

POLICY FOR THE EVALUATION OF THE PERFORMANCE OF THE BOARD OF DIRECTORS

INTRODUCTION

The Board of Directors acknowledges its intention to establish and follow “best practices” in Board governance to fulfill its fiduciary obligation to the Company.

This Performance Evaluation Policy (“Policy”) of Savani Financials Limited (“the Company”) in view of the various provisions of the Companies Act, 2013 (“Act”) and rules notified thereunder, and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

The Company has delegated a significant amount of responsibility to the Independent Directors and Board of Directors. In order to meet their fiduciary responsibility to be prudent in making such a delegation, the Committee recognizes that it has a duty to carefully monitor and evaluate the Independent Directors and Board of Directors (“Board”), it has appointed

DEFINITIONS

“Act” shall mean the Companies Act, 2013 and rules made thereunder (as amended from time to time);

“Company” means **Savani Financials Limited**.

“Directors” or **“Board”** in relation to the Company shall mean and deemed to include the collective body of the Board of Directors of the Company including the Chairperson of the Company. The term Board shall deem to include Committees of the Board for the purpose of this Policy.

“Independent Director” shall mean an Independent Director as defined under section 2 (47) to be read with section 149 (6) of the Act.

“Listing Agreement” means listing agreement as entered by the Company with the Bombay Stock Exchange Limited (as amended from time to time).

“Nomination and Remuneration Committee” or **“the Committee”** shall mean the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of Section 178 of the Act.

“SEBI Listing Regulations” means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

OBJECTIVE

The Board is ultimately responsible for the sound and prudential management of the Company.

Performance evaluation is the process of both formally and informally providing feedback about an individual’s implementation of his/ her responsibilities. The Object of this policy is to formulate procedures and to prescribe and lay down the criteria to evaluate the performance of the entire Board of the Company.

MANNER OF EVALUATION

EVALUATION OF INDIVIDUAL DIRECTOR

The Committee and the entire Board shall carry out an evaluation of the performance of individual director of the Company. In addition, the Independent Directors shall hold a meeting at least once in any given year, without the presence of the non-Independent Directors of the Company, to review the performance of such non-Independent Directors. The evaluation of the individual director shall be carried out based on the questionnaire and feedback form given as **Annexure A** to this Policy.

EVALUATION OF THE BOARD

The Board shall carry out its own performance evaluation. In addition, the Independent Directors in their meeting, without the presence of the non -Independent Directors of the Company, review the performance of the Board. The evaluation of the Board shall be carried out based on the questionnaire and feedback form given as **Annexure B** to this Policy.

EVALUATION OF BOARD COMMITTEES

The Board and the Independent Directors in its meeting, without the presence of the non - Independent Directors of the Company, shall carry out the evaluation of the performance of each Board Committee based on the questionnaire and feedback form which is given as **Annexure C** to this Policy.

PROCEDURE FOR OVERALL EVALUATION

Copies of the above evaluation forms as mentioned at Annexure A, B & C will be distributed to each Director approximately 2-3 weeks before the meeting scheduled for the purpose of evaluation. They shall complete the forms and return to the Chairman or Board designee or the consultant within 1 (one) weeks of receipt of the form

The performance rating shall be given within a minimum of 1 and maximum 10 categories, the rating 1 being least effective and 10 being most effective. Results will be tabulated and analyzed prior to the meeting and presented in a summary report to include composite scoring. The discussions held during the meeting shall be kept confidential among those who attend the meetings. The written evaluation results are strictly confidential.

The individually completed forms will also be preserved and presented to the Board and the Committee for evaluation. The Board will discuss areas that are working well, and those that need attention. The Board will then decide if changes in its governance practices and policies need to be made going forward.

GENERAL

- i. Any or all provisions of this Directors' Evaluation Policy would be subject to revision/ amendment as may be made from time to time in the Regulations or any other applicable law.
- ii. The Board reserves the right to review the policy from time to time and make suitable modifications, as may be necessary.

ANNEXURE A

Rating scale shall be 1 to 10 (1 being least effective and 10 being most effective)

EVALUATION CRITERIA	Rating
Uphold ethical standards of integrity and probity;	
act objectively and constructively while exercising his / her duties;	
exercise his/ her responsibilities in a bona fide manner in the interest of the Company;	
devote sufficient time and attention to his/ her professional obligations for informed and balanced decision making;	
not allow any extraneous considerations that will vitiate his / her 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;	
not abuse his / her position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;	
refrain from any action that would lead to loss of his/ her independence;	
where circumstances arise which make an independent director lose his / her independence, the independent director must immediately inform the Board accordingly;	
assist the Company in implementing the good corporate governance practices.	
Possess and demonstrate: (a) specialized professional knowledge, qualifications and experience as deemed fit by the Board; (b) requisite domain knowledge, judgement, experience and accountability in the decision making process of the Board;	
Contribute and value add to the board's compositions in effective strategizing of plans and its implementation to the operations and needs of the Company;	
bring an objective view in the evaluation of the performance of Board;	

assess and evaluate the performance of management vis a vis performance of the Company and monitor the reporting of performance;	
bring in professional expertise, experience and independent judgment on Board's deliberation(s) on various aspects such as strategy plannings, performance, risk management;	
protect the interests of all stakeholders and balance the conflicting interest of the stakeholders;	
review, determine and approve remuneration of executive directors, key managerial personnel and senior management and recommend remedial measures, if necessary;	
Mediate and settle matters involving interest of the Company vis a vis conflict between management and shareholder's interest;	

Signature with Date:

Name of Director: _____

ANNEXURE B

Rating scale shall be 1 to 10 (1 being least effective and 10 being most effective)

EVALUATION CRITERIA - BOARD	Rating
The composition, terms of reference, roles and responsibilities of the committees are in line with the Companies Act 2013 and SEBI Listing Regulations.	
The Chairperson of the Board guides the Board in meeting as per the requirements under the Companies Act 2013 and SEBI Listing Regulations.	
The Chairperson conducts the Board meetings in a respectful and efficient manner facilitating open and productive discussion.	
The Chairperson is available accessible to Directors. He communicates and consults with Directors between Board Meetings, if required.	
The Chairperson provides confidential and constructive feedback to Directors to help them enhance their contribution and effectiveness.	
The Chairperson is open to receive feedback and suggestions from Directors to enhance Board's and his/her own effectiveness.	
The Board Chairperson acts as an effective bridge between the Board and the CEO and Committee Chairpersons.	

Signature with Date:

Name of Director: _____

ANNEXURE C

Rating scale shall be 1 to 10 (1 being least effective and 10 being most effective)

EVALUATION CRITERIA - COMMITTEE	Rating
The composition, terms of reference, roles and responsibilities of the committees are in line with the applicable laws and are actively adhered to by the members	
The Committee meeting agendas are well-balanced, allowing appropriate time for the most critical issues and the Board receives timely, accurate, and useful information upon which to make decisions.	
Committee meetings are conducted in a manner that ensures open communication, meaningful participation, and sound resolution of issues	

Signature with Date:

Name of Director: _____