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   REVIEW OF LITERATURE

   NEED/IMPORTANCE OF THE STUDY

   STATEMENT OF THE PROBLEM

   OBJECTIVES

   HYPOTHESES

   RESEARCH METHODOLOGY

   RESULTS & DISCUSSION

   FINDINGS

   RECOMMENDATIONS/SUGGESTIONS

   CONCLUSIONS

   SCOPE FOR FURTHER RESEARCH

   ACKNOWLEDGMENTS

   REFERENCES

   APPENDIX/ANNEXURE

   It should be in a 8 point Calibri Font, single spaced and justified. The manuscript should preferably not exceed ***5000 WORDS***.

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- All works cited in the text (including sources for tables and figures) should be listed alphabetically.
- Use (**ed.**) for one editor, and (**ed.s)** for multiple editors.
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- The title of books and journals should be in italics. Double quotation marks are used for titles of journal articles, book chapters, dissertations, reports, working papers, unpublished material, etc.
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- Bowersox, Donald J., Closs, David J., (1996), "Logistical Management." Tata McGraw, Hill, New Delhi.
- Hunker, H.L. and A.J. Wright (1963), "Factors of Industrial Location in Ohio" Ohio State University, Nigeria.

CONTRIBUTIONS TO BOOKS

- Sharma T., Kwatra, G. (2008) Effectiveness of Social Advertising: A Study of Selected Campaigns, Corporate Social Responsibility, Edited by David Crowther & Nicholas Capaldi, Ashgate Research Companion to Corporate Social Responsibility, Chapter 15, pp 287-303.

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- Schemenner, R.W., Huber, J.C. and Cook, R.L. (1987), "Geographic Differences and the Location of New Manufacturing Facilities," Journal of Urban Economics, Vol. 21, No. 1, pp. 83-104.

CONFERENCE PAPERS

- Garg, Sambhav (2011): "Business Ethics" Paper presented at the Annual International Conference for the All India Management Association, New Delhi, India, 19–22 June.

UNPUBLISHED DISSERTATIONS AND THESES

- Kumar S. (2011): "Customer Value: A Comparative Study of Rural and Urban Customers," Thesis, Kurukshetra University, Kurukshetra.

ONLINE RESOURCES

- Always indicate the date that the source was accessed, as online resources are frequently updated or removed.

WEBSITES

- Garg, Bhavet (2011): Towards a New Natural Gas Policy, Political Weekly, Viewed on January 01, 2012 http://epw.in/user/viewabstract.jsp

CORPORATE GOVERNANCE IN BRICS: A COMPARATIVE STUDY

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ABSTRACT
Corporate Governance a long used term has been gaining importance with a series of scams taking place all over the world. Its increasing popularity in the corporate world and others has enticed many authors to research on it. It basically focuses on the FAT principal, i.e. Fairness, Accountability and Transparency. It will be interesting to understand how the rules of Corporate Governance differs across the growing emerging economies, popularly known as BRICS. Thus, in this paper we have undertaken a comparative study as to how corporate governance framework varies among Brazil, Russia, India, China and South Africa. BRICS comprises of countries with diverse cultural background different business orientations, political ideologies, ownership structures and legal origins, the corporate governance framework of each of these countries focuses on protecting and maintaining stakeholders' interests and investors' confidence in general. The study concludes that the five countries have a common approach towards the formation of a significantly important mechanism for ensuring corporate governance, that is, the formation of Audit Committee comprising of either non-executive directors or independent directors or both.

KEYWORDS
BRICS, Corporate Governance, FAT.

INTRODUCTION
Corporate Governance – a term which originated long way back but became popularized recently with a series of scams happening all over the world. The subject mooted in the year 1600 with a Royal Charter being granted to the East Indian Company in which a Court of Directors was constituted for the first time to safeguard the interest of shareholders and other investors. This Court was similar to the Board of Directors of now-a-days companies in terms of authority and responsibility. The phrase Corporate Governance is directly aimed at this Board of Directors as is clearly conveyed in the definition of Corporate Governance given by its father Sir Adrian Cadbury. According to him, Corporate Governance means the way in which a company is directed and controlled. It implies having a strong base of mission and values deeply engrossed in the culture of the corporation. Briefly, Corporate Governance can be summarized by *FAT principle*, that is, *Fairness, Accountability and Transparency* in the operations and management of corporate entities.

