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A communiqué on corporate governance July. 2011.

Academy of Corporate Governance

(A registered public trust operating since 2001)

THE PRACTICALITIES OF CORPORATE GOVERNANCE - LESSONS OF EXPERIENCE IN THE PUBLIC AND PRIVATE SECTOR IN UK.

By

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Key Message: The main lesson of experience is that the similarity of issues encountered on the road to good corporate governance has been striking across both the Public and Private Sectors and are generic. Accordingly, there are certainly advantages to be gained from the increased application of corporate governance to the Public Sector, and from the appointment of Non-Executive Directors with Private Sector experience to Public Sector boards, and vice versa, especially for the increasing number or private companies operating as public service contractors. It is noteworthy that the UK Public Sector (i.e. public senate sector in its wide connotation and not merely state owned commercial enterprises) now insists on boards and corporate governance standards in almost all public service agencies, including ministries, as well as regulatory supervision

The stimulus to improve corporate performance and governance

The incentive to improve corporate governance is often external, such as an adverse report from a regulator, a specific sectoral challenge (in particular budget cuts and reduced levels of funding in both the Public and Private sectors), a desire to change the organisation's status, or the implications of a failing business model.

The leverage exerted by that external incentive will impact the potential speed of change and its acceptability to the organisation. For example, faced with the debacle of the late 1980's and early 1990's, Lloyds of London (at that time the largest insurance market in the world) had to rapidly develop mechanisms to control its underwriters - otherwise it would not have survived as the capital providers would have gone elsewhere.

While Private Sector companies have the external incentives of competition and of their share price to stimulate change, many Public Sector bodies have an inherent inertia to change. This is based on their own perception of the overriding priority of the need to supply the current or increased levels of service to the public, even when the realities of public finances make these levels of service unsustainable without significant efficiencies. This is exacerbated in some areas, such as the UK National Health Service, by the nature of the employment contract for their staff, which has a profound impact on how an organisation can work and

TIDBITS:

International:

* IFC Washington, a member of the World Bank Group, has become the first DFI to require a systematic corporate governance analysis as part of its due diligence in its investment decisions. The methodology appears to be ranging from a light version to a comprehensive assessment to be conducted by IFCs corporate governance units.

* Mc Donald's has topped the Fortune 500 list of "the Weight of America's Boards". The study conducted by James Drury Partners recognized the total Board Weight (the combined business acumen of all the directors) and average direct weight. The study reveals better governance capacity in consumer product, industrial manufacturing and consumer package goods. The weakest were health care services, industrial services and utilities.

* The "say on" pay advisory votes in proxy statements have been the most prominent issue in recent months. The Dodd Frank Act requires such advisory votes to be implemented in the rules adopted by SEC. With the result, shareholders appear to have directed their attention to the advisory vote instead of withholding votes to oppose the election of directors who are members of the compensation committee. With the result, the withheld votes have reduced consequent to the safety valve provided by the advisory votes.

* Singapore Stock Exchange (SGX) is planning to revise its corporate governance rules. It has initiated a consultative process to

which may not match how it should work under corporate governance principles. Additionally, there is often a view amongst Public Sector staff that the initiatives for organisation change are politically-driven short term enthusiasms which will all blow over in time.

Leadership by the Board and Non-Executive Directors

The reasons and incentives to improve corporate governance have to be clearly and realistically communicated by the Board to the staff, to the customers, and to the owners. When this does happen the positive response to the change programme can be overwhelming among the staff, particularly within the public sector which employs a lot of bright people who are delighted to improve customer service and make their own work contributions more relevant.

For the Board to be able to show leadership and develop a strategy for the corporate governance change, it has to recognise that it is embarking on a 'journey', not a rapid and simple transaction, it must be united and it must have a credible independent-minded influence. This usually means both a change in Board members and more independent or non-executive directors (NEDs).

Independent NEDs have an objective view and are not a captive of the organisation's culture. The question 'Why not?' or 'What happens if?' can prompt radical solutions at Board level. For example, early in my own NED career I asked what would happen if the organisation did not meet its financial forecast for the year. There was a stunned silence and the Chief Executive admitted they might get sacked. It was possibly the first time anyone at Board level had thought through the consequences of such a governance failure. Subsequently, the Board and senior management team of that organisation has discussed with executives what sanctions should be applied when budgetary control goes awry. Boards need to have competent, independent directors capable of bringing external discipline to the Board. These directors need to be recruited in a professional manner and appraised on their performance.

