

**INTERVIEW | ZIA MODY**

## QUALITY IS THE ONLY THING, IN QUALITY IS EVERYTHING!

*In celebration of its 50<sup>th</sup> Volume – the BCAJ brings a series of interviews with people of eminence, the distinct ones we can look up to, as professionals. Those people who have reached to the top of their chosen sphere, people who have established a benchmark for others to emulate.*

*This first interview is with Mrs. Zia Mody. Zia is an advocate and solicitor, founder and managing partner of AZB and Partners. She is considered an authority on corporate merger and acquisition law in particular. Zia studied at Cambridge and Harvard both, worked in the US for five years with Baker McKenzie and then in India. She started her own firm which today is considered one of the best in India. A wife, mother, winner of many awards, an active practitioner of the Bahai faith.*

*In this interview, Zia talks to BCAJ Editor Raman Jokhakar and BCAJ Past Editors Ashok Dhere & Gautam Nayak about her formative years, what she learnt from her mentors, the factors she attributes to her success, the sacrifices that she had to make, her thoughts on the laws in India, and more.....*

**Q (Raman Jokhakar): From being in employment at a US law firm, to being a counsel, to leading your own law firm – yours has been a multi-faceted career. Which part of it was the most enjoyable?**

**A** Well, the truth is that, in hindsight, the most enjoyable part if you say of my career would be my time as a counsel in the High Court. And although, I enjoy my work as M&A lawyer, for sure, I think that the thrill of winning a matter which I got when I was younger is probably the biggest thrill in my span as a lawyer.

**Q (Gautam Nayak): In spite of being a first generation law firm, I think you have overtaken most of the firms which are much older and established firms in that sense. From being a first generation firm to being a top rank firm is an amazing achievement. What do you attribute your success to?**

**A** A combination of being there at the right time. When I came back from America, I was in court for 10 years and the opportunity to start a firm was not there. Then after Manmohan Singh's policy in 1991 to about 1995, in those 4 years, a lot of foreign friends who wanted their clients to set up shop, clients wanted to set up shop, India opened up. So I was there at the right time. Because I had foreign education and foreign training, my acceptability was much easier for my foreign friends and clients. Again, in comparison we were technologically savvy. We had star programme, which the older firms who were giants then could not have. We had a computer for each lawyer; God forbid, the other firms didn't have. We spent more money, invested more money in getting technologically better and also I think, frankly, I spoke the language better to an American General Counsel, I knew what they were looking for.

**Q (Gautam Nayak): Maybe the initial impetus yes, came from these factors, but as your firm grew in size, what factors made it work later?**

**A** There again, a combination of being lucky to get such good talent and though not always successful, trying my best to retain the talent. Sometimes you can and sometimes you can't. Then always emphasizing

to everybody who walked in and carried our card, that quality is the only thing, and in quality is everything - hard work, loyalty to the letterhead, loyalty to the client – all comes out of quality. So like in any service profession – what do you want to be – you want to be the best and how do you get to be the best – when you hire the best and how do you make them the best – by showing them the way.

**Q (Raman Jokhakar): Role of your Mentors: you worked here in India and in the US all these years. Would you like to share a trait that has stayed relevant even today or over all these years?**

**A** As a young professional, your prayers get answered if you get a good mentor. It's not choosing your job, it's choosing your boss right? And, I think for me, both my mentors, in America and in India, were really patient human beings because they invested time in me and had affection for me. Both of which are key. You know if you have a good mentor but he does not love you, it does not work as much as if he loves you. So I think, a personal connect which I had, helped me a great deal. Therefore, the person was willing to do more than he needed to. Therefore, my duty as a mentee was to never let that mentor waste his time; to learn all the time; to let him know that I am learning.

**Q (Raman Jokhakar): And something that still rings true, even today – something that you learnt during those times.**

**A** Honesty to the matter. Every matter has to be dealt with honesty. You can nuance your advice. You can



L to R: Raman Jokhakar, Zia Mody, Ashok Dhare and Gautam Nayak

have gradations of what you want to say. But stick to the skeleton of what is an honest assessment of the matter. That is key.

**Q (Gautam Nayak): Both you and your husband have been and are very successful in your respective careers. What is the role that you played in each other's success?**

**A** So I always again thank God, although my husband is a typical Gujju, he has enormous respect for his wife. And, I think that is really why I have been able to be successful. My profession has taken a toll in terms of time on my marriage, not having conventional rule as a wife, not able to spend time with my children as I would have liked to. My mother in law compensated a lot of my absenteeism. But I think the luck that I had was that my husband was not insecure. He is very proud of me. His father was a lawyer. So I never grew up having to be worried about what my husband would feel. Because he was so successful in his own mind and later on in life, that there was no feeling- How she is so important, why is she on this TV show or something? It was– Great that you are on this TV show! There was no competitiveness at home. This is important.

