



SANGAL PAPERS LIMITED

CIN- L21015UP1980PLC005138

Reg. Office: 22 Km, Meerut-Mawana Road, Mawana, Meerut,
UP-250401

**EVALUATION OF BOARD OF DIRECTORS
(AS WHOLE) AND INDEPENDENT DIRECTORS
(INDIVIDUALS)**

“Sangal Papers Limited always be promote transparency and accountability in the Board of Directors of the company, so conduct on periodically basis evaluation of Board of Director (as whole) and Independent Directors (as individual) of the Company because it is essential for the better and bright future of the Sangal Papers Limited”

EVALUATION OF BOARD OF DIRECTORS:

Pursuant to the provisions of the Companies Act, 1956 and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, The Board of Directors of the Company proposed agenda and took on table for evaluation of performance of the Board of Directors for the financial year 2015-2016 of the company in such as follow:

Name	outstanding	Exceeds Expectation	Meets Expectation	Needs Improvement	Poor	Remark	Not Participant by Directors on valuation of herself/hissself
Mr. Himanshu Sangal	✓					NA	Mr. Himanshu Sangal
Mr. Amit Sangal	✓					NA	Mr. Amit Sangal
Mr. Tanmay Sangal	✓					NA	Mr. Tanmay Sangal
Mr. Vinayak Sangal	✓					NA	Mr. Vinayak Sangal
Mr. Prem Sethi	✓					NA	Mr. Prem Sethi
Mrs. Geeta Gupta	✓					NA	Mrs. Geeta Gupta

Board of Directors Evaluation (as Whole) (By all the directors or externally facilitated, if any requirements)

Particular	1	2	3	4	5	Remark
Board Composition & Quality						
1 The Board has appropriate expertise and experience to meet the best interests of the company.					✓	
2. The board has appropriate combination of industry knowledge and diversity (gender, experience, background).					✓	
3. All the independent directors are independent in true letter and spirit i.e. whether the independent Director has given declaration of independence and they exercise their own judgement, voice their concerns and act freely from any conflicts of interests.					✓	
4 Board members demonstrate highest level of integrity (including maintaining confidentiality and identifying, disclosing and managing conflicts of interests).					✓	
5 The Board members spend sufficient time in understanding the vision,					✓	

mission of the company and strategic and business plans, financial reporting risks and related internal controls and provides critical oversight on the same.					
6 The Board understands the legal requirements and obligations under which they act as a Board; i.e. bylaws, corporate governance manual etc. and discharge their functions accordingly.				✓	
7. The Board has set its goals and measures its performance against them on annual basis.				✓	
8 The Board has defined its stakeholders and has appropriate level of communication with them.				✓	
9 The Board understands the line between oversight and management.				✓	
10 The board monitors compliances with corporate governance regulations and guidelines.				✓	
11 An effective succession plan of board in place.				✓	
12 The Board has the proper number of committees as required by legislation and guidelines, with well-defined terms of reference and reporting requirements.				✓	
Board Meetings and Procedures					
1 The Annual Calendar of Board meetings is communicated well in advance and reviewed from time to time.				✓	
2 The Board meeting agenda and related background papers are concise and provide information of appropriate quality and detail.				✓	
3 The information is received by board members sufficiently in advance for proper consideration.				✓	
4 Adequacy of attendance and participation by the board members at the board meetings.				✓	
5 Frequency of Board Meetings is adequate.				✓	
6 The facility for video conferencing for conducting meetings is robust.					
7 Location of Board Meeting (As a good governance practice the Board meeting should be held at different places).				✓	
8 The Board meetings encourage a high quality of discussions and decision making.				✓	
9 Openness to ideas and ability to challenge the practices and throwing up new ideas.				✓	
10 The amount of time spent on discussions on strategic and general issues is sufficient.				✓	
11 How effectively does the Board works collectively as a team in the best interest of the company?				✓	
12 The minutes of Board meetings are clear, accurate, consistent, complete and timely.				✓	
13 The actions arising from board meetings are properly followed up and reviewed in subsequent board meetings.				✓	
14 The processes are in place for ensuring that the board is kept fully informed on all material matters between meetings (including appropriate				✓	

external information eg. emerging risks and material regulatory changes).						
15 Adequacy of the separate meetings of independent directors.					✓	
16 Appropriateness of secretarial support made available to the Board.					✓	
17 The Board members understand the terms and conditions of D & O insurance.					✓	
18 All proceedings and resolutions of the Board are recorded accurately					✓	
Board Development						
1. Appropriateness of the induction programme given to the new board members.					✓	
2 Timeliness and appropriateness of ongoing development programmes to enhance skills of its members.					✓	
3 Appropriate development opportunities are encouraged and communicated well in time					✓	
Board Strategy and Risk Management						
1 The time spent on issues relating to the strategic direction and not day-to-day management responsibilities					✓	
2 Engaging with management in the strategic planning process, including corporate goals, objectives and overall operating and financial plans to achieve them.					✓	
3 The Board has developed a strategic plan / policies and the same would meet the future requirement of the Company.					✓	
4 The Board has sufficient understanding of the risk attached with the business structure and the Board uses appropriate risk management framework and whether board reviewed and understood the risks provided in the internal audit report and the management is taken sufficient steps to mitigate the risk.					✓	
5 The Board evaluates the strategic plan/ policies periodically to assess the Company's performance, considers new opportunities and responds to unanticipated external developments.					✓	
6 The Risk management framework is subject to review.					✓	
7 Monitoring the implementation of the long term strategic goals.					✓	
8 Monitoring the company's internal controls and compliance with applicable laws and regulations.					✓	
9 The adequacy of Board contingency plans for addressing and dealing with crisis situations.					✓	
10 Appropriateness of effective vigil mechanism.					✓	
11 The Board focuses its attention on long-term policy issues rather than short-term administrative matters.					✓	
12 The Board discusses thoroughly the annual budget of the Company and its implications before approving it.					✓	
13 The Board periodically reviews the actual result of the Company vis-à-vis the plan/ policies devised earlier and suggests corrective measures, if					✓	