Good governance is particularly important for the developing economies in order to bring them in a level with developed world and also to alleviate poverty. Initially, the focus of corporate governance was restricted to individual corporations only but recently many international guidelines have been issued with an emphasis on the role which good governance can play in promoting economic growth and business integrity.

BRICS is such a group of developing economies with a severe corporate governance crisis. With its growing importance for the global economic and political scenario, it is particularly important to understand the corporate governance practices of these nations. Different models of corporate governance are applicable in these countries depending upon the varying circumstances.

The term BRIC was coined by *O'Neill* (2001), an economist of Goldman Sachs, in a paper entitled *"The World Needs Better Economic BRICs"*. BRIC is an acronym for a group of countries namely, Brazil, Russia, India, and China - the big four emerging economies in the world. Goldman Sachs in 2003, in another report entitled "*Dreaming with BRICS: The Path to 2050*", predicted that by 2050 the economies of the BRICS countries taken together could eclipse the economies of the current richest countries taken together. These four countries taken together currently account for more than a quarter of the world's land area [38,518,338 km. (2010 estimate)] and more than 40% of the world's population [2,851,302,297 (2010 estimate)].

Goldman Sachs further predicted that China will become a global manufacturing hub and India will act as a global service provider, while Brazil and Russia will become dominant suppliers of raw materials because they have abundant natural resources (e.g., soy and iron ore in Brazil and oil and natural gas in Russia). It is worth noting that, among the four countries, Brazil remains the only nation that has the capacity to continue simultaneously with all the functions, that is, manufacturing, servicing and resource supplying. South Africa which has a comparative advantage in agriculture, mining (world's largest producer of platinum, gold chromium) and manufacturing products, joined the group on December 24, 2010 and the group was renamed as BRICS – with the "S" standing for South Africa – to reflect the group's expanded membership.

For these predictions to be a reality, among other things, it is also necessary to have a strong corporate governance framework. A brief analysis of the corporate governance practices of these nations is given below.

CORPORATE GOVERNANCE IN BRAZIL

Corporate governance made a headway in Brazil in mid-1990s when the National Institute of Boards of Directors, (Instituto Brasileiro de Conselheiros de Administração, IBCA) later the Brazilian Institute of Corporate Governance was set up in 1995 (Instituto Brasileiro de Governança Corporativa, IBGC). In the early 1950s and 1960s, most Brazilian private firms were controlled by majority shareholding families which prevented the boards from acting in an efficient and independent way. In 1976, a new Brazilian Corporate Law (Lei das Sociedades por Ações no Brasil, Lei 6.404) was enacted which replaced the old and outdated code enacted in 1940.

The IBGC issued the Code of Best Practices in Corporate Governance in 1999 and soon in 2001, the São Paulo Stock Exchange (Bovespa) brought in listings by levels of governance (Níveis Diferenciados de Governança) and the “new market” (Novo Mercado) was tied to corporate governance norms.

There are currently four special listing segments established by the BM&F Bovespa:

a. Bovespa Mais;
b. Level 1;
c. Level 2; and
d. Novo Mercado.

The basic difference between the segments is the level of the applicable governance practices. The most popular listing segment is the *Novo Mercado*, which has the highest level of corporate governance requirements.

TABLE 1: MAIN FEATURES OF BOVESPA’S SPECIAL SEGMENTS FOR STOCK LISTINGS

Particulars	Novo Mercado	Level 2	Level 1	Basic Law
Minimum free float	25%	25%	25%	No Provision
Type of Shares	Only Common Shares (Shares WITH voting rights).	Common Shares and Preferred Shares (Shares WITHOUT voting rights) with some special features.	Common Shares and Preferred Shares	Common Shares and Preferred Shares
Board of Directors	At least 5 , with 20% of independent members	At least 5 , with 20% of independent members	At least 3 members	At least 3 members
Finance Reports under Standards	US GAAP or IFRS	US GAAP or IFRS	Optional	Optional
Tag along Rights	100%	100% of Common Shares ,and 80% for preferred Shares	80% for Common Shares	80% for Common Shares
Adoption of Arbitrage Clause	Obliged	Obliged	Optional	Optional
Additional Financial Disclosure	Yes	Yes	Yes	Do not apply

CORPORATE GOVERNANCE IN RUSSIA

Corporate governance mechanism of Russia is influenced by the Anglo-Saxon stock market and model. The evolution of corporate governance in Russia is particularly since it was the result of a large-scale institutional experiment performed by the Russian government in the early 1990’s with vigorous support of international financial institutions. Negative attitude of external investors and western partners towards Russia and Russian business reached its peak during the 1998 financial crisis and poor implementation of formally well-developed corporate legislation influenced the government to strengthen enforcement mechanisms and develop the stock market regulation and corporate governance model which was created in late 1990’s.

