

## **Board Evaluation Policy**

### **Introduction**

The Policy on Board Evaluation is being adopted in compliance of Companies Act, 2013 and the Clause 49 of the Listing Agreement entered into with the stock exchanges.

### **Purpose**

The purpose of the policy is to assess the effectiveness of the Board as a whole, Committees of Board and Individual Directors (Independent and Non-Independent) on regular basis and to take necessary steps for improving the effectiveness of the Board.

### **Process**

a) *The Nomination and Remuneration Committee of the Board shall decide the procedure, criteria and methodology of evaluation of Directors of the Company from time to time.*

b) *Evaluation of Board*

The review of the performance of the Board as a whole shall be carried out by the Nomination and Remuneration Committee of the Board of Directors.

c) *Evaluation of Independent Directors*

The evaluation of Independent Directors shall be carried out by all the members of the Board excluding the Director being evaluated.

In accordance with Schedule IV of the Companies Act, 2013, the extension or continuance of the term of appointment of Independent Directors would be determined based on their evaluation.

d) *Evaluation of Non-Independent Directors*

The Nomination and Remuneration Committee shall on an annual basis review the performance of Non-Independent Directors.

e) *Evaluation of Chairperson*

The performance of Chairperson of the Board shall be carried out by the Nomination and Remuneration Committee taking into account the views of Executive and Non-Executive Directors.

The evaluation process as mentioned above shall be carried out annually at the time of finalizing annual business plan and annual budget of the company or before the end of the financial year.

### **Reporting**

Individual Board members are assessed on their effective contribution, quality of interventions, statutory disclosures/ compliances from time to time and commitment to their role and responsibilities as Directors.

### **External Support**

The Board as and when it feels necessary may carry out evaluation process with the support of external consultants.

### **Disclosures**

- a) The Board evaluation policy shall be disclosed in the annual report.
- b) A statement on the process of Board evaluation shall be made part of Directors Report

### **Applicability**

- a) This policy can be amended only by the Board of Directors from time to time.
- b) This Policy is made effective from October 1, 2014.