

# **ANMOL INDUSTRIES LIMITED**



**Version 3.0**

**Approved by the Board of Directors on 31.08.2022**

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## **POLICY ON EVALUATION OF THE PERFORMANCE OF THE BOARD, COMMITTEES, INDIVIDUAL DIRECTORS AND FLOW OF INFORMATION**

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**ANMOL INDUSTRIES LIMITED**

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# **1. INTRODUCTION AND BACKGROUND**

Performance Evaluation as a process ensures identification of gaps and measuring the performance in the light of pre identified evaluation criteria. Basis the results of the evaluation, directors also recognise several aspects related to improvement areas and gradually work towards the same, which helps in strengthening the Board as a whole.

Directors' evaluation involves board members undertaking a constructive but critical review of their performance. Further, the feedback on performance and governance processes is the most crucial as well as a key information element of Directors' evaluation.

To enable evaluation of individual Director's performance as well as the collective performance of the Board and its Committees, the Nomination and Remuneration Committee (hereinafter referred to as NRC) of the Board has developed a framework for evaluating performance of every Director, whether independent or not, the Chairperson, Board as a whole, its Committees as well as the quantity, quality and timeliness of the flow of information in the Company.

## **2. LEGAL FRAMEWORK**

### **A. EVALUATION BY THE BOARD OF DIRECTORS**

According to Section 134(3)(p) of the Companies Act, 2013 ('Act') read with sub-rule (4) of Rule 8 of the Companies (Accounts) Rules 2014, every listed company and every other public company having paid-up share capital of Rs.25 crores or more calculated at the end of the preceding financial year shall include, in the report by its Board of Directors, a statement indicating the manner in which formal annual evaluation has been made by the Board of:

- Evaluation of the board;
- Evaluation of the committees; and
- Evaluation of the individual directors

Since the paid -up share capital of the Company exceeds the aforesaid threshold, therefore, the Company framed this Policy to enable the directors carry out the required evaluation exercise.

### **B. SETTING OF CRITERIA AND MANNER OF EVALUATION BY NOMINATION AND REMUNERATION COMMITTEE**

Section 178(2) of the Act states that the Nomination and Remuneration Committee ('NRC') shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down by it. Further, as per the said section, NRC is required to carry out the following:

- Lay down the manner for evaluation of performance of Board, its committees and individual directors; and
- Evaluate the performance of Board, its committees and individual directors where the Board cannot carry out the evaluation exercise or no external agency has been appointed for the said purpose.

### **C. EVALUATION BY THE INDEPENDENT DIRECTORS IN THEIR SEPARATE MEETING**

Schedule IV under the Act i.e., Code for Independent Directors ('IDs') provide that IDs shall bring an objective view in the evaluation of the performance of board and management.

Further, it is also provided that in the separate meeting of the IDs, the agenda shall include:

- Reviewing the performance of the non-IDs;
- Reviewing the performance of the board as a whole;
- Reviewing the performance of the Chairperson taking the views of executive and non-executive directors; and
- Assessing 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

Schedule IV also provides for the evaluation of Independent Directors, which shall be done by the entire Board of Directors, excluding the Director being evaluated.

## **3. PURPOSE**

The primary objective of this document is to provide a framework and lay down criteria for the evaluation of the performance of the Directors, Board as a whole, its Committees and assessing the quantity and quality of flow of information between the company management and the Board.

## **4. OBJECTIVES & SCOPE OF EVALUATION**

A. The objective to undertake evaluation are as under:

- (a) To make the directors understand their roles and responsibilities both as a board as well as a committee member;
- (b) To make the directors identify improvement areas and gaps so as to understand the corrective steps for filling the gaps;
- (c) To apprise the Board and Committee members of the comprehensive set of performance targets to be achieved;
- (d) To help in establishing a standard procedural framework for evaluation of all the directors, board, committees, chairperson and flow of information in the Company;

- (e) To demonstrate commitment to objectivity in management;
  - (f) To understand by way of review, assessment and evaluation enabling putting some of the yardsticks of performance and breaching its own set benchmarks, so that continuous enhancement becomes the key driving force;
  - (g) To review the challenges, if any, in the dynamics of the Boardroom or between the Board and management;
  - (h) To enhance good corporate governance;
  - (i) As development has got no measurement scale, to continuously enhance appropriate skills, competencies and motivation in the Board.
- B. The evaluation process will be a constructive medium, which will, inter-alia, enable to look at difference aspects of the Board and will further the cause of better and better governance.

