

John Oakey and Mohan Limited

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Evaluation of the Performance of the Board of Directors

EFFECTIVE DATE

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 aims at establishing a procedure for conducting periodical evaluation of directors' performance and formulating the criteria for determining 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

The object of this policy is to formulate the procedures and also to prescribe and lay down the criteria to evaluate the performance of the entire Board of the Company.

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 organise 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 maximise 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. Also, the requirement of establishing any new committees 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.

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

4) 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.

5) 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 shareholders at the general meeting of the Company.

The Policy has been made available on Company’s official 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.

Board Evaluation Tool
As Recommended by "Guide to Board Evaluation" published by ICSI

Rating Scale

1. Outstanding,
2. Exceeds Expectation,
3. Meets Expectation,
4. Needs Improvement,
5. Poor

Part I

Board of Directors Evaluation
(By all the directors or externally facilitated)

Sl No	Criteria		How can the board do it better or differently (Special Remarks)
A	Board Composition & Quality	Rating	
1	The Board has appropriate expertise and experience to meet the best interests of the company.		
2	The board has appropriate combination of industry knowledge and diversity. (Gender, experience, background).		
3	All the independent directors are independent in true letter and spirit i.e. whether the independent Director has given declaration of independence and they exercise their own judgement, voice their concerns and act freely from any conflicts of interests.		
4	Board members demonstrate highest level of integrity (including maintaining confidentiality and identifying, disclosing and managing conflicts of interests).		
5	The Board members spend sufficient time in understanding the vision, mission of the company and strategic and business plans, financial reporting risks and related internal controls and provides critical oversight on the same		
6	The Board understands the legal requirements and obligations under which they act as a Board; i.e. bylaws, corporate governance manual etc. and discharge their functions accordingly.		
7	The Board has set its goals and measures its performance against them on annual basis.		
8	The Board has defined its stakeholders and has appropriate level of communication with them.		
9	The Board understands the line between oversight and management		
10	The board monitors compliances with corporate governance regulations and guidelines		
11	An effective succession plan of board in place.		
12	The Board has the proper number of committees as required by legislation and guidelines, with well-defined terms of reference and reporting requirements.		
B	Board Meetings and Procedures		
1	The Annual Calendar of Board meetings is communicated well		

	in advance and reviewed from time to time.		
2	The Board meeting agenda and related background papers are concise and provide information of appropriate quality and detail.		
3	The information is received by board members sufficiently in advance for proper consideration.		
4	Adequacy of attendance and participation by the board members at the board meetings.		
5	Frequency of Board Meetings is adequate.		
6	The facility for video conferencing for conducting meetings is robust.		
7	Location of Board Meeting (As a good governance practice the Board meeting should be held at different places).		
8	The Board meetings encourage a high quality of discussions and decision making.		
9	Openness to ideas and ability to challenge the practices and throwing up new ideas.		
10	The amount of time spent on discussions on strategic and general issues is sufficient.		
11	How effectively does the Board works collectively as a team in the best interest of the company?		
12	The minutes of Board meetings are clear, accurate, consistent, complete and timely.		
13	The actions arising from board meetings are properly followed up and reviewed in subsequent board meetings.		
14	The processes are in place for ensuring that the board is kept fully informed on all material matters between meetings (including appropriate external information eg. emerging risks and material regulatory changes).		
15	Adequacy of the separate meetings of independent directors		
16	Appropriateness of secretarial support made available to the Board.		
17	The Board members understand the terms and conditions of D & O insurance.		
18	All proceedings and resolutions of the Board are recorded accurately, adequately and on a timely basis.		
C	Board Development		
1	Appropriateness of the induction programme given to the new board members		
2	Timeliness and appropriateness of ongoing development programmes to enhance skills of its members		
3	Appropriate development opportunities are encouraged and communicated well in time		
D	Board Strategy and Risk Management		
1	The time spent on issues relating to the strategic direction and not day-to- day management responsibilities		
2	Engaging with management in the strategic planning process, including corporate goals, objectives and overall operating and financial plans to achieve them		
3	The Board has developed a strategic plan / policies and the		

