

**POLICY ON BOARD EVALUATION
OF
BAWEJA STUDIOS LIMITED**

(CIN: U92112MH2001PLC131253)

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INTRODUCTION

Baweja Studios Limited (the “Company”) aims to conform with the corporate governance norms as stated in Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Listing Regulations”). The Board of Directors (the “Board”) of the Company are committed towards adhering to such norms in true letter and spirit. In view of sustaining good corporate governance, the Board believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour, in consonance with the Company’s Code of Conduct policy for its Board of Directors and Senior Management Personnel. The Company has formulated this policy in accordance with the provisions as stated in Companies Act, 2013 and the Listing Regulations wherein the evaluation of performance of: (i) the Board as a whole, (ii) individual directors (including independent directors and Chairperson) and (iii) various Committees of the Board shall be carried out pursuant to this policy.

OBJECTIVES

The purpose of the Board Evaluation Framework is enumerated below:

- i. To ensure corporate governance standards are maintained.
- ii. To facilitate the identification of the areas of concern and the areas to be focused upon for enhancing the functioning of the Board.
- iii. To create awareness about the role of Directors individually, and collectively as a Board.
- iv. To steer the Board in direction of achieving the Company’s Mission and Vision.
- v. To promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees and the shareholders.

DEFINITIONS

“**Act**” shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, amendments, clarifications, circulars or re-enactment thereof.

“**Listing Regulations**” shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“**The Company**” shall mean BAWEJA STUDIOS LIMITED (Formerly Known as Baweja Movies Private Limited)

“**Board of Directors**” or “**Board**” means the Board of Directors of Baweja Studios Limited, as constituted from time to time.

“**The Independent Director**” shall mean an Independent Director as defined under section 2 (47) read with section 149 (6) of the Act and clause 16 of SEBI-LODR.

Policy on Board Evaluation

“**The Policy**” shall mean the Policy for Evaluation of performance of Board of Directors of the Company.

“**The Committee**” shall mean the Nomination and Remuneration Committee of the Board of Directors constituted under the provisions of Section 178 of Companies Act, 2013.

MANNER OF EVALUATION

The Nomination and Remuneration Committee (“NRC”) shall carry out the evaluation of performance of every Director. The evaluation of performance of the Independent Directors (IDs) shall also be carried out by the entire Board of Directors excluding the Director being evaluated in the same way as it is for the Executive Directors of the Company except the Director getting evaluated. Evaluation performance should be carried out at least once in a year. While evaluating the performance of the Chairperson and Managing Director, the Nomination and Remuneration Committee shall always consider the appropriate benchmarks set as per industry standards, the performance of the individual and also of the Company. The Committee shall evaluate the performance of each Director and Senior Management of the Company on the basis of the Criteria of Evaluation and rating of Performance as per the relevant annexures attached with this policy.

CRITERIA OF EVALUATION

The appraisal shall be done by considering the criteria as stated under the relevant annexures to this policy. Such criteria shall be evaluated by providing the rating in the following manner:

Performance	Rating
Excellent	A
Satisfactory	B
Unsatisfactory	C

EFFECTIVENESS OF THE BOARD

Based on evaluation criteria, the Committee and the Board shall rate the performance of the each and every Director. The effectiveness of the Board shall be determined in accordance with the ratings given by the Committee to each Director and consequently the Board shall consider and decide on to the appointments, re-appointments and removal of the non-performing Directors of the Company. The Company shall provide suitable training to the Non-Executive Directors including Independent Directors. Any other need based training shall also be provided.