The Relationship between the Board and the Executive Team

The relationship of the Board to the executive team is also critical. One of the Board's roles is to hold the executive to account for the delivery of the organisation's strategy. As noted above, in many Public Sector bodies this has not been usual nor well understood. The executive can feel demeaned or that their work is being criticized unfairly. This sensitivity can be helped by closer executive/board working practices, especially in relation to strategy development. Together, executives, with some of their senior team and the NEDs can have constructive discussions and reach solutions to strategic issues that all members of the Board can then endorse and to which they are all committed. A cautionary note should be that the development of this mutual respect, which enables such constructive working, does take time and effort. This is one of the most significant hurdles on the road to achieving an efficient Board with effective corporate governance.

Apart from mutual executive/Board respect, another major hurdle is getting individual executive directors on the board to act corporately, not just in the interests of their own patch. Executive directors are often on the Board as a result of a specific skill and their achievements in a specific area. It is quite a leap to come out of that comfort zone to think and make decisions in the interests of the organisation as a whole.

enhance shareholder engagement, encourage participation at general meetings and increase disclosure of voting outcomes.

* A recent round-table in the UK conducted by Hermes Equity Ownership Services in association with the Financial Reporting Council concluded that the introduction of the UK Stewardship Code has helped in improving corporate governance standards among shareholders. The institutional shareholders have reportedly become active owners in discharging their fiduciary responsibilities. It is reported that 90% of major institutional investors are voting all or most of their shares in UK companies and about 2/3rds are publishing their voting records.

* The Institute of Chartered Accountants, Australia surveyed CFOs in Australia, Singapore, Hong Kong and Malaysia to elicit views if corporate governance adversely affected entrepreneurship. The results were ambivalent with 35% agreeing that it inhibits entrepreneurial activities, while 38% disagreed and 27% remained non-committal. The survey also pointed out that CSR does not find favour in the region. 65% were not reporting on environmental sustainability etc; 34% hold CSR as not relevant.

* The European Commission has probably taken a cue from the US and has reckoned shareholder "say on pay". If things progress, there is a prospect of europe-wide legislation for improving the corporate governance for listed companies in the 27 member countries. UK has already been voting on executive pay in an advisory capacity. But a mere dialogue / advice on remuneration may not satisfy the EU body.

National:

* Ministry of Corporate Affairs has reportedly classified 80,000 companies in its Northern India region as defaulters. They have not filed annual returns and balance sheet for past 5 years.

* A study by faculty of IIM Ahmadabad & IIM Bangalore reveals that "highly boarded" directors were associated with about 486 companies listed on the NSE. The title is indicative of the conclusions: "Board interlocks and their impact on corporate governance: the Indian experience – coping with corporate cholesterol". It points out to

Failure to achieve this had a major impact in one organisation in which I was involved. The organisation was going through a series of new business system installations and a restructuring, which had left one area very stretched for staff at a time when they were chasing a backlog of outstanding payments. Board executive directors were concerned about meeting their own targets and did not initially help the 'drowning area', which missed its targets in a very public manner, which in turn had an impact on the reputation of the whole organisation. The lesson was learnt and, in becoming more corporate, the Board as a whole was able to come up with some radical money-saving measures in a recent planning round to reach the required savings targets.

Risk Management by the Board

Boards need to take responsibility for the risk register and to define the organisation's appetite for risk. Society as a whole has become relatively risk averse and the concept of acceptable risk and its inverse, opportunity, is some times difficult for a board to understand.

There is often a risk in doing nothing or just continuing along the same familiar path. One of the organisations with which I worked did exactly that and woke up one morning to an adverse regulatory report and a financial deficit. It then took 3-4 years to get back on track and involved the replacement of many senior personnel, a reorganisation and a re-definition of its strategy for the future.

The risk register is now taken very seriously in that organisation and it is recognised that if an element of the strategy does not have the desired outcome, management should notice it and adapt their actions accordingly. Plans do not always go smoothly but a board's response to the changed situation is important.

A key difference between a Public Sector and Private Sector board is this appetite for risk and the speed of response to it. Justifications for a particular action take forever in the public sector, such that the action may be inappropriate when finally taken, because of the time delay. This is particularly true of IT projects which, in the Public Sector, tend to be specified to solve yesterday's problem, not tomorrow's. The Public Sector punishes staff for taking risks and getting it wrong. The Private Sector allows staff to make mistakes, learn from them and then use their expertise to get it right in future.

