

ROBUST HOTELS LIMITED

PERFORMANCE EVALUATION POLICY OF DIRECTORS

Preamble

In terms of the provisions of Section 178, Schedule IV and other applicable provisions of the Companies Act, 2013 read with Regulation 17 & Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], the Board of Directors of Robust Hotels Limited ('the Company') has formulated criteria and adopted this policy to evaluate the performance of the Independent Directors, Non-Independent Directors and the Board as a whole based on the recommendation of Nomination & Remuneration Committee ('the Committee').

Objective

The objective of this policy is to formulate the procedures and also to prescribe and lay down the criteria to evaluate the performance of the Independent Directors, Non Independent Directors and the Board pursuant to the above legal provisions.

Evaluation Process and Criteria

The Committee shall evaluate the performance of Independent Directors, Non Independent Directors and the Board based on the criteria stated in the form as per *Annexure-I*. The performance evaluation of Independent Directors shall be done by the entire Board of Directors excluding the director being evaluated as per Schedule IV of the Companies Act, 2013 read with Regulation 17 of the Listing Regulations. The Independent Directors shall evaluate the performance of Non-Independent Directors and the Board as a whole as per Schedule IV of the Companies Act, 2013. The evaluation process will be conducted on annual basis.

Based on the criteria stated in the form, each and every Director and the Board has to be evaluated by giving ratings whichever is felt proper. The Committee shall review and carry out evaluation of every director's performance under Section 178 of the Companies Act, 2013 upon completion of evaluation as stated above.

Disclosure

The process of performance evaluation shall be disclosed in the Board's report.

Review and Amendment

The Board may, subject to applicable provisions of the Listing Regulations and the Companies Act, 2013 & the Rules made thereunder review and amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy, based on the recommendations of the Nomination & Remuneration Committee.

Evaluation Factors

The Board of the Company shall consider the following parameters for the purpose of evaluating the performance of directors:

In respect of each of the evaluation factors, various aspects have been provided to assist with the evaluation process in respect of performance of independent directors, non-independent directors and committees of directors separately, as such evaluation factors may vary in accordance with their respective functions and duties.

PERFORMANCE EVALUATION FORM OF DIRECTORS FOR FY _____

Name of the Director :

Category :

Following are the ratings for evaluation under the Performance Evaluation Policy:

Evaluation	Rating
Satisfactory	3
Average	2
Below Average	1

* Please tick at the appropriate column under the Rating Scale

Sl. No.	Particulars	Rating Scale*		
		1	2	3
A	Evaluation Criteria for Independent Directors			
1.	Attendance at the Meetings of the Board and its Committees			
2.	Inputs on the minutes of meetings			
3.	Adherence to the ethical standards and various codes of conduct of the Company			
4.	Timely disclosure of interest and conflict of interest			
5.	Participation at the Board Meetings			
6.	Knowledge of the Company's business and industry in which it operates			
7.	Contribution to formulating and implementing best corporate governance practices			
8.	Safeguard of stakeholders' interest			
9.	Rendering independent, unbiased opinion			
	Total A			
B	Evaluation Criteria for Chairman/Managing Director/Joint Managing Director/Non-Independent Director			
1.	Attendance at the Meetings of the Board and its Committees			
2.	Inputs on the minutes of meetings			
3.	Adherence to the ethical standards and various codes of conduct of the Company			
4.	Strategic Planning-financial and business			
5.	Timely disclosure of interest and conflict of interest			
6.	Visionary attributes			
7.	Leadership and team work attributes			
8.	Contribution towards growth of the Company			
9.	Compliances with policies, reporting of frauds, violations, etc. or any suspicion thereof			
10.	Safeguarding interest of whistle blowers			
11.	Regularly updates and refreshes skills, knowledge about external environment and familiarity with the Company			
12.	Knowledge of the Company's business and industry in which it operates			
13.	Devoted sufficient time and attention to professional obligations			

	for informed and balanced decision making			
	Total B			
C	Evaluation Criteria for Board of Directors and Committees			
1.	Is composition of the Board and Committees appropriate with the right mix of expertise and skills?			
2.	Has the Company necessary and adequate Committees for the effective functioning and are proper reports given to the Board?			
3.	Whether independence requirements are properly adhered to?			
4.	Effectiveness in developing a corporate governance structure			
5.	Is there an effective internal control system for identifying and reporting risk, violation of policies and legal compliances?			
6.	Do the Board and committees receive regular financial updates as and when required?			
7.	Are sufficient number of Board and committee meetings held?			
8.	Are Board meetings conducted so that open discussions, meaningful participation and timely resolution of issues are encouraged?			
9.	Does the Chairman of the Board and Committees conduct meetings effectively?			
10.	Are Board and Committees aware of their role and have a clear understanding of goals?			
11.	Do the Board Members and Committee members follow the Code of Conduct?			
	Total C			
	Total (A+B+C)			

Signature :

Name of the Director:

Date:

Place:

