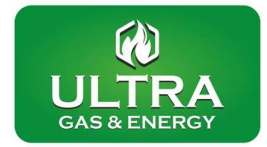


ULTRA GAS & ENERGY LIMITED

POLICY FOR APPOINTMENT, REMUNERATION AND EVALUATION OF DIRECTORS AND EMPLOYEES

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A. Document Control

Document Name	Policy for Appointment, Remuneration and Evaluation of Directors and employees
Version No.	1
Date of publication	25.09.2024
Planned review date	
Process Owner:	Nomination & Remuneration Committee
Approved By:	Board of Directors

B. Revision History

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1. General

- 1.1 The Companies Act, 2013 requires the Company to formulate criteria for determining qualifications, positive attributes and independence of directors. The Company is also required to adopt a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- 1.2 The objectives of this Policy are:
 - a. To formulate criteria for determining qualifications, competencies, positive attributes and independence for appointment of Executive / Non-executive directors and recommend to the Board, policies relating to the remuneration of Directors, Key managerial personnel and other employees. This includes reviewing and approving corporate goals and objectives relevant to the compensation of the Managing Director / Chief Executive Officer, evaluating the MD/ CEO's performance in light of these goals and objectives and to determine and approve the MD/CEO's compensation based on this evaluation.
 - b. To formulate the criteria for evaluation of performance of all Directors on the Board
 - c. To devise a policy on Board diversity and
 - d. To lay out remuneration principles for Directors, Key Managerial Personnel and other employees linked to their effort, performance and achievement relating to the Company's goals
- 1.3 The Board has constituted a Nomination & Remuneration Committee of the Board on 2nd July, 2024 in line with the requirements of the Companies Act 2013. The Board has authority to reconstitute the same from time to time.
- 1.4 To meet these objectives, the Policy for Appointment, Remuneration & Evaluation of Directors & employees ("the Policy") has been adopted by the Board of Directors on 25th September, 2024.

2. Board diversity

- 2.1 The Company believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Towards this, the Company ensures constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge its responsibilities and duties effectively.
- 2.2 As per Articles of Association of the Company, the size and composition of the Board is to be determined.
- 2.3 However, the Board shall at all times comprise not less than three directors.
- 2.4 The Board of Directors of the Company shall have an optimum combination of executive and non-executive directors. However, the Board shall have a minimum of two independent directors at all times and ideally at least one-third the total number of directors on the Board.
- 2.5 The Board may have at least one woman director.
- 2.6 The Company at all times shall have at least one director who has stayed in India for a total period of not less than one hundred and eighty two days in the previous calendar year.
- 2.7 The Board shall have at least one Managing Director or a Whole time director upon such terms and conditions and for such term not exceeding five years at a time.
- 2.8 The Remuneration & Nomination Committee of the Board ('the Committee') shall review and assess the Board composition on behalf of the Board and recommend the appointment of new Directors.
 - i. In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.
 - ii. In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.
 - iii. As part of the annual performance evaluation of the effectiveness of the Board, Board Committees and individual Directors, the Committee will consider the balance of skills, experience, independence and knowledge requirements. Board and the diversity representation of the Board, including gender, how the Board works together as a unit, and other factors relevant to its effectiveness.
- 2.9 The Committee will discuss and agree on all measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption. At any given time the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

3. **Selection, identification and appointment of Directors**

- 3.1 The Nomination & Remuneration Committee is responsible for evaluating the qualifications of each director candidate and of those directors who are to be nominated for election by shareholders at each Annual General Meeting of shareholders, and for recommending duly qualified director nominees to the full Board for election. The qualification criteria set forth herein are designed to describe the qualities and characteristics desired for the Board as a whole and for Board members individually.

3.2 **Director Selection Procedures**

- i. Corporate Human Resources (CHR) department shall identify and shortlist prospective candidates for election to the Board based on directors' qualification criteria.
- ii. For each shortlisted director candidate considered for election to the Board, the Remuneration & Nomination Committee shall evaluate each director candidate and recommend to the Board any duly qualified director candidates.
- iii. A determination of a director's qualifications to serve on the Board shall be made by the Board, upon the recommendation of the Committee, prior to nominating said director for election at the Company's next Annual General Meeting.
- iv. Appointment of all Directors, other than directors appointed pursuant to nomination by Financial Institutions under section 161(3) of the Act will be approved by shareholders at a general meeting or through postal ballot.
- v. The company shall issue a formal letter of appointment to independent directors in the manner as provided in Paragraph IV (4) of Schedule VI the Act.