	same would meet the future requirement of the Company.				
4	The Board has sufficient understanding of the risk attached with the business structure and the Board uses appropriate risk management framework and whether board reviewed and understood the risks provided in the internal audit report and the management is taken sufficient steps to mitigate the risk.				
5	The Board evaluates the strategic plan/ policies periodically to assess the Company's performance, considers new opportunities and responds to unanticipated external developments.				
6	The Risk management framework is subject to review.				
7	Monitoring the implementation of the long-term strategic goals				
8	Monitoring the company's internal controls and compliance with applicable laws and regulations.				
9	The adequacy of Board contingency plans for addressing and dealing with crisis situations.				
10	Appropriateness of effective vigil mechanism.				
11	The Board focuses its attention on long-term policy issues rather than short- term administrative matters.				
12	The Board discusses thoroughly the annual budget of the Company and its implications before approving it.				
13	The Board periodically reviews the actual result of the Company vis-à-vis the plan/ policies devised earlier and suggests corrective measures, if required.				
E	Board and Management Relations				
1	The Board sets the overall tone and direction of the Company.				
2	The Board has approved comprehensive policies and procedures for smooth conduct of all material activities by Company.				
3	The Board has a range of appropriate performance indicators that are used to monitor the performance of management.				
4	The Board is well informed on all issues (short and long-term) being faced by the Company.				
5	The Board adequately reviews proposed departures from the long-and short- term business plans of the Company before they take place.				
F	Succession Planning				
1	The Board has a succession plan for the Chairperson and the Chief Executive Officer / Managing Director				
2	The Board reviews the existing succession plan and if appropriate, make necessary changes by taking into account the current conditions.				
Overall rating of Board performance (Pls Tick)					
		Outstanding	Exceeds Expectation	Meets Expectation	Needs Improvement
Comment	:				

Please suggest three things that could improve Board's performance		
a)		
b)		
c)		
Signature of Director		:
Name of Director:		:
DIN		:
Date		:
Place		:
If externally facilitated, Comments of evaluator:		
(Signature of Evaluator)		

PART II
MANAGING DIRECTOR / EXECUTIVE DIRECTOR ASSESSMENT FORM
(By all the Board members)

A	EVALUATION FACTOR	Rating	Comments
1	The MD / ED has shown clear vision in correctly anticipating business trends, opportunities, and priorities affecting the Company's prosperity and operations.		
2	The MD / ED has clearly translated his/her vision and strategy into feasible business or operational plans to achieve strategic success for the Company.		
3	The MD/ ED has accurately communicated his/her concept, vision, mission, strategies, goals, and directions for the Company to stakeholders.		
4	The MD / ED has motivated and encouraged high employee morale and loyalty to the organization, and facilitated team-building and cohesiveness among the Company's employees to achieve the Company's vision.		
5	The MD / ED is open to constructive suggestions, and exercised effective leadership for the organization.		
6	The MD / ED has been an initiator, setting high working standards and pursuing goals with a high level of personal drive and energy.		
B	Strategy Formulation		
1	The MD / ED has developed clear mission statements, policies, and strategic plans that harmoniously balance the needs of shareholders, clients, employees, and other stakeholders.		
2	The MD/ED has accurately identified and analysed problems and issues confronting the Company.		
3	The MD/ED has accurately determined and assessed key success factors for formulating the Company's strategy.		
4	The MD/ED has ensured that board members, senior management and other employees had participated in the formulation of strategic plans so that they had the ownership of the plans.		
5	The MD/ED has assured that company's resources and budgets are aligned to the implementation of the organization's strategic plan.		
6	The MD/ED has established processes that did the monitoring and controlling works, thus ensuring that the effectiveness of organizational performance, including risk management, was achieved		
C	Strategy execution		
1	The MD/ED has established an effective organization structure, ensuring that there is management focus on key functions necessary for the organization to align with its mission.		
2	The MD/ED has organized and delegated work		

	accurately, and has performed his or her functions within his/her scope of responsibility.		
3	The MD/ED has consistently made sound decisions and made timely adjustments in strategies, if required		
4	The MD/ED has timely and effectively executed strategies on priorities and with measures set by the Board.		
5	The MD/ED has accurately supervised performance monitoring and performance control to ensure accountability at all levels of the organization.		
6	The MD/ED has ensured that the company's operations complied with requirements from all pertinent laws and regulations.		
D	Financial planning / performance		
1	The MD/ED has possessed a good understanding of the company's financial measures relevant to its business and financial situation		
2	The MD/ED has exercised good judgment in managing the financial affairs and budgets of the organization		
3	The MD/ED has effectively monitored and evaluated financial planning, budget and administrative operations		
E	Relationships with the Board		
1	The MD/ED has built strong working relationships with Board members and has worked closely and cooperatively with the board in developing the mission, and short, medium and long-term strategic plans.		
2	The MD/ED has demonstrated a sound knowledge of Board governance procedures and has consistently followed them		
3	The MD/ED has presented information to the board on items requiring Board opinions and decisions in a professional manner, with recommendations based on thorough study and sound principles		
4	The MD/ED has been available to individual Board members whenever necessary, as well as supported the board in its governance duties by providing necessary resources and other facilities		
F	External Relations		
1	The MD/ED has served as an effective Company's representative in communicating with all stakeholders		
2	The MD/ED has encouraged corporate social responsibility and community involvement in promoting a positive image of Company		
3	The MD/ED has assured that the Company maintains positive relationships in the community and cultivates good working relationships with community groups		

