

6 ETHICS AND VALUES IN GOOD GOVERNANCE

* T.K.Mishra

ABSTRACT

Good governance is establishing institutions in the organization on the principles that are ethical, universal, eternal, transparent and democratic. Good governance is significant for the sustainable development of companies. Ethics and values helps corporate, as they create the good governance environment within the organisation framework. Ethics is related to individual or institution and considered as science of good conduct. Values maximization-based governance in the organization is based on mutual-trust and in tune with clear benchmarks of good governance.

This article has emphasised on Core mark Inner design of Corporate Governance. The Core Mark Inner-design attempts to fine-tune the task of attitudinal reforms with institutional outcomes of the organization. It further seeks a self-inspired network of corporate people who are able to actualize emotional satisfaction, meet deep-down spiritual aspiration, and attain self-worth realization. While developing the Core Mark Inner design of Corporate Governance, attempt has been made to depict some of the requisite principles of modern corporate person and integrate such principles of competitive management into actual practice. It may also provide a structure of benchmarks to judge and measure quality and standards of governance practiced in the organization.

INTRODUCTION

Every human being is blissfully endowed with divine and ethical elements. It is simply the application of this natural bliss that brings difference in the managerial style. Otherwise it is same. Unethical practice is an evil for the individual and menace to the organization. Ethics, related to individual or institution, is a science of good conduct. Good governance is establishing institutions in the organization on the principles that are ethical, universal, eternal, transparent and democratic. It is collective adherence to ethical practices on a continuous basis at all levels. It typifies high standards of governance, which is futuristic, humanistic and satisfactory to the citizenry. Good governance is significant for the sustainable development of companies.

An attempt to introduce good governance in the organization is made here, with the kind support of Professor Y.P.Singh retired from Delhi School of Economics, to replace profit maximization-based governance to values maximization-based one. Values maximization-based governance in the organization is

based on mutual-trust and in tune with clear benchmarks of good governance. It is about ensuring fair deal to all the stakeholders i.e. customers, employees, investors, the government, and finally, the society at large. It is normative in perspective and is about not creating asymmetry in the distribution of benefits amongst the stakeholders. Values combined with vision can help companies not only weather storms of competition and changes but also scale new heights in the business world. They can serve a strong anchor in turbulent sea of changes and challenges.

UNDP characterizes good governance as one that is participative, transparent, promotes equity and equality, able to develop resources, tolerates and accepts diverse perspectives, able to serve social purposes, strengthen indigenous mechanism, operate by rule of law, efficient and effective in the use of resources, commands respect and trust, accountable, enabling and facilitative, regulatory rather than controlling and service oriented. Values-based culture echoes whether or not value related targets have permeated to the shop floor and the extent of the permeation of value consciousness across the organization.

* Associate Professor, Ramanujan College, University of Delhi, Delhi

CORPORATE SCENARIO

This decade has been a shakeup period of public outcry against unethical practices in the corporate sector. With modern companies increasingly concentrating on the objectives of productivity, efficiency, professionalism and growth; elements like integrity, moral values, ethics, patriotism, discipline, brotherhood etc in the work culture are receiving least priority. While in developed economies institutional investors and investors Associations activism has been playing a powerful role in forcing the companies to adopt good governance, these mechanisms have remained weak in India. Similar weaknesses apply to enforcing existing legal and regulatory regime. With life style and work-culture being increasingly mediated by market, extravaganzas and to a great extent media, the individual as a worker and part of household is turning into mechanistic, diluted and faceless humanity. Somewhere young generation of executives and workers has lost out on the simplicity of life. Value system are fast eroding, perspectives are getting lost and business ethics, rarely fashioned. Competition fueled by technological revolution is compelling them to move towards mergers and takeovers to obtain readymade access to market, technology and infrastructure. Hire and fire system is increasingly being used as weapon to extract desired level of performance. Supremacy of monetary aspiration and lack of commitment amongst employees towards company is getting reflected in their frequent and quick switchovers. Selfish career goals are becoming sole driving force; eroding elements of respect for the superiors, love for the fellowmen, and trust in the subordinates. Talents and abilities of workers in the absence of integrity and dependability are adding liability to the organization.

