

POLICY FOR EVALUATION OF PERFORMANCE OF BOARD OF DIRECTORS
(Last reviewed by Board on 17.05.2023)

I. INTRODUCTION:

In an endeavour to enhance governance levels in the Company in line with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have formulated a policy for the performance evaluation of:

- (a) Independent and Non-Independent Directors;
- (b) Board of Directors as a whole including MD & CEO;
- (c) Committees of the Board;
- (d) Chairman of the Board;

This Policy aims at establishing a procedure for conducting periodical evaluation of Directors' performance and formulating the criteria for determining the qualifications, positive attributes and independence of each Director, in order to effectively identify the persons who are qualified to continue as Directors, and to recommend to the Nomination & Remuneration Committee ('NRC') and thereafter to the Board, their appointment or removal, determination of their remuneration, etc. and to enhance the functioning of the Committees and maximize their effectiveness.

II. OBJECTIVE:

Board Evaluation as an exercise is required to be conducted by the Board Members in line with the criteria for performance evaluation devised by the NRC. The Directors will be required to evaluate the performance of other Directors, the Board as a whole, the Committees of the Board, the Chairman of the Board.

III. EVALUATION OF THE PERFORMANCE:

The NRC Committee/Board shall evaluate the performance of each Director of the Company & Board Committees pursuant to the Nomination and Remuneration Policy of the Company framed in accordance with the provisions of Section 178 of the Companies Act, 2013 and for that an Evaluation form (covering the evaluation criteria as fixed by the Nomination and Remuneration Committee) will be given to all Members of the Board to evaluate the performance of the others and rating will be assigned by assigning rating from 5 to 1 .

Rating Scales are classified as below –

- 1 – Unsatisfactory
- 2 – Needs improvement
- 3 – Satisfactory
- 4 – Good
- 5 – Excellent

IV. CRITERIA FOR EVALUATION OF PERFORMANCE:

The following criteria will be considered for evaluation of performance of Independent and Non-Independent Directors; MD & CEO; Committees of the Board; Chairman of the Board;

1. Attendance and contribution at Board/Committee meetings and general meetings.
2. Familiar with the Company's Policies, Values & Beliefs and Code of Conduct.
3. Keep himself/herself updated with the development & factors affecting the Company's business.
4. Discloses his/her interest in any of the agenda items under discussion and any change in directorship/other interest.
5. Provides inputs and suggestions to Management/Board in his/her areas of expertise.
6. Provides declaration to the Board regarding fulfilment of his / her independence criteria (from the Board/Management) as Independent Director as per SEBI Listing Regulations and Companies Act, 2013.
7. Any other criteria, as fixed by the Committee from time to time.

V. EVALUATION FORM:

Evaluation Forms will be provided to Board Members to evaluate the performance of the Directors and Committee Members and signed copy of the same shall be submitted to Company Secretary.

VI. Disclosure in Board's Report:

In accordance with the requirement under the Companies Act, 2013 and the Rules made thereunder, disclosures will be made in the Board's Report forming part of the Annual Report regarding the manner in which the Performance Evaluation exercise has been conducted by the Board of Directors for its own performance, performance of various Committees, of individual Directors, of the Chairman of the Board and Managing Director.

VII. Review:

The Nomination and Remuneration Committee may amend the Policy, if required, to ascertain its appropriateness as per the needs of the Company and recommend to Board for approval.
