Case 3: Cross and Pyramid Holdings
Tata Motor's top stockholders in 2013

TTMT IN Equity | 25) Settings | 99) Feedback | Holdings: Current

Tata Motors Ltd — ISIN INE155A01022

1) Current | 2) Historical | 3) Matrix | 4) Ownership | 5) Transactions | 6) Options

Search Name -- | 21) Save | 22) Delete | 3) Saved Search | 24) Refine Search

Text Search | Holder Group: All Holders | 20) Export

	Holder Name	Portfolio Name	Source	Opt	Amt Held	% Out	Latest Chg	File Dt
			All Sources	All				
1.	TATA SONS LTD	n/a	Co File		702,333,345	26.07	0	09/30/13
2.	CITIBANK NA	n/a	20F		446,246,135	16.56	0	06/30/12
3.	LIFE INSURANCE CORP OF I	n/a	Co File		168,754,477	6.26	-119,728,333	09/30/13
4.	TATA STEEL LTD	n/a	Co File		147,810,695	5.49	0	09/30/13
5.	CAPITAL GROUP COMPANIES	n/a	ULT-AGG		97,689,911	3.63	-877,871	09/30/13
6.	TATA INDUSTRIES LTD	n/a	Co File		68,436,485	2.54	0	09/30/13
7.	VANGUARD GROUP INC	n/a	ULT-AGG		41,285,983	1.53	4,535,434	09/30/13
8.	PRUDENTIAL PLC	n/a	ULT-AGG		34,080,063	1.26	147,814	09/30/13
9.	GIC PRIVATE LIMITED	n/a	ULT-AGG		30,428,428	1.13	0	09/30/13
10.	WILLIAM BLAIR & COMPANY	WILLIAM BLAIR & COMP	13F		30,093,943	1.12	3,997,149	06/30/13
11.	JPMORGAN CHASE & CO	n/a	ULT-AGG		24,918,852	0.92	-2,157,750	08/31/13
12.	SCHRODER INVESTMENT MGM	Multiple Portfolios	MF-AGG		19,136,665	0.71	2,578,904	06/30/13
13.	BLACKROCK	n/a	ULT-AGG		14,100,725	0.52	-265,173	10/31/13
14.	NORGES BANK	Multiple Portfolios	MF-AGG		10,762,579	0.40	0	12/31/12
15.	T ROWE PRICE ASSOCIATES	Multiple Portfolios	MF-AGG		10,056,366	0.37	324,353	09/30/13
16.	TATA INVESTMENT CORP LTD	n/a	Co File		10,025,000	0.37	0	09/30/13
17.	SBI LIFE INSURANCE CO LTD	Multiple Portfolios	MF-AGG		9,256,170	0.34	-151,323	09/30/13
18.	ALLIANZ ASSET MANAGEMENT	n/a	ULT-AGG		8,129,923	0.30	2,071,551	09/30/13

% Out 76.19 Zoom 100%

Case 4: Legal rights and Corporate Structures: Baidu

- The Board: The company has six directors, one of whom is Robin Li, who is the founder/CEO of Baidu. Mr. Li also owns a majority stake of Class B shares, which have ten times the voting rights of Class A shares, granting him effective control of the company.
- The structure: Baidu is a Chinese company, but it is incorporated in the Cayman Islands, its primary stock listing is on the NASDAQ and the listed company is structured as a shell company, to get around Chinese government restrictions of foreign investors holding shares in Chinese corporations.
- The legal system: Baidu's operating counterpart in China is structured as a Variable Interest Entity (VIE), and it is unclear how much legal power the shareholders in the shell company have to enforce changes at the VIE.

Things change.. Disney's top stockholders in 2009

DIS US $ ↑ 24.2422 +.7422 D 2s EquityHDS
DELAY 14:27 Vol 6,135,972 Op 23.81 Z Hi 24.34 T Lo 23.8 T ValTrd 148.014m
DIS US Equity 95) Saved Searches 96) Default Settings Page 1/150 Holdings Search
Walt Disney Co/The CUSIP 25468710
21) Sources 22) Types 23) Countries 24) Metro Areas 25) Advanced Filters
Name Filter Sort By Mkt Val