Federal Commission on the Securities Market (FCSM) drafted amendments to the law on joint-stock companies and to the law on the securities market in 2000-2001. The Russian government issued the Code of Corporate Governance with the help of FCSM in 2002. The Code formed the basis of MICEX-RTS listing requirements. Russian stock exchange has five listing-levels:

- Quotation list A, level 1 (or A1).
- Quotation list A, level 2 (or A2).
- Quotation list B.
- Quotation list V.
- Quotation list I.

These requirements are presented in Table 2, as effective on 1 February, 2012.

TABLE 2: LISTING REQUIREMENTS OF MICEX-RTS

Particulars	A1,A2	B,V	I
Independent directors	3	1	1
Audit committee	Fully independent; failing that, non-executive	Fully non-executive	Not required
HR & Compensations committee	Fully independent; failing that, non-executive	Fully non-executive	Not required
30-day notice of AGMs	Yes	Yes	Yes
Directors and executives required to report ownership and trades in issuer’s shares	Yes	Yes	Yes
Audited annual IFRS/US GAAP accounts	Yes	Not required	Not required
Maximum ownership concentration by a single entity and its affiliates	75%	90% (B) no cap provided (V)	No cap provided

CORPORATE GOVERNANCE IN INDIA

Since the time of Independence in 1947, public companies in India were only required to comply with limited governance and disclosure standards enumerated in the Companies Act of 1956, the Listing Agreement of the market regulator, and the accounting standards set forth by the Institute of Chartered Accountants of India (ICAI). India’s corporate governance regime was particularly weak prior to 1991 and ever since the liberalization of the Indian economy in 1991, the need for better corporate governance framework was all the more felt with a series of corporate scandals happening in a row such as Harshad Metha, Ketan Parikh scam, UTI scam, the vanishing company scam, the Bhansali scam and so on.

One of the most significant developments in the area of corporate governance and investor protection was the establishment of the securities market regulator, the Securities and Exchange Board of India in 1992. The Confederation of Indian Industry (CII) released a Desirable Code for Corporate Governance in 1998 followed by the codes of two consecutive committees constituted by SEBI. The immediate outcome was the formulation of *Clause 49 of the Listing Agreement* which is the most significant recent development in Indian legal regime relating to corporate governance. This clause, introduced in 2000 and subsequently revised, details the standards of corporate governance which every listed company is required to adopt and follow. Clause 49 of the listing agreement prescribes various corporate governance mechanisms in the following subject areas:

a. Board of Directors and Independent Directors
b. Audit Committees
c. Subsidiary Companies
d. Disclosures
e. Report on Corporate Governance
f. Compliance Certifications

Similarly, the Government of India, through Ministry of Corporate Affairs (MCA) took many initiatives to strengthen the corporate governance framework in India. Some such measures are as follows:

a. Voluntary Guidelines on Corporate Governance released in 2009
b. Green Initiatives
c. Serious Fraud Investigation Office ("SFIO")
d. Investor Grievances Management Cell ("IGMC")
e. National Foundation for Corporate Governance ("NFCG")

One of the recent developments is the enactment of a new company law for India, the *Companies Act, 2013*, replacing the six decades old and outdated company legislation. The new Act has several measures to strengthen the legal framework of corporate governance such as class action suits, whistleblower policy, corporate social responsibility, prohibition of insider trading, entrenchment provisions among others. However, it is too early to comment upon the implementation and working of these new measures.

CORPORATE GOVERNANCE IN CHINA

Corporate governance in China emerged and developed as the country shifted from a planned economy to a market economy. It gained momentum with the process of state owned enterprises reform and private enterprises growth. The establishment and growth of China's capital market and the evolution of Chinese enterprises from government affiliates to modern companies have made it necessary to establish a new corporate governance framework.

There are many entities that play an important role in shaping companies' behaviors in China. They can be roughly divided into two main groups: those operating inside the company, and those operating outside the company. The inner circle consists of the shareholders' general meeting, boards, and management. The outer circle is composed of regulators (chiefly the CSRC), stock exchanges (SSE and SZSE), the legal system, the auditing system, and institutional investors. The country also has a strong legal framework for corporate governance comprising four levels such as basic laws, administrative regulations, regulatory provisions, and self-disciplinary rules. Besides such stringent corporate governance provisions, China suffers from the problem of concentration of state ownership and lack of independence among board directors.

