

Women on Boards

A Policy, Process and Implementation Roadmap



- A study by Biz Divas and Khaitan & Co.



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Introduction to the New Companies Act - Amendment

A Primer on the New Companies Act

The New Companies Act, 2013 (also referred to as the “Act”) has been enacted to replace the old Companies Act of 1956, with the objective of bringing in more accountability and robust corporate governance. The Act (and the rules framed within the Act) provides that every listed company and every public company – with a minimum paid up share capital of INR 1 billion or an annual turnover of at least INR 3 billion – is required to appoint a woman director. Furthermore:

- For existing companies, the deadline for appointing a woman director is 26th March 2015
- For companies that are incorporated under the Act, the deadline is within six months from the date of incorporation. For listed Indian companies, the SEBI (Securities and Exchanges Board of India) amendments are effective from 1st October 2014.

Why Do We Need the Act?

This landmark Act is considered by many to be the tipping point in India Inc’s history, as it seeks to ensure adequate representation of women on the Board as well as to inculcate greater diversity of views across the boards of companies. To address current business and socio-demographic challenges, diversity in the senior leadership of organizations correlates with better performance and more sustainability in the long run. The Act mandating greater representation of women on boards is a path-breaking law in India Inc’s history, especially since it marks a significant change in the way women are represented in senior leadership.

However, for the Act to be a success, the onus of ensuring greater representation of women primarily rests on the board members. While there is a lead time available before the provision comes into effect, it is critical for current and prospective board members, as well as for organizations that would need to comply with the Act, to have a clear understanding of the obligations and responsibilities in ensuring compliance with the Act.

This report is the result of a collaborative effort between Biz Divas, a national network of professional women - that aims to identify, invest in and bring visibility to extraordinary women around India by unleashing their leadership potential, and leading law firm Khaitan & Co. The report seeks to uncover the current state when it comes to representation of women in senior leadership. The report describes the policy, process and implementation of the changes introduced by the Act with respect to women on boards, and provides key insights gleaned from the roundtables conducted across 52 participating organizations with regards to policy advocacy, better governance and smoother implementation (please refer to the section on “Research Methodology” for more details).

Context



1470 Public Listed Companies



Total Number of Independent Directors on Board: 8990



Number of Women Independent Directors on Board: 350



Current WoB percentage: 4%



Vacancies to be filled: 966



Deadline: 1st October, 2014

Global Scenario - Women remain Under-Represented on Boards



Women are still under-represented at the board level. Nearly one-fifth of the world's 200 largest companies have no women directors.

Some key developed countries like France, Italy and Norway have made Women on Board compulsory for the larger companies, resulting in a strong gender mix of boards. However, while these cases strongly suggest the need for a push to accelerate the change, gender equality at board level has, till now, failed to trickle down to executive. This is despite the fact that some countries have introduced measures to ensure greater representation of women in senior leadership positions. While key developed countries have quotas for women representation in board or senior leadership, developing countries lack any formal mandate. Countries like China have a relatively stronger woman representation on board compared to the other developing countries, but do not have a formal mandate. In fact, India seems to be the forerunner in setting up such a mandate. If this Act proves to be effective, India may just be a leading example for the other developing nations.

Developed Economies – Key case studies

We conducted research to identify any success stories from developed countries. Norway is a clear forerunner by being the first developed country to make it mandatory for approximately 500 state-owned and privately-owned businesses to have 40% women representation on board, as early as in 2006. The results are clear, as we see the women representation in boards shoot up from 7% [2003] to 41% [2013]. We believe the Norway implementation was made successful by posing serious penalty for non-compliance as grave as dissolution.

However, as there is no non-compliance penalty, we see a discouraging representation of women in Chief Executive positions. In fact, this trend is seen mostly in Nordic countries. Sweden, Denmark and Iceland have sparse female representation at the top-management levels. The absence of women across the senior leadership of top Nordic corporations is more interesting given the backdrop of strong and supportive social policy in these nations. Long parental leaves, stringent focus on pay equality and state-funded daycare are just some of the initiatives aimed at paving the way for women to succeed.

France and Italy followed Norway in 2010 and 2011 respectively with a 40% reservation of women on boards. While both countries have seen an increase of women representation in board in the last 10 years, the reality is far from reaching desired levels of compliance. One potential reason for this could be that the quota is just a guideline, with no penalties for non-compliance.

While we see the quotas and penalties impacting the representation of women on boards in some key developed countries, we also have other developed countries such as the United States that have no quota for women representation on board. However, what is interesting is despite no quota, the United States has 16% women representation on boards and 14% women representation at chief executive levels. This may suggest a cultural shift and acceptance of women in senior positions. Another example is the United Kingdom with no quota for women on board. While there is no quota, we still see some glimpses of acceptance of women on board.