	Holder Name	Portfolio Name	Source	Mkt Val	% Out	Mkt Val Chg	File Dt
1)	JOBS STEVEN PAUL	n/a	Form 4	3.34BLN	7.46	0	5/5/06
2)	FIDELITY MANAGEMENT &	FIDELITY MANAGEMEN	13F	2.05BLN	4.58	-36.12MLN	9/30/08
3)	STATE STREET CORP	STATE STREET CORPO	13F	1.7BLN	3.79	-18.6MLN	9/30/08
4)	BARCLAYS GLOBAL INVES	BARCLAYS GLOBAL IN	13F	1.66BLN	3.70	-160.12MLN	9/30/08
5)	VANGUARD GROUP INC	VANGUARD GROUP IN	13F	1.38BLN	3.08	-6.82MLN	9/30/08
6)	SOUTHEASTERN ASSET M	SOUTHEASTERN ASSE	13F	1.12BLN	2.50	-14.03MLN	9/30/08
7)	STATE FARM MUTUAL AU	STATE FARM MUTUAL	13F	1.02BLN	2.28	0	9/30/08
8)	WELLINGTON MANAGEMEN	WELLINGTON MANAGE	13F	939.38MLN	2.09	110.6MLN	9/30/08
9)	CLEARBRIDGE ADVISORS	CLEARBRIDGE ADVISO	13F	815.91MLN	1.82	-47.04MLN	9/30/08
10)	JP MORGAN CHASE & CO	JP MORGAN CHASE &	13F	693.31MLN	1.55	-18.89MLN	9/30/08
11)	MASSACHUSETTS FINANCI	MASSACHUSETTS FINA	13F	682.16MLN	1.52	112.29MLN	9/30/08
12)	BANK OF NEW YORK MELL	BANK OF NEW YORK	13F	681.68MLN	1.52	-57.13MLN	9/30/08
13)	NORTHERN TRUST CORP	NORTHERN TRUST CO	13F	610.26MLN	1.36	-4.81MLN	9/30/08
14)	AXA	AXA	13F	486.28MLN	1.08	47.05MLN	9/30/08
15)	BLACKROCK INVESTMENT	BLACKROCK INVESTME	13F	476.12MLN	1.06	-47.11MLN	9/30/08
16)	JENNISON ASSOCIATES L	JENNISON ASSOCIATE	13F	428.85MLN	0.96	-102.77MLN	9/30/08
17)	T ROWE PRICE ASSOCIAT	T ROWE PRICE ASSOC	13F	351.61MLN	0.78	-9.94MLN	9/30/08

26) Latest Chg 27) Hist Held % Out on Page 41.12

Australia 61 2 9777 8600 Brazil 5511 3048 4500 Europe 44 20 7330 7500 Germany 49 69 9204 1210 Hong Kong 852 2977 6000
Japan 81 3 3201 8900 Singapore 65 6212 1000 U.S. 1 212 318 2000 Copyright 2009 Bloomberg Finance L.P.
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II. Stockholders' objectives vs. Bondholders' objectives

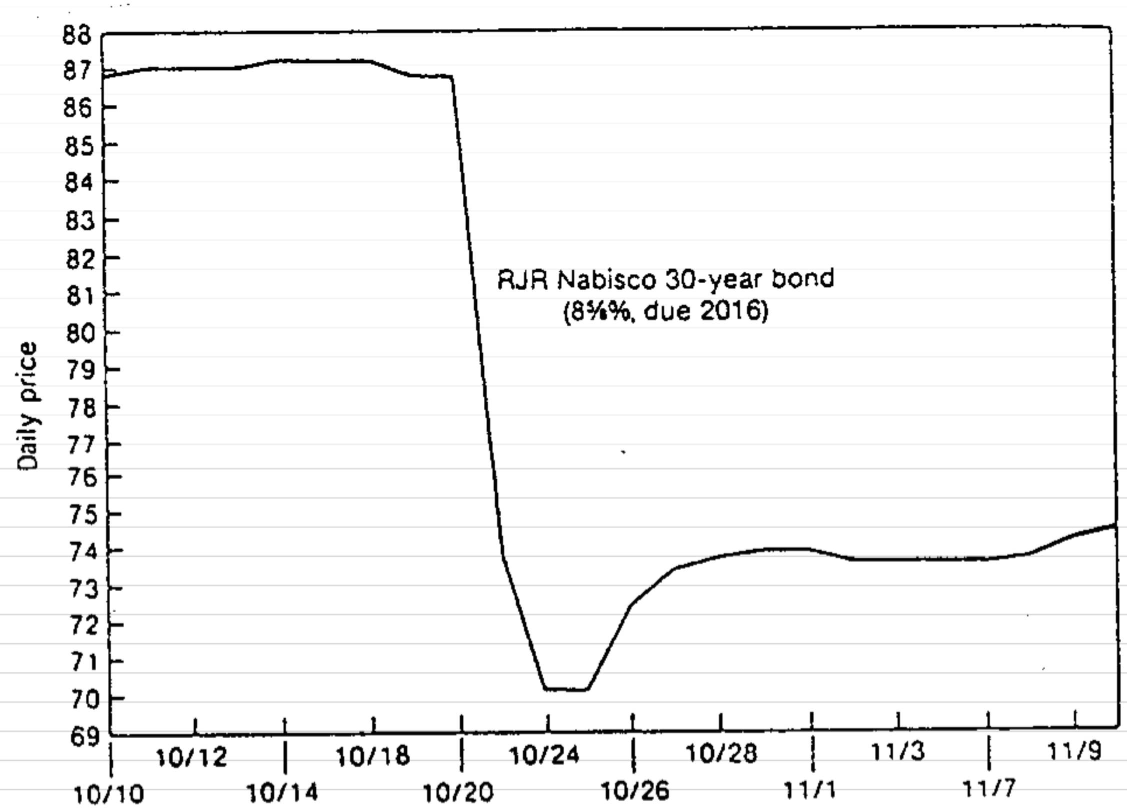
- *In theory*: there is no conflict of interests between stockholders and bondholders.
- *In practice*: Stockholder and bondholders have different objectives. Bondholders are concerned most about safety and ensuring that they get paid their claims. Stockholders are more likely to think about upside potential