CORPORATE GOVERNANCE IN SOUTH AFRICA

South Africa is the only developing country where the emergence and development of corporate governance was not stimulated by any significant crisis in the corporate sector but by the concerns of competitiveness following the re-admission of South Africa to the global economy. In South Africa, corporate governance was institutionalized through the King Reports on Corporate Governance ('the King Codes'). The King Codes were published by the King Committee, which was formed by the Institute of Directors of Southern Africa in 1992. Till now, three reports of King Committee have been released.

Further, various Guidelines and Practice Notes are released by the Institute of Directors from time to time in order to supplement the principles that are enunciated in King III. In addition to these, the Institute had issued a document entitled 'Code of Responsible Investing in South Africa' ('CRISA') which came into effect on 1^{st} February 2012. It encourages institutional investors to promote sound governance in companies in which they invest.

COMPARATIVE ANALYSIS OF CORPORATE GOVERNANCE IN BRICS

S.No	Basis of Difference	Brazil	Russia	India	China	South Africa
1.	Regulatory Bodies	The Brazilian Securities and Exchange Commission (CVM) and The Stock Exchange (Bovespa)	The Federal Commission for the Securities Market	The Securities Exchange Board of India (SEBI) The Ministry of Corporate Affairs (MCA)	China Securities Regulatory Commission	The Institute of Directors
2.	Name of the code	(i)CVM Recommendations on Corporate Governance (ii) Code of Best Practice of Corporate Governance issued by IBGC (iii) Brazilian Civil Code for Limited Liability Companies	(i)The Code of Corporate Conduct (CCC) (ii)Civil Code of the Russian Federation (Civil Code).	No specific corporate governance code for all companies Clause 49 of the Listing Agreement for listed companies voluntary guidelines for corporate governance issued by MCA	Code of Corporate Governance for listed companies in China	The King Codes- The King Reports on Corporate Governance
3.	Structure of Board	Two-tier i. Fiscal Board/Supervisory Board ii. Board of Directors	Unitary	Unitary	Two-tier i. Supervisory Board ii. Board of Directors	Unitary
4.	Composition of Board	The Corporate Law of brazil states that the board of directors must be comprised of at least three members, with no limit on the maximum number of directors. However, as per the Brazilian Code, Board of	The Russian Corporate Law does not specify the minimum number of directors for LLCs. On the other hand, in JSCs, the minimum number of directors depends on the number of shareholders of the company. (i) companies with up to	As per Indian Companies Act, 1956, a private company must have a minimum of two directors whereas a public company must have at least three directors. There is no limit on the maximum number of	The Chinese Corporate does not specify any minimum or maximum number of directors. The board composition shall be in compliance with laws and regulations governing the company.	The board should comprise of both executive and non-executive directors, with a majority of non-executive directors. Further, one-third of the non-executive directors shall retire by rotation

