



Handbook for Directors

LTH Code of Conduct for Directors

LTH reserves the right to revise, modify, rescind, delete or add to the provisions of this Code at its sole discretion.

The Handbook for Directors and LTH Code of Conduct stands effective March 2025.

Version	Release Date
Version 1	March 2025

Issued By

Head of Human Resources

Officials authorized to make changes in the handbook

Executive Vice President – Finance or Head of Human
Resources, post approval of Nomination and
Remuneration Committee (NRC) and Board of Directors

Signature

Sr. Vice President – Human Resources

Foreword

At Lemon Tree Hotels Limited, we believe in conducting business with the utmost professionalism, honesty and integrity. The culture, values and ideals of Lemon Tree Hotels have been carefully nurtured and passed down through the years and guide our conduct at every step.

It isn't always easy to do the right thing in our busy everyday lives. Thus, this Code of Conduct for Directors has been created. It enumerates simple guidelines about how we can achieve the right thing in practice.

This document is the foundation on which we base not only our individual but our leadership commitments.

The Code of Conduct lists the ethical behaviours and principles by which our company and its representatives stand by.

Definitions

In this Code, unless the context otherwise requires:

1. **"Act"** shall mean the Companies Act 2013 and the rules made thereunder, including any modifications, amendments or re-enactment thereof.
2. **"Applicable Laws"** shall mean the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time.
3. **"Board or Board of Directors"** shall mean all the members of the Board of Directors of the Company.
4. **"Code"** shall mean this Code of Conduct for the Board of Directors of the Company and as may be amended from time to time.
5. **"Company", "Lemon Tree Hotels", "LTHL" and "LTH",** shall mean Lemon Tree Hotels Limited.
6. **"SEBI Regulations"** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.
7. **"Corporate Business Opportunities"** shall mean those opportunities, which are made available to the Company and which are known to the Directors due to the position held by them in the Company.

Vision

Lemon Tree Hotels shall be the largest and most preferred Indian chain of upscale, upper-midscale, midscale and economy hotels and resorts.

Mission

We shall be committed to:

1. Ensuring the well-being and self-worth of our colleagues, who are of the utmost importance to us. Enhancing this by also building a culture of diversity, inclusion and equal opportunity.
2. Contributing to the community we live in and to India in general.
3. Delighting our guests, whose comfort, safety, security and well-being is our main reason for being.
4. Rewarding our stakeholders, whose trust motivates us to excel further.
5. Protecting the environment
6. Maximizing the efficiency of our processes, to enable us to be the most cost-effective company offering the greatest value, which our customers have every right to expect

Core Values

Our Core Values describe who we are and what we represent. They steer all our decision making towards our vision. Whether it is building a new hotel, making a daily report or picking dishes off the table – this code shows the light.

Our Core Values are - **HAS TO RISE**:

Health And Safety

We will always focus on ensuring the health, safety, security and well-being of all our stakeholders including the communities within which we operate our business.

Teamwork

We recognize that superlative performance is always the result of teamwork.

Ownership

We always take responsibility for our actions.

Respect and Empathy

We always exhibit respect and concern for colleagues, guests and partners.

Integrity

We always maintain the highest standards of fairness and transparency in all our dealings.

Spirited Fun

We create an exciting and spirited work environment encouraging our colleagues to think freely.

Excellence

We always drive excellence in what we do.

Code of Conduct for Board of Directors

Lemon Tree Hotels believes in conducting its affairs and managing its development, operations, and business, equitably and transparently. LTH works with the highest standards of professionalism, honesty, integrity, ethical behaviour and respect for human values, and individual dignity.

This Code of Conduct highlights the standards of conduct expected from the Company's Directors in alignment with the Company's Vision, Mission and Core Values, thus enabling its customers and all stakeholders to be partners in LTH's growth and prosperity.

Legal Framework

This Code is formulated in line with the requirement of Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule IV of Companies Act, 2013 on Code for Independent Directors.

The Relevant sections of the Listing Regulations stipulate as under:

1. The Board shall lay down a Code of Conduct for all Board Members of the Company. This Code of Conduct will be posted on the website of the Company.
2. All Board members shall affirm compliance with the code on an annual basis.
3. The annual report of the Company shall contain a declaration to this effect signed by the Chairman/Managing Director/CEO

Applicability

This code applies to all the Board of Directors including Whole Time Directors, Managing Director, Executive Directors, and Non-Executive Independent Directors of the company.