Business Operations Monitoring and Audit

The Board needs assurance that its business is being carried out by the executive team in line with its policies and strategy. This is normally done through direct reports to the Board on items like finance and workforce and through the assurance given by the Board committees, the three main ones in governance terms being audit, remuneration and nominations.

Audit used to be synonymous with finance but since the post-Enron Smith report in 2003 (now part of the UK Combined Code, reference the UK Financial Reporting Council – Guidance on Audit Committees), the role of the audit committee is assurance across the organisation's entire business process, often including risk management. The systematic review of the risk register, where the organisation's objectives are set against the Board's perceived risks to those objectives and against the relevant mitigation strategies, guides the audit committee's planning process for both internal and external audit. It highlights the areas of particular challenge needing careful oversight and review.

An example of this monitoring and audit process from the Public

the possibility of a tiny segment of interlocked board directors who may control a significant portion of the economic power. This "bad cholesterol" could influence public policy to serve their own interest at the cost of the nation.

* There is a fresh move from the SEBI to stop the potential for promoters to raise funds while giving the shares as indirect collateral. It is also proposed to make it mandatory for promoters to disclose the amounts raised by pledging of shares and the utilization of the proceeds. It is reported that there has been a tendency among promoters to raise funds against the shares of holding companies and SPVs instead of the shares of the listed companies directly. As per estimates promoters of about 800 companies have reportedly pledged shares worth an estimated Rs.1,50,000 cores. This excludes funds raised by indirect means. The promoters, understandably, are resisting full disclosure for fear of creating panic in the markets by way of low confidence.

* BSE is expected to operationalise the SME exchange later during this year. This will be a platform within the BSE but dedicated to SMEs. Its earlier attempts for SMEs were not successful. The listing fee for the SMEs would be half of that applicable to BSE and they are not required to announce quarterly results.

* Despite the requirement from SEBI to make their voting policy and practice public, many mutual funds are reportedly casual in their approach. There is inadequate activism and lack of exercise of their fiduciary rights. They are far from becoming the conscience keepers, as expected by the SEBI.

* The volatile markets in India have dampened fund mobilization during the first half of 2011. It is estimated to have mobilized about Rs.31,500 crores from 41 issues against Rs.62,400 crores for the corresponding year in 2010. The debt market also appears to have dampened, showing a slump in deals (by 44%) and volumes (by 37%). Similar has been the case in respect of funds raised through qualified institutional placements (QIP) issues, which fell to Rs.3,000 crores as against Rs.11,400 crores during the corresponding period last year.

* A case is being made to strengthen the role of auditors and internal control system by

Sector is a National Health Service hospital, where a critical risk to the objective of improving patient experience and customer satisfaction was the delays around discharge and its associated procedures. This was audited, a new policy has been implemented and an in-house IT system developed to track the process, which is now working much better. The audit provides corroboration that the risk has been mitigated and the strategy is on track.

The role of external auditors is well understood by Boards - essentially they provide assurance on the accounts and business processes from which the accounts are produced. They certify that the accounts represent a true and fair view of the organisation at the balance sheet date.

The role of internal audit is perhaps even more important, in that it is the self policing that nudges the organisation into better practices and avoids the inevitable 'bear traps'. How it is regarded locally is a useful bell-weather - a confident, well-run organisation will welcome an internal audit function and see them as allies in achieving their plans so that problems and inefficiencies can be exposed and dealt with quickly. The internal audit planning round is at its most effective when it trawls managers for suggested topics of investigation. For example, at a large National Health Service hospital an internal investigation into mandatory training of staff led to the introduction of e-learning and the saving of 12,000 hours of staff time per year, which is now available for patient care.

Conclusions

This summary of Public and Private Sector Board experience will be no surprise to experienced directors – but they are still salutary messages as the continuing failures of corporate governance (highlighted in the global financial crisis and continuing scandals in the Public Sector in many countries) remind us all that there is still a need for constant vigilance and diligent practice.

The main lesson of experience is that the similarity of issues encountered on the road to good corporate governance has been striking across both the Public and Private Sectors and are generic. This is different from some bodies of opinion which emphasise the contrasts between the Public and Private Sector Sectors, the accountability of a Board to the shareholders above all and thus relevant only to the Private Sector, and which see the priority responsibility of public service agencies to their supervising elected and appointed officials rather than to an independent board, which is in turn accountable to elected representatives, whether a minister, parliament or local council.