Examples of the conflict..

- A dividend/buyback surge: When firms pay cash out as dividends, lenders to the firm are hurt and stockholders may be helped. This is because the firm becomes riskier without the cash.
- Risk shifting: When a firm takes riskier projects than those agreed to at the outset, lenders are hurt. Lenders base interest rates on their perceptions of how risky a firm's investments are. If stockholders then take on riskier investments, lenders will be hurt.
- Borrowing more on the same assets: If lenders do not protect themselves, a firm can borrow more money and make all existing lenders worse off.

An Extreme Example: Unprotected Lenders?

RJR Nabisco's Bonds Sink Following Announcement of the Leveraged Buyout



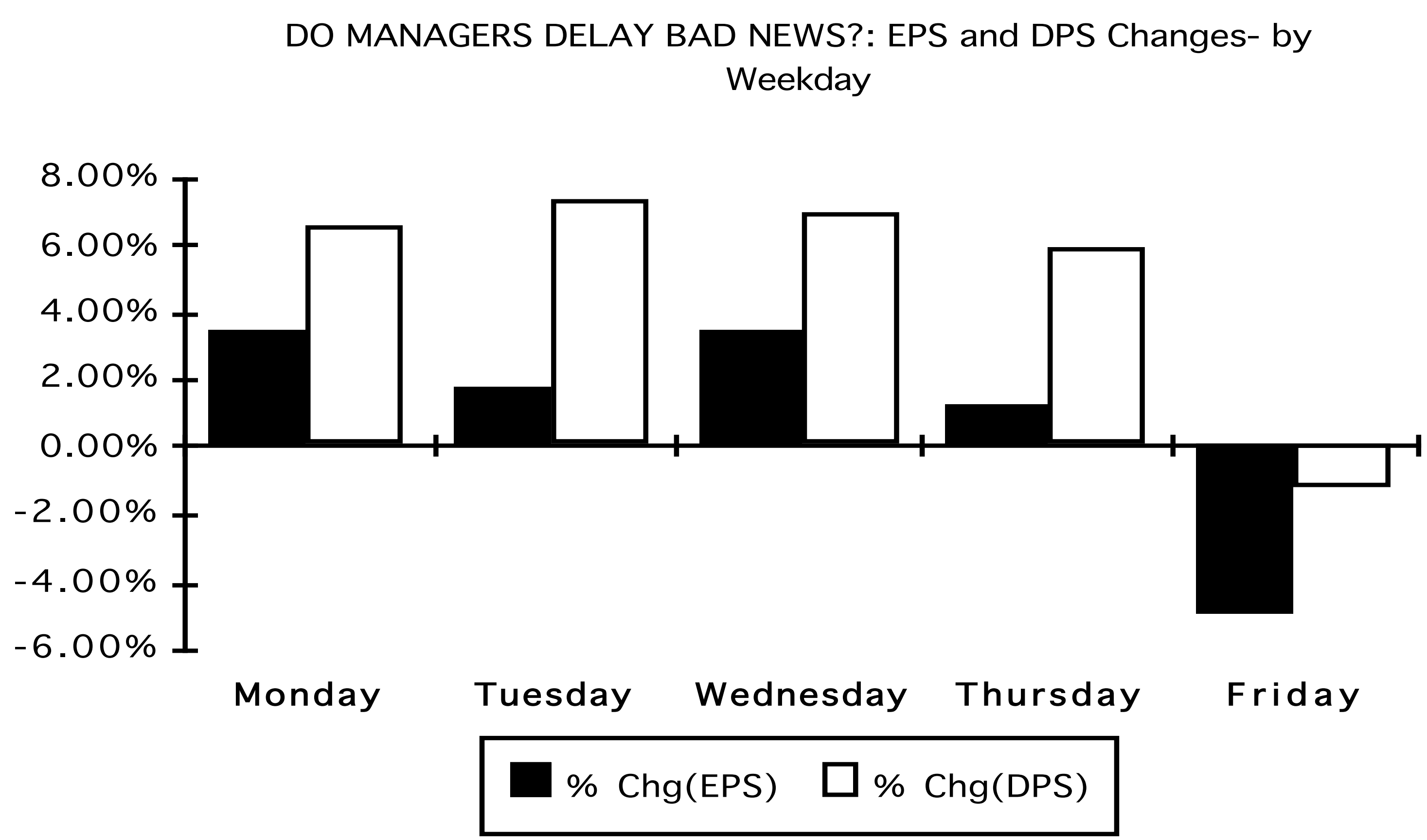
III. Firms and Financial Markets

- In theory: Financial markets are efficient. Managers convey information honestly and and in a timely manner to financial markets, and financial markets make reasoned judgments of the effects of this information on 'true value'. As a consequence-
  - A company that invests in good long term projects will be rewarded.
  - Short term accounting gimmicks will not lead to increases in market value.
  - Stock price performance is a good measure of company performance.
- In practice: There are some holes in the 'Efficient Markets' assumption.

Managers control the release of information to the general public