Organizations do not know how to cope with such a scenario. Governance is posing for itself a rather complex task than ever. Notwithstanding the considerable research work underway on corporate governance in official and non-official circles and several committees set up to look into existing norms for good governance, there is no unanimity on this so far. Apart from Parliamentary committees, a number of committees headed by Naresh Chandra, SEBI, Narayana Murthy, Kumar Manglam Birla etc. submitted reports and recommendations, codes and principles,

regulations and legislations on the subject. Industry and trade associations such as FICCI, ASSOCHAM, CII etc. have also not lagged behind to profess their outlook on good governance. While most of the findings of these official or non-official bodies revolved around their inter-relationship with shareholders, clients, workers and government departments, they touched only the fringe of the problem. Hardly these studies have looked at the problem from point of view of day-to-day work-culture or strategically long-term philosophy. What distresses even more, however, is that vessel of corporate governance is yet to find its ethical rudder in the absence of which it is buffeted by gales of self-interest, indifference, opportunism and worst of all arrogance on the part of corporate people towards stakeholders, including the workers.

In any society, one of the primary concerns of the workers is that their company organization must be good. For a company to be good, it is essential that the systems and sub-systems of governance must be efficient, effective, ethical and equitable. In addition, the governance process must be just, fair, caring. For these and other qualities of good governance, the machinery of governance must be transparent, accountable and responsive. The expectations of the workers and society to have good governance are in no way based on fragile doctrines and dogmas. Instead, these have their civilization base that goes to the roots of the very existence, legitimacy and credibility of any corporate organization. In promoting the culture of good governance, how far corporate statutes and value-based principles are utilized in building sound inter- and intra-relationships need to be ascertained. With the purpose of facilitating the organization to institutionalize a system of Good Governance, we have developed a Core Mark Inner-design of Governance. This could impact the researchers on devising a values-based action plan for companies in the context of good governance.

THE CORE MARK INNER-DESIGN

Corporate Governance has mostly acquired a connotation of policing the thieves. The reason for such 'confrontantistic' undertone is that managers remain unconvinced that good governance is a powerful device for transparent, prudent and participative management