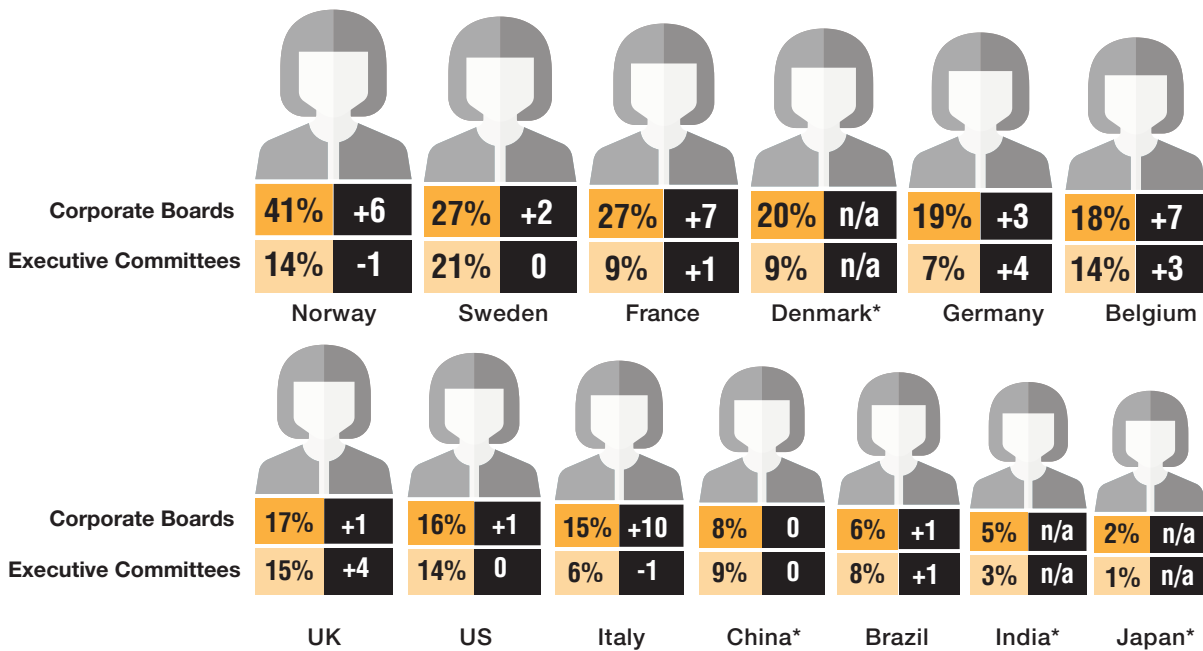
Results from the Davies Review¹

Companies	Proportion of women on Board in 2011	Proportion of women on Board in 2014	Comments
FTSE-100	12.5%	20.7%	Only two all male boards remaining 4%
FTSE-100	7.8%	15.6%	83 of the 250 all-male boards in 2011, now have one or more women on board

¹ Women on Boards, Davies Review Annual Report 2014



In 2013, women are still underrepresented at the top of corporations

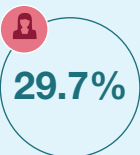


■ Percentage of total: 2013 Vs 2011. The number for Denmark, India and Japan reflect the situation in 2011, and for China 2012
 SOURCE: Company website, McKinsey analysis

Nearly one-fifth of the world's 200 largest companies have no women directors.

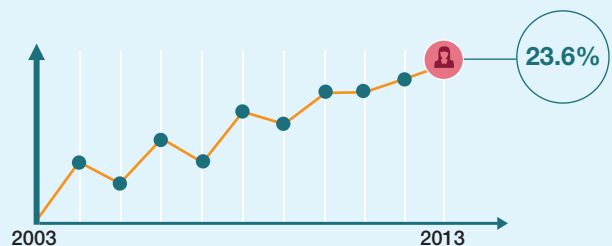
France leads the list of the **top 10 countries** with the highest proportion of women directors, among the **200 largest companies** in the world.

Source: according to the latest Corporate Women Directors International (CWDI) study of women directors." in a lower font in the last line (after the line "They now have 29.7% women directors)



In 2010, France had made 40% reservation for women on boards compulsory for its largest companies. They now have 29.7% women directors.

Italy got a similar legislation in 2011, which took the percentage of women up by 23.6% from 2003 to 2013, the fastest growth among all the countries on the list



The largest economies – **US, China and Japan** – which have no quotas for women in boardrooms, had the lowest growth of women on boards, suggesting that unless pushed, change does not occur.

However, it is interesting to note that members of the **U.S. Fortune 500**, though not under a quota system, are more apt to appoint women to chief executive positions.

The Black Letter Law

Listed Company & Independent Directors

Section 149 of the Act provides that every listed public company shall have at least one-third of the total number of directors as independent directors.

Criteria

1. Must be a director other than a managing director or a whole-time director or a nominee director
2. A person of integrity and possesses relevant expertise and experience in the opinion of the board
3. Person should not be a promoter or related to a promoter of the company or its holding, subsidiary or associate company
4. No pecuniary relationship with the company, its holding, subsidiary or associate company, or directors, during the 2 immediately preceding financial years or during the current financial year.
5. Relatives to have no pecuniary relationship or transaction with the company or its holding, subsidiary or associate company, or their promoters, or directors, accounting to 2% or more of its gross turnover or total income or INR 50,00,000 (whichever is lower)

