
SAHARA HOSPITALITY LIMITED

Policy on Formal Annual Evaluation of Board of Directors:

Your Company has formulated a Policy for evaluation of the Performance of the Board of Directors of the Company (“Policy”).

Your Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour, in consonance with the Company’s Code of Conduct policy for its employees and also for the Board of Directors. The honesty, integrity and sound judgement and performance of the Directors and the Senior Management are key criteria for the success and for building a good reputation of the Company.

Your Company has accordingly made this policy to facilitate the formal annual evaluation required to be made by the Board of Directors of its own performance (self-appraisal) and that of its committees and individual Directors as mentioned under the clause (p) of sub-section (3) of Section 134 of the Companies Act, 2013. The Nomination & Remuneration Committee shall evaluate the performance of the each Board of Director as per sub- section (2) of Section 178 and based on the functions of the Board of Directors as indicated under Schedule IV (as per section 149) annexed to the Companies Act, 2013 and the Rules made there under.

Evaluation of Independent Directors and Executive Directors shall be carried on by the entire Board, except the Director getting evaluated, in the same way and the Board shall evaluate the performance of each committee each year based on the terms of reference provided to the Committee.

CRITERIA FOR EVALUATION OF PERFORMANCE:

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of Independent Directors and the Board.

1. Attendance and contribution at Board and Committee meetings
2. His/her stature, appropriate mix of expertise, skills, behaviour, experience, leadership qualities, sense of sobriety and understanding of business, strategic direction to align company’s value and standards.
3. His/her knowledge of finance, accounts, legal, investment, marketing, foreign exchange/hedging, internal controls, risk management, assessment and mitigation, business operations, processes and Corporate Governance.



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4. His/her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.
5. Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.
6. Recognize the role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board.
7. His/her global presence, rational, physical and mental fitness, broader thinking, vision on corporate social responsibility etc.
8. Quality of decision making on execution of projects and associated issues. Understanding financial statements and business performance, raising of finance, best source of finance, working capital requirement, human resources etc.
9. His/her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.
10. His/her contribution to enhance overall brand image of the Company.