		Directors may vary in size and can consist of between 5 and 9 members according to the needs of the company.	1,000 shareholders: at least five directors; (ii) companies with between 1,000 and 10,000 shareholders: at least seven directors; (iii) companies with more than 10,000 shareholders: at least nine directors. There is no legal maximum number of directors.	directors		each year.
5.	Number of Independent Directors	Any corporation listed in the special trading segments of the stock exchange, such as the New Market and Level II must have at least 20 per cent of the members of the board of directors as independent members.	The Board should comprise of at least one-fourth of the total number of members as independent directors. Further, in any event, it is recommended that the company's charter should provide that the Board should include at least 3 independent directors.	As per Clause 49 of the listing agreement, in the case of a listed company, at least 50% of the total number of directors must be non-executive directors. Further, if the chairman of a company is a non-executive director, at least one-third of the total number of the company's directors must be non-executive. On the other hand, if the chairman is an executive director, then at least one-half of the total members should be independent directors.	Article 123 of CCL as amended in 2006, requires the listed companies to have independent directors on its board. However, the definition and number of independent directors shall be decided by the respective State Council.	King 3 requires boards to be comprised of a majority of nonexecutive directors, of whom the majority should be independent. Every year the directors who are classified as independent should have their independence assessed by the board, particularly those that have been on the board for longer than nine years. The results should be reported.
6.	Frequency of Board Meetings	To ensure the effectiveness of the Board, the number of the Board Meetings will be determined by the company's circumstances. Board meetings should not be more frequent than once in a month.	It is recommended that meetings of the Board should be conducted on a regular basis in accordance with an approved plan generally at least once in every 6 weeks.	A minimum of 4 Board meetings must be held in each year. There should not be a time gap of more than 4 months between any 2 Board meetings.	The Board shall meet periodically and shall convene interim meetings in a timely manner when necessary and the meetings of the Board of a listed company shall be conducted in strict compliance with the prescribed procedures.	No such provisions are laid down for the frequency of board meetings. But, it was said that The Chairman should meet the CEO prior to Board Meetings to discuss important issues.
7.	Tenure of office of directors	Directors should preferably have one-year terms of office. Reelection is desirable to build a seasoned, productive Board, but should never be automatic. It should only be possible after a formal performance evaluation. All Directors should be elected at the same General Meeting.	Not covered.	In the case of public companies and private companies which are subsidiaries of public companies, one-third of the total number of directors are permanent directors and two-thirds of the directors are rotational directors. One-third of the rotational directors must retire by rotation at every annual general meeting. The term of any director required to retire by rotation cannot exceed three years and this term can be extended by re-appointment only. A director retiring by rotation can be re-appointed at the same annual general meeting.	Appointment agreements shall be entered into by a listed company and its directors to clarify such matters as the rights and obligations between the company and the director, the term of the directorship, the director's liabilities in case of breach of laws, regulations or articles of association, and the compensation from the company in case of early termination of the appointment agreement for cause by the company.	Not covered.

8.	Separation of positions of chairman and CEO	In order to avoid concentration of power and to enable an adequate supervision of management, the two positions should be filled by different people. Moreover, it has been recommended that CEO should not be a member of the Board. The CEO may be a Director, provided the Board also holds regular executive sessions.(The part of the Board meeting attended neither by the CEO nor the Officers). The CEO should attend the Board meetings as a guest. If the positions of Chairman and CEO are exercised by the same person and a separation of roles is momentarily impossible, it is recommended that independent directors undertake the responsibility of leading discussions involving conflicts between the roles of the CEO and the Chairman.	There is no such provision. However, the "director general" cannot serve concurrently as the chairman of the supervisory board.	There is no such provision. The same individual may perform both the roles.	There is no such provision.	The CEO and chairman positions should be separate. The board should be led by an independent non executive chairman who should not be the CEO of the company.
9.	Composition of Audit Committee	The Audit Committee should preferably be made up of independent members of the Board of Directors. Directors also serving as Officers should not take part in the Audit Committee. The Committee should set up its own Internal Regulation and consist of at least three members, all of whom familiar with basic financial and accounting matters. At least one member should be more experienced in accounting issues, audits, and financial management.	In order to provide due objectivity, the audit committee should include only independent directors. If, for objective reasons, this is impossible, the audit committee should be headed by an independent director and its members should be independent and non-executive directors. members of the audit committee should possess special knowledge of the basics of accounting and financial reporting. The Audit Committee shall be chaired by an independent director. At least 1 independent director from the Audit Committee shall be an accounting professional.	The Audit Committee shall have a minimum of 3 members, all being non-executive directors, majority of the members being independent. At least 1 member must have financial and accounting knowledge. The chairman, being an independent director, shall remain present at the company's AGM to respond to the shareholders' queries.	The audit committee shall be chaired by an independent director, and independent directors shall constitute the majority of the committees. At least one independent director from the audit committee shall be an accounting professional.	The audit committee should consist of at least three independent members, all of whom should be independent non-executive directors. The chairman of the board should not be the chairman of, nor a member of, the audit committee. The audit committee chairman should be elected by the board, set the agenda and be present at the AGM.
10.	Frequency of meetings of Audit Committee	The Audit Committee should meet regularly and should also meet with the Board, the Fiscal Council (when established), the CEO, the other officers, and independent auditors.	The audit committee should hold meetings at least once a month and prepare its recommendations for the board of directors of the company	The Audit Committee must meet at least 4 times a year –once in every 4 months and once before the finalization of accounts. The quorum for the meetings of the Audit Committee will be 2 or one-third of the total number of members, whichever is higher At least 2 of the members constituting a quorum must be	There is no specific provision regarding frequency of Audit Committee Meeting.	The audit committee chairman should, in consultation with the company secretary, decide the frequency and timing of its meetings. The audit committee should meet as frequently as necessary to perform its role, but should meet at least twice a year. Reasonable time