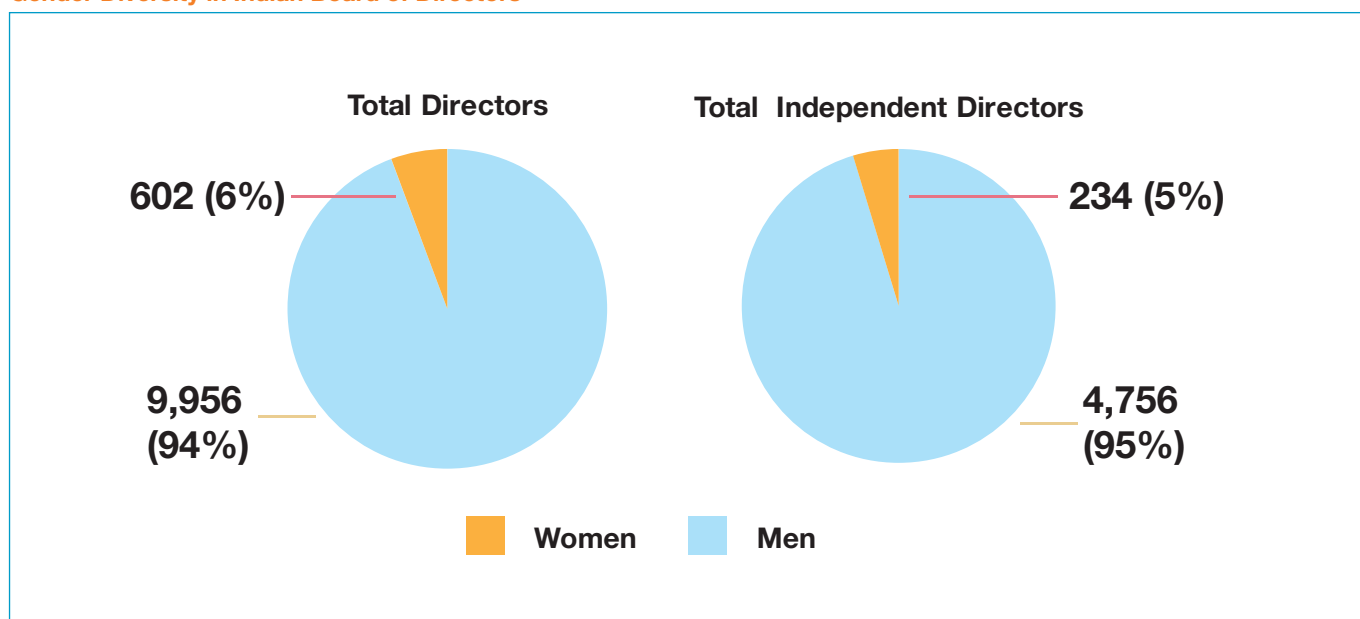
I find women of 21st century to be more disciplined, hardworking and sincere than menfolk. In my perception, their joining the Board room would make the deliberations more fruitful and create an energetic and vibrant atmosphere.

N G Khaitan
Sr Partner Khaitan & Co.

The Indian Boardroom Story

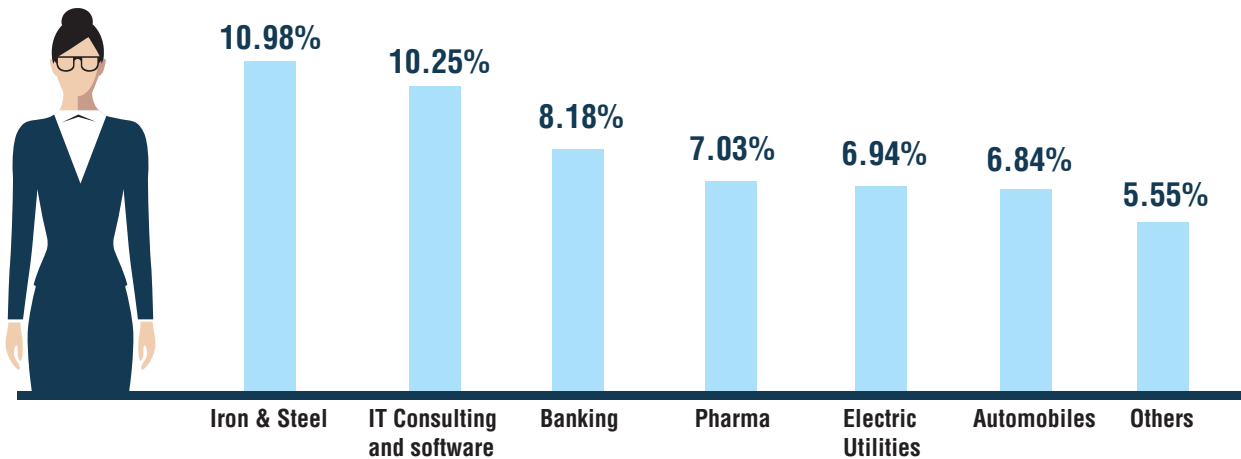
Amongst the developing economies, as of 2012, China led with an 8% representation of women in corporate boards. Brazil followed at a close 6%, and India was at 5% representation. These numbers are far lower than the developed countries, irrespective of the quota or mandate. In fact, developing countries, so far, have had no quota for women representation on board, with India being the first country with such a mandate.

Gender Diversity in Indian Board of Directors³



³ IndianBoards.com, data as of 25-July-2014

Women directors on Boards of the BSE Sensex companies



We do observe a difference in the percentage of women directors in different sectors. This may be due to the maturity of the industry and globalization as well as an impact on outsourcing, as we see Iron & Steel and IT Consulting & Software top the list.

Women are increasingly outnumbered as they rise through the ranks. For example, in the Fortune-500 companies of India, Reliance Industries and Indian Oil, currently have only one woman director between their total of 30 directors. The scarcity of talent is seen even at mid-management and senior-management levels, where there is a significant scarcity of women.