	and organizations		
G	Human Resources Management/Relations		
1	The MD/ED has created and maintained an organizational culture and climate which attracts, keeps and motivates staff to carry out the Company's mission, strategic directions and organizational goals.		
2	The MD/ED effectively monitors procedures and practices pertaining to human resources, including appraisal process and rewarding systems for management and employees		
3	The MD/ED has ensured that the company has good internal communication and treated all personnel fairly, without favouritism or discrimination		
H	Succession		
1	The MD/ED has effectively reviewed the Company's succession plan, and, if appropriate, made necessary changes by taking into account conditions that are external or internal to the Company.		
2	The MD/ED has put in place the processes and programs required to create a pipeline of future leadership		
I	Product/Service Knowledge		
1	The MD/ED has demonstrated a thorough knowledge and understanding about key aspects of the Company's products and services		
2	The MD/ED has demonstrated a thorough knowledge and understanding of Company management and operations		
3	The MD/ED has a good understanding of the company's business model and allocation of its resources, as well as business and industry environment		
4	The MD/ED has regularly demonstrated creativity and initiative in creating new products and services.		
J	Personal Qualities		
1	The MD/ED has attained an image that reflects positively on the company, as well as demonstrated a personality, outlook, and attitude that wins trust and support from all stakeholders.		
2	The MD/ED has exercised good judgment in dealing with sensitive issues between people and between groups.		
3	The MD/ED has shown skills at analyzing and addressing problems, challenges and conflicts, and has been comfortable with ambiguity and complexity		
4	The MD/ED has maintained a high standard of ethics and integrity, as well as a healthy balance of time management and priorities in both work-related and personal matters		
Overall rating of	Overall rating of Managing		

Director / Executive Director's performance		<i>Outstanding</i>	<i>Exceeds Expectation</i>	<i>Meets Expectation</i>	<i>Needs Improvement</i>	<i>Poor</i>
Comments	:					
Please suggest three things that could improve Board's performance						
a)						
b)						
c)						
Signature of Director					:	
Name of Director:					:	
DIN					:	
Date					:	
Place					:	
If externally facilitated, Comments of evaluator:						
						(Signature of Evaluator)

PART III
DIRECTOR SELF ASSESSMENT/ PEER REVIEW

	Criteria	Rating	Comments
A	KNOWLEDGEABLE		
1	Understands duties, responsibilities, qualifications, disqualifications and liabilities as a director		
2	Brings relevant experience to the board and uses it effectively		
3	Understands the vision and mission of the company, strategic plan and key issues		
4	Staying abreast of issues, trends and risks (including opportunities and competitive factors) affecting the company, and using this information to assess and guide the company's performance.		
5	Takes advantage of opportunity to upgrade skills by regularly attending professional development programmes		
6	The management communications are sufficient to enhance company specific updates.		
B	DILIGENCE & PARTICIPATION		
1	Regularly and constructively attend board, committee and general meetings.		
2	Prepares in advance for board and committee meetings.		
3	Communicates opinions and concerns in a persuasive yet clear and concise manner.		
4	Uses Independent judgement in relation to decision making		
5	Facilitates and encourages change when it would improve board processes		
6	Encourages other members to contribute their opinions		
7	Raises appropriate issues at meetings and asking the appropriate questions for clarity.		
8	Contributions add value to the decision making		
9	Gets dissent recorded in minutes		
10	Maintains confidentiality		
11	Abides by the legal obligations and code of conduct		
12	Reports concerns about unethical behaviour, actual and suspected fraud		
C	LEADERSHIP TEAM		

1	Listens attentively to the contributions of others.		
2	Initiates discussions on issues in company's interest.		
3	Shares good interpersonal relationship with other directors		
4	Supportive and cooperative		
5	Respected by board members		
6	Insists on receiving information necessary for decision making to all the directors.		
7	Manages conflicts of interest in best interest of the company		
8	Safeguard the interest of all stakeholders in the decision making		
9	Personal values are in congruence with that of the company		
Comments		:	
Please suggest three things that could improve Board's performance			
a)			
b)			
c)			
		Signature of Director	:
		Name of Director:	:
		DIN	:
		Date	:
		Place	:

PART IV
NON-EXECUTIVE DIRECTOR AND INDEPENDENT DIRECTOR EVALUATION FORM
(PEER REVIEW- by Directors other than director being evaluated)

