

POLICY FOR EVALUATION OF PERFORMANCE OF THE BOARD OF DIRECTORS

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1. BACKGROUND

The Board of Directors (“**Board**”) of the Company acknowledges its intention to establish and follow “best practices” in Board governance to fulfill its fiduciary obligation to the Company. Fundamental to sound governance is the practice of undertaking a Board Evaluation on an annual basis.

This Policy for evaluation of performance of the Board of Directors (“**Policy**”) has been formulated to comply with various provisions under the Companies Act, 2013 (“**Act**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the formal annual evaluation made by the Board of its own performance (self- appraisals) and that of its Committees and individual Directors as mentioned under Section 134(3)(p) of the Act. The Nomination and Remuneration Committee of the Company shall evaluate the performance of each Director as per Section 178(2) of the Act and based on the functions of the Independent Directors as indicated under Schedule IV annexed to the Act and the rules made thereunder.

2. DEFINITIONS

“**Act**” shall mean the Companies Act, 2013 and rules made thereunder, as amended from time to time.

“**Applicable Laws**” shall mean the Act, the SEBI Listing Regulations, as amended from time to time, together with the circulars issued thereunder and such other laws and statutes as may be applicable to the Company from time to time.

“**Director**” or “**Board**” means the Director or the Board, in relation to the Company, and deemed to include the collective body of the Board of Directors of the Company including the chairman of the Company.

“Independent Director” shall mean an Independent Director as defined under section 2(47) to be read with section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations.

“Policy” shall mean this Policy for evaluation of performance of the Board of Directors formulated by the Company, as amended from time to time.

“Nomination and Remuneration Committee”, “NRC” or “Committee” shall mean the nomination and remuneration committee of the Company constituted in compliance with the provisions of Section 178 of the Act and Regulation 19 of SEBI Listing Regulations.

“SEBI Listing Regulations” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Note: Words and expressions used and not defined in this Policy but defined in the Act or Applicable Laws shall have the same meaning assigned to them in those Act/Applicable Laws.

3. OBJECTIVE

The objective of this Policy is to formulate the procedures and prescribe the criteria to evaluate the performance of the entire Board of the Company. Further, the Company shall adopt best practices to manage the affairs of the Company in a seamless manner and ensure sustained long-term value creation for stakeholders by achieving good corporate governance.

4. PROCESS FOR EVALUATION

The Committee shall evaluate the performance of each Director of the Company under the nomination and remuneration policy of the Company framed in accordance with the provisions of section 178 of the Act and the SEBI Listing Regulations. The evaluation form will consist of the following parts:

An Independent Director evaluation (Annexure-1), Chairperson evaluation by Independent Directors (Annexure-2), an overall Board evaluation (Annexure-3) along with the Committee Evaluation (Annexure3A) and Directors’ Evaluation by the Committee (Annexure 4).

(a) Process for evaluation of Independent Directors

The performance evaluation of Independent Directors shall be carried out by the entire Board, excluding the Independent Director being evaluated in the same manner as above in the form provided at Annexure-1. The evaluation shall include -

- (i) performance of the Directors; and
- (ii) fulfilment of the independence criteria as specified in the SEBI Listing Regulations and their independence from the management.

On the basis of the report of performance evaluation, it shall be determined by the Committee whether to extend or continue the term of appointment of the independent Director.

(b) Process for evaluation of Chairperson

The performance evaluation of the Chairperson shall be carried out by the Independent Directors in the same manner as above in the form provided at Annexure-2.

(c) Process for overall Board evaluation

- (i) In the overall Board and Committees Evaluation, each Board/ Committee member will be asked to provide written inputs which will be submitted for evaluation in Annexure-3 and Annexure-3A.
- (ii) Copies of the above-Board evaluation forms as mentioned at Annexure 1, 3 & 4 will be distributed to each Board Member approximately 2-3 weeks before the meeting scheduled for the purpose of evaluation. Board members shall complete the forms and return them to the Chairman or Board designee or the consultant within 1 (one) weeks of receipt of the forms.
- (iii) Results will be tabulated and analyzed prior to the meeting and presented in a summary report to include composite scoring.
- (iv) The individually completed forms will also be preserved and presented to the Board and the Committee for evaluation.
- (v) 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.

(d) Process for evaluation of the Directors by the Committee

Apart from the above, the Committee will also independently carry out an evaluation of every Director's performance in the form provided in Annexure-4. The Committee will provide feedback to the Board for its consideration. The Board, as applicable, shall also be guided by the criteria provided under the guidance note on Board evaluation dated January 05, 2017 bearing reference number SEBI/HO/CFD/CMD/CIR/P/2017/004 issued by the Securities and Exchange Board of India and a guide to board evaluation dated August, 2020 issued by the Institute of Company Secretaries of India, as amended from time to time.