3.3 **Director qualification criteria**

- i. The director candidates should have completed the age of 21 years. The maximum age of executive directors shall not be more than 70 years at the time of appointment / re-appointment. However a candidate who has attained the age of 70 years may be appointed if approved by shareholders by passing of special resolution.
- ii. The Board has not established specific education, years of business experience or specific types of skills for Board members, but, in general, expects qualified directors to have ample experience and a proven record of professional success, leadership and the highest level of personal and professional ethics, integrity and values.
- iii. The candidate to be appointed as Director shall have a Director Identification Number allotted under section 154 of the Companies Act, 2013 (Act).
- iv. A person shall not be eligible for appointment as director of the Company if:
 - a. he is disqualified for being appointed under section 164 of the Act.
 - b. the number of directorships post appointment as Director in the Company exceeds the total number of directorships permitted under section 165 of the Act.

- v. In evaluating the suitability of individual Board members, the Committee may consider the following:
 - General understanding of the Company's business dynamics, global business and social perspective;
 - Educational and professional background
 - Standing in the profession;
 - Personal and professional ethics, integrity and values;
Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively
 - The need for any specific skill or experience that the Committee feels is required at the Board level for the Board to discharge its functions and duties effectively.
- vi. A person to be appointed as a Managing Director or whole time director in the Company (hereinafter referred to as 'Executive Director') shall additionally have to meet the requirements set out in Part I of Schedule V of the Act.
- vii. **Additional considerations while selecting Independent Directors:**
 - a. The Company may select the candidate from data bank(s) containing names, address, qualification of persons who are eligible and willing to act as Independent Directors maintained by anybody, institute or association as may be notified by the Central Government having expertise in creation and maintenance of such data bank.
 - b. The prospective candidates for appointment as Independent Directors shall have to meet the criteria of independence laid down in sub-section (6) of section 149 of the Act.
 - c. In the process of short listing Independent Directors, the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
 - d. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

3.4 Tenure in office

- a. The appointment of all directors by the Board except for directors appointed under section 161(3) of the Act shall be upto the date of the next Annual General Meeting and shall be subject to approval of shareholders at the Annual General Meeting unless approved by the shareholders earlier.
- b. Executive Directors shall be appointed for a term of upto 5 years.
- c. Subject to the provisions of the Act and Articles of Association and other applicable articles of the Articles of Association of the Company all Executive Directors and all Non-Executive Directors other than the Independent Directors, Debenture Directors (as defined in the Articles of Association of the Company) and Nominee Directors, shall be liable to retire by rotation.

- d. Independent Directors shall hold office for a term up to 5 consecutive years on the Board of the company but shall be eligible for re-appointment on passing of a special resolution by the company.
- e. Independent Directors shall not hold office for more than 2 consecutive terms. Each such term may be of 5 years or less.
- f. After expiry of the 2 terms, the Independent Director would be eligible for appointment only after expiry of 3 years from ceasing to being an ID.
- g. While appointing the Independent Directors, the Board shall decide the term in office of the Independent Directors which may vary depending on the age of the candidate, the professional background, the outcome of evaluation of the individual Director and the Committees of which he is a member.

4. **Criteria for remuneration of Key Managerial Personnel (other than directors) and other employees**

4.1 **Appointment criteria and qualification**

- a. A person to be appointed as KMP or at a Senior management position should possess adequate qualification, expertise and experience for the position.
- b. A person to be appointed in a Senior Management position should possess impeccable reputation for integrity, sectoral expertise and experience
- c. KMPs or Senior management executives shall retire as per prevailing Company policies.

4.2 **Remuneration to KMPs and senior management executives**

- 4.2.1 The Committee shall review and recommend the remuneration payable to the Key Managerial Personnel and Senior Management executives of the Company.
- 4.2.2 While considering payment of remuneration / increase in remuneration payable to key managerial personnel and Senior Management executives the Remuneration & Nomination Committee may among other factors consider the following:
 - a. Ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate personnel of the quality required to run the Company successfully.
 - b. Ensure that the relationship to performance is clear and meets appropriate performance benchmarks
 - c. Ensure that remuneration involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- 4.2.3 The Annual Plan and objectives for Senior Management executives shall be reviewed by the Committee and Annual Performance Bonus will be approved by the Committee based on the achievements against the Annual Plan and objectives.

For this Section Senior Management means Company executives who are part of the core management team excluding Board of Directors, including all members of the management one level below the Executive Directors including functional heads.