This code has to be complied with both, in letter and spirit, by the specified persons.

Any violation/suspected violation of the code should be promptly communicated to the Chairman of the Audit Committee or/and to the entire Board for investigation, redressal, and sanctions. This will be taken up in the meetings of the Audit Committee/Board of Directors.

Guidelines for Conduct

The Code expects all the members of the Board of Directors to act under the highest standards of personal and professional integrity, honesty and ethical conduct. They should act with competence and diligence, without allowing their independent judgment to be subordinated.

Every member of the Board of Directors has an obligation, at all times, to comply with the spirit, as well as the letter, of the Applicable Laws and the principles of this Code.

Although it is impossible to describe all conduct that may be considered ethical, the LTH Code specifically requires the following:

1. Dedication to LTH's mission, core values and golden rules
2. Recognition that the primary function of LTH, at all times, is to serve the best interests of its customers, employees, shareholders and the community at large.
3. Responsible and prudent management of LTH's funds and assets.
4. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
5. Compliance with all applicable governmental laws, rules and regulations in force.
6. Full, fair, accurate and timely disclosure of relevant facts in all reports and documents dealing with matters of governance and the management of the business.
7. Treatment of all persons with respect, equity and fairness regardless of race, religion, caste, gender, ability, age or national origin.
8. Respect and protection of confidential and/or privileged information which the employee has access to, in the course of her/his duties.
9. Prompt internal reporting of ethical violations or perceived corruption within the organization.
10. Personal accountability for adherence to the LTH Code.

Every member of the Board of Directors of the Company should:

1. Act in accordance with the Articles of Association of the Company.
2. Act in good faith in order to promote the objects of the Company for the benefit of its members as a whole and in the best interests of the Company, its employees, the shareholders, the community, and for the protection of the environment.
3. Exercise his/her duties with due and reasonable care, skill, and diligence and exercise independent judgment.
4. Dedicate sufficient time, energy, and attention to the Company to ensure diligent performance of his/her duties, including preparing for meetings and decision-making by reviewing in advance any materials distributed and making reasonable inquiries.
5. Not be involved in a situation in which he/she may have a direct or indirect interest that conflicts, or may conflict, with the interest of the Company.
6. Not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates, and if such director is found guilty of making any undue gain, he/she shall be liable to pay an amount equal to that gain to the Company.
7. Not assign his/her office and any assignment so made shall be void.
8. Where a decision is not unanimous, a dissenting Director may disclose the fact that he/she dissented.

Outside Directorship or Employment

It is a conflict of interest to serve as a director of any other company/entity that competes with LTHL. The Directors are expected not to associate himself/herself with any competitor

of the Company. However, nominee directors appointed by institutions, that have invested in or lent to the Company, may act/continue to act as directors of other companies where they have been/may be nominated by such institutions.

In consideration of employment with the Company, Directors are expected to devote their full attention to the business interests of the Company.

Conflict of Interest

The Board of Directors shall not engage in any activity, business or relationship, which may be in conflict with the interest of the Company or prejudicial to the Company's interest. The director shall not enter into any related party transaction unless in conformity and in compliance with the provisions of the Company's Act. The Board of Directors shall also not accept gifts from persons or firms who deal with the Company or are seeking to deal with the Company, where the gift is being made in order to influence the director's actions as a member of the Board, or where acceptance of the gift could create the appearance of a conflict of interest.

Honesty, Integrity, Fairness and Accountability

The Directors are entrusted with the responsibility to oversee and formulate the policies for the management and affairs of the Company. Therefore, in the interest of good corporate governance, they shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity, and fairness. All of them must act in good faith with honesty and accountability and with due care, competence, and diligence. The Directors shall encourage employees of the Company to report violations of laws, rules, regulations or this Code to the appropriate personnel.

Disclosure of Interest

The Directors shall promptly disclose at the time of their appointment and subsequently whenever there is a change, their interest in other companies and body corporates in compliance with applicable laws. The Directors shall also promptly disclose their relationships with other individuals, firms or corporate body wherever such relationship may affect their independence of judgment while performing their duties and responsibilities towards the Company.

Confidentiality

Directors should maintain the confidentiality of information entrusted to them by the Company.

The Company's confidential and proprietary information shall not be inappropriately disclosed and/or used for the personal gain or advantage of the Director or anyone other than the Company. Confidential information includes any information relating to the Company's business, customers, suppliers, employees, etc., which is not available in the public domain and to which the Director have access or possess such information because of their position in the Company.