- Information management (timing and spin): Information (especially negative) is sometimes suppressed or delayed by managers seeking a better time to release it. When the information is released, firms find ways to "spin" or "frame" it to put themselves in the best possible light.
- Outright fraud: In some cases, firms release intentionally misleading information about their current conditions and future prospects to financial markets.

Evidence that managers delay bad news?



Some critiques of market efficiency..

- <u>Investor irrationality</u>: The base argument is that investors are irrational and prices often move for not reason at all. As a consequence, prices are much more volatile than justified by the underlying fundamentals. Earnings and dividends are much less volatile than stock prices.
- Manifestations of irrationality
  - <u>Reaction to news</u>: Some believe that investors overreact to news, both good and bad. Others believe that investors sometimes under react to big news stories.
  - <u>An insider conspiracy</u>: Financial markets are manipulated by insiders; Prices do not have any relationship to value.
  - <u>Short termism</u>: Investors are short-sighted, and do not consider the long-term implications of actions taken by the firm

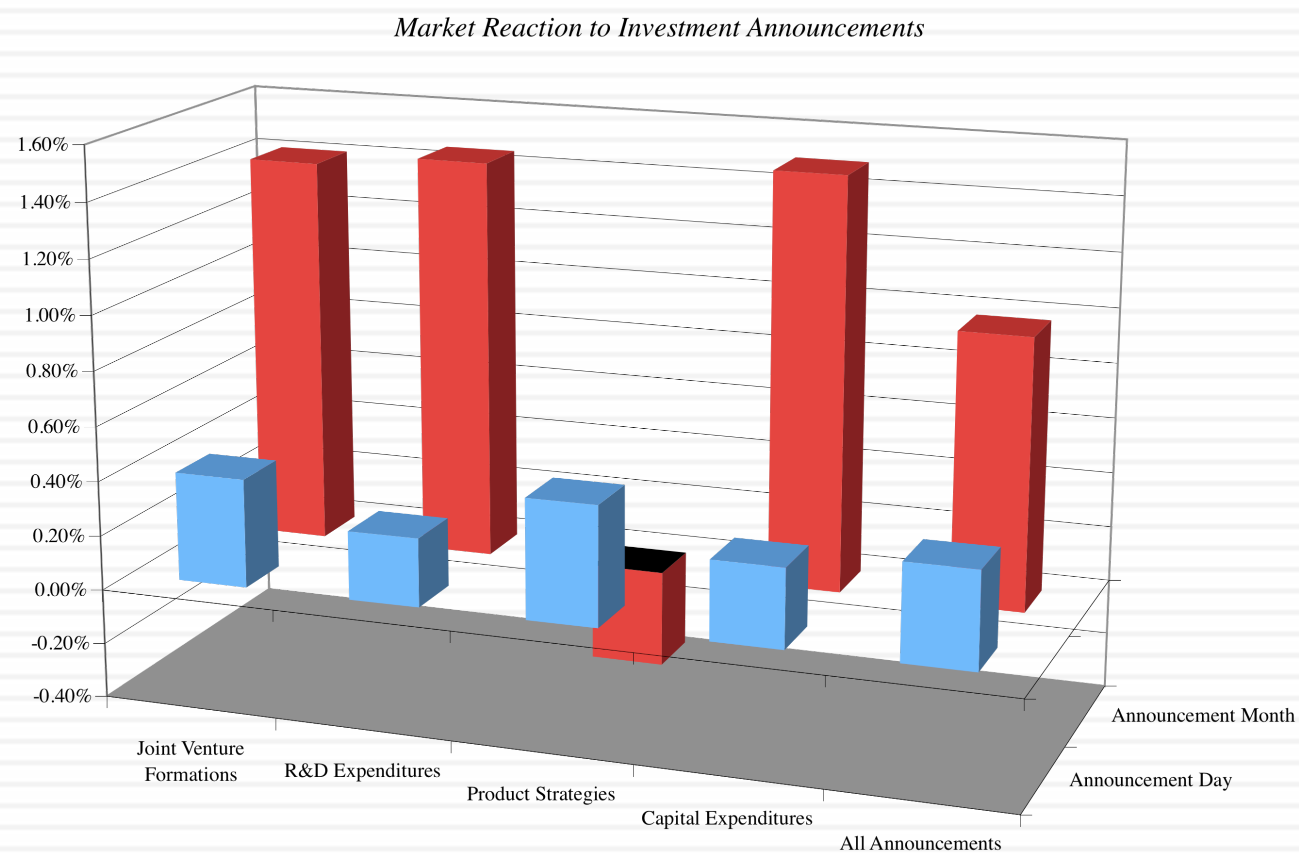
Are markets short sighted and too focused on the near term? What do you think?