Name of the Director being reviewed	:		
Category: Independent / Non-executive	:		
Part A			
EVALUATION FACTOR			
A	Participation at Board/ Committee Meetings		
1	Director comes well prepared and informed for the Board / committee meeting(s).		
2	Director demonstrates a willingness to devote time and effort to understand the Company and its business and a readiness to participate in events outside the meeting room, such as site visits?		
3	Director has ability to remain focused at a governance level in Board/ Committee meetings.		
4	Director's contributions at Board / Committee meetings are of high quality and innovative.		
5	Directors proactively contributes in to development of strategy and to risk management of the Company.		
B	Managing Relationship		
1	Director's performance and behaviour promotes mutual trust and respect within the Board / Committee		
2	Director is effective and successful in managing relationships with fellow Board members and senior management ?		
C	Knowledge and Skill		
1	Director understands governance, regulatory, financial, fiduciary and ethical requirements of the Board / Committee		
2	Director actively and successfully refreshes his/ her knowledge and skills and up to date with the latest developments in areas such as corporate governance framework, financial reporting and the industry and market conditions.		
3	Director is able to present his/ her views convincingly yet diplomatically		
4	Director listens and takes on Board the views of other members of Board.		
D	Personal Attributes		
1	Director has maintained high standard of		

ethics and integrity.			
If concerned director is "Independent Director" then in addition to Part-A of this sample tool this may also be used.			
Name of the Director:			
Category: Independent			
EVALUATION FACTOR		Rating	Remarks
Director upholds ethical standards of integrity and probity			
Director exercises objective independent judgment in the best interest of Company			
Director has effectively assisted the Company is implementing best corporate governance practice and then monitors the same			
Director helps in bringing independent judgment during board deliberations on strategy, performance, risk management etc.			
Director keeps himself/ herself well informed about the Company and external environment in which it operates.			
Director acts within his authority and assists in protecting the legitimate interest of the Company, Shareholder and employees.			
Director maintains high level of confidentiality			
Director adheres to the applicable code of conduct for independent directors			
Overall rating of Overall rating of Managing Director / Executive Director's performance			
		Outstanding	Exceeds Expectation
		Meets Expectation	Needs Improvement
			Poor
Comments	:		
Please suggest three things that could improve Board's performance			
a)			
b)			
c)			
Signature of Director		:	
Name of Director:		:	
DIN		:	
Date		:	
Place		:	
If externally facilitated, Comments of evaluator:			

(Signature of Evaluator)

PART V
EVALUATION OF BOARD COMMITTEES
(By Board of Directors)

Criteria		Rating				Remarks
Function and Duties		Rating				Remarks
1	The Committee of the Board are appropriately constituted					
2	The terms of reference for the committee are appropriate with clearly defined roles and responsibilities.					
3	Observing Committees terms of reference.					
4	The composition of the committee is in compliance with the legal requirement.					
5	The amount of responsibility delegated by the Board to each of the committees is appropriate.					
6	The reporting by each of the Committees to the Board is sufficient.					
7	The performance of each of the Committees is assessed annually against the set goals of the committee					
8	Whether the terms of reference are adequate to serve committee's purpose?					
9	The committee regularly reviews its mandate and performance					
10	Committee takes effective and proactive measures to perform its functions.					
Management Relations						
1	Committee gives effective suggestion and recommendation					
2	Committee meetings are conducted in a manner that encourages open communication and meaningful participation of its members					
Committee Meetings and Procedures						
1	Committee meetings have been organized properly and appropriate procedures were followed in this regard					
2	The frequency of the Committee meetings is adequate.					
3	Committee makes periodically reporting to the Board along with its suggestions and recommendations					
Overall rating of Overall rating of Managing Director / Executive Director's performance						
		Outstanding	Exceeds Expectation	Meets Expectation	Needs Improvement	Poor
Comments	:					

Please suggest three things that could improve Board's performance		
a)		
b)		
c)		
	Signature of Director	:
	Name of Director:	:
	DIN	:
	Date	:
	Place	:
If externally facilitated, Comments of evaluator:		
(Signature of Evaluator)		

PART VI
CHAIRPERSON ASSESSMENT
(By each Board member)

EVALUATION FACTOR					
Managing Relationships		Rating		Remarks	
1	The Chairperson actively manages shareholder, board, management and employee relationships and interests				
2	The Chairperson meets with potential providers of equity and debt capital, if required				
3	The Chairperson manages meetings effectively and promotes a sense of participation in all the Board meetings				
Leadership					
1	The Chairperson is an effective leader				
2	The Chairperson promotes effective participation of all Board members in the decision-making process				
3	The Chairperson promotes the positive image of the Company.				
4	The Chairperson promotes continuing training and development of directors				
Overall rating of Overall rating of Managing Director / Executive Director's performance		Outstanding	Exceeds Expectation	Meets Expectation	Needs Improvement
Comments	:				
Please suggest three things that could improve Board's performance					
a)					
b)					
c)					
Signature of Director				:	
Name of Director:				:	
DIN				:	
Date				:	
Place				:	
If externally facilitated, Comments of evaluator:					

(Signature of Evaluator)