				independent.		should be allocated for all audit committee meetings. There should be at least one meeting a year, or part of a year, where the external and internal auditors attend without the management being present.
11.	Whistleblower Policy	There is no specific regulation.	Under a recent amendment to the Criminal Code, a person who is a part of a criminal group and who reports a crime to the investigators can ask to enter into a collaboration agreement with the investigation. Under such an agreement the individual may be protected by the State and the punishment may also be reduced. There is no other statutory protection for whistleblowers.	Clause 49 of the Listing Agreement imposes a non mandatory requirement on listed companies to have a whistle blowing policy. A company may establish a mechanism for employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. This mechanism could also provide adequate safeguards against victimization of employees who use the mechanism and direct access to the chairman of the audit committee in exceptional cases. There is no other statute in force, which provides statutory protection for whistleblowers.	There is no specific provision.	The audit committee should review arrangements made by the company to enable employees and outside whistleblowers (including customers and suppliers) to report in confidence concerns about possible improprieties in matters of financial reporting, or compliance with laws and regulations, that may have a direct or indirect effect on financial reporting. The audit committee should ensure that the company has appropriate arrangements in place for the balanced and independent investigation of whistle blowing reports and for taking any action necessary as a result of such reports.
12.	Accountability for disclosure	The CEO should make pertinent information accessible to all the parties concerned, as soon as available, in addition to information that is mandatory by law or regulation, with substance prevailing over form. The company should provide balanced and top quality information addressing both positive and negative points, to enable the reader to correctly understand and appraise the organization. Any information that may influence investment decisions should be disclosed immediately an simultaneously to all parties that may have an interest. The internet and othe technologies should be used as much as possible to improve speed and allow for a broad and timely disclosure of such information.	It is advisable that an internal company document setting forth rules of and approaches to disclosure (Regulation on Information Policy) be approved by the board of directors. It is expedient that this document contain a list of items subject to disclosure (in addition to those items requiring disclosure by law) as well as rules for their disclosure, including the mass media that should be used for disclosure and the regularity of disclosure. The company should promptly disclose information about all factors that may be material to shareholders and investors.	Listed companies must comply with the mandatory provisions set out in Clause 49 of the Listing Agreement. The annual report of a listed company comprises the company's financial statements, the directors' report and such other disclosures as are required under Clause 49 of the Listing Agreement. In relation to unlisted public companies and private companies, the directors must disclose in the directors' report all the pertinent information.	The secretary of the board of directors shall be in charge of information disclosure. In addition to disclosing mandatory information, a company shall also voluntarily and timely disclose all other information that may have a material effect on the decisions of shareholders and stakeholders, and shall ensure equal access to information for all shareholders	The board should ensure that the company makes full and timely disclosure of material matters concerning the company.

CONCLUSION

Though, the BRICS comprises of countries with diverse cultural background different business orientations, political ideologies, ownership structures and legal origins, the corporate governance framework of each of these countries focuses on protecting and maintaining stakeholders' interests and investors' confidence in general. Some of these have well developed corporate governance codes while others are on a move towards strengthening their corporate governance rules.

Also, as per *Corporate Governance Codes in BRICS Nations: A Comparative Study,* "Some countries have precisely defined provisions while some may have general and broadly defined principles with respect to certain provisions. While, the codes of Russia and India are very precise about existence of certain percentage of independent and external directors in the board, as one-fourth (in Russia) and one-third or half (in India) depending on the merit of individual case, the Chinese and South African Code of Good Governance is very subjective but has strong inclination towards maintenance of independence in Boards. In a more extreme case, the Brazilian Code is of the view that the Board be formed exclusively by external and independent directors. However, the number of directors may vary according to the organization's industry, size, complexity of activities, stage of its life cycle, and its need to form committees."

However, all the five countries have a common approach towards the formation of a significantly important mechanism for ensuring corporate governance, that is, the formation of Audit Committee comprising of either non-executive directors or independent directors or both. A similar emphasis is given on the constitution of Nomination and Remuneration Committees, though certain other committees are also required in some of the nations.

Such similarities are bound to be there in any mechanism ensuring good corporate governance in any part of the world. However, because of the differences in corporate cultures, country's customs and traditions and legal environment, corporate governance practices have their distinctive features in each of these countries.

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