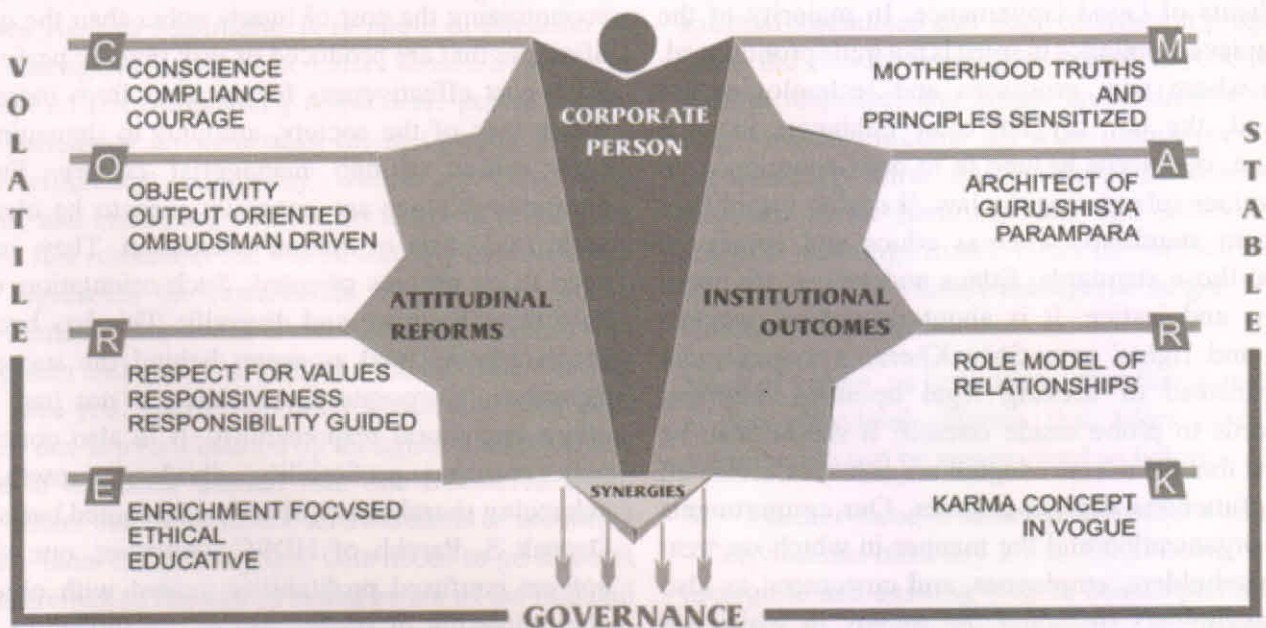
that could be fair to all stakeholders and still enhance value of an enterprise as well as reward them commensurate with performance. While developing Core Mark Inner-design of Governance, we have tried to depict some of the requisite principles of modern corporate person and integrate such principles of competitive management into actual practice. It may also provide a structure of benchmarks to judge and measure quality and standards of governance practiced in the organization. Perhaps, one could use this as a model for values-based corporate development. Recognizing that the problem lay substantially in the weakness afflicting the sphere of human values, it provides a framework for the policy makers to bring about attitudinal reforms at different levels of the organization. An attempt has been made in the context of Governance to design a normative code of conduct and devise a values-oriented action plan for the organization. True to the parameters of high quality governance, the core fulcrum in the design is conscience-driven orientation, both within and outside. For the gap between conscience and action is source of pure stress. How does one govern firm with thousands of persons with thousands of consciences, each with their own conscience-action gaps? Letting people tune in to conscience is the primary task of Governance. Then, each person becomes a custodian of firm's ethics. Yes, it could indeed be an uphill and

challenging task. But then, who said Governance is easy? Is it not an art that needs constant honing?

The Core Mark Inner-design attempts to fine-tune the task of attitudinal reforms with institutional outcomes of the organization. It further seeks a self-inspired network of corporate people who are able to actualize emotional satisfaction, meet deep-down spiritual aspiration, and attain self-worth realization. Self-worth realized people are able to comprehend the transient nature of the world and remain established in the Self while the ordinary people due to ignorance suffer in associating themselves with ups and downs of corporate or worldly life. Lord Krishna taught the eternal and worthy nature of the Self to Arjuna in the battlefield to get over the fear of death. Lord Krishna thought that as a warrior if Arjuna died he would attain heaven as reward and if he won he would stand to rule the world. But if he refrained from war he would only incur infamy and also commit a sin for dereliction of duty. Such inspiration enables achievement of bondage-free pursuits (Karma) and finally a royal perspective in life.

Core and Mark of values in the organization are levered in an interactive mode with corporate persons and also among themselves. Deviation from or dilution in any of the Core values would affect quality of the Mark and therefore the final outcome for the organization.

THE CORE MARK FRAMEWORK OF CORPORATE GOVERNANCE



The Core values are- conscientious decision making, compliance, courage to withstand pressures; objectivity in approach, output orientation, ombudsman-driven; respect for traditional values, responsiveness, responsibility-guided; enrichment focused, ethical, educative and Mark of values as outcomes are- motherhood truths and principles sensitized, architect of Guru-Shisya parampara, role model of relationships and Karma concept in vogue. Core values are hard facts that need to be understood in the most relevant perspective for governance to be effective. The framework prescribed here could act as a mirror for the effectiveness of its value-based culture. It could also represent an evolution of the value systems across the organization. The primary task for any company, while introducing Core Mark Inner-design, is to shake off the rigidity of the work culture norm which, over time, has acquired mechanistic airtight compartmentalization of jobs. The perforce has to acquire an integrated and multi-faceted outlook. Among the various factors that can drive business leadership, Core values are most significant. Development of such pursuits calls for investments in self-inspired, skilled and committed professionals of the organization. The design prescribes for attaining conscience-driven growth or Good Governance on sustained basis in the following manner.