- Focusing on market prices will lead companies towards short term decisions at the expense of long term value.
  a. I agree with the statement
  b. I do not agree with this statement
- Allowing managers to make decisions without having to worry about the effect on market prices will lead to better long term decisions.
  a. I agree with this statement
  b. I do not agree with this statement
- Neither managers nor markets are trustworthy. Regulations/laws should be written that force firms to make long term decisions.
  a. I agree with this statement
  b. I do not agree with this statement

Are markets short term? Some evidence that they are not..

- Value of young firms: There are hundreds of start-up and small firms, with no earnings expected in the near future, that raise money on financial markets. Why would a myopic market that cares only about short term earnings attach high prices to these firms?
- Current earnings vs Future growth: If the evidence suggests anything, it is that markets do not value current earnings and cashflows enough and value future earnings and cashflows too much. After all, studies suggest that low PE stocks are under priced relative to high PE stocks
- Market reaction to investments: The market response to research and development and investment expenditures is generally positive.

If markets are so short term, why do they react to big investments (that potentially lower short term earnings) so positively?



But what about market crises?

- Markets are the problem: Many critics of markets point to market bubbles and crises as evidence that markets do not work. For instance, the market turmoil between September and December 2008 is pointed to as backing for the statement that free markets are the source of the problem and not the solution.
- The counter: There are two counter arguments that can be offered:
  - The events of the last quarter of 2008 illustrate that we are more dependent on functioning, liquid markets, with risk taking investors, than ever before in history. As we saw, no government or other entity (bank, Buffett) is big enough to step in and save the day.
  - The firms that caused the market collapse (banks, investment banks) were among the most regulated businesses in the market place. If anything, their failures can be traced to their attempts to take advantage of regulatory loopholes (badly designed insurance programs… capital measurements that miss risky assets, especially derivatives)

IV. Firms and Society

- <u>In theory</u>: All costs and benefits associated with a firm´s decisions can be traced back to the firm.
- <u>In practice</u>: Financial decisions can create social costs and benefits.
  - A social cost or benefit is a cost or benefit that accrues to society as a whole and not to the firm making the decision.
    - Environmental costs (pollution, health costs, etc..)
    - Quality of Life' costs (traffic, housing, safety, etc.)
  - Examples of social benefits include:
    - creating employment in areas with high unemployment
    - supporting development in inner cities
    - creating access to goods in areas where such access does not exist