5. CONFLICT IN POLICY

In the event of any conflict between this Policy and the provisions contained in Applicable Laws and/or any other laws, the latter shall prevail.

6. AMENDMENT

Any change in the Policy shall be approved by the Board. The Board shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment/modification in the Act or the rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy and the Company Secretary & Compliance Officer and the Chief Financial Officer are severally authorized to give effect to such amendment/ modification in this Policy.

7. VERSION HISTORY

Version	Effective Date	Author	Approver
1.0	November 24, 2021	Neera Chandak - Company Secretary & Compliance Officer	Board of Directors at its meeting held on November 24, 2021
2.0	November 12, 2024	Neera Chandak - Company Secretary & Compliance Officer	Board of Directors at its meeting held on November 12, 2024

ANNEXURE-1

**PERFORMANCE EVALUATION FOR INDEPENDENT DIRECTORS TO BE EVALUATED
BY THE BOARD ON BELOW PARAMETERS**

Name of the Director being evaluated: _____

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

Evaluation Criteria	Rating
Helps in bringing an independent judgment to bear on the Board's deliberations	
Brings an objective view in the evaluation of the performance of Board and management	
Seeks appropriate clarification / information and, where necessary, takes appropriate professional advice and opinion of outside experts at the expense of the Company	
Strives to attend all meetings of the Board of Directors / Board committees of which he is a member/general Meetings	
Communicates governance and ethical problems to the Chairman of the Board.	
Pays sufficient attention and ensure that adequate deliberations are held before approving related party transactions	
Ensures that the Company has an adequate and functional vigil mechanism	
Satisfies himself on the integrity of financial information and those financial controls and the systems of risk management are robust and defensible.	
Assists the Company in implementing the best corporate governance practices	
Prepares for the Board meeting by reading the materials distributed before the Board meeting.	
Regularly participates in discussions at the meetings of the Board and/or committees, as the case may be.	

(Please tick the appropriate column)

Signature with Date:

Name of Director: _____

ANNEXURE-2

PERFORMANCE EVALUATION FOR CHAIRPERSON TO BE EVALUATED BY THE INDEPENDENT DIRECTORS ON BELOW MENTIONED PARAMETERS

Name of the Chairperson being evaluated: _____

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

Evaluation Criteria - Board	Rating
The Chairperson of the Board guides the Board in meeting as per the Board Charter and requirements under the Companies Act 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 Committee Chairpersons.	

(Please tick the appropriate column)

Signature with Date:

Name of Director: _____

ANNEXURE-3

OVERALL BOARD EVALUATION

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

Evaluation Criteria - Board	Rating
The Board knows and understands the Company's mission and engages in long range strategic thinking and planning.	
The Board ensures that new Board members receive a prompt, thorough orientation.	
Board meetings are conducted in a manner that ensures open communication, meaningful participation, and sound resolution of issues.	
The Board 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.	
The Board recognizes its Policy-making role, and reconsiders and revises policies, as necessary.	
The Board as a whole (and Board members as individuals) evaluates its performance on an annual basis and in a meaningful way.	
The Board reviews and adopts an operating budget / business plan that is followed and monitored throughout the year.	
The Board brings discussions to a conclusion with clear direction to Management for implementation and is collegial and polite during meetings.	

(Please tick the appropriate column)

Signature with Date:

Name of Director: _____

ANNEXURE-3A

OVERALL COMMITTEE EVALUATION

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

Evaluation Criteria - Committee	Rating
The Committees are comprised of the right number and type of members and are effective.	
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.	

(Please tick the appropriate column)

Signature with Date:

Name of Director: _____

ANNEXURE-4

EVALUATION OF EACH DIRECTOR BY THE COMMITTEE

Name of the Director being evaluated: _____

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

Evaluation Criteria	Rating
The Director attends the Board and Committee meetings and contributes to the discussion in a meaningful and helpful way, listening to others and making his / her points concisely.	
The Director understands his / her fiduciary duties and acts for the benefit of all members.	
The Director makes efforts to be educated on the aspects of the business of the Company that he / she does not understand.	
The Director is adequately well-versed on Company's business.	
The Director works with the other Board members as a team, striving for consensus when it is called for.	
The Director works with the other Directors in a way that creates an atmosphere of trust and cooperation.	
The Director communicates governance and ethical problems to the Chairman of the Committee / Board.	

(Please tick the appropriate column)

Signature with Date:

Name of Director: _____