## **5. SUBJECT FOR EVALUATION**

- (a) Evaluation of the Board as a whole. **(Annexure A)**
- (b) Evaluation of Non Independent Directors of the Company. **(Annexure B)**
- (c) Evaluation of IDs of the Company. **(Annexure C)**
- (d) **Evaluation of all Directors of the Company (Annexure D)**
- (e) Evaluation of the Board Committees of the Company. **(Annexure E)**
- (f) Evaluation of the Chairperson of the Company. **(Annexure FE)**
- (g) Evaluation of the Quantity, quality and timeliness of the flow of information between the management and the Board necessary for it to effectively and reasonably perform their duties. **(Annexure G)**

## **6. METHOD OF EVALUATION**

- (a) Depending on the degree of formality, the objectives of the evaluation, and the resources available, the evaluation process will involve circulation of pre-approved evaluation criteria to all the board members. The criteria shall consist of both qualitative and quantitative aspects.
- (b) To evaluate individual directors, the Company shall use peer-evaluation technique. An objective view is reasonably gained through peer evaluation, whereby directors identify each other's individual strengths and the areas that may need more attention. By having members of the Board evaluate each other, it is possible to gain a meaningful perspective of one's contribution to the effectiveness of the Board. It can also be used to identify the areas which need further working.

## **7. EVALUATION CRITERIA**

The Evaluation Criteria may vary in accordance with the functions and duties of respective directors. The criteria that may assist in determining how effective the performances of the Directors have been may include the following:

- Leadership & stewardship abilities
- Contributing to clearly define corporate objectives and plans
- Communication of expectations & concerns clearly with subordinates
- Obtain adequate, relevant & timely information from external sources
- Review, approval and achievement of strategic and operational plans, objectives, budgets
- Monitoring of corporate results against projections
- Identify, monitor & mitigate significant corporate risks
- Assess policies, structures & procedures
- Review management's succession plan
- Effective meetings
- Assuring appropriate board size, composition, independence, structure
- Clearly defining roles and monitoring activities of Committees
- Review of Company's ethical conduct

## **8. PROCESS FOR EVALUATION**

### **A. Evaluation by the Board/ NRC**

Step 1 – Either the Chairperson of the Board or the NRC shall circulate the evaluation criteria forms to all the Board members once in every year.

Step 2- The criteria to be circulated will consists of subjects for evaluation as follows:

- Annexure A
- Annexure B
- Annexure C
- Annexure D
- Annexure E

Step 3 – All the board members will send back the evaluation criteria forms with their grading to the Chairperson of the Board or the NRC, as the case may be.

Step 4 – Once the Chairperson receives the filled-up evaluation forms, he shall collate the same and prepare a report to be placed before the Board members.

Step 5 – Basis the result of the evaluation process, the Board members shall take note of the identified gaps and then decide on the appropriate corrective actions.

### **B. Evaluation by the IDs**

Step 1 –The Chairperson of the Committee of IDs shall circulate the evaluation criteria forms to all the ID once in every year.

Step 2- The criteria to be circulated will consists of subjects for evaluation as follows:

- Annexure A
- Annexure B
- Annexure F
- Annexure G

Step 3 – All the IDs will send back the evaluation criteria forms with their grading to the Chairperson of the Committee of IDs. Otherwise the ID Committee, with the consent of the IDs, may fill up the forms in consultation with the Independent Directors present at the meeting.

Step 4 – Once the Chairperson receives the filled-up evaluation forms, he shall collate the same and prepare a report to be placed at the separate meeting of IDs.

Step 5 – Basis the result of the evaluation process, the IDs shall take note of the identified gaps and then decide on the appropriate corrective actions.

Step 6 – The Chairperson of IDs will hand over the report to the Chairperson of Board.

Note - For evaluation of Chairperson of Board, suggestions from NRC to be obtained.

## 9. GRADING

The Board shall be grading based on the following grade scale, which shall mean the comment as mentioned below:

Scale	Performance
1	Surpasses Expectations
2	Meets Expectations
3	Below Expectations

## 10. REVIEW OF EVALUATION CRITERIA

The NRC may from time to time, review and amend the criteria, if required, as it may deem appropriate as per the needs of the Company.

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Signature of the Chairperson of the Nomination and Remuneration Committee: Name: <b>Mrs. Mamta Binani</b>	Signature of Member of the Nomination and Remuneration Committee: Name: <b>Mr. Sumit Malhotra</b>

## ANNEXURE 'A'

### ANMOL INDUSTRIES LIMITED BOARD EVALUATION FORM

(A joint and combine exercise by the Independent Directors meeting, post which, to be submitted to the Chairperson of the NRC / Chairman of the Company) )

**Note:** This is a form for the overall assessment of the quality of board oversight.

**Rating Scale:** 1. Surpasses the Expectation 2. Meets Expectation 3. Below Expectation/ Needs improvement *(To tick on the selected rating and provide comments, if any)*

Financial Year:.....