Company Property

The Directors have a fiduciary relationship with the Company and they should act like a trustee for the Company's property/assets as well as the property/assets of other organizations that have been entrusted to the Company. They are responsible for its safe

custody and accountable for its use. The Directors shall not use the assets/ property except as specifically authorized and for the purpose of Company business.

Corporate Business Opportunities

The Directors shall not utilize any such opportunities for their personal benefit. However, once an opportunity is fully and properly disclosed to the Board and after consideration rejected by them, then it ceases to be a Corporate Business Opportunity.

Insider Trading and Fraudulent and Unfair Practices in the Securities Market

The Directors and their relatives shall not derive any benefit or assist others to derive any benefit from the access to and possession of any information about the Company, which is not in the public domain and thus constitutes insider information. They shall also ensure compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended and the Code to regulate, monitor, and report trading by designated persons and immediate relatives as also other regulations as may become applicable to them from time to time in addition to the Company's Code for Prevention of Insider Trading. The Company also prohibits its Directors from undertaking any fraudulent or unfair trade practice in connection with the securities of the Company.

External Communication with Media and Investors

To maintain and retain the reputation of LTH and its various brands and to ensure that information to media/investors is accurate and properly presented, only the Chairman and Managing Director or the designated representatives would give interviews or make statements to media/investors. Any other Director receiving requests for information from media, investors (analysts, fund managers, brokers) or any external agency, should refer to Corporate Communications, who would consult the Chairman and Managing Director before authorizing the Director to reply to such requests.

Reporting and Penalty for Breach

The Directors are accountable for full compliance with this Code of Conduct. Any breach of the Code of Conduct may invite sanctions which may include disciplinary action, removal from office as well as other remedies.

For Executive or Whole-time Directors, it would be the duty of the Independent Directors to recommend the necessary investigation, sanctions etc.

All such defaults with regards to the Directors (including Executive or Whole-time Directors) will be referred to the Chairman of Audit Committee or the Board of Directors (sans the defaulting Director(s)) for review and necessary proceedings as deemed appropriate and permitted by law.

Declaration for Compliance with the Code

The members of the Board shall affirm compliance with the Code on an annual basis and shall sign a confirmation to that effect as per the format set out in **Annexure A1**. The annual report of the Company shall carry a declaration signed by the Chairman and Managing Director of the Company stating that the members of the Board have affirmed compliance with the Code.

Compliance Officer

The Company Secretary shall act as a “Compliance Officer” and will monitor compliances in consultation with the Chairman and Managing Director.

Amendments

This Code of Conduct is framed under the provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, and in compliance with provisions of the Companies Act, 2013.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which make any of the provisions in the Code inconsistent with the Act or regulations would prevail over the Code and the provisions in the Code would be modified in due course to make it consistent with law.

Amendments to the Code of Conduct for Directors could be suggested by the Executive Vice President – Finance or Head of Human Resources who can make changes post approval of the NRC and Board of Directors of the Company.

The Company is committed to keeping the policies updated and abreast with changes in the law/legislation and accordingly, this Code of Conduct will be suitably revised and amended from time to time.

Accountability

This Code is more than a set of prescriptive guidelines issued solely for the purpose of formal compliance. It represents our collective commitment to our value system and to our core principles. Every person covered under the scope of this Code should expect to be held accountable for his/her behaviour. Any behaviour that violates this Code, may be subject to action as per the employment terms and relevant company policies.

Guidelines as per the Schedule IV of the Company's Act

In addition to the abovementioned Code, the below will be followed as per Schedule IV of the Company's Act.

Code of Independent Director

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote the confidence of the investment community, particularly minority shareholders, regulators, and companies in the institution of independent directors.