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KINDS OF EVALUATION

1. Evaluation of Board as a whole:

- 1.1 The Board shall, once in a year, evaluate its own performance in accordance with the criteria as specified in Annexure A to this Policy.
- 1.2 In addition, the Independent Directors shall hold a meeting at least once in a year, without the presence of the non-Independent Directors of the Company, to review the performance of the Board wherein they shall:
 - i. review the performance of non-independent directors and the Board as a whole in accordance with the evaluation parameters set out in Annexure A and Annexure B;
 - ii. review the performance of the Chairperson of the company in accordance with the evaluation parameters set out in Annexure D, taking into account the views of executive directors and non-executive directors;
 - iii. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

2. Evaluation of Individual Directors:

- 2.1 The evaluation of performance of individual Directors of the Company (including the Chairperson and Independent Directors) shall be carried out, once in a year, by: (i) the Board as a whole (excluding the Director being evaluated); and (ii) the Nomination and Remuneration Committee.
- 2.2 While evaluating the performance of individual Directors of the Company (including the Chairperson and Independent Directors) the Board and/ or the Committee shall carry out such evaluation in accordance with the criteria specified in:
 - i. Annexure B with respect to all Directors other than the Independent Directors and Chairperson;
 - ii. Annexure C with respect to the Independent Directors; and
 - iii. Annexure D with respect to the Chairperson of the Company.

3. Evaluation of Committees of the Board:

- 3.1 The evaluation of the performance of Committees of the Board shall be carried out once in a year by the Board in accordance with the criteria specified in Annexure E to this Policy.

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FEEDBACK

The Chairperson or any person authorised in this regard shall, after evaluation of the performance, give a written/ an oral feedback to:

- i. each Director separately;
- ii. the entire Board; and
- iii. each Board Committee.

Provided in case the members are not comfortable with open individual assessment, provision for confidentiality may be made where possible. For effectiveness of the evaluation, it is essential that the feedback be given honestly and without bias.

ACTION PLAN

1. The assessments and ratings as may be given to the members of the Board including the Committees thereof shall be placed before the Nomination and Remuneration Committee. The Board may, after evaluation of the performance, prepare an action plan as it may deem fit for the Board members that have received “B” or “C” ratings in any of the criteria as specified in the relevant annexures. The action plan prepared may include areas of improvement including training, skill building, etc. as may be required for Board members.
2. The Action Plan, as may be prepared by the Board, shall include in detail the following
 - i. The nature of actions, including training and skill building, required to be undertaken to address the identified areas.
 - ii. Timeline within which the actions detailed in the Action Plan shall be completed.
 - iii. Persons responsible for the implementation of the Action Plan.
 - iv. Resources required to achieve the objectives set out in the Action Plan.
3. The Board must review the actions set out in the Action Plan within a specific time period.

AMENDMENTS

The Company reserves its right to amend or modify this Policy as may be considered appropriate at any time, if required, to ascertain its appropriateness as per the needs of the Company.

DISCLOSURE REQUIREMENTS

The Listing Regulations and Companies Act, 2013 requires disclosure of manner of formal annual evaluation of the Board, its committees and individual directors and of performance evaluation criteria for independent directors to the shareholders on an annual basis. Accordingly, the Company shall make the appropriate disclosures of the evaluation of the Board, as may be carried out, in accordance with the rules and regulations specified therein.

ANNEXURE A

EVALUATION CRITERIA FOR THE BOARD AS A WHOLE

Criteria for Evaluation	Rating (“A”, “B” or “C”)
1. Structure of the Board:	
1.1 Whether Board as a whole has directors with a proper mix of competencies to conduct its affairs effectively.	
1.2 Whether Board as a whole has directors with enough experience to conduct its affairs effectively.	
1.3 Whether Board as a whole has directors with a proper mix of qualifications to conduct its affairs effectively.	
1.4 Whether there is sufficient diversity in the Board in terms of gender/ background/ competence/ experience, etc.	
1.5 Whether the process of appointment to the board of directors is clear and transparent and includes provisions to consider diversity of thought, experience, knowledge, perspective and gender in the board of directors.	
2. Meetings of the Board:	
2.1 Whether meetings are being held on a regular basis.	
2.2 Whether the Board meets frequently.	
2.3 Whether the frequency of such meetings is enough for the Board to undertake its duties properly	
2.4 Whether the logistics for the meeting is being handled properly- venue, format, timing, etc.	
2.5 Whether the agenda is circulated well before the meeting	
2.6 Whether the agenda has all relevant information to take decision on the matter.	
2.7 Whether the agenda is up to date, regularly reviewed and involves major substantial decisions.	
2.8 Whether the quality of agenda and Board papers is up to the mark (explains issues properly, not overly lengthy, etc.)	
2.9 Whether outstanding items of previous meetings are followed-up and taken up in subsequent agendas.	
2.10 Whether the time allotted for the every item (especially substantive items) in the agenda of the meeting is sufficient for adequate discussions on the subject.	

