

BOARD EVALUATION POLICY

This evaluation programme ('the programme') is for the evaluation of Non Independent Directors and the Board as a whole. The programme has been laid down by the Nomination and Remuneration Committee in its meeting held on 23rd March, 2015 and adopted by the Board in its Meeting on the even date.

OBJECTIVES

Companies Act, 2013 along with Clause 49 of the Listing Agreement with Stock Exchanges ('the Listing Agreement') requires evaluation of all non-Independent Directors and the Board as a whole annually. In line with best practices, the evaluation process will be done for all Directors. The objective of the evaluation is to provide feedback on the effectiveness of individuals in their role as members of the Board and not as members of management.

In complying with the requirements of the Act and the Listing Agreement, the Company would also like to use this as a tool for self-introspection and enable enhancement of overall quality of Board effectiveness and interaction.

PROCESS

The process is designed as a peer feedback process. The rating will be provided anonymously to ensure better quality of feedback. Each Board member will need to provide feedback on a rating scale of 4.

4 Outstanding

3 More than Adequate

2 Adequate

1 Inadequate

The Chairman will have the feedback compiled into a short summary report for each individual. The Chairman may decide to have an individual discussion with Board Members. The process will be done every year and a discussion will be held by the Chairman with individual members. In 2015-16 the Instrument will be administered.

DIRECTOR FEEDBACK INSTRUMENT

The following will be rated at a scale of 1 to 4

1. Is adequately prepared for the Board Meetings and has gone through the background papers provided
2. Participates effectively in the meetings
3. Provides meaningful insights and observations that enhances the quality of discussions and decisions
4. Is able to express views with clarity and candor, even dissenting views
5. Is able to provide the time required even outside Board Meetings as required
6. Understands the sector and the needs of the company well
7. Is able to gain the respect and confidence of management team and Board members

BOARD'S ASSESSMENT QUESTIONNAIRE

Serial no	Assessment Questionnaire	Rating Scale 1-4
1	Whether the Board composition is adequate for the needs of the organization?	
2	Whether the Board adequately reviews the performance and strategy of the various divisions?	
3.	Whether the Board has adequate oversight to ensure compliance to law, high standards of values and ethics are maintained and processes are in place in the organization to ensure this?	
4.	Whether Board discussions are conducted in a manner that encourages open discussions and healthy debate and enables each member to add value to discussions and decisions?	
5	Whether the Board is able to add value in matters of critical significance for the Company?	
6	Whether Board schedules, agenda and the time provided for various subjects are satisfactory?	
7	Whether Board meeting agenda and background information are circulated in a timely manner to enable full and proper consideration to important matters?	
8	Whether the Board spends adequate time on strategic matters affecting the future rather than day to day management matters?	
9	Whether the functioning of various Board Committees are satisfactory :- <ul style="list-style-type: none"> • Audit Committee • Other Committees 	
10	Whether the interaction and accessibility of the key management team to the Board is satisfactory?	