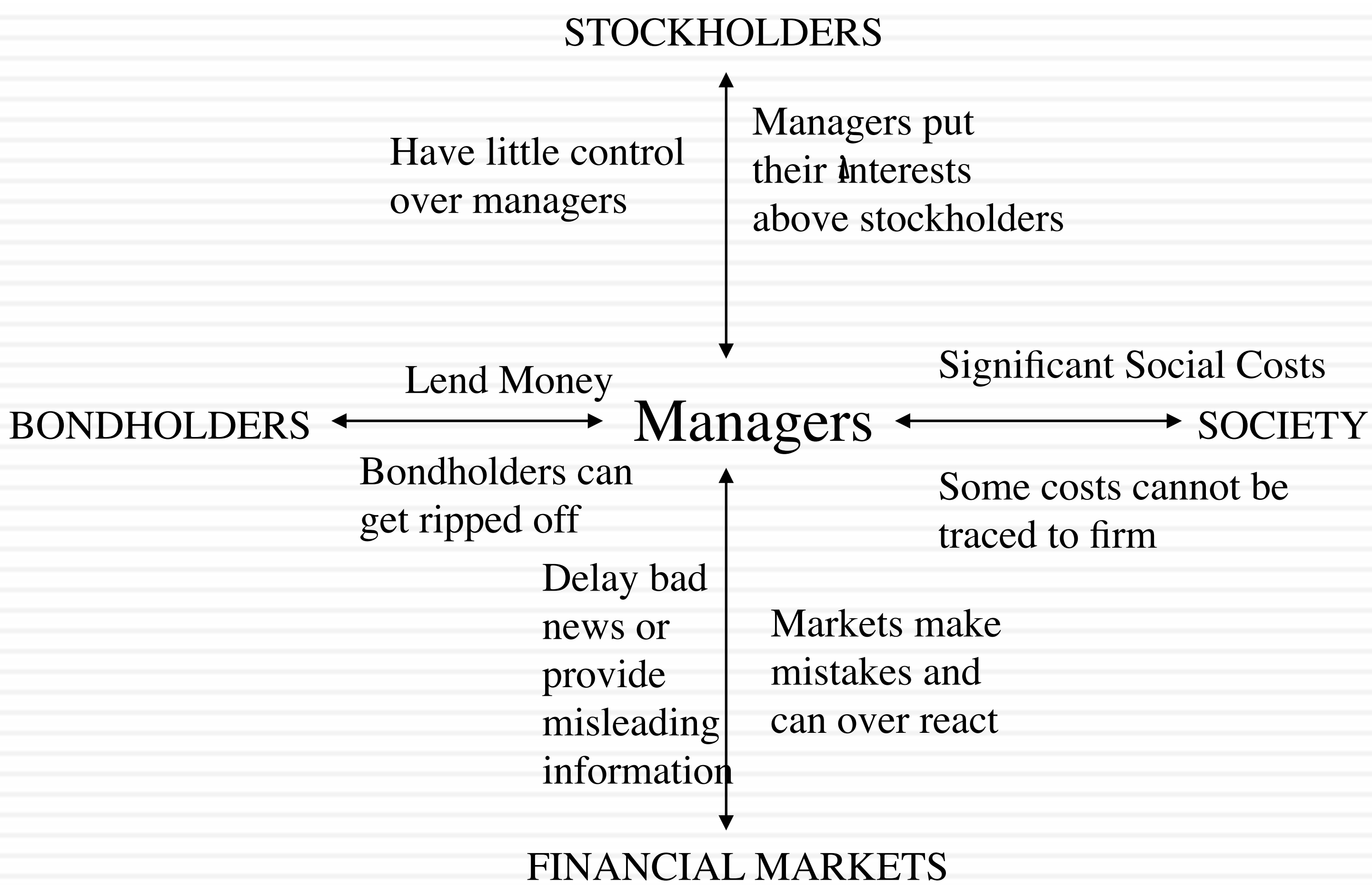
Social Costs and Benefits are difficult to quantify because ..

- Cannot know the unknown: They might not be known at the time of the decision. In other words, a firm may think that it is delivering a product that enhances society, at the time it delivers the product but discover afterwards that there are very large costs. (Asbestos was a wonderful product, when it was devised, light and easy to work with… It is only after decades that the health consequences came to light)
- Eyes of the beholder: They are 'person-specific', since different decision makers can look at the same social cost and weight them very differently.
- Decision paralysis: They can be paralyzing if carried to extremes.

A test of your social consciousness: Put your money where you mouth is…

- Assume that you work for Disney and that you have an opportunity to open a store in an inner-city neighborhood. The store is expected to lose about a million dollars a year, but it will create much-needed employment in the area, and may help revitalize it.
- Would you open the store?
  - Yes
  - No
- If yes, would you tell your stockholders and let them vote on the issue?
  - Yes
  - No
- If no, how would you respond to a stockholder query on why you were not living up to your social responsibilities?

So this is what can go wrong...



Traditional corporate financial theory breaks down when …

- Managerial self-interest: The interests/objectives of the decision makers in the firm conflict with the interests of stockholders.
- Unprotected debt holders: Bondholders (Lenders) are not protected against expropriation by stockholders.
- Inefficient markets: Financial markets do not operate efficiently, and stock prices do not reflect the underlying value of the firm.
- Large social side costs: Significant social costs can be created as a by-product of stock price maximization.