Given the similarities, there are certainly advantages to be gained from the increased application of corporate governance to the Public Sector, and from the appointment of Non-Executive Directors with Private Sector experience to Public Sector boards, and vice versa, especially for the increasing number of private companies operating as public service contractors.

Other lessons of experience are :

- The importance of undertaking regular (annual or biennial) strategic and governance "health checks" to ensure that the organisation is doing the right things, at the right time, in the right places, with the right people for the right price, rather than waiting for an external crisis to force governance reforms
- The need to constantly and objectively assess the relationship between the Board as a whole and the executive team as a whole – including middle managers and staff. The reality is that the Board and senior executive team are sometimes held

revising Clause-49 of SEBIs listing agreement. Currently, the Clause-49 does not elaborate the internal control framework as a mandatory legal requirement. Further, there is insufficient insistence on appropriate documentation and monitoring system for the effectiveness of the internal controls.

* SEBI has issued guidelines for market making. This allows stock exchanges to use incentives for the market makers but in a transparent manner.

* Espirito Santo securities, a Portugal based company has reportedly downgraded a number of Indian companies in view of the new corruption scandals which has changed the perception of investors into India. The report believes that poor governance and corrupt practices lead to higher volatility, risk, cost of capital and lower returns. The parameters studied appear to include: a. promoter background, b. consistency in reporting time, c. reporting of quarterly balance sheet and cash flows, d. complex holding structures, e. "pump and dump" by promoters, f. selective disclosures and g. access to management for investors and analysts.

* Ministry of Corporate Affairs has reportedly taken a "green initiative" in corporate governance by allowing electronic compliances by companies. All certificates and standard letters are proposed to be issued by the ROC electronically under the digital signature of the registrar. It is also reported that the MCA has allowed companies to hold the shareholder's meetings through video conferences.

* Ministry of Corporate Affairs has issued a directive to its Regional Directors not to take action on company directors till it is proved that a default has occurred with their knowledge. It is debatable, whether this will be effective legally as the Companies Act requires penal action committed under the act against officers in default or directors.

* SEBI has established a toll-free helpline for investors and put in place a grievances tracking system. It is also proposed to conduct financial education programmes, investor education and media campaign in public interest.

in low esteem as careerist and political appointees by professional and middle management staff, especially in professional organisations like hospitals, scientific and engineering enterprises, while the Board and senior executives sometimes regard their staff as technically good but narrow-minded.

- The need for continuing rigorous and systematic risk and operational audits presented to the Board by the executive team. These should include strategic as well as operational key performance indicators, and careful handling so that the organisation does not become obsessed by a short term' target culture' and lose its sense of fundamental purpose (such as patient health care) and longer term strategic direction.

Finally, and perhaps most important, improvements take time. There are no quick fixes, and expectations (especially from politicians) should be managed to ensure that substantive and sustainable changes are embedded in the organisation, rather than cosmetic changes which look good for the short term but make no real difference to the quality and cost of products and services delivered to the customers over the long term.

**The author has had a wide ranging career in financial management and strategy in the Public and Private Sector in the United Kingdom, ultimately as finance director of two large public enterprises. Since 2004 she has pursued a career as a Non-Executive Director across the Public and Private Sectors, and in organisations that have elements of both, such as housing.*

NOTABLE EVENTS

√ Global Corporate Governance Forum (GCGF) has completed its technical assistance programme to Southern African Development Community-Development Finance Resource Centre, which began in 2006, with the successful conclusion of the project on promoting CG Policy Environment in the SADC region. Prof.Y.R.K.Reddy, GCGF Consultant made a detailed presentation of the reference manual for users, addressing a well attended meeting of DFI leaders in Johannesburg, on 27th May, 2011. (See list of participants in Annexure-I)

√ ACG continued its collaboration with SCOPE, New Delhi in running their flagship programme under the aegis of the Department of Public Enterprises. This is the tenth joint event on corporate governance and the VII programme on corporate governance with special focus on Independent Directors. This was held at Taj Deccan / Taj Krishna, Hyderabad on 28th - 29th June and had attracted participation of about 50 eminent persons and was inaugurated by the Secretary, DPE. Prof. Reddy was joined on this occasion by Mr. Dag Detter from Sweden as international resource person. (See list of participants in Annexure-II).