5. Remuneration to directors

- 5.1 All remuneration / fees / compensation, payable to directors shall be fixed by the Board of Directors and shall, other than in respect of sitting fees, require approval of shareholders in general meeting.
- 5.2 The Board shall decide on the remuneration / fees / compensation, payable to directors based on the recommendations of the Remuneration & Nomination Committee.
- 5.3 The total managerial remuneration payable excluding sitting fees, to its directors, including managing director and whole-time director, (and its manager) in respect of any financial year shall not exceed eleven per cent of the net profits of the company for that financial year computed in the manner laid down in section 198 of the Act. Provided that the Company in general meeting may, with the approval of the Central Government, authorize the payment of remuneration exceeding eleven per cent. of the net profits of the company, subject to the provisions of Schedule V of the Act:
- 5.4 The Remuneration & Nomination Committee shall ensure the following while recommending the remuneration / fee / compensation payable to Directors:

5.4.1 Executive Directors

- a. The remuneration payable to any one managing director; or whole-time director or manager shall not exceed five percent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such directors and manager taken together except as allowed in Schedule V of the Act and subject to approval of central government, as may be required.
- b. In case of inadequacy of profits mentioned in 5.3 and 5.4.1 above, the Committee while approving the remuneration for executive directors shall:
 - i. take into account, financial position of the company, trend in the industry, appointee's qualification, experience, past performance, past remuneration, etc.
 - ii. be in a position to bring about objectivity in determining the remuneration package while striking a balance between the interest of the company and the shareholders.
- c. While considering payment of remuneration / increase in remuneration payable to executive directors, the Remuneration & Nomination Committee may among other factors consider the following:
 - i. Ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
 - ii. Ensure that the relationship to performance is clear and meets appropriate performance benchmarks
 - iii. Ensure that remuneration involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

5.4.2 Non-Executive Directors including Independent Directors

- a. The remuneration payable to Non-Executive Directors shall not exceed 1% of the net profits of the Company.
- b. A Non-Executive director may be paid remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever. The amount of such fee shall not exceed Rs1,00,000 for attending each meeting of the Board or Committee thereof or such higher amount as may be prescribed by the Central Government.
- c. An independent director shall not be entitled to any stock option.

6. Performance evaluation and re-appointment

6.1 The Board will annually evaluate its performance through a self-evaluation process. The evaluation identifies enhancements to director skill sets and ensures that board members are performing to expectations.

6.2 Evaluation review process

- a. The Remuneration & Nomination Committee will annually oversee a review of the Board's performance, which shall include a self-evaluation by the Board, and will discuss the results of this review with the full Board following the end of each fiscal year.
- b. Evaluation of the Board and Committees thereof – formal annual evaluation has to be made by the Board of its own performance and that of its Committees.
- c. Evaluation of Chairman - A separate meeting of Independent Directors will review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors. They will forward their recommendations to the Remuneration & Nomination Committee.
- d. Other Non-Independent Directors - The Independent Directors will also review the performance of non-independent directors and the Board as a whole and submit their recommendations to the Remuneration & Nomination Committee.
- e. Executive Directors - The Remuneration & Nomination Committee conducts an annual review of the performance of the Managing Director & CEO and other whole-time directors against the Company's goals and objectives based on Balanced Scorecard methodology.
- f. Independent Directors - The performance evaluation of independent directors shall be done by the entire Board of Directors (excluding the director being evaluated).

6.3 Criteria for evaluation

6.3.1 Evaluation of Board as a whole:

The Independent Directors and the Remuneration & Nomination Committee while undertaking board evaluation will decide on the criteria of evaluation of the Board and its Committees which among others may include:

- a. the extent to which the Board and its Committees are successful in fulfilling their key roles and responsibilities.
- b. the extent to which individual directors contribute to the achievement of these objectives.
- c. the extent to which the Board and its Committees adhere to best practices in structure and procedure.

6.3.2. Non-Executive Directors

The criteria for evaluation shall be determined by the Remuneration & Nomination Committee and the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committees. An indicative list of factors that may be evaluated as part of this exercise is:

- i. Participation in meetings and contribution by director
- ii. Commitment including guidance provided to senior management executives outside of Board / Committee meetings
- iii. Effective deployment of expertise and knowledge
- iv. Effective management of relationship with stakeholders
- v. Integrity and maintenance of confidentiality
- vi. Independence of behavior and judgement
- vii. Impact and influence.

6.3.3 Executive Directors

Balance Score Card is derived from Annual Business Plan and goals are aligned and cascaded across the organization, and linking to every Executive Director's performance. Assessment parameters will be defined for each of the goals and performance will be measured against the goals at the end of each financial year. The compensation will be finalized by the Remuneration & Nomination Committee based on evaluation of the individual director and the performance of the Company.