When traditional corporate financial theory breaks down, the solution is:

- A non-stockholder based governance system: To choose a different mechanism for corporate governance, i.e, assign the responsibility for monitoring managers to someone other than stockholders.
- A better objective than maximizing stock prices? To choose a different objective for the firm.
- Maximize stock prices but minimize side costs: To maximize stock price, but reduce the potential for conflict and breakdown:
  - Making managers (decision makers) and employees into stockholders
  - Protect lenders from expropriation
  - By providing information honestly and promptly to financial markets
  - Minimize social costs

I. An Alternative Corporate Governance System

- Germany and Japan developed a different mechanism for corporate governance, based upon corporate cross holdings.
  - In Germany, the banks form the core of this system.
  - In Japan, it is the keiretsus
  - Other Asian countries have modeled their system after Japan, with family companies forming the core of the new corporate families
- At their best, the most efficient firms in the group work at bringing the less efficient firms up to par. They provide a corporate welfare system that makes for a more stable corporate structure
- At their worst, the least efficient and poorly run firms in the group pull down the most efficient and best run firms down. The nature of the cross holdings makes its very difficult for outsiders (including investors in these firms) to figure out how well or badly the group is doing.

II. Choose a Different Objective Function

- Firms can always focus on a different objective function. Examples would include
  - maximizing earnings
  - maximizing revenues
  - maximizing firm size
  - maximizing market share
  - maximizing EVA
- The key thing to remember is that these are intermediate objective functions.
  - To the degree that they are correlated with the long term health and value of the company, they work well.
  - To the degree that they do not, the firm can end up with a disaster

III. Maximize Stock Price, subject to ..

- The strength of the stock price maximization objective function is its <u>internal self correction mechanism</u>. Excesses on any of the linkages lead, if unregulated, to counter actions which reduce or eliminate these excesses
- In the context of our discussion,
  - managers taking advantage of stockholders has led to a much more active market for corporate control.
  - stockholders taking advantage of bondholders has led to bondholders protecting themselves at the time of the issue.
  - firms revealing incorrect or delayed information to markets has led to markets becoming more "skeptical" and "punitive"
  - firms creating social costs has led to more regulations, as well as investor and customer backlashes.

The Stockholder Backlash

- Activist Institutional investors have become much more active in monitoring companies that they invest in and demanding changes in the way in which business is done. They have been joined by private equity funds like KKR and Blackstone.
- Activist individuals like Carl Icahn specialize in taking large positions in companies which they feel need to change their ways (Blockbuster, Time Warner, Motorola & Apple) and push for change.
- Vocal stockholders, armed with more information and new powers: At annual meetings, stockholders have taken to expressing their displeasure with incumbent management by voting against their compensation contracts or their board of directors

The Hostile Acquisition Threat

- The typical target firm in a hostile takeover has
  - a return on equity almost 5% lower than its peer group
  - had a stock that has significantly under performed the peer group over the previous 2 years
  - has managers who hold little or no stock in the firm
- In other words, the best defense against a hostile takeover is to run your firm well and earn good returns for your stockholders
- Conversely, when you do not allow hostile takeovers, this is the firm that you are most likely protecting (and not a well run or well managed firm)

In response, boards are becoming more independent…

- Boards have become smaller over time. The median size of a board of directors has decreased from 16 to 20 in the 1970s to between 9 and 11 in 1998. The smaller boards are less unwieldy and more effective than the larger boards.
- There are fewer insiders on the board. In contrast to the 6 or more insiders that many boards had in the 1970s, only two directors in most boards in 1998 were insiders.
- Directors are increasingly compensated with stock and options in the company, instead of cash. In 1973, only 4% of directors received compensation in the form of stock or options, whereas 78% did so in 1998.
- More directors are identified and selected by a nominating committee rather than being chosen by the CEO of the firm. In 1998, 75% of boards had nominating committees; the comparable statistic in 1973 was 2%.

Disney: Eisner's rise & fall from grace

- In his early years at Disney, Michael Eisner brought about long-delayed changes in the company and put it on the path to being an entertainment giant that it is today. His success allowed him to consolidate power and the boards that he created were increasingly captive ones (see the 1997 board).
- In 1996, Eisner spearheaded the push to buy ABC and the board rubberstamped his decision, as they had with other major decisions. In the years following, the company ran into problems both on its ABC acquisition and on its other operations and stockholders started to get restive, especially as the stock price halved between 1998 and 2002.
- In 2003, Roy Disney and Stanley Gold resigned from the Disney board, arguing against Eisner's autocratic style.
- In early 2004, Comcast made a hostile bid for Disney and later in the year, 43% of Disney shareholders withheld their votes for Eisner's reelection to the board of directors. Following that vote, the board of directors at Disney voted unanimously to elect George Mitchell as the Chair of the board, replacing Eisner, who vowed to stay on as CEO.