Dag Detter is an expert in developing state-owned commercial assets and has been an adviser to the World Bank / IFC and a number of governments in Asia, Europe and the MENA-region; was the President of Stattum, the Swedish government holding company as well as the Director at the Swedish Ministry of Industry, where he led the transformation of the €60 billion corporate portfolio; was a banker in Asia and Europe; director on the boards of public and private companies including telecommunications, defence, real estate and transportation. He was one of the key initiators of the OECD Guidelines on Corporate Governance of SOEs. Dag studied in Sweden and China specialising in Business and Sinology.

From Right to Left: Mr. Bhaskar Chatterjee, IAS, Secretary, Department of Public Enterprises, Government of India; Mr. Dag Detter, Sweden; International Resource Person; Prof. Y.R.K. Reddy, Lead Resource Person and Mr. U.K. Dikshit, Director, Programmes, SCOPE.

Appendix-I

LIST OF ATTENDEES OF THE PRESENTATION AND RELEASE OF DRAFT REFERENCE DOCUMENT FOR USERS ON 27TH MAY 2011 AT JOHANNESBURG.

COUNTRY	INSTITUTION		MANAGEMENT
BOTSWANA	**Botswana Development Corporation**		Ms. Maria Nthebolan Managing Director
BOTSWANA	**Local Enterprise Authority**		Ms. Chedza Marobela, Director Capacity Development
BOTSWANA	**Botswana Export Development and Investment Authority**		Ms Jessica Moodley Deputy Regional Re presentative - RSA office
BOTSWANA	**National Development Bank**		Mr Happy Mogotsi Acting CEO
LESOTHO	**Lesotho National Development Corporation**		Mr.Motebang Mokoaleli Chief Executive Officer
LESOTHO	**Ministry of Finance**		Mr Mosito Khethisa Principal Secretary
MAURITIUS	**Ministry of Finance & Economic Empowerment**		Mr Kamlessh Rughoonath Analyst
MAURITIUS	**Development Bank of Mauritius**		Mr. Hurrydeo Bissessur Acting Managing Director
MOZAMBIQUE	**GAPI SARL**		Mr. Adolfo A. Muholove Director: Development Programmes and Micro finance
NAMIBIA	**Agribank**		Ambassador Leonard Iipumbu Chief Executive Officer
NAMIBIA	**Agribank**		Ms Erenstine Kalomo Legal Advisor/Company Secretary
NAMIBIA	**Agribank**		Mr. Shali Shindume , Senior Manager: Sales, Services and Credit
NAMIBIA	**National Housing Enterprise**		Mr Vinson Hailulu Chief Executive Officer
NAMIBIA	**Development Bank of Namibia**		Mr David Nuyoma Chief Executive Officer
NAMIBIA	**Ministry of Finance**		Ms. Angelina Sinvula Director; Budget Management and Control
SWAZILAND	**Swazi Bank**		Mr. Stanley Matsebula Managing Director
SOUTH AFRICA	**IDC**		Ms. Neo Mokhesi Divisional Executive: Marketing & Corporate Affairs
SOUTH AFRICA	**DBSA**		Ms. Sherine Panton-Ntshona Divisional Executive : Credit Risk Assessment – International Division

SOUTH AFRICA	**National Treasury**		Ms Lydia Maredi Senior Economist
TANZANIA	**Tanzania Investment Bank**		Mr. Bernard P Mono Head of Finance and Treasury
TANZANIA	**National Development Corporation**		Mr Gideon Nasari Managing Director
ZAMBIA	**Development Bank of Zambia**		Dr Abraham Mwenda Managing Director
ZIMBABWE	**Agribank**		Mr. Somkhosi M T Malaba Chief Executive Officer
ZIMBABWE	**Industrial Development Corporation**		Mr. Peter Madara Group Financial Controller
ZIMBABWE	**Infrastructure Development Bank of Zimbabwe**		Mr Charles Chikaura Chief Executive Officer
ZIMBABWE	**Small**		Mr. Stanslous Makusha General Manager
ZIMBABWE	**Ministry of Finance**		Mr. Willard Manungo Permanent Secretary
ZIMBABWE	**Ministry of Finance**		Mr C. Mbambe, Chief Economist and Advisor to the Secretary
SADC Secretariat	**SADC Secretariat**		Ms. Boitumelo Gofhamodimo Director: TIFI
SADC DFRC	**SADC DFRC**		Mr. Stuart Kufeni Chief Executive Officer
SADC DFRC	**SADC DFRC**		Dr. Herrick Mpuku Programmes Manager
SADC DFRC	**SADC DFRC**		Ms. Vero Kgakge Finance and Administration Manager
SADC DFRC	**SADC DFRC**		Ms. Mariam Ekenyane Administration Officer