6.4 Structure of evaluation process

- a. The structure of the evaluation process will be finalized by the Remuneration & Nomination Committee either on its own in consultation with Corporate Human Resources Department or by engaging the services of external consultants.
- b. Each board evaluation may have slight differences in focus, priority and outcomes but will broadly follow a similar approach.
- c. Board evaluation to be finalized by the Remuneration & Nomination Committee may cover the following areas:
 - i. Briefing of the Board
 - ii. Gathering of evidence using a questionnaire
 - iii. Drafting of Board evaluation report
 - iv. Discussion of the Board evolution report by the entire Board
 - v. Meetings between the Chairman and individual directors to discuss individual director evaluation
 - vi. Determination of Board development strategy

6.5 Re-appointment of Directors

- a. Re-appointment of directors will not be automatic.
- b. Before the expiry of term in office on account of retirement by rotation of Non-Executive Non Independent Directors liable to retire by rotation or the completion of term in office of the Executive Directors or Independent Directors, the Remuneration & Nomination Committee will make recommendations to the Board.

- c. In determining whether the directors' should be re-appointed, the Remuneration & Nomination Committee should:
 - i. Consider extending or continue the term of appointment of the Directors on the basis of performance evaluation;
 - ii. Assess the current Board's skills and qualities;
 - iii. The needs of the Company's business currently and going forward;
 - iv. Measure the retiring directors' skills against the selection criteria set by the Remuneration & Nomination Committee.
- 6.6 The directors eligible to retire by rotation shall be determined based on the provisions of section 152 of the Act,
- 6.7 Shareholders' approval for reappointment of Executive Directors shall not be taken more than 1 year before expiry of their present term.
- 6.8 Summary of results of performance evaluation shall be disclosed in the Annual Report and re-appointment of Independent directors shall be basis the outcome of such evaluation.

7 Mechanism for evaluation of Board, Chairman and Directors

- 7.1 The Remuneration & Nomination Committee has formulated the following mechanism for evaluation of the entire Board & Committees.
- 7.2 The Head of Corporate Human Resources department (CHR) shall lead the performance evaluation process. CHR shall circulate questionnaire to the Directors, seek their responses, have individual discussions with the directors and compile the feedback of the directors.
- The evaluation of the Board as a whole shall be done by all the directors.
 - The evaluation of the Independent Directors shall be done by the entire Board excluding the director being evaluated
 - The evaluation of the Non-Independent Directors shall be done by only the Independent Directors
 - The evaluation of performance of the Chairman shall be done by the Independent Directors.
- 7.3 The performance evaluation shall be undertaken based on the feedback provided by Board members as per the following questionnaires.
- Annexure 1 – Evaluation of the performance of the Board as a whole
 - Annexure 2 - Evaluation of the performance of Audit, Risk & Compliance Committee by the Board
 - Annexure 3 - Evaluation of the performance of Remuneration & Nomination Committee
 - Annexure 4 - Evaluation of the performance of CSR, Sustainability & Safety Committee
 - Annexure 5 – Evaluation of performance of the Chairman
 - Annexure 6 – Evaluation of individual directors
- 7.4 The questionnaires can be answered by rating the statements set out therein on a scale of 1 to 3 as per the following parameters:
- Score of 1** – Needs improvement
 - Score of 2** – Performance meets expectations
 - Score of 3** – Performance exceeds expectations and sets new standards
- 7.5 The Company Secretary shall forward details of composition of the Board and Committees and a report of attendance of directors at Board and Committee meetings to the CHR. The CHR will have individual discussions with the Directors and based on the feedback of the directors, shall prepare a consolidated report on Board/Committee evaluation and evaluation of individual directors. The formats of the reports shall be as under:
- Annexure 7 – Report of Board evaluation
 - Annexure 8 – Report of evaluation of individual directors
- 7.6 The CHR shall submit its report as under:
- Evaluation report of the performance of the Board and Committees shall be submitted to the Chairman of the Remuneration & Nomination Committee, who shall present it to the Board.
 - Evaluation report of Individual Directors (excluding the Chairman of the Remuneration & Nomination Committee) shall be submitted to the Chairman of the Committee, who will

have it submitted to the Committee. The evaluation report of the Chairman of the Committee will be forwarded to the Chairman of the Board who will have it submitted to the Board or Committee.

- c. Evaluation report of the Chairman shall be submitted to the Chairman of the Remuneration & Nomination Committee, who will discuss the same with the Chairman and thereafter submit it to the Board.