C = Compliance; Conscientious decision-making; Courage to withstand pressures: - Voluntary compliance in letter and spirit is one of the essential ingredients of Good Governance. In majority of the companies compliance in spirit is not quite pronounced. Areas where new processes and technologies are involved, the law may not offer guidance. In such situation, one needs to tune in to one's conscience, to deep values substituting the law. 'Legality establishes minimum standards, whereas ethics and values go beyond those standards. Ethics and values are about fairness and justice. It is about respecting people's needs and rights' says Shiv Khera, a management guru. Instead of seeking legal opinions, perhaps, one needs to probe inside oneself. It should also be ensured that the norms adopted are coherent across all levels, functions and geographies. Our commitments in the organization and the manner in which we treat our shareholders, employees, and customers, as also the stakeholders including the society in which we

operate should consistently reflect conscientious decision-making and the courage on part of leadership to withstand pressures of any kind. 'The tenets of Good Corporate Governance, says MSZaheed of hmt, should be triggered from within and cannot succeed when imposed from without'. For Venu Srinivasan's TVS, the values on which any TVS company is built are: trust, value and service. Trust is one of the most fragile things on earth, once it breaks, one cannot mend it because it instantly disappears. Conscience as a vibrant machinery of the soul should bring reasons and judgment into all human relations. Courage is the dominant factor that creates leadership and helpfulness.

Leadership styles with content of subjectivity, prejudices, whims and fancies should not find any place in Governance. Objectivity as used here in decision-making sense is interchangeable with mission, vision, core competence and basic values. Currently, the goals of governance are not intrinsically motivating. With regard to output, it could be observed that wherever system takes care of the output and task that it delivers the system survives. It is important not merely to produce and sell products, but quality products. Output in the form of a product is a package of information, which the customer interprets in his mind while going through the process of consumption. Therefore, the concept of any product must start with the customer in mind, and end with his total satisfaction. Such organizational objective must be explicitly stated. Generally we put more emphasis on economizing the cost of inputs rather than the quality of output that are produced or task that are performed. Such cost effectiveness focus, apart from increasing future task of the society, amounts to damaging the core values of neo managerial culture. Further, corporate persons are generally seen to be obsessed with production or market orientation. They, in fact, need to be process oriented. Such orientation would help them innovate and diversify. This has been the philosophy as well as secret behind the success of Japanese. 'Corporate Governance is not just about ethics and moral responsibility. It is also concerned with ensuring profitability, dividend growth, and enhancing shareholder value on a sustained basis' says Deepak S. Parekh of HDFC. However, one should not get confused profitability guided with objective of profiteering or profit/ wealth maximization. With

regard to ombudsman-driven pursuits, even, so to say, a thief is required to be careful about the watchdog. Likewise a master can get sound sleep only when he is quite sure of the fact that his conduct has been as per the prescribed norms. Every corporate person needs to be conscious that there is always some ombudsman, whistle-blower or invisible agency keeping an eye over whatever is being pursued in the organization. This will always keep one deterred doing the wrong things. Such concept as that of having Private Ombudsman is gaining ground in some of the developed countries.

