

## **POLICY ON EVALUATION OF PERFORMANCE OF DIRECTORS AND THE BOARD**

### **OBJECTIVE:**

This Policy aims to:

- (i) Ensure compliance of the applicable provisions of the Companies Act, 2013 (the Act) and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015 (“LODR”) (as amended or re-enacted from time to time) relating to the evaluation of performance of the Directors and the Board
- (ii) adopt best practices to manage the affairs of the Company in seamless manner.

### **EVALUATION:**

- (i) 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.
- (ii) While evaluating the performance of the Non-Executive Directors (NEDs), the following parameters shall be considered:
  - (a) Attendance at meetings of the Board and Committees thereof,
  - (b) Participation in Board meetings or Committee thereof,
  - (c) Contribution to strategic decision making,
  - (d) Review of risk assessment and risk mitigation,
  - (e) Review of financial statements, business performance.
  - (f) Contribution to the enhancement of brand image of the Company.
- (iii) While evaluating the performance of the Managing Director and the Whole time 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.
- (iv) Evaluation of performance shall be carried out at least once a year.

With the help of an external consultant, a structure questionnaire will be prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board’s functioning such as adequacy of the composition of the Board and its committee, Board culture, execution and performance of specific duties, obligations and governance.