As expected, the Act has set the gender diversity in motion. In four-and-a-half months since the SEBI board meeting in February, 2014 91 women have been appointed to 97 directorship positions in 94 companies (as of 30th June 2014)⁴. While the current statistics in India are not very promising, we already see a change with the new Act. India may well be a good success story for the other developing countries, if the country is able to demonstrate an actual change in the women representation on board as well as influence their presence in senior leadership.

“In present social and political scenario a company benefits if women have a stake in its growth and contribute to its strategy. Companies need to build a pipeline of women at different levels to ensure both sustainability of business and to evolve balanced business strategy. Gender balance is one key success criteria that companies cannot afford to ignore

Neera Saggi

CEO L&T Seawoods pVR Ltd and immediate First Lady President of Bombay Chamber of Commerce and Industry.

“Women Directors should get on Boards of companies after enhancing their understanding of the potential opportunity. An interesting way to approach would be to get on to the Advisory Boards of such companies before they make that foray on to the main Board.

Pradeep.KP

President Finance and Group Chief Finance Officer Himatsingka Seide Limited

Parity at the CEO level

Countries	Total large cap companies	Total companies with female CEO	Percent of companies with female CEO
Nordic Countries	145	4	3%
Denmark	24	1	4%
Iceland	0	0	0%
Sweden	62	3	5%
Finland	27	0	0%
Norway	0	0	0%

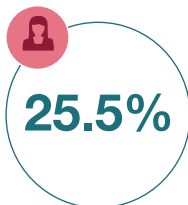


Key Insights

Sweden

Though there is no law regulating gender mix in companies at board or executive level, Sweden will be impacted by the voting for **40% gender quota** on boards of listed companies. As of now, Sweden's largest companies have 25.5% women on board.

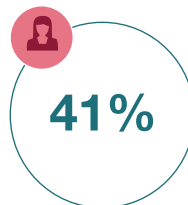
In **EU parliament**. The law is pending approval from EU member countries.



Norway

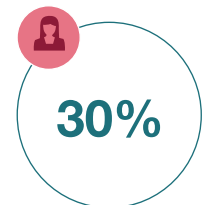
Norway is not a member of the **EU** and has a legal requirement of a **40/60** percent gender mix on the board of publicly listed companies.

As a result of that, **41%** of its board members are female, However, since no law regulates the gender mix at executive level, none of the large cap companies have a female CEO.



Finland

Even though Finland does not have a legislative quota, the country's large cap listed companies now have more than **30%** female board members without legislative quotas, the highest in the entire **EU**. However, none of the large cap companies have a female CEO.



India has two companies on the global list **Reliance Industries, and Indian Oil**. The two have just one woman director between them out of a total of 30 directors.

Three-Pronged Approach to a Gender Diverse Board Representation

Improving gender diversity in the workplace is akin to large-scale transformational programs and, like all such programs, requires time to take effect. Khaitan & Co and Biz Divas travelled to 8 locations across the length and breadth of India to discuss, deliberate and debate this over a series of Round Tables. This initiative was supported by Capgemini, American Center, Barclays, Honeywell and HR Sangam under the umbrella of Biz Divas Corporate Networking group. Strategic partner Monster and EY as the Knowledge Partner to Biz Divas helped us in giving direction to our plan. A series of roundtables helped us in determining the three factors impacting the presence of a woman on a company board:

- **Talent Sourcing:** The identification of women talent available for Boards,
- **Talent Pool Creation:** The process to create women leaders for Boards,
- **Skill Development:** The Aptitude for a woman to be Board Ready.

TALENT SOURCING

Talent Sourcing refers to the identification and selection of candidates or talents. According to the Act, an Independent Director, irrespective of gender, should possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.


The talent market in India is characterized by both oversupply of qualified women and failure to meet the demand for key roles. There are several unique challenges for women talent acquisition in India. Talent Sourcing and an analysis of the mix of talent available (quality and quantity) in the Indian market were debated across all the Round Tables. While there were many practical suggestions provided, we also identified some "out of box" ideas.

Views from the Roundtable

Since the Board has to represent the interests of all stakeholders, there is a **critical need for the right skills** in potential women candidates. Out of the discussions around sourcing:

1. Mentoring and sponsorship programs: 'Sponsorship' by existing board members is considered to be pivotal in providing female employees with the visibility to apply for board membership. Public mentoring and sponsorship programs may be the primary and impactful sources of high quality talent

2. List of qualified candidates: One key element is to have a list of qualified candidates and the panel suggested that a neutral body to maintain this list may be the most practical and forthcoming approach. This list can be shared with organizations based on the requirements.
3. Quota allocation: There may be a need for radical measures such as quota allocation at each level to encourage participation across organizations.
4. Women employee retention mechanisms: Women employee retention and development programs all the way up to the Board level could be interesting ways to not just have a higher representation of women at senior roles, but also on the board.
5. Coaching on developing networking skills: Another critical point is to invest in coaching women and helping them build on their networking skills.



While, I do feel that there is no dearth of women talent for board positions, organizations need to look beyond the 80-100 regular names. Even if having one woman on board is an act of tokenism.. The new act will be a game changer and is very forward looking. If implemented well, India's example will be spoken of on the same lines as Norway in the future.