R = Respect for traditional values; Responsiveness; Responsibility-guided: - Modern education gives you sharpness and analytical skill but not subtleness of mind. How this subtleness is obtained? Our traditional scriptures would suggest, through Yagna and Upasana. 'The need of the hour is to create a climate of opinion which says respect is more important than wealth. It is time to make traditional values like honesty, integrity and decency fashionable again' says Narayan Murty of Infosys. These may sound old values but have certainly not gone obsolete. They have stood test of the time immemorial and thus, should remain in fashion forever. Respect and commitment to value-driven growth should get reflected in each pursuits of the organization. 'Governance is an attitude of the mind, binding core values, beliefs and ethics, molding them into the culture of an organization. It is far beyond Company Law. A regime of Corporate Governance acquires special luster when it is self-prescriptive' opines Keshab Mahindra. It is about application of best management practices. Effort should be made to project an environmentally responsible public image. The efficiency Krishna talks of, in Gita, is actually dual efficiency: Efficiency within, in personality terms, and efficiency without, in terms of productive work. Just remember the wheel. Rapidly moving outer rim represents the restlessness of the outer world. The center of the wheel is one's internal stability that integrates and controls. Befriend the Self and the Self will save you. There is no other savior than your Self. When one is overwhelmed by thoughts, emotions, one need to withdraw oneself into one's centered calm. The center can be a mantra, an awareness of breathing or any other reference point. One needs to go through the activities of the day by being aware of the hub and not the rim.

E = Enrichment focused; Ethical; Educative: - Enrichment of qualities is not for judging yourself with your contemporaries but judging and comparing yourself with your own feedback that you receive. When profits are generated through economics where does honesty and integrity come in? The answer is quite simple, in sustenance and growth. In the long run no transaction can survive on dishonesty. Retrenchment of people or hire and fire practice cannot be accepted for maximizing profits of the organization. They are myopic, negative and non-creative response to the problem of economizing costs and improving productivity.

'Corporate Governance is a mechanism by which the values, principles, management policies and procedures of a corporation are inculcated and manifest. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the higher echelons of management' says M.S.Ramachandran of IBP Co. 'Corporate Governance is not merely about enhancing legislation but about establishing a climate of trust and confidence among various constituents. Maintaining high quality standards in all sectors of business and industry is a sine-qua-non for increased competitiveness and growth, says Thomas Doering of Thomas Cook. Some of the techniques for improving the educative horizon of employees and thereby quality of decisions could be: process consultation, job-rotation, scenario building, in-house refresher & training programs, and spiritual discourses and Yoga orientation programs. It opens the door for employees to look beyond the usual routine response, and create an environment where they voluntarily come up with innovative solutions for seemingly intractable problems. Leaders who will meditate on the Bhagwad Gita will derive fresh joy and new meanings from it every day in their corporate life. There is not a single managerial tangle, which the Gita cannot unravel.

Mark of values, as institutions, that forms an outcome of the attitudinal reforms that takes place in the organization can be summarized as below-

M = Mother-hood truths and principles sensitized: - Corporations basically are artificial being, invisible, intangible and existing only in contemplation of law. People act within the corporation as corporate people

created not by God but by law and humans. Presumably, they have only the ends given to them by their creators and the ends given to them are to maximize stock price and shareholder value. Mother in a household occupies best example of an ideal manager. The glory of our tradition is such that women derive their power by virtue of their infinite patience and the ability to sustain themselves during hardships for the ultimate triumph of virtue over vice. Such element was the overriding feature that could be seen in Ramayana. Rama was apprised of the aspersions being cast on Sita and about Him taking her back after Ravana kept her captive. Rama without losing a moment sent for Laxmana and commanded him to leave Sita in the vicinity of Balmiki's hermitage. When he escorted her much against his wish Sita was unaware of what had transpired and she went with him happily. One can imagine her plight when Laxmana broke the news to her that her Lord had abandoned her. Sita, the manifestation of the Divine Mother, pathetically told Laxmana, 'I was born to be unhappy. The spirit of sorrow is incarnate in Me.' She declares that her conduct had been pure and did not deserve this but could not give up her life as She was carrying Rama's progeny. A more heart-rending situation cannot be even imagined. Corporate persons, in order to practice Good Governance, should treat their company as their natural mother and themselves as voluntarily adopted children. No mother would like the ward to behave immorally or act unethically or even irresponsibly. Such motherhood personification would also help in molding others to the desired standards or benchmarks of performance. Kiran Mazumdar, Chairman of India's biggest bio-technology venture- The Bicon India Group, said in an interview 'I may be worth millions on a piece of paper. That doesn't mean anything to me. I am so happy that I have created this organization with such good people. That is the pleasure I get. It is not the money I get.' Management principles based on motherhood truths can prove to be most successful. Narayana Murthy traces his love for people to his childhood days when he grew up in an environment of affection. He believes that these 'family' values have been carried through in Infosys. Corporations have no mechanism called systems or beliefs. The result is that corporations are able to act without morality or accountability for they are formed for that one purpose to maximize pecuniary shareholder value.

