board. He holds a bachelor's and a master's degree from the MIT Sloan School of Management.

DR OMKAR GOSWAMI, CERG ADVISORY PRIVATE LIMITED

Dr Omkar Goswami is the founder and chairman of CERG Advisory Private Limited. A professional economist, Dr Goswami did his Masters in Economics from the Delhi School of Economics in 1978 and his D.Phil. (Ph.D) from Oxford in 1982. After teaching for 18 years at Oxford, Delhi School of Economics, Harvard, Tufts, Jawaharlal Nehru University, Rutgers University and the Indian Statistical Institute, New Delhi, he became the editor of Business India in March 1997. From August 1998 up to March 2004, he was the chief economist of the Confederation of Indian Industry. Dr Goswami has served on several government committees and been a consultant to the World Bank, the IMF, the Asian Development Bank and the OECD. He serves on the board of Dr. Reddy's Laboratories, Infosys Technologies, Infrastructure Development Finance Company, Crompton Greaves, Cairn India Ltd and DSP-Merrill Lynch Fund Managers.

LALITA D. GUPTE, ICICI VENTURE FUNDS MANAGEMENT COMPANY LIMITED

Mrs Lalita Gupte is the chairperson of ICICI Venture Funds Management Company Limited. Prior to this she was joint managing director and member of the board of ICICI Bank Limited, India's largest private sector bank, where she was responsible for setting up the international business of ICICI Bank in 2001. Mrs Gupte has more than three decades of experience in the financial sector, beginning her career with ICICI Limited in 1971. Since then she has held various leadership positions in corporate and retail banking, strategy, resources, international banking and other areas. Mrs Gupte was at the helm of ICICI Bank's global foray, which includes operations in over 17 countries. She is on several company boards and is also on the boards of educational institutions.

NARENDRA MURKUMBI, SHREE RENUKA SUGARS LIMITED

Mr Narendra Murkumbi is the founder managing director of Shree Renuka Sugars Limited. He trained as an electronics engineer and then completed his MBA from the Indian Institute of Management, Ahmedabad in 1994. Shree Renuka Sugars Limited is a Rs 11 billion company focused on sugar and its allied products of renewable energy and ethanol. It is one of the largest sugar/ethanol producers in India with six integrated plants in the south and west of the country. It is also building a port-based sugar refinery in East India.

DEEPAK SATWALEKAR, HDFC STANDARD LIFE INSURANCE COMPANY LIMITED

Mr Deepak Satwalekar is the managing director and chief executive officer of HDFC Standard Life Insurance Company Limited. Earlier, he was the managing director of HDFC, the country's largest mortgage lender. Mr. Satwalekar has also been a consultant to the World Bank, the Asian Development Bank and other bilateral and multilateral agencies, and has worked in several countries. He received a B.Tech. in Mechanical Engineering from IIT, Mumbai and an MBA from the American University. Besides being a recipient of the "Distinguished Alumnus Award" from IIT, Mumbai, he is on the Advisory Council of the IIT, Mumbai. He has been a member of/chaired several industry, Reserve Bank of India and government expert groups and is also a director of many prominent companies in India.

PRADIP SHAH, INDASIA FUND ADVISORS PRIVATE LIMITED

Mr Pradip Shah runs IndAsia, a corporate finance and private equity advisory. He is best known as the founder of CRISIL, India's first credit rating agency. He was instrumental in technology transfer to, and training the personnel of, rating agencies in Malaysia and Israel. He has been honoured in Israel with a garden of a hundred trees in his name. Mr Shah holds an MBA from Harvard and was ranked first in India in the Chartered Accountancy examinations. He has written articles and given talks in India and abroad, serves as a director on several companies, chambers of commerce and not-for-profit organisations, and has participated in several government and other committees.

CYRIL SHROFF, AMARCHAND & MANGALDAS & SURESH A. SHROFF & CO.

With over 25 years of experience in a range of areas, including corporate law, governance, financial regulation, mergers and acquisitions, project finance, banking and dispute resolution, Mr Shroff is consistently rated as India's top corporate & financial lawyer. He also deals with matters relating to corporate compliance with special emphasis on governance issues. Mr Shroff has been a member of several governmental and regulatory committees with regard to law reform concerning the securities market, tax law, bankruptcy law and commercialisation of infrastructure.

Spencer Stuart biographies

ANJALI BANSAL, SPENCER STUART

Anjali Bansal manages Spencer Stuart's Mumbai office, which serves multinational and Indian companies on critical leadership and board issues. Anjali focuses on world-class leadership development in India. Prior to joining Spencer Stuart, Anjali was a consultant with another global executive search firm, working with private equity and venture capital firms and conducting search assignments for clients in the financial services, industrial and technology sectors. Previously, Anjali was with McKinsey & Company, where she focused on strategy consulting assignments with financial services firms in banking, capital markets, insurance and private equity.

DAVID KIMBELL, SPENCER STUART

David Kimbell joined Spencer Stuart in London in 1979. Since then he has had extensive search experience in the U.K., Continental Europe and North America. David specialises in chairman/CEO and non-executive work for major international, publicly quoted companies. His knowledge includes communications, manufacturing and service industries. He also co-leads the European Board Services Practice. His involvement with senior-level assessment includes a large number of board evaluation projects and key roles in major post-merger projects. David was managing director of the U.K. from 1985 to 1993, and chairman of the U.K. since 1993. He was worldwide chairman of Spencer Stuart from 1987 to 1999 and co-chairman from 1999 to 2003.

DAYTON OGDEN, SPENCER STUART

Dayton Ogden joined Spencer Stuart in 1979 and three years later became manager of the firm's New York and Stamford offices. In 1987 he was elected chief executive of the firm and in 1993 became the first CEO in the firm's history to be re-elected to a third term. He served as chairman of the firm from 2003 to 2006, having served as joint chairman for the previous four years. He is currently the global practice leader of Spencer Stuart's CEO Practice and a member of the Board Services and Industrial practices. Dayton's search consulting practice focuses on senior executive and board recruiting for a broad range of international clients. He is a frequent commentator on key trends and issues affecting CEOs and boards, both in the U.S. and internationally.

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For copies, please contact
Radhika Mehta on +91 22.6616.1414
or ramehta@spencerstuart.com.

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