Ranjana Deopa

Board Practice Head, Biz Divas Foundation

TALENT POOL CREATION

The law is unclear on the level of transparency for board vacancies. This lack of clarity is evident across both organizational as well as at individual level. The law does not clearly stipulate how to drive awareness across interested candidates who are aspiring to be included in the Board. In this context, it is also not very clear as to whether companies need to advertise Board position vacancies or build awareness in an alternate way.

Adding to these concerns is the fact that there is an ongoing challenge in building a leadership pipeline in organizations. In an environment where large numbers of organizations are looking to recruit from the same talent pool, high attrition rates are hindering the process of leadership development. MNCs pose an added threat to the process, since many of these organizations source Indian talent for global leadership positions, thereby depriving Indian recruiters of future leaders. Although companies are more committed today towards improving the talent and leadership potential of female employees, there continue to be many talented women who leave senior positions or experience stalling careers.

Views from the Roundtable

The discussions in the roundtable were focused on the creation of a talent pool for board directors and the steps that need to be taken to expedite the process. Out of the discussions around talent pool creation:

1. Awareness: Developing the talent pool of future women leaders requires greater awareness at management level, along with a robust bottom-up approach for creating supply. Furthermore, there is also a need for greater clarity in the law, and a need for a framework related to roles, responsibilities, and competencies.
2. Training and development: Along with an adequate quota allocation at each level to ensure a consistent talent supply all the way to top management levels, a strong training and development program is required to continuously groom the right kind of talent. On hiring suitable Board-ready women, organizations need to establish retention policies for such employees.
3. Benchmarking: Benchmarking can be an added incentive for organizations grooming female talent. This can be accomplished through a Diversity Certification, akin to an analyst rating such as ISO / Moody's 500 or CMM certification.
4. Government mandates and incentives: There is need for greater government involvement in mandating a robust company-wide policy that includes more women on boards without any kind of discrimination. Other interesting

recommendations included tax incentives for organizations building and maintaining gender diversity.

5. Societal Sensitization: While there should be initiatives at organizational level, external factors, such as creating awareness through a diversity program, encompassing gender sensitization, education and mentoring at a country-wide level will empower and give flexibility to the ecosystem.

SKILL DEVELOPMENT

The current corporate workforce comprises of several 'Board Ready' women with expertise in areas such as legal, financial services, consulting and banking. While such women form a ready pool of talent, many of them face restrictions when it comes to joining the board due to a conflict of interest, which further limits the talent pool. Lack of experience and inadequate training are common concerns raised when evaluating a candidate's board-readiness quotient, irrespective of gender. This is why there is a critical need for a common minimum program that raises awareness levels on the expectations and requirements to be eligible for inclusion into the board. While training programs and experience certainly play a pivotal role in ensuring board-readiness, women also need to make the effort to gain visibility for their personal brand and ensure that they are heard in the workplace. Being well-networked helps achieve this objective, especially for those who have been away from traditional corporate career paths but are still active in academia or not-for-profit organizations.

Views from the Roundtable

Traits like being meticulous and multitasking were seen as great skills that women get to the board and that will enable them to function well. Building on these, the roundtable discussions also brought out additional factors for skill development:

1. Additional Skills: Discussions revealed a strong need for business exposure and awareness, and enhancing their capabilities in finance and banking. Negotiation and networking skills were seen as critical in enhancing one's own personal brand as well as towards increasing personal visibility across the organization.
2. Certifications: One of the takeaways for ensuring more transparency into the process of eligibility for the board was in implementing a Readiness Certification program, irrespective of gender, which would help potential candidates benchmark themselves against these standards. The current IOD certification program and the Exclusive Directors club were perceived to be appropriate initiatives in this respect.

1. Create and maintain a talent database

Organizations need to establish a neutral body that maintains a list of qualified candidates, which would be shareable with other organizations. This list would be separate from the Prime Database which is already available. The list of profiles would focus not only on the individuals, but also on talent from the private sector and unlisted companies.

2. Focus on traditional as well as alternate channels of sourcing

Given the limited skilled talent availability, in the “traditional” corporate world, and the existing conflicts faced by many corporate Board-ready women, companies should explore alternate talent pools like academic institutions, not-for-profit organizations, or entrepreneurs.

3. Drive skill development through training, certifications and benchmarks.

Organizations need to focus on proper policies and processes for a successful induction strategy. An ecosystem to source the right kind of talent across aspiring female candidates should be a vital component of a larger process to implement the Act successfully. Mere mandate without concrete processes and policies to support it will prove to be ineffective.

Organizations should introduce a certification program with the involvement of the Ministry of Corporate Affairs and concerned organizational boards for all aspiring first time board members, whether male or female. Furthermore, organizations should create success profiles for aspiring board members. Creating such profiles will provide a benchmark to aspiring candidates, encourage more interest and overall participation levels for inclusion into boards. In fact, organizations should conduct awareness campaigns that outline typical responsibilities once on the board. These campaigns should also highlight organizational expectations from potential candidates who wish to be included in the board.

4. Provide networking opportunities

Women are likely to flourish in an inclusive Web-like environment that encourages networking across hierarchies. Providing resources to help women connect is not only good for organizations but is also a vital tool for retention. Organisations should establish structures that support more participation from women who aspire to be on the Board.

5. Address internal and external factors impacting gender diversity

At a broader level, organizations need to establish diversity programs that focus on topics such as gender sensitization. Country-wide programs focusing on education and mentoring will help create greater awareness en-masse, and will give rise to an agile, flexible ecosystem that is able to cope with new demands.