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2.11 Whether the Board is able to finish discussion and decision on all agenda items in the meetings.	
2.12 Whether adequate and timely inputs are taken from the Board members prior to setting of the Agenda for the meeting.	
2.13 Whether the agenda includes adequate information on Committee's activities.	
2.14 Whether the Board discusses every issue comprehensively and depending on the importance of the subject.	
2.15 Whether the environment of the meeting induces free-flowing free flowing discussions, healthy debate and contribution by everyone without any fear or fervour.	
2.16 Whether the discussions generally add value to the decision making.	
2.17 Whether the Board tends towards groupthink and whether critical and dissenting suggestions are welcomed	
2.18 Whether all members actively participate in the discussions.	
2.19 Whether overall, the Board functions constructively as a team.	
2.20 Whether the minutes are being recorded properly- clearly, completely, accurately and consistently.	
2.21 Whether the minutes are approved properly in accordance with set procedures.	
2.22 Whether the minutes are timely circulated to all the Board members.	
2.23 Whether dissenting views are recorded in the minutes.	
2.24 Whether all the information pertaining to the meeting are disseminated to the members timely, frequently, accurately, regularly.	
2.25 Whether Board is adequately informed of material matters in between meetings.	
3. Functions of the Board:	
3.1 Whether the Roles and Responsibilities of the Board are clearly documented.	
3.2 Whether significant time of the Board is being devoted to management of current and potential strategic issues.	
3.3 Whether the Board overall reviews and guides corporate strategy, major plans of action, risk policy, annual budgets and business plans, sets performance objectives, monitored implementation and corporate performance, and oversees major capital expenditures, acquisitions and divestments.	

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3.4	Whether adequate time of the Board is being devoted to analyse and examine governance and compliance issues.	
3.5	Whether the Board monitors the effectiveness of its governance practices and makes changes as needed.	
3.6	Whether the Board ensures the integrity of the entity's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.	
3.7	Whether the Board oversees the process of disclosure and communications.	
3.8	Whether the Board evaluates and analyses the compliance certificate from the auditors / practicing company secretaries regarding compliance of conditions of corporate governance.	
3.9	Whether Board undertakes a review of the high risk issues impacting the organization regularly.	
3.10	In assessment of risks, whether it is ensured that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognised or exposes the entity to excessive risk.	
3.11	Whether the Board regularly reviews the grievance redressal mechanism of investors, details of grievances received, disposed of and those remaining unresolved.	
3.12	Whether the Board monitors and manages potential conflicts of interest of management, members of the board of directors and shareholders, including misuse of corporate assets and abuse in related party transactions.	
3.13	Whether a sufficient number of non-executive members of the board of directors capable of exercising independent judgement are assigned to tasks where there is a potential for conflict of interest.	
3.14	Whether the decision making process of the Board is adequate to assess creation of stakeholder value.	
3.15	Whether the Board has mechanisms in place to communicate and engage with various stakeholders.	
3.16	Whether the Board acts on a fully informed basis, in good faith, with due diligence and care, with high ethical standards and in the best interest of the entity and the stakeholders.	
3.17	Whether the Board treats shareholders and stakeholders fairly where decisions of the board of directors may affect different shareholder/ stakeholder groups differently.	

