



**Frick India Limited**

Regd. Office: 21.5 KM, Main Mathura Road, Faridabad – 121003 Haryana

Delhi Office: 809, Surya Kiran Building, K.G. Marg, New Delhi – 110001

CIN: L74899HR1962PLC002618

**Policy on Diversity of Board of Directors\***

*[Pursuant to Regulation 19 (4) and 20 (4) read with Part D of the Schedule II to the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015]*

**PURPOSE:**

In accordance with Part D of the Schedule II to the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, the Company has framed a formal policy on Board diversity which sets out a framework to promote diversity on Company's Board of directors (the 'Board').

**VISION:**

The Company recognizes the importance and benefits of having the diverse Board to enhance quality of its performance.

**POLICY STATEMENT:**

The Company aims to enhance the effectiveness of the Board by diversifying it and obtain the benefit out of it by better and improved decision making. In order to ensure that the Company's boardroom has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy.

The Policy shall conform to the following two principles for achieving diversity on its Board:

- Decisions pertaining to recruitment, promotion and remuneration of the directors will be based on their performance and competence; and
- For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination based factors like gender, age, educational qualifications, nationality & ethnicity, physical disability etc.

**REVIEW OF POLICY:**

The Nomination and Remuneration Committee will review the policy from time to time and make recommendations on any required changes to Board for consideration and approval.

**DISCLOSURE OF THE POLICY:**

This policy will be posted on the Company's website. The necessary disclosure about the policy will also be made as per requirements of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, Listing Agreement and the Companies Act 2013.

*\*The above Policy has been duly approved by the Board of Directors of Frick India Limited on 11.02.2016.*

**PERFORMANCE EVALUATION FORM  
OF BOARD OF DIRECTORS BY INDEPENDENT DIRECTORS**

S. No.	Considerations	4 V. Good	3 Good	2 Fair	1 Needs Improvement
1	The Board has appropriate understanding of its duties, roles and responsibilities and the Board uphold integrity, trustworthiness and high ethical standards.				
Comments					
2	The Board ensures a transparent Board nomination process in line with the Board Diversity Policy.				
Comments					
3	The Board receives and reviews regular reports on finances, operations, annual budget and business plans and effectively guides corporate strategy of the Company.				
Comments					
4	The Board monitors effectiveness of its corporate governance practices and effectively manages potential conflict of interest of management, Board members and shareholders including misuse of corporate assets and abuse in related party transactions.				
Comments					
5	The Board, on periodical basis, assess the Company's key risks and make the appropriate plans to mitigate such risks.				
Comments					
6	The Board has formulated appropriate procedures for succession planning of the Directors of the Company and its senior executives.				
Comments					
7	The Board agenda covers all the matters of importance to the Company with adequate back up information.				
Comments					
8	The Board holds an appropriate number of meetings each year and such meetings are productive use of their time.				
Comments					

9	All Board members actively and meaningfully contribute at meetings.				
Comments					
10	The Board has established a Committee structure that enables clear focus on the important issues of the Company and such committees meet as and when required.				
Comments					
11	The Board ensures that management takes action to achieve resolution of issues related to internal controls.				
Comments					
12	The Board members receive proper induction on appointment and training is available to meet development needs.				
Comments					
13	The Board members make decisions objectively and collaboratively in the best interest of the Company, feel collectively responsible for achieving Company goals and the Board ensures protection of interest of all shareholders including minority shareholders.				
Comments					
<b>Overall Score</b>					
<p><b>General Questions:</b></p> <p>Is the Board addressing the right issues and do you think there are issues that should be addressed by the Board and are not being addressed till date?</p> <p>Please state any additional point which you believe the Board should focus its attention next year.</p>					

Name of Assessor :  
Date :

Signature :

**PERFORMANCE EVALUATION FORM OF CHAIRPERSON  
OF THE COMPANY BY INDEPENDENT DIRECTORS**

S. No.	Parameters	4 V. Good	3 Good	2 Fair	1 Needs <u>Improvement</u>
1	The Chairperson demonstrates effective leadership of the Board.				
Comments					
2	Relationship and communication of the Chairperson with the other Board members is constructive and cordial.				
Comments					
3	The Chairperson is effective in terms of focus, use of time and overall efficiency of Board meetings in taking the informed decisions.				
Comments					
4	The Chairperson is able to manage the conflicting views and opinions of Board members in an effective manner to resolve the conflicts in an amicable way.				
Comments					
5	The Chairperson encourages the inputs on meeting agendas from Committees, other Board members, management, internal auditors and statutory auditors.				
Comments					
6	The Chairperson facilitates wider participation and detailed discussion on important matters and allows the Board members to express their views.				
Comments					
7	The Chairperson encourages upholding of Company's ethical standards.				
Comments					
<b>Overall Score</b>					
<b>Any other important matter you may want to highlight.</b>					

Name of Assessor :  
Date :

Signature :