**Q (Raman Jokhakar): Any special sacrifice that you felt you had to particularly make?**

**A** Time. Time with my family.

**Q (Raman Jokhakar): If you look back at your career, in hindsight, is there anything you feel you would have done differently?**

**A** No. Except, maybe being less paranoid! (laughter)

**Q (Gautam Nayak): One of the significant issues which you may have faced when you started your career, was that you were in a legal profession dominated by males (Zia: Still is). Being a woman, how has it played out for you as a woman? For other women professionals, what is your advice?**

**A** It was hard. It is much better now. But it was hard. In early 1980s, as a young woman going to court, which client is going to give you his matter to argue - right? They would say (go away - gesture) It is much better now. I don't think it is much better still in Court, I think it is the

same. But, in the table space of our profession, it is much better. It is well paid - women get more attracted to the profession. Frankly, their parents have changed. Today our generation puts more value on a girl child than they did on our sisters. Our fathers are much more vested in educating us than the previous generations. That is what is making a change.

**Q (Gautam Nayak): What is your advice to women professionals that they should follow in order to succeed?**

**A** The same story - Quality, Focus and Sacrifice. We can keep talking about what we want to, but as women, we have to make that sacrifice. And sometimes it's not worth it - it's just not worth it. It is different for every woman. I think I overdid it. I don't think I will recommend my life to many people. But each one has to strike their own balance. Because, if all this is going to make you miserable personally, why would you do it?

**Q (Gautam Nayak): You are legendary for your long working hours. Even today after having so much success, you put in long hours. What is it that drives you even today?**

**A** I just can't stand not being prepared. If I have a calendar tomorrow, I will prepare. I want to know if I can add a little more value by having a pre-discussion, by reading, by pre-reading material: I also want to know what laws have happened, I look at what my knowledge management team pushes out, changes in FEMA, changes in Companies Act, I will read the headlines. I think it is the fear of not being up to date. Then of course, long hours are also because clients want to meet, after clients finish, partners want to meet for views.

**Q (Ashok Dhere): What are your hobbies?**

**A** I had hobbies. (*laughter*) I used to write, I used to play the piano and I used to do cooking classes with Tarla Dalal. But now, my only hobby today is travelling with my family for short breaks.

**Q (Raman Jokhakar): A Daily habit that you have?**

**A** Prayers

**Q (Ashok Dhere): We have complex Laws. What**

**do you suggest about repealing laws and reducing complexity?**

**A** It is a big problem. It's a good one. There is not one law you could repeal in totality. Look at your Companies Act, there are lot of provisions that don't make sense to me but you can't repeal that law. You have to amend them in bits and pieces. I don't think there is one statute that I would say – *DHUM!* – kill it! There are so many statutes that need updating, fine-tuning. You take the latest Insolvency and Bankruptcy Code, it is doing a great job as a statute, but it still needs refining. So, it is an ongoing process.

**Q (Gautam Nayak): What is your view on Companies Act 1956 versus the current Companies Act?**

**A** But the 1956 Act had also outgrown its useful life. It is just that our new Act is unfortunately a knee jerk reaction to Satyam- that is the problem. Satyam happened 10 years ago. (*Raman: We call it Roy and Raju Act*). Perfect.

**Q (Gautam Nayak): Some of the old laws we have such as Indian Contract Act from 1872. As compared to that, some of the recent legislations have a lot more litigations, a lot more ambiguity in drafting. What is your view on that?**

**A** I think, the old statutes are better drafted. Our current drafting is the biggest problem.

**(Raman Jokhakar): The way they use English. Imagine in a country like ours where most people can't speak English, can't read English, and you have these laws which even professionals can't understand?**

**A** What to do. It's good for Lawyers!

**Q (Gautam Nayak): Technology is changing, laws are changing, and the society is changing. In that sense, going forward, what do you see as the key attributes a professional needs to have? As in your times, technology was the key factor, what would be the key factors now?**

**A** A senior professional as he climbs up the value chain, has to morph into a Trusted Advisor. That is the biggest value you can give to the clients. You are not a lawyer. You are a trusted advisor. Your client comes to you, to make the company calls, real crisis calls. At that time you are not reading sections. You are simply reading, assimilating

everything. And then taking a judgement call, which is different for each client. One guy is risky, one risk averse, one guy is a foreigner, one Indian, one guy is a listed company, and one guy is an unlisted company. So you have to put everything into the mix. That's the issue.