Annexure 1

Evaluation of the performance of entire Board

EVALUATION FORM FOR BOARD

How do you rate the following statements regarding the Board?		Needs improvement	Acceptable	Excellent
If you give a rating from 1 to 3, then please use the space at the foot of the page for comments.				
<i>Circle the number of the response that represents your best judgment.</i>				
1.	BOARD COMPOSITION / STRUCTURE			
1.1	In terms of skill and expertise, how well represented do you think the Board is in terms of each of the following:			
	○ Industry Expertise	1	2	3
	○ Marketing Expertise	1	2	3
	○ Financial Expertise	1	2	3
	○ International Expertise	1	2	3
	○ Corporate Governance	1	2	3
	○ Acquisition Expertise	1	2	3
	○ Overall Business Leadership	1	2	3
	○ Safety and Sustainability	1	2	3
1.2	Are there any other skills or areas of expertise you would like to see represented?			
1.2	The Company has an appropriate board size and structure.	1	2	3

1.3	The composition of the board complies with the provisions of the Companies Act, 2013 and the Corporate Governance Guidelines.	1	2	3
1.4	How would you rate relations between executive and non-executive directors?	1	2	3
2.	BOARD PROCESS			
2.1	How would you rate each of the following in relation to the way in which we conduct and manage our Board meetings?			
	○ Effectiveness of decision-making	1	2	3
	○ Important issues are properly discussed	1	2	3
	○ Timely circulation of Board papers	1	2	3
	○ Quality of the Board papers and presentations by management	1	2	3
	○ Open and honest communication	1	2	3
	○ Participation by non-executive directors	1	2	3
	○ Timely implementation of Board decisions	1	2	3
	○ Effective monitoring of progress against decisions made	1	2	3
	○ Overall quality of discussion	1	2	3
2.2	Are there issues not covered at Board meetings which you believe should be covered?			
2.3	Is the frequency of Board meetings appropriate?	1	2	3
2.4	Is the length of Board meetings appropriate?	1	2	3
2.5	Do the matters currently reserved for the Board provide an appropriate framework for the Board's responsibilities?	1	2	3
	(Kindly note there are no internal policies for reserved matters for Board. The reserved matters arise out of Companies Act provisions and rules made thereunder)			

3.	INFORMATION			
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3.1	How would you rate the level of access to management enjoyed by Board members?	1	2	3
3.2	Do you feel that management provides you with the right level of information to fulfil your duties?	1	2	3
3.3	How does the Board rate the level of financial information provided (including performance reports, budgets, forecasts and financial statements)?	1	2	3
3.4	Do you consider that in 2014-15, the Company has kept you sufficiently up to date with developments that affect your responsibilities as a director?	1	2	3
3.5	Have you attended any internal or external training or development courses?	1	2	3
3.6	How do you rate the usefulness of the training sessions?	1	2	3
3.7	How do you rate the trigger levels for Board involvement in major business policies and decisions?	1	2	3
3.8	How well informed are you about the major competitors?	1	2	3
3.9	Are there any areas in which you would like further information and/or training?			
4.	STRATEGY / KPIs			
4.1	How effective is the Board at setting a clear strategic course and testing its performance against set objectives?	1	2	3
4.2	How well does the Company monitor performance against agreed objectives?	1	2	3
4.3	The Board evaluates the strategic plan periodically to assess the institution's performance, considers new opportunities and responds to unanticipated external developments.	1	2	3

4.4	The Board focuses its attention on long-term policy issues rather than short-term administrative matters.	1	2	3
4.5	How well does the Board monitor performance against its Key Performance Indicators?	1	2	3

4.6	How effective is the Board at discussing issues related to the Company's strategy and its long-term competitiveness?	1	2	3
4.7	The Board discusses thoroughly the annual budget of the organisation and its implications before approving it.	1	2	3
5.	RISK MANAGEMENT			
5.1	How effective is the Board at regularly reviewing business and financial risk factors?	1	2	3
5.2	How effective has the Board been at ensuring that the Company's risk management systems and procedures are reviewed and updated regularly? Note: The Board has delegated the responsibility of review of risk management systems to the 'Audit Committee'.	1	2	3
5.3	What do you think are the 3 most significant risks for the business?			
6.	BOARD COMMITTEES			
6.1	How would you rate the composition of the Board Committees?			
	○ Audit, Risk & Compliance Committee	1	2	3
	○ Remuneration & Nomination Committee	1	2	3
	○ CSR, Sustainability & Safety Committee	1	2	3
6.2	How would you describe the performance of the Board Committees in discharging their duties for Committees?	1	2	3
7.	SUMMARY OPINIONS			
7.1	Please indicate the extent to which you agree or disagree with each of the following statements in relation to the role of the Board.			

	o Board meetings focus on the right issues.	1	2	3
	o Board ensures that the Company addresses areas in need of improvement	1	2	3
	o The Board has performed its duties effectively	1	2	3
7.2	Are there any other comments you wish to make about the way the Board operates?			

