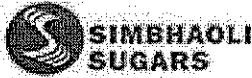




PERFORMANCE

EVALUATION PROCESS



1. INTRODUCTION

The Board of Directors ("Board") of Simbhaoli Sugars Limited* ("Company") has adopted the following policy on the recommendation of the Nomination & Remuneration Committee.

This Policy will be applicable with effect from February 15, 2016 and has been formulated in accordance with Companies Act 2013 ("Act") the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

**M/s Simbhaoli Spirits Limited known as M/s Simbhaoli Sugars Limited in pursuance to Scheme of Amalgamation, as sanctioned by the Hon'ble High Court of Judicature at Allahabad.*

2. EVALUATION FRAMEWORK:

Each financial year, the Company will carry out performance evaluation as per this Policy. The evaluation framework under this Policy shall consist of three parts as mentioned below:

- a. Performance Evaluation of the Board as a whole
- b. Performance Evaluation of Individual Directors
- c. Performance Evaluation of Committees

3. EVALUATION PROCESS:

a. Performance Evaluation of the Board as a whole

1. The Board will carry its own annual performance evaluation through Board self-evaluation form ("BEF") filled by its members, as per the format to be prescribed by the Committee for this purpose.
2. The Chairperson of the Board will distribute the BEF to the members of the Board either directly or through the Company Secretary in the month of February every year. The BEF filled by all the members shall be returned to the Company secretary in a sealed envelope addressed to the Chairperson within two weeks of its circulation. The BEF can also be distributed by the Company Secretary through e-mails to all the members, with the permission of the Chairperson.
3. It will not be mandatory for the directors to mention their name on the BEF.

4. Once the Company Secretary receives all the BEF's, he will open the same in the presence of the Chairperson and tabulate the results along with the comments/suggestions (if any) made therein. The results to be prepared by the Company Secretary of the Company, as per the format to be prescribed by the Nomination and Remuneration Committee for this purpose and shall be presented to the Chairperson along with filled BEF's.
5. The Chairperson will review the results and share the same with all the Board members along with his own observations thereon, in their meeting. The results will be further deliberated by all the members and based on overall feedback and observations, the Company Secretary will prepare the list of actions (if any) to be taken to improve the performance of the Board.
6. The Board will have to finish the evaluation process, on or before the date of its meeting in which the annual accounts are to be approved.
7. The Company Secretary will coordinate with the Chairperson for the implementation of the decisions taken under point (5) above, and shall place the Action Taken Report (ATR) before the Board in their next meeting.
8. Filled BEFs shall only be accessible to the Chairperson and the Company Secretary of the Company.
9. Filled BEFs shall be kept in safe custody of the Company Secretary in the manner as may be directed by the Chairperson.

b. Performance Evaluation of the individual Director

1. The Nomination & Remuneration Committee ("NRC") will carry out the annual performance evaluation of the Individual Directors through peer evaluation. Each Director will be required to fill a Director Evaluation Form ("DEF") as per the format to be prescribed by the NRC for this purpose, for all his remaining colleagues on the Board. For example, if there are 8 directors, each director will fill the DEF for the remaining 7 Directors,.
2. The Chairperson of NRC will distribute the DEF to the members of the Board either directly or through the Company Secretary in the month of February every year. The DEF filled by all the members shall be returned to the Company secretary in a sealed envelope addressed to the Chairperson of NRC within two weeks of its circulation. The



DEF can also be distributed by the Company Secretary through e-mails to all the members with the permission of the Chairperson of NRC.

3. It will not be mandatory for the directors to mention their name on the DEF.
4. Once the Company Secretary receives all the DEF's, he will open the sealed envelope in the presence of the Chairperson of the NRC and tabulate the results along with the comments/suggestions (if any) made therein. The results to be prepared by the NRC and presented to its Chairperson along with filled DEFs.
5. The Chairperson of NRC will share with all the members of the committee overall results along with his own observations on it, in their meeting. The results will further be deliberated by all the members and based on overall feedback and comments, the final observation Sheet will be prepared for each director.
6. NRC shall complete the evaluation process atleast 2 weeks before the date of Board meeting in which the annual accounts are to be approved.
7. NRC will share the results of the evaluation of each director with the Board, which will take note of it.
8. As and when, the term of any director is to expire, NRC will share its recommendation whether the said director should be re-appointed or not, based upon the results of the evaluation.
9. Filled DEFs shall only be accessible to the Chairperson of NRC and the Company Secretary. A Director with the permission of the Chairperson can access his own DEF filled by other colleagues.
10. Filled DEFs shall be kept in safe custody of the Company Secretary in the manner as may be directed by the Chairperson of NRC

c. Performance Evaluation of the Committees

1. The Board will carry the annual performance evaluation of its Committee through Committee Self-Evaluation Form ("CEF") filled by the members of the respective committee(s), as per the format to be prescribed by the Nomination and Remuneration Committee for this purpose.



2. The Chairperson of all the respective Committee(s) will distribute the CEF to their committee members either directly or through the Company Secretary in the month of February every year. The CEF filled by all the members of the committee shall be returned to the Company Secretary in a sealed envelope addressed to the Chairperson along with the name of the Committee within two weeks of its circulation. It is mandatory for the members of the Committee to fill the CEF. The CEF can also be distributed by the Company Secretary through e-mail to all the members with the permission of the Chairperson.
3. It will not be mandatory for the directors to mention their name on the CEF.
4. Once the Company Secretary receives all the CEF's, he will open the same in the presence of the respective Chairperson and tabulate the results along with the comments/suggestions (if any) made, as per the format to be prescribed by the Committee for this purpose. The tabulated results in the prescribed format shall be presented to the Chairperson of the respective committee along with filled CEF's.
5. The Chairperson will review the results and share the same with all the Committee members along with his own observations thereon, in their meeting. The results will be further deliberated by all the members and based on overall feedback and observations, the Chairperson will prepare the list of actions (if any) to be taken to improve the performance of the Committee. The Chairperson will share the results of the evaluation of the Committee with the Chairperson of the Board within 3 working days of conclusion of the meeting.
6. Every Chairperson shall finish their evaluation atleast 2 weeks before the date of Board meeting in which the annual accounts are to be approved.
7. The Chairperson if necessary, can meet the respective Committee members to discuss the evaluation results.
8. The Chairperson will share evaluation results of each Committee with all the Board members along with his own observations on it, in the Board meeting to be held before the Annual General Meeting. The results will be further deliberated by all the Board members and thereafter necessary decision(s) will be taken keeping in view the overall observations.



9. The Chairperson will direct the chairperson of each Committee to implement the decisions taken under point (8) above, and provide the necessary Action Taken Report (ATR) to the Board.
10. The filled CEF shall only be accessible to the Chairperson of the Committee, Board Chairperson and the Company Secretary of the Company.
11. The CEF shall be kept in safe custody of the Company Secretary in the manner as may be directed by the Chairperson.

4. REVIEW

The Board may in its discretion or on the recommendations of the Nomination & Remuneration Committee or as per the requirements of the Act or Listing Regulations or other applicable laws, review or amend this Policy, in whole or in part, from time to time.

For SIMBHAOLI SUGARS LIMITED

Signed:  KAMAL SAMTANI
Company Secretary

Effective Date: Feb 15, 2016