Annexure-II

List of Participants to the 7th Programme for Chief Executives & Directors on Corporate Governance
Professionalization of PSE Boards

With special focus on Independent Directors
June 28-29, 2011

Company Name	Sr. No.	Participant's Name / Designation
A.A.I.	1.	Mr. M.C.Kishore, ED(CA&CS)
	2.	Mr. S.Suresh, ED (Fin.)
B.P.C.L.	3	Mr. K.K. Gupta, Dir.(Mktg.)
	4	Mr. I.P.S. Anand, Ind. Dir
C.C.L.	5	Mr. S. Chakraborti, Ind. Dir
	6	Mr. S.K. Sarkar, Ind. Dir.
	7	Mr.K.V.Ramani, Ind. Dir
C.M.P.D.I.	8	Mr. P.K. Mishra, Ind. Dir.
C.P.C.L.	9	Mr. S.Venkataramana, Dir (Ops)
	10	Ms. D.Lilly, Dir.(Fin)
GAIL	11	Mr. Arun Agarwal, Ind. Dir.
	12	Mr. Mahesh Shah, Ind. Dir.
H.H.E.C.	13	Mrs. Santha Thampi, Director
H.A.L.	14.	Mr. P.V. Deshmukh, MD
	15.	Mr. Ashok Tandon, Co. Secy./ED
IRCON	16	Dr.G.V.Rao, Ind. Dir.
IRCTC	17	Mr. Rakesh Tandon, MD
	18	Mr.R.K.Agrawal, Ind. Dir
M.C.L.	19	Mr. M.B.Sridharan, Ind. Dir.
	20	Mr. Abdul Kalam, Ind. Dir.
	21	Dr.Ashok Kumar, Ind. Dir.
M.O.I.L.	22	Mr. H.C.Disodia, Ind. Dir.
	23	Mr. B.K.Gupta, Ind. Dir.
	24	Dr. Madhu Vij, Ind. Dir.
	25	Mr. Sanjeeva Narayan, Ind. Dir.
MIDHANI	26	Mr. V.S.Krishna Murthy, Dir. (Fin)
	27	Mrs. Indu Liberhan, Ind. Dir.
	28	Dr. K.B.Sankara Rao, Ind. Dir.
	29	Dr. G.Malakondaiah, Ind.Dir.

Company Name	Sr. No.	Participant's Name / Designation
M.D.L.	30	Cmde.N.K.R.Desai,GGM(EastYard
N.F.L.	31	Capt. P.K.Kaul, Dir (Mktg)
	32	Mr. M.Niranjan Rao, Ind. Dir
N.H.D.C.	33	Mr. M.K.Jain, Director
N.H.P.C.	34	Mr. K.Dharmarajan, Ind. Dir.
N.R.L.	35	Mr. Dipak Chakravarty, Mg. Dir.
N.M.D.C.	36	Mr. K.S. Raju, Ind. Dir.
	37	Mr. R.N.Aga, Ind. Dir
N.S.C.	38	Mr. S.K. Roongta, CMD
	39	Mr. Y.R. Purandare, Director
N.T.P.C.	40	Mr. Jaydeb Nanda, Reg.E.D.(S)
	41	Mr. O.P.Khorwal, GM (CP)
O.I.L.	42	Mr. T.K. Ananth Kumar, Dir.(Fin.)
	43	Mr. B.N.Talukdar, Dir (E&D)
	44	Mr. S. Rath, Dir.(Ops)
	45	Mr. K.K.Nath, ED(Ops)
P.D.I.L.	46	Mr. K.C. Katta, CMD
	47	Mr. A.K. Parashar, Govt. Nom.Dir
RITES	48	Mr. V.K.Jain, ED (Expotech)
	49	Mr. K.K. Gupta, GGM (Highways)
R.I.N.L.	50	Mr.Swash Pawan Singh, Ind. Dir.
S.C.I.	51	Mr. Rajeev Gupta, Govt. Dir.
	52	Mr. A.K.Verma, Ind. Dir.
	53	R/Adml(Retd)T.S.Ganeshan, Ind Dir.
S.E.C.L.	54	Mr. Amitav Kothari, Ind. Dir.