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3.18 Whether the Board regularly reviews the Business Responsibility Reporting / related corporate social responsibility initiatives of the entity and contribution to society, environment etc.	
3.19 Whether the Board sets a corporate culture and the values by which executives throughout a group shall behave.	
3.20 Whether the Board monitors and reviews the Board evaluation framework.	
3.21 Whether the Board facilitates the independent directors to perform their role effectively as a member of the board of directors and also a member of a committee of board of directors and any criticism by such directors is taken constructively.	
4. Board and Management:	
4.1 Whether the Board evaluates and monitors management, especially the CEO regularly and fairly and provides constructive feedback and strategic guidance.	
4.2 Whether the measures used are broad enough to monitor performance of the management.	
4.3 Whether the management's performance is benchmarked against industry peers.	
4.4 Whether remuneration of the management is in line with its performance and with industry peers.	
4.5 Whether remuneration of the Board and the management is aligned with the longer term interests of the entity and its shareholders.	
4.6 Whether the Board selects, compensates, monitors and, when necessary, replaces key managerial personnel based on such evaluation.	
4.7 Whether the Board 'steps back' to assist executive management by challenging the assumptions underlying strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the entity's focus.	
4.8 Whether the level of independence of the management from the Board is adequate.	
4.9 Whether the Board and the management are able to actively access each other and exchange information.	
4.10 Whether adequate secretarial and logistical support is available for conducting Board meetings.	
4.11 Whether sufficient funds are made available to the Board for conducting its meeting effectively, seeking expert advice E.g. Legal, accounting, etc.	

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4.12 Whether an appropriate and adequate succession plan is in place and is being reviewed and overseen regularly by the Board.	
5. Professional Development:	
5.1 Whether adequate induction and professional development programmes are made available to new and old directors.	
5.2 Whether continuing directors training is provided to ensure that the members of board of directors are kept up to date.	

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ANNEXURE B

**EVALUATION CRITERIA FOR INDIVIDUAL DIRECTORS
[Other than Chairperson and Independent Directors]**

Name of the Director: _____

DIN: _____

Criteria for Evaluation	Rating (“A”, “B” or “C”)
1. Qualifications:	
2. Experience:	
3. How the person fares across different competencies as identified for effective functioning of the entity and the Board.	
4. Whether the person has sufficient understanding and knowledge of the entity and the sector in which it operates.	
5. Whether the person understands and fulfills the functions to him/her as assigned by the Board and the law.	
6. Whether the person is able to function as an effective team-member.	
7. Whether the person actively takes initiative with respect to various areas.	
8. Whether the person is available for meetings of the Board and attends the meeting regularly and timely, without delay.	
9. Whether the person is adequately committed to the Board and the entity.	
10. Whether the person contributed effectively to the entity and in the Board meetings.	
11. Whether the person demonstrates highest level of integrity.	

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ANNEXURE C

EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

Name of the Director: _____

DIN: _____

Criteria for Evaluation	Rating (“A”, “B” or “C”)
1. Qualifications:	
2. Experience:	
3. How the person fares across different competencies as identified for effective functioning of the entity and the Board.	
4. Whether the person has sufficient understanding and knowledge of the entity and the sector in which it operates.	
5. Whether the person understands and fulfills the functions to him/her as assigned by the Board and the law.	
6. Whether the person is able to function as an effective team-member.	
7. Whether the person actively takes initiative with respect to various areas.	
8. Whether the person is available for meetings of the Board and attends the meeting regularly and timely, without delay.	
9. Whether the person is adequately committed to the Board and the entity.	
10. Whether the person contributed effectively to the entity and in the Board meetings.	
11. Whether the person demonstrates highest level of integrity.	
12. Whether person is independent from the entity and the other directors and there if no conflict of interest.	
13. Whether the person exercises his/ her own judgement and voices opinion freely.	