The external factors should be supported by internal policy changes within an organization by establishing a robust guidelines and process on sourcing potential candidates. These committees also need to put together a unique list of competencies that might be lacking in a collective board. Instead of looking at candidates and then deciding the fit, the focus should be on clearly articulating what’s missing in the current board’s composition and then try to source suitable women employees to fill the missing competencies. Such an approach will ensure a win-win scenario for both the individual as well as the board.

What's in Store – the Way Forward



“With the mandate to have a compulsory representation of women on Board, comes the obvious responsibility of making this representation effective. The need therefore is to have an enabling mechanism and to create infrastructure to educate and train women (and men) to effectively discharge this responsibility. A certificate course by industry bodies like CII, FICCI, etc. in partnership with educational institutions like ICAI or ICSI to develop an understanding of Board processes, application of financial judgment and overall corporate governance framework, will be a game-changer. This move is an opportunity to dramatically level the playing field, ensuring diversity at the highest levels, and creating effective women role models at the top for the younger generation to emulate. This has the potential to have a domino effect across all levels in organizations.

Anurag Bhagania

CFO, Honeywell Automation India Limited

There are many reasons for the scarce representation of women in senior leadership positions. Archaic cultural stereotypes on the roles of men and women in society are largely to blame, while widespread illiteracy and socio-economic problems further worsen the problem. However, an equal opportunity workforce is critical in today's day and age – whether it is in a science laboratory or the corporate boardroom.

If organizations wish to remain competitive, they need to capitalize on the tremendous advantage and potential that women leaders bring to the business. Companies will need to optimally utilize their human resources and ensuring adequate representation of women across their boards will be a significant step in this direction. Along with this, changes also need to be made at the grassroots level so that gender stereotypes are broken down.

There is a strong business case for women in senior leadership roles. Organizations need to believe in the potential of women and turn mandate into action. Transformation of this nature requires a change in the cultural mindset of organizations, especially among those already in positions of authority. Change might have been slow until now, but its roots are already being entrenched in the corporate ladder of success.



Research Methodology

Approach

Our research is based on a robust combination of in-depth quantitative analysis and qualitative research gathered using Biz Divas' proven research methodology.

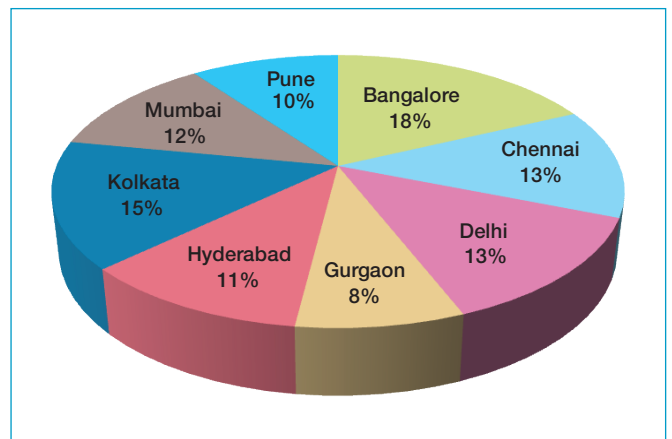
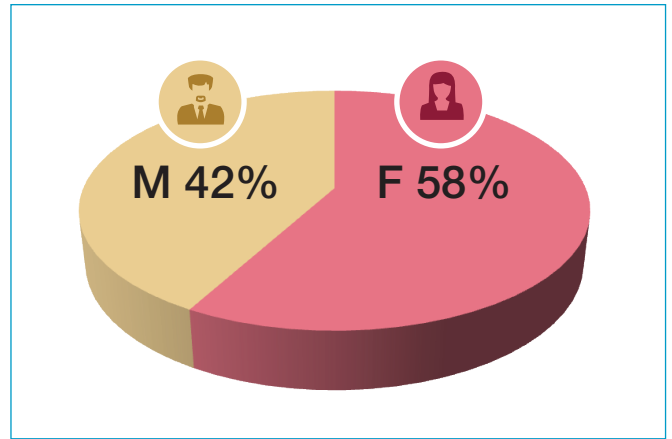
The Research Analysis was conducted by leveraging established publications as well as data available with the Ministry of Corporate Affairs within the public domain. Data from various newspaper articles and leading journals, tracking the pulse of India Inc's views on women in senior leadership positions, was also analyzed.

The Roundtables were an extension of the Research Analysis, and were conducted across eight locations using the Conversation Café Methodology. The objective of the roundtable discussions was to provide an organized forum to facilitate, identify, analyze and review the New Companies Act in relation to the recent mandate of including women on board. All discussions were captured using a mutually agreed methodology comprising questions and reactions from participants. The data was then collated and key insights were derived, which have been presented earlier in the report.

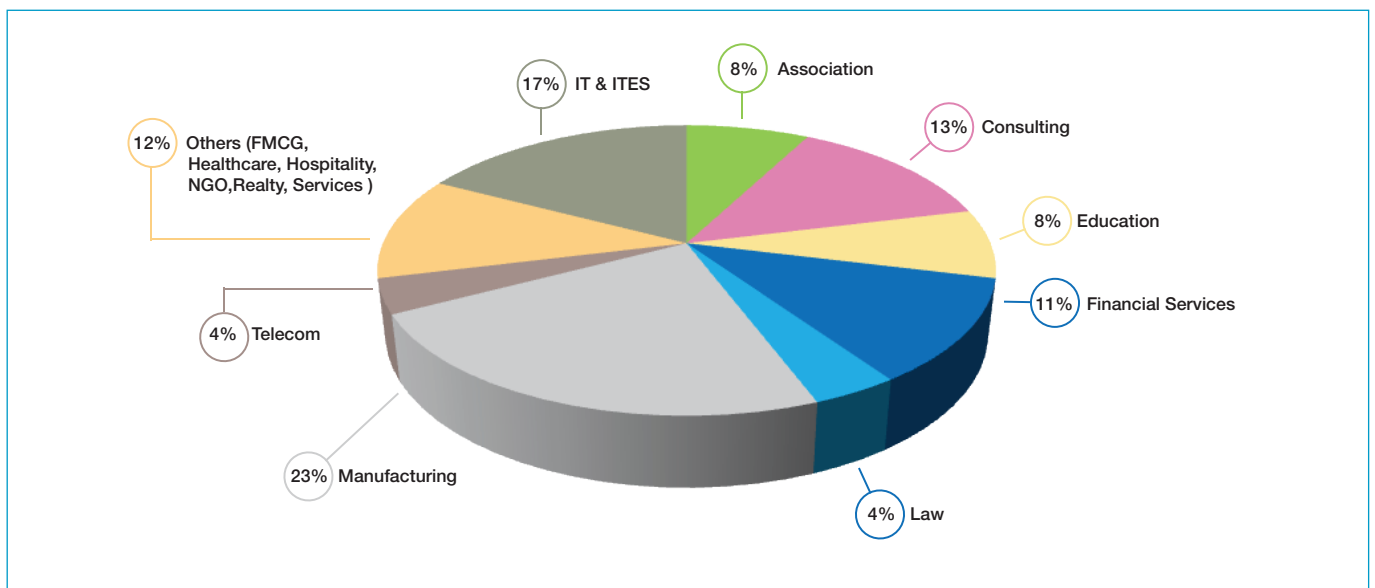
Participant Profiles

The research was conducted across a total of 52 participating organizations (please see list of participating organizations below) and comprised a total of 120 Participants.

Participant Profiles



Participating Organizations



The roundtable discussions were held across eight locations, with 58% of female representation

List of Participating Organizations

3M India Limited	OnMobile Global Limited
Accenture India	GE India Technology Centre Private Limited
Aditya Birla	Get Through Guides
Ahuja Residency	GIZ-Germany
Amdocs	Himatsingka Seide Limited
American Center	Honeywell
AtoS	IDFC
Barclays Plc	Igate Global Solutions Ltd
Bata India Ltd	IIM , Calcutta
Biz Divas Team	Interglobe Technologies
Bombay Chamber (BCCI)	Inventure Academy
Capgemini	Invesco
Cognizant	Khaitan & Co
CSS Corp	Kotak Mahindra Bank
Dell	Paul writer
Deloitte Haskin & Sells	Qualcomm India Private Limited.
Dhunseri Petrochem & Tea Ltd	SHRM
Encore capital	Sinew India
Ericsson	Solomon & Roy
Essel Mining	Tamarai
Exide Limited	Thomson Reuters
EY	Tishman Speyer
Fortis Health Care	TISS
L&T Geostructure	TVS Automobile Solutions Ltd
NVS Macs Pvt Ltd	Wheels India Ltd
ONGC	Xerox

About the Authors

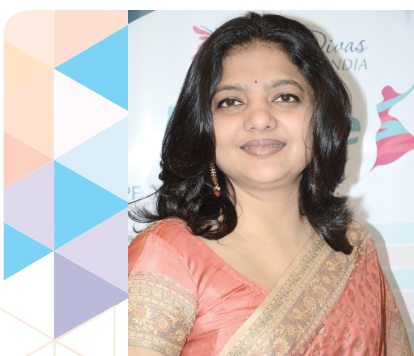


Kalpana Unadkat

Kalpana Unadkat is a solicitor and partner of Khaitan & Co's Corporate team in Mumbai office. Prior to joining Khaitan, she worked at Ashurst's London office for 10 years. Kalpana is qualified to practice both Indian laws and English laws.

She specializes in cross border joint ventures and mergers & acquisitions by delivering practical solutions to clients on doing business in India. She is experienced in leading diverse teams in dynamic environments while achieving success in competitive markets. She is client focused and has a consultative and collaborative style. She regularly acts for international companies and is recognized in independent guides as one of the leading lawyers.

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Rashmi Mandloi

Rashmi Mandloi leads the Diversity & Inclusion practice for Biz Divas in South Asia. She has had a professional career spanning 15 years with leading organizations such as Deutsche Bank, Convergys and Standard Chartered Bank in India. Her area of expertise and focus is on building 'inclusive work spaces' via customized attraction, engagement and retention strategies. She has successfully partnered with both public and private organizations on advising on inclusive practices, processes and policies. She continues to do in-depth work on building advocacy on inclusive work practices, both at social and organizational spaces. She specializes in consulting with organizations that are keen on building 'future women leaders'. She continuously strives to enable greater participation of women in the Indian subcontinent so as to create a positive impact on their lives and prosperity levels.