**Q (Ashok Dhere):** *Madam, I am a fan of your book translated (shows the book ....) into Marathi. I read that book.*

**A** Even Marathi one also. I know Penguin said can we get the book translated into Marathi and I said yes - as long as it is an honest translation.

**Q (Ashok Dhere):** *I was fascinated by that judgement of Aruna Shanbag. (Zia: Right to live). At that time, Supreme Court was shy of pronouncing it because they passed it on to the Dean. Let the Dean decide. They were shy. Now they are bold.*

**A** They are bold. Life has changed.

**Q (Ashok Dhere):** *In Golaknath and Keshavanand Bharati, there is a constant tussle between judiciary, executive and parliament. Will it continue forever?*

**A** Probably, because there is misalignment spiritually. The executive feels they need more control over judiciary, who can otherwise keep hauling them up for contempt and striking down their laws. Judiciary feels that they are the custodians of the Constitution which they are spiritually duty bound to protect. There is a misalignment. But, I am for the judiciary.

**Q (Ashok Dhere):** *What about judicial activism which is also being criticised (Zia: I understand sometimes it is overboard but...) they are giving direction to Reserve Bank of India...*

**A** I Understand. But if you are asking me which balance I prefer, I prefer this one even if it has these side effects, because without that, you can't have a country that can be kept in check. As much as I love Reserve Bank of India, sometimes even they may go wrong. It's ok. I don't think they were right in the directions they gave. I think even Reserve Bank or the Government or any Regulator today is concerned about what the Supreme Court thinks of them.

**Q (Ashok Dhere):** *What about corruption in the Judicial System in the light of recent Supreme Court (four Judges) matter?*

**A** I think there is more corruption at junior level simply because pay scales are so pathetic and there is less corruption at the higher level. I am not a believer that there is systemic judicial corruption. I don't think so at all.

**Q (Gautam Nayak):** *Professional Firms: Today, do you feel there is a scope for small professional firms or are large firms alone the future?*

**A** Boutique firms. Specialised Boutique (*firms*). Otherwise big firms. Unless you have domain and you are a boutique. Larger companies would veer towards branded firms.

**Q (Ashok Dhere):** *Madam, so far as frauds and scams happen or other activities that are in the newspapers, Chartered Accountants are always at the receiving end (Zia: Poor guys) and everything is always done with drafting with lawyers or law firms etc. (Zia: We protect ourselves) Tell us a few tips for Chartered Accountants, how to protect themselves?*

**A** You don't have to sign balance sheets. (*Laughter*) and if you are smart, stay away from being Directors.

**Q (Gautam Nayak):** *Large firms that we talked about. Do you think that now professions are becoming a business, some of the large firms you see?*

**A** See, it has always been a business. You can keep calling yourself a noble profession, which of course it is. That does not mean that you are doing charity. You are doing work for doing business. Just that you have to do it ethically. That's what makes it noble.

**Q (Ashok Dhere):** *What do you have to say about prohibitive cost of litigation? Sometimes, litigation in an income tax matter is valid, but the client just does not have the capacity to pay.*

**A** That's life. What can you do!

**Q (Gautam Nayak):** *There was a talk of legal fees, capping that etc. that the Government is considering.*

**A** Why should they? It is a free market. How do we hire the best, pay the best and then not charge the best? That is socialism?

**Q (Ashok Dhere): Do you make a distinction, M'am, between banking fraud and political corruption, say in PNB Case?**

**A** Depends. Depends on reason. Talk about PNB, there is no fraud proved yet at a senior level. How are you asking to compare senior level fraud before it's even proved? That is pre-judging.

**Q (Ashok Dhere): What about political overtones as in Karti Chidambaram Case? That is also fraud matter.**

**A** It is. But let the investigation happen.

**Q (Raman Jokhakar): For the Chartered Accountant profession, what is your advice to Chartered Accountants as you look at them and you interact with them? Is there something that you want to tell them?**

**A** Be stricter with your clients. (Raman: And in which way?) Get proper back up, don't stop asking questions, be comfortable with the balance sheet you are signing and the qualifications, and don't be scared about losing the account. That's all.

The minute you can say "Go Away", you are capable. That's what we do. If we are not comfortable - "We are not going to give you that opinion." No problem. That has been our approach right from the day we started with twelve lawyers. ■