**PERFORMANCE EVALUATION FORM<sup>\*</sup>**  
**OF NON--INDEPENDENT DIRECTORS**

**Name of Assesse Director:**

<b>S. No.</b>	<b>Considerations</b>	<b>4 V. Good</b>	<b>3 Good</b>	<b>2 Fair</b>	<b>1 Needs <u>Improvement</u></b>
1	The Director attends the Board/ Committee meetings well--prepared & informed and constructively participates in the discussions on the Company matters.				
Comments					
2	The Director cogently and positively reacts to the changes proposed by the management of the Company.				
Comments					
3	The Director understands the Company's business, industry and other areas relating to the Company and monitors the performance of management in meeting company's goals and targets.				
Comments					
4	The Director successfully brings his/her knowledge, skills and experience to address the issues in the meetings.				
Comments					
5	The Director has effectively and proactively followed up his/her areas of concerns raised in previous meetings.				
Comments					
6	The Director communicates well with fellow Board members and senior management of the Company and behaves in accordance with Company's ethical standards.				
Comments					
7	The Director is able to speak his/her mind constructively even if his/her views differ from others at a meeting.				
Comments					
8	The Director makes sure that he/she is updated on Board/Committee meeting decisions in case he/she has not attended any meeting.				
Comments					

9	The Director strives to attend all Board and General Meetings of the Company.				
Comments					
<b>Overall Score</b>					
<b>Any other important matter/issue you may want to highlight.</b>					

\* This form is to be used by Independent Directors, Nomination and Remuneration Committee and the Board of Directors.

Name of Assessor :

Signature :

Date :

**PERFORMANCE EVALUATION FORM  
OF COMMITTEE BY BOARD OF DIRECTORS**

Name of Committee:

S. No.	Considerations	5 V. Good	4 Good	2 Fair	1 Needs <u>Improvement</u>
1	The Committee has full understanding of its roles and responsibilities.				
Comments					
2	Composition of Committee is appropriate mix of requisite knowledge and skills to perform its roles and responsibilities in an effective manner.				
Comments					
3	The Committee has appropriate written terms of reference and has been given adequate powers to effectively discharge its terms of reference.				
Comments					
4	The Committee's contribution is effective <i>vis--a--vis</i> the roles & responsibilities assigned to it and the Committee helps in the decision making process of the Board of Directors				
Comments					
5	The Committee is updated of the latest regulatory, industry and other developments impacting its roles and responsibilities.				
Comments					
6	The relationship among Committee members is cordial and professional.				
Comments					
7	The Committee effectively communicates with the Board, management team and senior executives of the Company.				
Comments					
8	The number of Committee meetings held during the year are appropriate with respect to its terms of reference.				
Comments					
<b>Overall Score</b>					



**General Questions:**

Is the Committee addressing the right issues and do you think there are issues that should be addressed by the Committee and are not being addressed till date?

Please state any additional point which you believe the Committee should focus its attention next year.

Name of Assessor :

Signature :

Date :

**PERFORMANCE EVALUATION FORM<sup>\*</sup>**  
**OF INDEPENDENT DIRECTOR**

**Name of Assesse Director:**

<b>S. No.</b>	<b>Considerations</b>	<b>4 V. Good</b>	<b>3 Good</b>	<b>2 Fair</b>	<b>1 Needs Improvement</b>
1	The Director attends the Board/Committee meetings well--prepared & informed and constructively participates in the discussions on the Company matters.				
Comments					
2	The Director cogently and positively reacts to the changes proposed by the management of the Company.				
Comments					
3	The Director understands the Company's business, industry and other areas relating to the Company and monitors the performance of management in meeting company's goals and targets.				
Comments					
4	The Director successfully brings his/her knowledge, skills and experience to address the issues in the meetings.				
Comments					
5	The Director has effectively and proactively followed up his/ her areas of concerns raised in previous meetings.				
Comments					
6	The Director communicates well with fellow Board members and senior management of the Company and behaves in accordance with Company's ethical standards.				
Comments					
7	The Director is able to speak his/her mind constructively even if his/her views differ from others at a meeting.				
Comments					
8	The Director makes sure that he/she is updated on Board/ Committee meeting decisions in case he/she has not attended any meeting.				
Comments					

9	The Director brings an independent judgement on the Board's discussions especially on issues related to strategy, operational performance, risk management and key appointments.				
Comments					
10	The Director strives to safeguard the interest of all stakeholders in particular the minority shareholders.				
Comments					
11	The Directors pays sufficient attention and ensures that adequate deliberations are held before approving related party transactions and assure himself/herself that the same are in the interest of the Company.				
Comments					
12	The Director ascertains and ensures that the Company has an adequate and functional vigil mechanism and also ensures that the interest of the person who uses such mechanism is not prejudicially affected on account of such use.				
Comments					
13	The Director strives to attend all Board and General Meetings of the Company.				
Comments					
<b>Overall Score</b>					
<b>Any other important matter/issue you may want to highlight.</b>					

\* This form is to be used by Nomination and Remuneration Committee and the Board of Directors.

Name of Assessor : Signature :

Date :

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