You can reach Rashmi at rashmi@altavis.co.in and follow her on twitter at [@MandloiRashmi](https://twitter.com/MandloiRashmi)

The Women on Boards Task Force

Khaitan & Co, established in 1911 in Calcutta, is an Indian law firm with offices in Kolkata, Delhi, Bangalore and Mumbai. Khaitan & Co completed a century in November 2011, making it one of the oldest firms in the country. The firm has continuously reinvented itself at every step in order to survive this long period.

Khaitan & Co serves clients across all its practice areas such as foreign direct investments (inbound and outbound), mergers and acquisitions, private equity investments, joint ventures and collaborations, tax (direct and indirect), capital markets, real estate, infrastructure, employment, competition, intellectual property etc. Khaitan & Co clientele is a fine blend of business and financial enterprises, government bodies, educational and charitable trusts, individuals and estates.

Biz Divas is a national network of professional women connecting to advance one another personally and professionally, following the motto, “Women Inspire Change”. Biz Divas’ mission is to identify, invest in and bring visibility to extraordinary women around India by unleashing their leadership potential. Biz Divas aims to make professional mentoring accessible to any woman with a project, dream or aspiration to be successful. This report on “Women on Boards” is to build a voice on policy and advocacy.

This report on “Women on Boards” is to build a voice on policy and advocacy. The Task Force is a team comprising of Biz Divas, Khaitan & Co and Capgemini and are the “go to” team for implementation of “women on Boards”.

Women on Boards Task Force

Biz Divas Team

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Appendix



Country	Date	Applicable Companies	Provision
EUROPE			
Belgium	September 2011. (effective)	Listed Companies	Minimum one-third male directors and one-third female directors
Denmark	1st April 2013 (effective)		<p>Set a target for the under-represented gender on the board as well as to adopt a policy for increasing the under-represented gender on the broader management of the companies.</p> <p>Provide a status on the progress toward achieving gender equality on the board (defined as at least a 40/60 split) as well as the policy adopted for achieving gender equality in the broader management.</p>
Finland		Government body (public authority) or state-owned enterprise with a board of elected representatives	<p>Composition of Public Administration Bodies and Bodies Exercising Public Authority,</p> <p>Section 4a (2) states that:</p> <p>In any government body (public authority) or state-owned enterprise with a board of elected representatives, both men and women must be equally represented, unless there are "special reasons to the contrary."</p> <p>Recommendation 9 of the 2010 Finnish Corporate Governance Code for listed companies states: both genders shall be represented on the board. Companies that fail to comply must explain and disclose why they did not meet this recommendation.</p>
Norway	2005	Public limited companies	<p>Norwegian Public Limited Liability Companies Act</p> <p>If the board of directors has two or three members, both sexes must be represented.</p> <ul style="list-style-type: none"> • If the board of directors has four or five members, each sex must be represented by at least two directors. • If the board of directors has six to eight members, each sex must be represented by at least three directors. • If the board of directors has nine members, each sex must be represented by at least four directors.

Country	Date	Applicable Companies	Provision
			<ul style="list-style-type: none"> • If the board of directors has more than nine members, each sex must be represented by at least 40 percent directors. <p>Public limited companies had until 1st January 2008 to meet the requirements.</p> <p>The final consequence for noncompliance is dissolving the company.</p> <p>Disclosure of the state of diversity within the company is also required under the Norwegian Accounting Act.</p>
Sweden			<p>The code of corporate governance states that the board should:</p> <p>Exhibit diversity and breadth of qualifications, experience, and background. The company is to strive for equal gender distribution on the board.</p> <p>The company must report in their corporate governance report if the rule is not followed, along with an explanation of what action was taken instead of following this particular rule.</p>
AUSTRALIA			
Australia	1/1/11	Listed on Australia Securities Exchange	<p>Adopt and publicly disclose a diversity policy.</p> <p>Establish measurable objectives for achieving gender diversity and assess annually both the objectives and progress toward achieving them.</p> <p>Disclose in each annual report the measurable objectives for achieving gender diversity and progress toward achieving them.</p> <p>Disclose in each annual report the proportion of women employees in the whole organization, in senior executive positions, and on the board.</p> <p>Disclose the mix of skills and diversity the board is looking to achieve among members.</p> <p>Compliance is not mandatory. Companies that choose not to comply must provide an explanation in each annual report as to why.</p>

Country	Date	Applicable Companies	Provision
ASIA			
Hong Kong	1/9/13	Listed on Hong Kong Stock Exchange	<p>Amendments to Corporate Governance Code</p> <p>Disclose whether they have adopted a diversity policy, and if not, to disclose</p> <p>Companies must also disclose how they are making progress toward more diverse boards.</p>
Malaysia	27/6/11 (announced)	Private Sector, Public, Limited Liability Companies	<p>At least 30 percent representation of women in decision-making positions in the private sector, to promote gender equality.</p> <p>Women must comprise 30 percent of boards and senior management positions of public and limited liability companies, in which there are greater than 250 employees, by 2016.</p>
Israel			<p>Part VI, Chapter 1, Article E(d) of the Israeli Companies Law states for all companies that if a board is composed of only one gender, any new appointments must be of the other gender.</p> <p>A 1993 amendment to the 1975 Governmental Companies Law states that all government-owned companies must have an equal representation of women on their boards.</p> <p>Government Resolution No. 1362 from March of 2007 states that government-owned corporations must have an equal gender representation within two years of the resolution's date. The subsequent ratio of women directors rose from 33 percent in 2007 to 42 percent in October 2010.</p>



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