

POLICY FOR EVALUATION OF THE PERFORMANCE OF THE BOARD OF DIRECTORS OF SHARDA ISPAT LIMITED

1. INTRODUCTION

As one of the most important functions of the Board of Directors is to oversee the functioning of Company's top management, this policy at establishing a procedure for conducting periodical evaluation of directors performance and formulating the criteria for determining the qualification, positive attribute and independence of each and every director of the Company in order to effectively determine issues relating to remuneration of every director, key managerial personnel and other employees of the Company. This policy further aims at ensuring that the committees to which the Board of Directors has delegated specific responsibilities are performing efficiently in conformity with the prescribed functions and duties. In addition, the Nomination and Remuneration Committee shall carry out the evaluation of performance of every director, key managerial personnel in accordance with the criteria laid down.

2. Objective

This Policy aims at to:

- (i). Ensure compliance of the applicable provisions of the Companies Act, 2013 (the Act) and the Regulations of the Listing agreement entered into with the Stock Exchanges (as amended or re-enacted from time to time) relating to the evaluation of performance of the Directors and the Board.
- (ii). Adopt best practices to manage the affairs of the Company in seamless manner.
- (iii). Achieve good corporate governance as well as sustained long-term value creation for stakeholders.

3. Responsibility

Responsibility of the Board

It shall be the duty of the Chairperson of the board, who shall be supported by a Company Secretary to organize the evaluation process and accordingly conclude the steps required to be taken. The evaluation process will be used constructively as a system to improve the directors' and committees' effectiveness, to maximize their strength and to tackle their shortcomings.

The Board of Directors shall undertake the following activities on an annual basis.

- The board as a whole shall discuss and analyze its own performance during the year together with suggestions for improvement thereon, pursuant to the performance objectives.

- Review performance evaluation reports of various committees along with their suggestions on improving the effectiveness of the Committee shall be reviewed by the Board on an annual basis.
- Review the various strategies of the company and accordingly set the performance objectives for directors.
- Ensure that adequate disclosure is made with regard to performance evaluation in the Board's Report.

- Responsibility of the Nomination & Remuneration Committee

It shall evaluate the performance of individual Directors of the Company as per its terms of and the Nomination and Remuneration Policy of the Company framed in accordance with the provisions of Section 178 of the Companies Act, 2013.

- Responsibility of Independent Directors

Independent Directors are duty bound to evaluate the performance of non – independent directors and Board as a whole. The independent directors of the Company shall hold at least one meeting in a year to review the performance of non- independent directors, performance of the chairperson of the Company and Board as a whole, taking into account the views of executive directors and non-executive directors. The independent directors at their separate meetings shall:

- a). Review the performance of non-independent directors and the Board as a whole;
- b). Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors.
- c). Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

4. EVALUATION

Evaluation of Independent Director shall be carried on by the entire Board of Directors of the Company except the Director getting evaluated.

- i). The Nomination and Remuneration Committee (NRC) shall carry out the evaluation of performance of every director. The evaluation of performance of the Independent Directors (IDs) shall also be carried out by the entire Board of Directors excluding the Director being evaluated. Evaluation performance should be carried out atleast once in a year.

- ii). While evaluating the performance of the Non Executive Directors (NEDs), the following parameters shall be considered:
 - a). Attendance at meetings of the Board and Committees thereof,
 - b). Participation in Board meetings or Committee thereof,
 - c). Contribution to strategic decision making,
 - d). Review of risk assessment and risk mitigation,
 - e). Review of financial statements, business performance.
 - f). Contribution to the enhancement of brand image of the Company.
- iii). While evaluating the performance of the Managing Director and the Whole-time Director, the Nomination and Remuneration Committee shall always consider the appropriate benchmarks set as per industry standards, the performance of the individual and also of the Company.
- (iv). Evaluation of performance shall be carried out at least once a year.

5. POLICY REVIEW

Subject to the approval of Board of Directors, the “Nomination and Remuneration Committee” reserves its right to review and amend this policy, if required, to ascertain its appropriateness as per the needs of the Company. The Policy may be amended by passing a resolution at a meeting of the Nomination and Remuneration Committee.

6. DISCLOSURE

In accordance with the requirement under the Act, disclosure regarding the manner in which the performance evaluation has been done by the Board of Directors of its own performance, performance of various committees of directors and individual directors’ performance will be made by the Board of Directors in the Board’s Report. Further, the Board’s Report containing such statement will be made available for the review of the shareholders at the general meeting of the Company. The Policy has been made available on Company’s website and the key features of this Policy have also been included in the corporate governance statement contained in the annual report of the Company.