required.						
Board and Management Relations						
1. The Board sets the overall tone and direction of the Company.					✓	
2. The Board has approved comprehensive policies and procedures for smooth conduct of all material activities by Company.					✓	
3. The Board has a range of appropriate performance indicators that are used to monitor the performance of management.					✓	
4. The Board is well informed on all issues (short and long-term) being faced by the Company.					✓	
5. The Board adequately reviews proposed departures from the long-and short- term business plans of the Company before they take place.					✓	
Succession Planning						
1. The Board has a succession plan for the Chairperson and the Chief Executive Officer / Managing Director.					✓	
2. The Board reviews the existing succession plan and if appropriate, make necessary changes by taking into account the current conditions.					✓	

Particular	Outstanding	Exceed Expectation	Meets Expectation	Need Improvement	Poor
Overall rating of Board performance		✓			
Comment					
Please suggest any things that could improve Board's performance. a) Follow the rules and regulation as per applicable on the Company				Name of Director: Vinayak Sangal Signature: Sd/-	
Date : 30/05/2016					

EVALUATION PERFORMANCE OF INDEPENDENT DIRECTORS:

Evaluation of performance of independent director of the company by the board of the director on individual basic in such manner:

Name of the Director: Mr. Prem Sethi;

Category: Independent

EVALUATION FACTOR	Rating					Comment
	1	2	3	4	5	
1. Director upholds ethical standards of integrity and probity					yes	
2. Director exercises objective independent judgment in the best interest of Company.					Yes	
3. Director has effectively assisted the Company is implementing best					Yes	

corporate governance practice and then monitors the same					
4. Director helps in bringing independent judgment during board deliberations on strategy, performance, risk management etc.					Yes
5. Director keeps himself/ herself well informed about the Company and external environment in which it operates. in bringing independent judgment during board deliberations on strategy					Yes
6. Director acts within his authority and assists in protecting the legitimate interest of the Company, Shareholder and employees.					yes
7. Director maintains high level of confidentiality.					yes
8. Director adheres to the applicable code of conduct for independent directors.					yes

Particular	Outstanding	Exceed Expectation	Meets Expectation	Need Improvement	Poor
Overall rating of Board performance		✓			
Comment: NA					
Please suggest any things that could improve Board's performance. a) Follow the rules and regulation as per applicable on the Company				Name of Director: Himanshu Sangal Signature: Sd/-	
Date : 30/05/2016					

Name of the Director: Mrs. Geeta Gupta;

Category: Independent

EVALUATION FACTOR	Rating					Comment
	1	2	3	4	5	
1. Director upholds ethical standards of integrity and probity					yes	
2. Director exercises objective independent judgment in the best interest of Company.					yes	
3. Director has effectively assisted the Company is implementing best corporate governance practice and then monitors the same					yes	
4. Director helps in bringing independent judgment during board deliberations on strategy, performance, risk management etc.					yes	
5. Director keeps himself/ herself well informed about the Company and external environment in which it operates. in bringing independent judgment during board deliberations on strategy					yes	
6. Director acts within his authority and assists in protecting the legitimate interest of the Company, Shareholder and employees.					yes	
7. Director maintains high level of confidentiality.					yes	

8. Director adheres to the applicable code of conduct for independent directors.					yes
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Particular	Outstanding	Exceed Expectation	Meets Expectation	Need Improvement	Poor
Overall rating of Board performance		✓			
Comment: NA					
Please suggest any things that could improve Board's performance. a) Follow the rules and regulation as per applicable on the Company				Name of Director: Himanshu Sangal Signature: Sd/-	
Date : 30/05/2016					

Name of the Director: Mr. Vinayak Sangal;
Category: Independent

EVALUATION FACTOR	Rating					Comment
	1	2	3	4	5	
1. Director upholds ethical standards of integrity and probity					yes	
2. Director exercises objective independent judgment in the best interest of Company.					yes	
3. Director has effectively assisted the Company is implementing best corporate governance practice and then monitors the same					yes	
4. Director helps in bringing independent judgment during board deliberations on strategy, performance, risk management etc.					yes	
5. Director keeps himself/ herself well informed about the Company and external environment in which it operates. in bringing independent judgment during board deliberations on strategy					yes	
6. Director acts within his authority and assists in protecting the legitimate interest of the Company, Shareholder and employees.					yes	
7. Director maintains high level of confidentiality.					yes	
8. Director adheres to the applicable code of conduct for independent directors.					yes	

Particular	Outstanding	Exceed Expectation	Meets Expectation	Need Improvement	Poor
Overall rating of Board performance		✓			
Comment: NA					

Please suggest any things that could improve Board's performance.
a) Follow the rules and regulation as per applicable on the Company

Name of Director:
Himanshu Sangal
Signature:
Sd/-

Date : 30/05/2016

ADMINISTRATION AND REVIEW

The Board shall be responsible for overseeing the implementation of this framework and its related procedures from time to time. The Board reserve its right to amend or modify this framework in whole or in part, at any time without assigning any reason whatsoever.