A = Architect of Guru-Shisya Parampara: - Management gurus have spoken much about styles and qualities of leadership but nobody has ever spoken about true follower ship, as Gita does. Shisya has the intrinsic and relentless aspiration of seeking with qualities of devotion towards the cause, humility and a deep sense of gratitude towards the guru. All such qualities are catalytic to the prosperity of any institution. Lord Krishna would have failed to guide Arjuna at the war- field of Mahabharata had Arjuna not obeyed his instructions as ardent follower. Guru, as a preceptor, provides enlightenment to shisyas. As a storehouse and dispenser of knowledge, wisdom, experience and spiritual energy, he is much more than a formal teacher or instructor. He helps the seekers purify the inner self and let the light of truth and wisdom emanate from the conscience. According to Deepak Parekh of HDFC group, these phenomena appear similar to the situation of Guru-Shisya parampara or Prophet and Apostles transposed to the business world. Manager is neither an executor nor instructor. He actually needs to act as illustrious guide, motivator or inspirer of people. The shloka; 'Gurur Brahma, Gurur Vishnu, Gurur Deo Maheshwara, Gurur Sakshat Parambrahma, Tamsaye Shri Guruvai Namah' typifies Guru with the trinity of Gods - Brahma, Vishnu and Maheshwara i.e. creation (of good qualities), sustenance (of higher nature) and destruction (of negative qualities). Even avatars like Krishna and Ram subjected themselves to worthy gurus like Sandipani and Vashistha. Manager needs to behave more as a coach or a guru than captain of the team, for he learns more than a teacher every day. Until and unless learning solutions relate to real life situations and motivate the learner to acquire and apply the knowledge the whole process will remain superficial. Apart from dispelling ignorance, skill of a guru is about creating a vision, communicating that vision to one's followers, and exhorting them to move towards that vision. The most important aspect of a leader, however, is building trust and credibility. The crucial issue before a company is not about deciding what system of governance to adopt, what actually important is how to build a band of learners in the organization. Managers would be quite successful in transmitting their skill and wisdom down below if, respondents are transformed into true learners, or shisyas. Here true learner is one whose learning is based on doing things and not merely knowing things.

Transmission of desired skill and knowledge can be best effected if guru-shisya system is brought into vogue.

R = Role model of Relationships: - Our entire civilization was based on relationships. Our knowledge was holistic as we tried to explain man's relationship with his environment and himself. It had a great balance of spiritual, emotional, physical and intellectual capacities. What we must realize is that we stand together as a human race because of the honesty and integrity that still exist in our lives. In our own lives, our families will cease to exist if parents are dishonest or lack integrity in their relationships with their children. The bedrock of our existence is relationships, which are mutually honest and respectful. This is what maintains the integrity and long-term viability of any business. Suppliers, bankers, investors, employees, government, collaborators, transporters, and distributors do have a stake in the firm's well being and therefore have to be treated as key resources. An interactive, mutually reinforcing, and firm relationship between the stakeholders and firms is quite necessary. 'Good Corporate Governance is not just about following the listing norms and meeting the statutory requirements, but also truly believing in being socially responsible and behaving ethically in all that we do' says Ratan N Tata. Azim Premji says almost the same thing: 'to meet the challenges of the future, we are prepared to change everything about ourselves except our beliefs, as they alone guide, govern and bind us together as organization. If we fail to honor beliefs, we will lose credibility, not only as individuals, but also as an organization'. A distinction needs to be drawn between eternal values and yuga dharma. Eternal values, enshrined in Bhagavad-Gita, must control yuga dharma i.e. transitory. Corporate managers have to take enough lessons from Gita while building philosophy and work culture in their organization, more so, for combating the challenge offered by contemporary developments. Philosophy based on Bhagavad-Gita can continue to prove most relevant and successful for a manager.