Guidelines of Professional Conduct

An independent director shall:

- (1) Uphold ethical standards of integrity and probity;
- (2) Act objectively and constructively while exercising his duties;
- (3) Exercise his responsibilities in a *bona fide* manner in the interest of the company;
- (4) Devote sufficient time and attention to his professional obligations for informed and balanced decision-making;
- (5) Not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision-making;
- (6) Not abuse his position to the detriment of the company or its shareholders or to gain direct or indirect personal advantage or advantage for any associated person;
- (7) Refrain from any action that would lead to loss of his independence;
- (8) Assist the company in implementing the best corporate governance practices.
- (9) Where circumstances arise that make an independent director lose his independence, the independent director must immediately inform the Board accordingly;

Role and Functions

The independent directors shall:

- (1) Help in bringing an independent judgment to bear on the Board's deliberations, especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) Bring an objective view in the evaluation of the performance of board and management;
- (3) Scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) Safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) Balance the conflicting interests of the stakeholders;
- (7) Determine appropriate levels of remuneration for executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommending, removal of executive directors, key managerial personnel and senior management;
- (8) Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

Duties

The independent directors shall:

- (1) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) Strive to attend the general meetings of the company;
- (6) Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) Keep themselves well - informed about the company and the external environment in which it operates;
- (8) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

Manner of Appointment of Independent Directors

- (1) The appointment process of independent director(s) shall be independent of the company management; while selecting independent directors the Board shall ensure that there is an appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- (2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- (3) The explanatory statement attached to the notice of the meeting for approving the appointment of an independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- (4) The appointment of independent director(s) shall be formalised through a letter of appointment, which shall set out:
 - a. The term of appointment;
 - b. The expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;

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- c. The fiduciary duties that come with such an appointment along with accompanying liabilities;
 - d. The provision for Directors and Officers (D and O) insurance, if any;
 - e. The Code of Business Ethics that the company expects its directors and employees to follow;
 - f. The list of actions that a director should not do while functioning as such in the company; and
 - g. The remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings, and profit-related commission, if any.
- (5) The terms and conditions of the appointment of independent director(s) shall be open for inspection at the registered office of the company by any member during normal business hours.
- (6) The terms and conditions of appointment of independent director(s) shall also be posted on the company's website.

Re-appointment

The re-appointment of an independent director shall be on the basis of the report of performance evaluation.

Resignation or Removal

- (1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- (2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of three months from the date of such resignation or removal, as the case may be.
- (3) Where the company fulfils the requirement of independent director(s) in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

Separate Meetings

- (1) The independent director(s) of the company shall hold at least one meeting in a financial year, without the attendance of non-independent director(s) and members of management.
- (2) All the independent director(s) of the company shall strive to be present at such meetings. The meeting shall:
- a. Review the performance of non-independent director(s) and the Board as a whole;
 - b. Review the performance of the Chairperson of the company, taking into account the views of executive director(s) and non-executive director(s);
 - c. Assess the quality, quantity and timeliness of the flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Evaluation mechanism:

- (1) The performance evaluation of independent director(s) shall be done by the entire

Board of Directors, excluding the director being evaluated.

- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

LTH Evaluation Mechanism for the Board

To make sure that the Board delivers its best, at Lemon Tree Hotels we conduct a formal annual evaluation of the Board, for its own performance and that of its committees and individual director(s), as envisaged under various provisions of the Companies Act, 2013 and Listing Regulations.

The evaluation process will be used constructively as a system to improve the directors' and committees' effectiveness, maximize their strengths, and tackle their shortcomings.

The overall effectiveness of the Board is measured on the basis of the ratings obtained by each Director and accordingly, the Board decides on the appointments, re-appointments, and removal of the non-performing Directors of the Company.

This Board evaluation questionnaire was prepared by the Nomination and Remuneration Committee for the purpose of annual evaluation of the Board, its committees and Directors as per the provisions laid down in:

1. Sec. 134(3)(p) of the Companies Act, 2013;
2. Schedule IV (Part VIII) of the Companies Act, 2013; and
3. Listing Regulations

Disclosures in Annual Report

The company has to disclose the manner of formal performance evaluation of the Board, its committees, and Individual Directors in its Annual Report.

Evaluation Forms are attached as an Annexure to the document.

ANNEXURES

Annexure	Description
A1	Annual Disclosure
A2	Board Evaluation Questionnaire
A3	Board Committee's Evaluation Questionnaire
A4	Board Member Feedback
A5	Evaluating the Performance of a Director

ANNEXURE – A1

Annual Disclosure

To,
The Compliance Officer
Lemon Tree Hotels Limited

Sub: Compliance Certificate

I, _____, being a member of the Board of Directors of Lemon Tree Hotels Limited ("the **Company**") hereby acknowledge, confirm, and certify that:

1. I have received, read, and understood the Code of Conduct ("the Code") for the Board of Directors of the Company;
2. I am bound by the Code, to the extent applicable, to my functions as a member of the Board of Directors of the Company;
3. I do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Code during the financial year ending 31st March 20____.

