

# **Poddar Developers Limited**

## **Performance Evaluation Criteria for Board, Committees of Board and Directors**

To carry out performance evaluation of Board, Committees and Directors, criteria to be considered would inter alia include following:.

### **Part A: For Board & Committees of Board**

1. Composition with requisite number of Independent Directors (and woman director n the case of board)
2. Frequency of Meetings
3. Discharge of the key functions prescribed under law
4. Discharge of other responsibilities prescribed under law
5. Monitoring the effectiveness of corporate governance practice
6. Ensuring the integrity of the company's accounting and financial reporting systems, independent audit, internal audit and risk management system (for Board and Audit Committee)
7. Working in the interests of all the stakeholders of the company

### **Part B: Directors**

1. Attendance and Participation
2. Pro-active and positive approach with regard to Board and Senior Management particularly the arrangements for management of risk and steps needed to meet challenges from the competition
3. Maintaining confidentiality
4. Acting in good faith and in the interest of the company as a whole
5. Exercising duties with due diligence and reasonable care
6. Complying with legislations and regulations in letter and spirit
7. Openness to ideas, perspectives and opinions and ability to challenge old practices and throwing up new ideas for discussion
8. Maintaining relationships of mutual trust respect with Board members
9. Capacity to effectively examine financial and other information on operations of the company and the ability to make positive contribution thereon.

The evaluation of individual directors including Independent Directors shall be done by the Board as a whole keeping in view the inputs provided by Nomination & Remuneration Committee.

The foresaid criteria for performance evaluation are subject to change from time to time.