K = Karma concept in Vogue: - As a professional manager one can find lot in the Bhagavad-Gita to make oneself a better practitioner of the art and craft of management. In this, Krishna explains the virtues of detached action. The essence of Bhagavad-Gita:

'You have the right only to action, never to the fruits there of; let not the fruit of your action be your motive; nor let there be any attachment to inaction.' We are embodiments of God; therefore every act of ours is an act of God. With such belief in mind when one approaches to a task one could miraculously find that the particular task already got done. To experiment for once, one can willfully select to do any one good act one day, say, one chooses to work honestly in the work place a particular day. At the end of that day, back home, one can feel himself the unmatched relaxation and satisfaction. Our source of anxiety is seldom the work itself. Instead, it is neglecting or avoiding the work. Even if one fails some times in one's work, one should have faith that it is not him but God alone who would weather out the consequence as He initiated the action. It essentially tells one to focus on what needs to be done here and now. And if the end result falls short of expectations, it gives one the energy to go ahead and try something else. Seen thus, even failures can be handled effectively. Detachment at work place is supposed to translate into greater focus and efficiency. It can improve manager's faculty of thinking and judgment, give better control over anxieties and emotions, cultivate determination and self-esteem and provide inner peace. In a way, to promote efficiency, attain selfless creative calm and liberate oneself from pride and prejudices, Karma concept has to be brought into vogue. To be detached in the workplace, one needs to become meditative in action. Meditation does not refer to certain navel-gazing exercise. It refers to achieving an all-round excellence or multi-dimensional and multi-faceted efficiency through creating a distance between that entire one thinks, feels and one's own Self. In today's competitive world, generally, we observe managers working for personal gains or satisfaction, which is basically a selfish motive. Selfish actions dissipate moral energy and don't promote healthy development of the individual. Karma yoga is a system of ethics focused on efficiency and unselfish action. Swami Vivekananda says 'activity which is selfish is immoral, and that which is unselfish is moral. Work is never the cause of misery, selfishness is'.

GOVERNANCE PARAMETERS

Corporate Governance must include volatile attitudinal measures described in the above framework towards

accomplishing stable institutional outcomes in the form of reforms. In such, it may be noted that the Core and Mark of values are not only volatile, inter-related, but also overlapping. On the basis of synergies developed, the task of the corporate people is to strike a 'fit' between the various volatile and stable components appropriate to the organizational values and strategic requirements of the times. The successful corporate person is a combination of such mutually dependent attributes.

When one examines the interned records of our national past, one may acquire 'a certain depth of feeling and understanding'. Our country, apart from having offered to the world unique illustration of upholding human values at the cost of national boundary and obtaining political sovereignty through peace and non-violence, is illustrious of having sustained worthy cultural heritage. Nowhere in the world gurus and priests, parents and elders, brothers and sisters, friends and natives, fellows and peers command as much of love, respect, care and concern as in our country. Perhaps, nowhere in the world, as that of our country, even animals are worshiped and symbolized as embodiment of God. Our country; known as country of temples, sages and seers, epics and scriptures, art and architecture, celebrities and festivals, is illustrious of enriched joint-family culture (including business) and strong marital bonds. In the name of openness if we merely imitate, it cannot promote a genuine and enduring development capable