Yours faithfully,

Signature: _____

Name: _____

Designation: _____

Date: _____

Place: _____

ANNEXURE – A2

Board Evaluation Questionnaire

The Board plays a very important role in ensuring that the company's performance is being monitored and timely inputs are given to enhance its performance and set the right direction for profitable growth fully complying with relevant regulation requirements. As a Board member, you are being requested to rate your experience on a scale of 1-3, where **1 – Average, 2 – Good and 3 – Excellent.**

Board Responsibility	Questions	1	2	3
Strategy	The Board effectively provides strategic direction to the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Performance Management	The Board provides effective direction on key decisions impacting the performance of the company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	The Board effectively reviews the financial performance of the company and suggests corrective actions.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Execution, Investments and Entering into New Business Areas	The Board advises on business investments and entering into new business areas to benefit company growth and profitability.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Organization Health and Talent Management	The Board effectively mentors the senior members of the company besides monitoring the succession plans of senior leaders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	The Board ensures that the company values are adequately reflected in the way the company is run.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Risk Management	The Board effectively reviews the risk management framework in the company and provides appropriate direction for corrective actions where necessary.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Core Governance & Compliance	The Board ensures that the organization is compliant with the laws of the land.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Support to The Board	The process for setting the board agenda is transparent and realistic to the current needs, and meeting material is shared well in time.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	The frequency and duration of the board meetings are adequate to ensure a proper discharge of all the responsibilities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Adequate secretarial and logistical support is available for conducting Board Meetings.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Professional Development	Adequate induction and professional. development programmer/ familiarization programs are made available to new and existing directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Overall	Overall Board Meeting is held openly and objectively where there is adequate opportunity for members to share their views.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Filled and submitted by:

Name:

Date:

Designation:

ANNEXURE – A3

Board Committee's Evaluation Questionnaire

For monitoring the performance of the Board committees as mandated and formed in terms of the Companies Act 2013, as a Board Committee member, you are being requested to rate your experience on a scale of 1-3, where **1 - Average, 2 - Good and 3 - Excellent.**

Parameters	Respective Committees		
The Board committee structure and composition is appropriate.			
The delegation of responsibilities by the Board to its committee are appropriate.			
The number and length of committee meetings is appropriate.			
The meetings are conducted in a manner that ensures open communication and meaningful participation.			
The amount of information received is appropriate for discussion and decision-making purposes.			
The materials are received sufficiently in advance to adequately prepare for meetings.			
The committee regularly reviews its mandate and performance.			
The independence of the Committee is ensured from the Board.			
The recommendations of the Committee contribute effectively to the decision of the Board.			

Filled and submitted by:

Name:

Date:

Designation:

ANNEXURE – A4

Board Member Feedback (Evaluating The Performance of Directors)

The Company believes in value for its shareholders through ethical processes & integrity. The Board plays a very important role in ensuring that the company's performance is monitored and timely inputs are given to enhance its performance and set the right direction for growth. Hence it is important that every individual Board Member effectively contributes in the Board deliberations.

As a Board member, you are being requested to rate your experience of the Board of Directors as **"Satisfactory"** OR **"Unsatisfactory"**:_____

Further, if you would like to give your comments/inputs/suggestions for any specific director, please mention the same below or if you wish to fill the feedback form for one or more Director separately, please refer the attached form (Optional):

Name of Director: _____

Please provide your inputs/suggestion(s), if any, for making the committee(s) more robust:

Filled and submitted by:

Name:

Date:

Designation:

ANNEXURE – A5

Evaluating The Performance of a Director (Optional)

Name of Director: _____

As a Board member, you are being requested to rate your experience on a scale of 1-3, where **1 - Average, 2 - Good and 3 – Excellent.**

Questions	1	2	3
Participates in the Board and Committee meetings actively and consistently.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Prepares adequately for the Board meetings and contributes to strategy and other areas impacting Company performance.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Brings his/her experience and credibility to bear on the critical areas of performance of the organization.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Keeps updated knowledge of his/her area of expertise.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Communicates openly and constructively.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Gives a fair chance to other members to contribute, participates actively in the discussions, and is consensus-oriented.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Helps create a positive image of the company and helps the Company wherever possible.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Actively contributes toward the positive growth of the organization.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Conducts himself/herself in a manner that is ethical and consistent with the laws of the land.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Filled and submitted by:

Name:

Date:

Designation: