

**THE YAMUNA SYNDICATE LIMITED**  
**MANNER FOR PERFORMANCE EVALUATION PROCESS**

**1. Objective**

The objective of the evaluation is to determine that the entire Board, Committees, Executive Directors, Non-Executive Director are discharging their respective functions and there is no hindrance in the exercise of functions.

**2. Criteria**

**(A) Criteria of evaluation for Board and Committee:**

**i) Structure:**

To evaluate that the Board/Committee consists of mix of competence, enough experience, qualifications, diverse gender, background to conduct its affairs effectively and meets with the requirement of the Companies Act and the Listing Agreement.

**ii) Meetings:**

- a) Whether meetings are held regularly with enough frequency and with complete agenda enabling good discussions and dissent;
- b) Whether recording of minutes is done correctly.
- c) Whether the Company is providing sufficient funds logistics and secretarial support for conducting the meetings.

**iii) Functions:**

Whether deliberations are effectively done and advice, observations are recorded correctly. Whether Board and Committee are performing required functions and are doing:-

- a) Evaluation of strategy, performance of the management, compliance, risk grievance of investors and stakeholders;
- b) Monitoring and managing conflict of interest between management and members of the Board of Directors and shareholders, including misuse of corporate assets and abuse in related party transactions.

**B) Evaluation of Individual Directors including chairperson, CEO, Independent Directors, CS and CFO :**

The evaluation process should review:

- a) Qualification, experience, knowledge and competence relevant to entity and sector in which it operates.
- b) Whether the Person (CEO,CS,CFO) understands and fulfill the functions assigned to him by the Board and the Law (say for Independent Directors law imposes certain obligations on them).
- c) Whether the person is able to function as an effective team member, take active initiative and regularly available to attend the meetings.
- d) Whether the person is committed to the Board and contributes effectively with integrity.

**C) Additional Criteria fo Independent Directors:**

- a) Whether the person is independent from the entity and other Directors and there is no conflict of interest.
- b) Whether the person exercises his/her own judgment and voices opinion freely.

**D). Additional criteria for Chairperson:**

- a) Whether the Chairperson displaces efficient leadership, open-minded, decisive, courteous, displays professionalism, able to coordinate the discussion and is overall able to chair the meeting effectively.
- b) Whether the Chairperson is impartial in conducting discussions, seeking views and dealing with dissent.
- c) Whether the Chairperson is sufficiently committed to the Board and its meetings.
- d) Whether the Chairperson is able to keep shareholder' interest in mind during discussions and decisions.

**3. METHOD OF EVALUATION:**

- a) The method of evaluation is proposed to be done by Internal Assessment through a detailed Questionnaire to be circulated to individual Director.

- b) For the purpose, a draft Questionnaire for each of the categories is enclosed marked Annexure-A to Annexure-C. It is provided that instead of filling in the Questionnaire in simple Yes or No format, it should provide for grading and also column for additional comments/suggestions.
- c) It is further provided that if due to various reasons, the members are not willing to provide written inputs, the Chairperson or any other person may take initiative and obtain views of such members on a confidential basis.
- d) Grading

Three (1 to 3) Grades are proposed. 1-will indicate 'Below Expectation', 2-will indicate "Meet Expectation" and 3 will indicate 'Exceed Expectation. Further column is provided for comments/suggestion/observation by the concerned person filling the Questionnaire.

4. **Suggestions for the Improvement of the working of the Board and Committees:**

While evaluating, in case there is any suggestion for improvement of working of the Board, Committees and Key Managerial Personnel, this may be mentioned in the enclosed Questionnaire marked as Annexure-C.

5. **Who should evaluate :**

- a) The Questionnaire for each category is to be answered as under :
  - i) Questionnaire in respect of Board as a whole, Committees and in respect of Non-Independent Directors including Chairperson to be circulated to Independent Directors for review.
  - ii) Questionnaire in respect of Independent Directors is to be circulated to all the Directors excluding the Director being evaluated.

6. **Frequency of evaluation :**

As required under the SEBI Regulations and the Companies Act, the Board Evaluation will be done once a year after the close of the year and before each Annual General Meeting.

- 7. This policy has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors in its meeting held on February 14, 2018.

**THE YAMUNA SYNDICATE LIMITED**  
**QUESTIONNAIRE FOR EVALUATION OF INDEPENDENT DIRECTORS**

ANNEXURE-A

	<b>NAME OF THE DIRECTORS</b>	
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S.No.	CRITERIA	GRADE			Comments/ Suggestio/ Observation
		Grade-3 (Exceed Expectation)	Grade-2 (Meet Expectation)	Grade-1 (Below Expectation)	
1	Whether the Independent Directors possesses requisite qualification, experience, knowledge and competence?				
2	Whether the Independent Directors understands and fulfill the functions assigned by the Board and the law as the case may be?.				
3	Whether the Independent Directors functioning as an effective team member, take initiative and regularly available to attend the meetings?				
4	Whether the concerned Independent Directors are committed to the Board and contributes effectively with integrity?				
5	Whether the concerned Independent Directors are independent from the entity and other Directors and there is no conflict of interest?				
6	Whether the concerned Independent Directors possesses exercises his own judgment and voices opinion freely?				

Place :

Dated :

Signature \_\_\_\_\_

Name :

**THE YAMUNA SYNDICATE LIMITED**  
**QUESTIONNAIRE FOR EVALUATION OF BOARD AND COMMITTEES**

S.No.	CRITERIA	GRADE			Comments/ Suggestio/ Observation
		Grade-3 (Exceed Expectation)	Grade-2 (Meet Expectation)	Grade-1 (Below Expectation)	
1	Whether the Board and Committee is constituted as per requirement of the Companies Act & the Listing Agreement, i.e there is requisite strength of Independent Directors and Woman Directors?				
2	Whether the Board/Committee consists of mix of competence, enough experience, qualifications, diverse gender, background to conduct its affairs effectively?				
3	Whether the Board and the Committee is performing its role as required under the Companies Act and the Listing Agreement?				
4	Whether the Board meets regularly with enough frequency?				
5	Whether COMPLETE Agenda and othre Secretarial support is rendered for good discussion including dissent?				
6	Whether Minutes are recorded correctly?				
7	Whether the Company is providing sufficient funds, logistics and other support for smoth conduct of meetings?				

Place :

Dated :

Signature \_\_\_\_\_

Name :

**THE YAMUNA SYNDICATE LIMITED**

ANNEXURE-C

**QUESTIONNAIRE FOR EVALUATION OF INDIVIDUAL DIRECTORS INCLUDING CHAIRPERSON, INDEPENDENT DIRECTORS, NON-INDEPENDENT DIRECTORS AND CEO, CS, CFO**

S.No.	CRITERIA	GRADE (*)							Comments/ Suggestio/ Observation
		DIRECTOR	DIRECTOR	DIRECTOR	DIRECTOR	CEO	CS	CFO	
1	Whether the concerned Director/Person possesses requisite qualification, experience, knowledge and competence?								
2	Whether the person concerned understands and fulfill the functions assigned by the Board and the law as the case may be?.								
3	Whether the person concerned is functioning as an effective team member, take initiative and regularly available to attend the meetings?								
4	Whether the concerned person is committed to the Board and contributes effectively with integrity?								
<b>ADDITIONAL CRITERIA FOR INDEPENDENT DIRECTOR:</b>									
5	Whether the person is independent from the entity and other Directors and there is no conflict of interest?								
6	Whether the person exercises his/her own judgment and voices opinion freely?								
<b>ADDITIONAL CRITERIA FOR CHAIRPERSON</b>									
7	Whether the Chairperson displays efficient leadership, open-minded, decisive, courteous, displays professionalism, able to coordinate the discussion and is overall able to chair the meeting effectively?								
8	Whether the Chairperson is impartial in conducting discussions, seeking views and dealing with dissent?								
9	Whether the Chairperson is sufficiently committed to the Board and its meetings?								
10	Whether the Chairperson is able to keep shareholders interest in mind during discussion and decisions?								

\*Grade : 1- 'Below Expectation' 2-Meet Expectation, 3-Exceed Expectation

**SUGGESTIONS FOR IMPROVEMENT OF THE WORKING OF BOARD, COMMITTEES AND**

NAME OF PERSON/CATEGORY (BOARD, COMMITTEES, KEY MANGEMENT PERSONNEL)	SUGGESION FOR IMPROVEMENT

Place :

Dated :

Signature \_\_\_\_\_

Name :