Eisner's concession: Disney's Board in 2003

Board Members	*Occupation*
Reveta Bowers	Head of school for the Center for Early Education,
John Bryson	CEO and Chairman of Con Edison
Roy Disney	Head of Disney Animation
Michael Eisner	CEO of Disney
Judith Estrin	CEO of Packet Design (an internet company)
Stanley Gold	CEO of Shamrock Holdings
Robert Iger	Chief Operating Officer, Disney
Monica Lozano	Chief Operation Officer, La Opinion (Spanish newspaper)
George Mitchell	Chairman of law firm (Verner, Liipfert, et al.)
Thomas S. Murphy	Ex-CEO, Capital Cities ABC
Leo O'Donovan	Professor of Theology, Georgetown University
Sidney Poitier	Actor, Writer and Director
Robert A.M. Stern	Senior Partner of Robert A.M. Stern Architects of New York
Andrea L. Van de Kamp	Chairman of Sotheby's West Coast
Raymond L. Watson	Chairman of Irvine Company (a real estate corporation)
Gary L. Wilson	Chairman of the board, Northwest Airlines.

Changes in corporate governance at Disney

1. Required at least two executive sessions of the board, without the CEO or other members of management present, each year.
2. Created the position of non-management presiding director, and appointed Senator George Mitchell to lead those executive sessions and assist in setting the work agenda of the board.
3. Adopted a new and more rigorous definition of director independence.
4. Required that a substantial majority of the board be comprised of directors meeting the new independence standards.
5. Provided for a reduction in committee size and the rotation of committee and chairmanship assignments among independent directors.
6. Added new provisions for management succession planning and evaluations of both management and board performance
7. Provided for enhanced continuing education and training for board members.

Eisner's exit… and a new age dawns? Disney's board in 2008

Board Members	*Occupation*
John E. Pepper, Jr. (Chairman)	Retired Chairman and CEO, Procter & Gamble Co.
Susan E. Arnold	President, Global Business Units, Procter & Gamble Co.
John E. Bryson	Retired Chairman and CEO, Edison International
John S. Chen	Chairman,, CEO & President, Sybase, Inc.
Judith L. Estrin	CEO, JLabs, LLC.
Robert A. Iger	CEO, Disney
Steven P. Jobs	CEO, Apple
Fred Langhammer	Chairman, Global Affairs, The Estee Lauder Companies
Aylwin B. Lewis	President and CEO, Potbelly Sandwich Works
Monica Lozano	Publisher and CEO, La Opinion
Robert W. Matschullat	Retired Vice Chairman and CFO, The Seagram Co.
Orin C. Smith	Retired President and CEO, Starbucks Corporation

But as a CEO's tenure lengthens, does corporate governance suffer?

1. While the board size has stayed compact (at twelve members), there has been only one change since 2008, with Sheryl Sandberg, COO of Facebook, replacing the deceased Steve Jobs.
2. The board voted reinstate Iger as chair of the board in 2011, reversing a decision made to separate the CEO and Chair positions after the Eisner years.
3. In 2011, Iger announced his intent to step down as CEO in 2015 but Disney's board convinced Iger to stay on as CEO for an extra year, for the "the good of the company".
4. There were signs of restiveness among Disney's stockholders, especially those interested in corporate governance. Activist investors (CalSTRS) starting making noise and Institutional Shareholder Services (ISS), which gauges corporate governance at companies, raised red flags about compensation and board monitoring at Disney.

What about legislation?

- Every corporate scandal creates impetus for a legislative response. The scandals at Enron and WorldCom laid the groundwork for Sarbanes-Oxley.
- You cannot legislate good corporate governance.
  - The costs of meeting legal requirements often exceed the benefits
  - Laws always have unintended consequences
  - In general, laws tend to be blunderbusses that penalize good companies more than they punish the bad companies.

Is there a payoff to better corporate governance?

- In the most comprehensive study of the effect of corporate governance on value, a governance index was created for each of 1500 firms based upon 24 distinct corporate governance provisions.
  - Buying stocks that had the strongest investor protections while simultaneously selling shares with the weakest protections generated an annual excess return of 8.5%.
  - Every one point increase in the index towards fewer investor protections decreased market value by 8.9% in 1999
  - Firms that scored high in investor protections also had higher profits, higher sales growth and made fewer acquisitions.
- The link between the composition of the board of directors and firm value is weak. Smaller boards do tend to be more effective.
- On a purely anecdotal basis, a common theme at problem companies and is an ineffective board that fails to ask tough questions of an imperial CEO.