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ANNEXURE D

EVALUATION CRITERIA FOR CHAIRPERSON

Name of the Chairperson: _____

DIN: _____

Criteria for Evaluation	Rating (“A”, “B” or “C”)
1. Qualifications:	
2. Experience:	
3. How the person fares across different competencies as identified for effective functioning of the entity and the Board.	
4. Whether the person has sufficient understanding and knowledge of the entity and the sector in which it operates.	
5. Whether the person understands and fulfills the functions to him/her as assigned by the Board and the law.	
6. Whether the person is able to function as an effective team-member.	
7. Whether the person actively takes initiative with respect to various areas.	
8. Whether the person is available for meetings of the Board and attends the meeting regularly and timely, without delay.	
9. Whether the person is adequately committed to the Board and the entity.	
10. Whether the person contributed effectively to the entity and in the Board meetings.	
11. Whether the person demonstrates highest level of integrity.	
12. Whether the Chairperson displays efficient leadership, is open-minded, decisive, courteous, displays professionalism, able to coordinate the discussion, etc. and is overall able to steer the meeting effectively.	
13. Whether the Chairperson is impartial in conducting discussions, seeking views and dealing with dissent, etc.	
14. Whether the Chairperson is sufficiently committed to the Board and its meetings.	
15. Whether the Chairperson is able to keep shareholders’ interest in mind during discussions and decisions.	

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ANNEXURE E

EVALUATION CRITERIA FOR COMMITTEES OF THE BOARD

Name of the Committee: _____

Criteria for Evaluation	Rating (“A”, “B” or “C”)
1. Mandate and composition:	
1.1 Whether the mandate, composition and working procedures of committees of the board of directors is clearly defined and disclosed.	
2. Effectiveness of the Committee:	
2.1 Whether the Committee has fulfilled its functions as assigned by the Board and laws as may be applicable.	
3. Structure of the Committee and meetings:	
3.1 Whether the Committees have been structured properly and regular meetings are being held.	
3.2 Whether frequency of such meetings is enough for the committee to undertake its duties properly.	
3.3 Whether logistics for the meeting is being handled properly -, venue, format, timing, etc.	
3.4 Whether agenda is circulated well before the meeting	
3.5 Whether agenda has all the relevant information to take decisions on the matter.	
3.6 Whether agenda is up to date, regularly reviewed and involves major substantial decisions.	
3.7 Whether quality of agenda and committee papers is up to the mark (explains issues properly, not overly lengthy, etc.)	
3.8 Whether outstanding items of previous meetings are followed-up and taken up in subsequent agendas.	
3.9 Whether time allotted for the every item (especially substantive items) in the agenda of the meeting is sufficient for adequate discussions on the subject.	
3.10 Whether committee is able to finish discussion and decision on all agenda items in the meetings.	
3.11 Whether Adequate and timely inputs are taken from the committee members prior to setting of the Agenda for the meeting.	

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3.11 Whether committee discusses every issue comprehensively and depending on the importance of the subject.	
3.12 Whether environment of the meeting induces free-flowing free flowing discussions, healthy debate and contribution by everyone without any fear or fervour.	
3.13 Whether discussions generally add value to the decision making.	
3.14 Whether committee tends towards groupthink and whether critical and dissenting suggestions are welcomed.	
3.15 Whether members actively participate in the discussions.	
3.16 Whether overall, the committee functions constructively as a team.	
3.17 Whether minutes of the committee meeting are being recorded properly – clearly, completely, accurately and consistently.	
3.18 Whether minutes of the committee are approved properly in accordance with set procedures.	
3.19 Whether minutes of the committee are circulated to all the committee members.	
3.20 Whether dissenting views are recorded in the minutes	
3.21 Whether all the information pertaining to the meeting are disseminated to the members timely, frequently, accurately, regularly.	
3.22 Whether Committee is adequately informed of material matters in between meetings.	
4. Independence of the Committee from the Board:	
4.1 Whether adequate independence of the Committee is ensured from the Board	
5. Contribution to decisions of the Board:	
5.1 Whether the Committee’s recommendations contribute effectively to decisions of the Board.	