Annexure 2

Evaluation of the performance of Audit, Risk & Compliance Committee by the Board

AUDIT, RISK AND COMPLIANCE COMMITTEE		Needs improvement	Acceptable	Excellent
How do you rate the following statements regarding the Committee? If you give a rating from 1 - 3, then please use the space at the foot of the page for comments. <i>Circle the number of the response that represents your best judgment.</i>				
1.	AUDIT COMMITTEE MEETINGS			
1.1	Please indicate how you would rate each of the following in the way we conduct and manage Audit Committee meetings:			
	o Chairing of the meeting.	1	2	3
	o Effectiveness of decision-making.	1	2	3
	o Important issues are properly discussed.	1	2	3
	o Timely circulation of Committee papers	1	2	3
	o Open and honest communication	1	2	3
	o Timely implementation of Committee decisions	1	2	3
	o Overall quality of discussion	1	2	3

1.2	Are there issues/topics not covered at Audit Committee meetings which you believe should be covered?			
1.3	Are the Committee's Terms of Reference appropriate and clearly defined?	1	2	3
1.4	How do you rate the quality of Audit Committee papers (eg is the level of detail and quality of financial reporting material about right?)	1	2	3

1.5	Is the frequency of Committee meetings appropriate?	1	2	3
1.6	Is the length of Committee meetings appropriate?	1	2	3
2.	EXTERNAL AND INTERNAL AUDITORS			
2.1	How would you rate the quality of the external audit team?	1	2	3
2.2	How would you rate the external auditors independence?	1	2	3
2.3	Over the last year, how would you rate the external auditor's effectiveness and efficiency?	1	2	3
2.4	How would you rate the relationship with the external auditor (private meetings, ad hoc access etc.)?	1	2	3
2.5	Do you believe the fees charged by the external auditors are reasonable?	1	2	3
2.6	Does Internal Audit demonstrate an understanding of the business and the risks it faces?	1	2	3
2.7	Does Internal Audit show independence?	1	2	3
2.8	Are Internal Audit's work plans appropriate in scope and timing?	1	2	3
2.9	Are Internal Audit's methodologies and reports appropriately robust?	1	2	3

2.10	How would you rate the overall performance of the Internal Audit team?	1	2	3
3.	OVERALL PERFORMANCE			
3.1	How would you rate the overall performance of the Audit Committee?	1	2	3
3.1	Are there any areas on which you would like further training and/or information to assist you in your role on the Committee?			

Annexure 3

Evaluation of the performance of Remuneration & Nomination Committee by the Board

REMUNERATION & NOMINATION COMMITTEE		Needs improvement	Acceptable	Excellent
How do you rate the following statements regarding the Committee? If you give a rating from 1 - 3, then please use the space at the foot of the page for comments. <i>Circle the number of the response that represents your best judgment.</i>				
1.	REMUNERATION & NOMINATION COMMITTEE MEETINGS			
1.1	Please indicate how you would rate each of the following in the way we conduct and manage Committee meetings:			
	○ Chairing of the meeting.	1	2	3
	○ Effectiveness of decision-making.	1	2	3
	○ Important issues are properly discussed	1	2	3
	○ Timely circulation of Committee papers	1	2	3
	○ Open and honest communication	1	2	3
	○ Timely implementation of Committee decisions	1	2	3
	○ Overall quality of discussion	1	2	3
1.2	How well does the Remuneration and Nomination Committee review the remuneration packages and performance against targets of the senior management team?			
1.3	How well does Remuneration and Nomination Committee review the capabilities, performance and ethics of the senior management team?			
1.4	How effective is the Remuneration and Nomination Committee at reviewing succession plans for members of the senior management team and maintaining a contingency succession plan?			
1.5	Are there any issues/topics not covered at Remuneration & Nomination Committee meetings which you believe should be covered?			
1.6	Are the Committee's Terms of Reference appropriate and clearly defined?	1	2	3

1.7	How do you rate the quality of Remuneration & Nomination Committee papers (eg is their length and level of detail right?)	1	2	3
1.8	Is the frequency of Committee meetings appropriate?	1	2	3
1.9	Is the length of Committee meetings appropriate?	1	2	3
1.10	Is management responsive to requests for clarification or information	1	2	3
2.	OVERALL PERFORMANCE			
2.1	How would you rate the overall performance of the Remuneration & nomination & Committee?	1	2	3
2.2	Are there areas on which you would like further training and/or information to assist you in your role on the Committee?			