of earning respect and admiration for India in the world. China and other Buddhist economies, which have emerged as economic might, are the testimony to above contention. Openness should precede respectful openness to our own roots. Gandhi had said about the relationship between Indians and Indian culture, "we have not known it; we have been made even to deprecate its study and depreciate its value. We have almost ceased to live it. An academic grasp without practice behind it is like an embalmed corpse, perhaps lovely to look at but nothing to inspire or ennoble". While delivering convocation address at Jamia Millia Islamia, our former President APJ Kalam very aptly quoted Maculay's 1835 speech in British Parliament, "I do not think we would ever conquer this country (India), unless we break the very backbone of this nation, which is her spiritual and cultural heritage, and therefore, I propose that we replace her old and ancient education system, her culture, for if the Indians think that all that is foreign and English is good and greater than their own, they will lose their self-esteem, their native self-culture and they will become what we want them, a truly dominated nation." Dr. Kalam urged that our system must produce leaders who should not command but coach, not be managers but mentors, not directors but dedicators and not command respect but facilitate self-respect. Realization of our worthy culture and the spiritual insights may drive us to progressive attainment of the task of conscience-driven or values-based Governance.

REFERENCES

1. Adhikary, Manab, 'Global Business Management' Macmillan India Ltd., 2001.
2. Agarwal, Sanjiv. 'Corporate Excellence a product of Good Corporate Governance'; Souvenir-2nd ICSI National Award For Excellence in Corporate Governance, New Delhi, 2003.
3. Bowie, N.E., 'Business Ethics and Cultural Relativism', in P.Madsen and J.M.Shafritz (eds.) 'Essentials of Business Ethics', Meridian, New York, 1990.
4. Brady, F.N., 'Ethical Managing: Rules and Results', Macmillan, 1990.
5. Chakraborty, S.K., 'Management by Values: Towards cultural congruence' Oxford University Press, New Delhi, 2003.
6. Desai, Ashok A., 'Towards meaningful Corporate Governance' Chartered Secretary, August 2003.
7. Ferrel, O.C., 'International Business Ethics', in Business ethics- Ethical decision-making and cases, Houghton Mifflin Co., Boston, 1991.
8. Fredric, Robert E., 'A companion to Business Ethics' Blackwell Publishers, Massachusetts, USA.

9. Hegde, Y.S., & Rajeshwari Krishna, 'The A to Z of Management Skills' UBS Publishers Ltd. 1993.
10. Hofstede, G., 'Culture's consequences: International differences in work related values', Sage Publications, Beverly Hills, 1980.
11. Izraili, D.M. and Y Zeira, 'Women Managers in International Business: A Research and Appraisal', Business and contemporary World, summer 1993.
12. Khera, Shiv., 'Ethics and Values; learn the difference between old and obsolete values' Sterling Publishers Pvt. Ltd., 2004.
13. Kumarmangalam Birla Committee Report on Corporate Governance.
14. Mishra, Karuna., 'Para Vidya' (Spiritual Knowledge) Bhavna Prakashan, Delhi, 2003.
15. Oddou, G and M. Mendenhall, 'Succession Planning for the 21st century: How well we are grooming Our future Business leaders?', Business Horizons, 1994.
16. Perlmutter, H.V., 'Building the Symbiotic Societal Enterprise: A social Architecture for the Future', World Futures, 1984.
17. Porter, M.E., 'Competitive Advantage: Creating and Sustaining superior performance', Free Press, New York, 1985.
18. Prahlad, C.K. and Doz, Y.I., 'The Multinational Mission: Balancing Local demands and Global Vision', Free Press, New York, 1987.
19. Rao, D.K.Prahlada., 'Emerging Trends in Corporate Governance' Chartered Secretary, August 2003.
20. Report of the Naresh Chandra Committee on Auditor Company Relationship, 2003
21. Sharma, V.P.&M.A. Joseph., 'Business Ethics, Professionalism and Corporate Governance' Backgrounder, 31st National Convention of Company Secretaries on Corporate Excellence and Professional Accountability, ICSI, September 2003.
22. Singh, S.S., 'Distilling Contribution of administrative Law in Promoting the Culture of Good Governance' IJPA, Vol. XLIV, July-Sept, 1998.
23. Talreja, K.M., 'Philosophy of Vedas' Talreja Publications, Bombay, 1982.
24. Vyas, Amit K., 'Corporate Governance in India- Much celebrated but hardly implemented' Chartered Secretary, August 2003.