



HIRA FERRO ALLOYS

HIRA FERRO ALLOYS LIMITED

(A Subsidiary Company of M/s Godawari Power and Ispat Limited)

Registered Office: 567B, Urla Industrial Area, Urla, Raipur, Chhattisgarh
Corporate Office: Hira Arcade, Near New Bus Stand, Pandri, Raipur, Chhattisgarh
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**CRITERIA FOR EVALUATION OF THE PERFORMANCE OF
THE BOARD OF DIRECTORS**

1. OBJECTIVE:

HIRA FERRO ALLOYS LIMITED (hereinafter referred to as “**the Company**”) has made this Criteria for evaluation of the performance of the Directors, Committees and the Board (hereinafter referred to as “**the Criteria**”) to comply with various provisions of clause (p) of sub-section (3) of Section 134 and sub-section (2) of Section 178 of the Companies Act, 2013 as indicated under Schedule IV (as per section 149) annexed to the Companies Act, 2013 and the Rules made thereunder.

The Board of Directors, the Nomination & Remuneration Committee (hereinafter referred to as “**the Committee**”) and the Independent Directors in a separate meeting shall evaluate the performance of the Directors in accordance with the above provisions of the Companies Act, 2013.

2. CRITERIA FOR EVALUATION OF PERFORMANCE:

The Criteria for evaluation of performance of Directors, Committees and the Board as a whole shall be as under:

1. Attendance and contribution of each of the Director at General Meetings, Board and Committee meetings;
2. His/her stature, appropriate mix of expertise, skills, behaviour, experience, leadership qualities, 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 of risks, business operations, processes and Corporate Governance.
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. Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity and probity.

7. 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.
8. His/her global presence, rational, physical and mental fitness, broader thinking, vision on corporate social responsibility etc.
9. Quality of decision making on source of raw material/procurement of roughs, export marketing, understanding financial statements and business performance, raising of finance, best source of finance, working capital requirement, forex dealings, geopolitics, human resources etc.
10. 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.
11. His/her contribution to enhance overall brand image of the Company.

7. AMENDEMENTS

The Board may, subject to applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Criteria entirely with a new Criteria, based on the recommendations of the Committee.

8. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Criteria and the Companies Act, 2013 or any other statutory enactments, rules, the provisions of Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

EFFECTIVE FROM 15.05.2015