Annexure 4

Evaluation of the performance of CSR, Sustainability & Safety Committee by the Board

CSR & SUSTAINABILITY & SAFETY COMMITTEE		Needs improvement	Acceptable	Excellent
How do you rate the following statements regarding the Committee? If you give a rating from 1 - 3, then please use the space at the foot of the page for comments. <i>Circle the number of the response that represents your best judgment.</i>				
1.	CSR & SUSTAINABILITY & SAFETY COMMITTEE MEETINGS			
1.1	Please indicate how you would rate each of the following in the way we conduct and manage Committee meetings:			
	○ Chairing of the meeting.	1	2	3
	○ Effectiveness of decision-making.	1	2	3
	○ Important issues are properly discussed	1	2	3
	○ Timely circulation of Committee papers	1	2	3
	○ Open and honest communication	1	2	3
	○ Timely implementation of Committee decisions	1	2	3
	○ Overall quality of discussion	1	2	3
1.2	Are there any issues/topics not covered at CSR & Sustainability Committee meetings which you believe should be covered?			
1.3	Are the Committee's Terms of Reference appropriate and clearly defined?	1	2	3
1.4	How do you rate the quality of CSR & Sustainability Committee papers (eg. is their length and level of detail right?)	1	2	3
1.5	Is the frequency of Committee meetings appropriate?	1	2	3

1.6	Is the length of Committee meetings appropriate?	1	2	3
1.7	Is management responsive to requests for clarification or information	1	2	3
2.	OVERALL PERFORMANCE			
2.1	How would you rate the overall performance of the CSR & Sustainability & Safety Committee?	1	2	3
2.2	Are there areas on which you would like further training and/or information to assist you in your role on the Committee?			

Annexure 5
Evaluation of performance of the Chairman

CHAIRMAN EVALUATION How do you rate the following statements regarding the Chairman? If you give a rating from 1 - 3, then please use the space at the foot of the page for comments.		Needs improvement	Acceptable	Excellent
Circle the number of the response that represents your best judgement.				
1.	MANAGING RELATIONSHIPS: The Chairperson			
1.1	actively manages shareholders, board, management and employee relationships and interests.	1	2	3
1.2	meets with potential providers of equity and debt capital.	1	2	3
1.3	manages shareholders' meetings effectively and promotes a sense of participation in all shareholders and promotes shareholder confidence in the Board.	1	2	3
2.	LEADERSHIP: The Chairperson			
2.1	is an effective leader.	1	2	3
2.2	promotes effective participation of all board members in the decision making process.	1	2	3
2.3	takes action to correct deficiencies noted.	1	2	3
2.4	promotes the image of the Company.	1	2	3
2.5	is involved in determining board information packages.	1	2	3
2.6	promotes continuing training and development of directors.	1	2	3
3.	SUGGESTIONS, IF ANY			

Annexure 6
Evaluation of Individual directors

DIRECTORS' EVALUATION		Needs improvement	Acceptable	Excellent
How do you rate the following statements regarding the Directors? If you give a rating from 1 - 3, then please use the space at the foot of the page for comments. <i>Circle the number of the response that represents your best judgement.</i>				
1. EVALUATION OF DIRECTORS				
1.1	Overall participation in meetings	1	2	3
1.2	How good is each Director's understanding of the workings and issues affecting the Company's Business?	1	2	3
1.3	The Directors -			
	a) has ability to remain focused at a governance level in board meetings.	1	2	3
	b) contributes to the strategic planning process.	1	2	3
	c) understands governance, regulatory, legal, financial, fiduciary and ethical requirements of the board.	1	2	3
	d) adheres to high standards of personal integrity and gives high priority to ethical standards.	1	2	3
	e) practices confidentiality.	1	2	3
	f) adds good value to the institution.	1	2	3
	g) has ability to see implications of broad organizational issues.	1	2	3
	h) keeps abreast with latest developments in the sector.	1	2	3
	i) has adequate knowledge of the institution's key activities, financial condition and key developments.	1	2	3
	j) communicates convincingly yet diplomatically.	1	2	3
	k) contributes to board deliberations or committee work.	1	2	3

l) comes prepared for meetings.	1	2	3
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2.	INDUSTRY KNOWLEDGE AND STRATEGIC SENSE			
2.1	How good is Director's understanding of the industry, the business and the competitors?	1	2	3
2.2	How do you rate Director's contribution to the Board's strategic thinking?	1	2	3
3	ABILITY TO WORK WITH FELLOW DIRECTORS			
	Does Director work constructively with his fellow Directors?	1	2	3
4	INDEPENDENCE OF DIRECTOR			
	How do you rate non-executive director's ability to take an independent view regarding Company matters?	1	2	3
5	OVERALL CONTRIBUTION			
5.1	How do you rate Director's overall contribution and value to the Board?	1	2	3
5.2	Are there any other comments you would like to make regarding any individual's contribution to the Board?			

Annexure 7
Evaluation report on Board performance
[to be submitted by CHR to the Chairman]

	Board Evaluation	Aggregate score
1.	BOARD COMPOSITION	
1.1	In terms of skill and expertise, how well represented do you think the Board is in terms if each of the following:	
	○ Industry Expertise	
	○ Marketing Expertise	
	○ Financial Expertise	
	○ International Expertise	
	○ Corporate Governance	
	○ Acquisition Expertise	
	○ Overall Business Leadership	
	○ Safety and Sustainability	
1.2	Are there any other skills or areas of expertise you would like to be represented?	
1.3	The composition of the Board complies with the provisions of the Companies Act, 2013 and the Corporate governance Guidelines.	
1.4	How would you rate relations between executive and nonexecutive directors?	
2.	BOARD PROCESS	
2.1	How would you rate each of the following in relation to the way in which we conduct and manage our Board meetings?	
	○ Effectiveness of decision-making	
	○ Important issues are properly discussed	
	○ Timely circulation of Board papers	
	○ Quality of the Board papers and presentations by management	

	○ Participation by non-executive directors	
	○ Timely implementation of Board decisions	
	○ Effective Monitoring of progress against decisions made	
	○ Overall quality of discussion	
2.2	Are there issues not covered at Board meetings which you believe should be covered?	
2.3	Is the frequency of Board meetings appropriate?	
2.4	Is the length of Board meetings appropriate?	
2.5	Do the matters currently reserved for the Board provide an appropriate framework for the Board's responsibilities?	
	(Kindly note there are no internal policies for reserved matters for Board. The reserved matters arise out of Companies Act provisions and rules made thereunder)	
3	INFORMATION	
3.1	How would you rate the level of access to management enjoyed by Board members?	
3.2	Do you feel that management provides you with the right level of information to fulfil your duties?	
3.3	How does the Board rate the level of financial information provided (including performance reports, budgets, forecasts and financial statements)?	
3.4	Do you consider that in 2014-15, the Company has kept you sufficiently up to date with developments that affect your responsibilities as a director?	
3.5	Have you attended any internal or external training or development courses?	
3.6	How do you rate the usefulness of the training sessions?	
3.7	How do you rate the trigger levels for Board involvement in major business policies and decisions?	
3.8	How well informed are you about the major competitors?	
3.9	Are there any areas in which you would like further information and/or training?	

4	STRATEGY / KPIs / RISK MANAGEMENT	
4.1	How effective is the Board at setting a clear strategic course and testing its performance against set objectives?	
4.2	How well does the Company monitor performance against agreed objectives?	
4.3	The Board evaluates the strategic plan periodically to assess the institution's performance, considers new opportunities and responds to unanticipated external developments.	
4.4	The Board focuses its attention on long-term policy issues administrative matters.	
4.5	How well does the Board monitor performance against its Key Performance Indicators?	
4.6	How effective is the Board at discussing issues related to the Company's strategy and its long-term competitiveness?	
4.7	The Board discusses thoroughly the annual budget of the organization and its implications before approving it.	
5.	RISK MANAGEMENT	
5.1	How effective is the Board at regularly reviewing business and financial risk factors?	
5.2	How effective has the Board been at ensuring that the Company's risk management systems and procedures are reviewed and updated regularly? Note: The Board has delegated the responsibility of review of risk management systems to the 'Audit Committee'.	
5.3	What do you think are the 3 most significant risks for the business?	
6.	BOARD COMMITTEES	
6.1	How would you rate the composition of the Board Committees?	
	o Audit, Risk and Compliance Committee	
	o Remuneration & Nomination Committee	
	o CSR, Sustainability & Safety Committee	
6.2	How would you describe the performance of the Board Committees in discharging their duties for Committees?	
7.	SUMMARY OPINIONS	
7.1	Please indicate the extent to which you agree or disagree with each of the following statements in relation to the role of the Board.	
	o Board meetings focus on the right issues.	
	o Board ensures that the Company addresses areas in need of Improvement	
	o The Board has performed its duties effectively	
7.2	Are there any other comments you wish to make about the way the Board operates?	



Annexure 8

Report of evaluation of individual directors

Directors	All values in percentage to the maximum possible score / attendance		
	Overall performance in meetings	Contributions to the Board	Attendance at meetings

Report to be given by Company Secretary to CHR for evaluation of individual directors

[Attendance at Board / Committee Meetings during meetings held in FY _____ to be forwarded by
the Company Secretary to CHR]

Sl. No.	EVALUATION OF DIRECTORS (attendance at meetings)	Eligibility	Attendance	Percentage attendance