EVALUATION FACTORS	Ratings			Comment, if any
	1	2	3	
<b>Board and Strategy Effectiveness:</b> The Board:				
1. Has developed a strategic plan and is planning adequately for the future				
2. Evaluates the strategic plan periodically to assess the Company's performance, considers new opportunities and responds to unanticipated external developments				
3. Focuses its attention on long-term policy issues rather than short-term administrative matters				
4. Discusses thoroughly the annual budget of the organisation and its implications before approving it				
5. Conduct of familiarization programmes to keep the Board apprised of the changing business and regulatory environment				
6. Succession planning in place for appointment of senior management team members.				
<b>Board Structure and Committees</b>				
7. The Company has an appropriate board size and structure				
8. The Board currently contains a sufficient range of expertise to				

make it an effective governing body				
9. The composition of the Board complies with the provisions of the Companies Act and requirements of the Company				
10. The Board has an optimum combination of executive and non-executive members.				
11. The qualifications, skills and expertise of the Board matches the requirements of the Company.				
12. The process of appointment of members in the Board is clear and transparent.				
13. Members of the Board meet all applicable independence requirements				
14. The Board has the proper number of committees as required by legislation and guidelines, with well-defined terms of reference and reporting requirements.				
15. The Committees are appropriately constituted				
16. The terms of reference of the Committees are in accordance with the regulatory requirements.				
17. The Committees act effectively as per their terms of reference.				
<b>Board Meetings and Procedures</b>				
18. The number of board meetings during the year is adequate				
19. Board members receive accurate minutes and board packs; written agendas and meeting notices; and relevant material to prepare in advance of meetings				
20. All proceedings and resolutions of the Board are recorded accurately, adequately and on a timely basis				

21. Board meetings are conducted in a manner that encourages open communication and meaningful participation				
22. Board members participates actively in the meetings and provides value-addition in decision making.				
23. Notices and agendas are provided well in advance to ensure preparedness of the Directors for the meetings				
24. Sufficient time is provided during board meetings for thoughtful discussion in addition to management dialogue				
25. All board decisions, other than those that have been delegated to the executive committee, are made in the board room				
26. Board receives the right amount and quality of timely information from the management				
27. The management responds to the request from the Board for clarification or additional information in a timely manner				
28. The Chairman of the Board effectively and appropriately leads and facilitates the Board meetings and the policy and governance work of the Board				
29. Timely circulation of minutes and approval of minutes as per set procedures				
30. Extent to which dissenting views, if any, are recorded in the minutes				
<b>Risk Management</b>				
31. The Board regularly review the risk scenarios in light of the dynamic internal and external environment				

32. The Board undertakes review of high risk issues impacting the Company regularly				
33. The Board monitors and approves the risk policies of the Company.				
34. The Board uses appropriate risk management framework to assess the effectiveness of risk management and mitigation measures / plans of the Company.				
35. Whether the Board accepts recommendations of Audit Committee regarding risk management of the Company.				
<b>OVERALL RATING OF BOARD PERFORMANCE</b>				

**For use by the Independent Directors:**

**SUGGEST THREE THINGS THAT COULD IMPROVE YOUR BOARD'S PERFORMANCE:**

- a) \_\_\_\_\_
- b) \_\_\_\_\_
- c) \_\_\_\_\_

**OVERALL COMMENTS, IF ANY:**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Signature:** .....

**Name:** .....

**Independent Director**

**Date:** .....

**Signature:** .....

**Name:** .....

**Independent Director**

**Date:** .....

**For use by the Nomination & Remuneration Committee:**

**SUGGEST THREE THINGS THAT COULD IMPROVE YOUR BOARD'S PERFORMANCE:**

- a) \_\_\_\_\_
- b) \_\_\_\_\_
- c) \_\_\_\_\_

**OVERALL COMMENTS, IF ANY:**

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**Signature:** .....  
**Name:** .....  
**Chairperson of the NRC**  
**Date:** .....

**Signature:** .....  
**Name:** .....  
**Member of the NRC**  
**Date:** .....

**For use by the Board:**

**SUGGEST THREE THINGS THAT COULD IMPROVE YOUR BOARD'S PERFORMANCE:**

- a) \_\_\_\_\_
- b) \_\_\_\_\_
- c) \_\_\_\_\_

**OVERALL COMMENTS, IF ANY:**

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**Signature:** .....  
**Name:** .....  
**Chairman of the Company**

Date: .....

**ANNEXURE 'B'**

**ANMOL INDUSTRIES LIMITED**

**NON- INDEPENDENT DIRECTORS EVALUATION FORM**

(A joint and combine exercise by the Independent Directors meeting – to be prepared Separately for each of the Non Independent Directors, post which, to be submitted to the Chairperson of the NRC / Chairman of the Company) )

**Note:** This is a form for the overall assessment of the quality of board oversight.

**Rating Scale:** 1. Surpasses the Expectation 2. Meets Expectation 3. Below Expectation/ Needs improvement *(To tick on the selected rating and provide comments, if any)*

Financial Year:.....

**Name of the Director being evaluated:**

EVALUATION FACTORS	Ratings	Comment, if any
--------------------	---------	-----------------

	1	2	3	
1. Attendance of non-independent directors and their participation at meetings				
2. Willingness shown by the non-independent directors to spend time and effort learning about the company and its business				
3. Use of their knowledge and experience in the consideration of strategy of the Company				
4. Effectiveness of the non-independent director in probing to test assumptions				
5. Where necessary, resoluteness shown in holding to their views and resisting pressure from others				
6. Effectiveness in following up matters about which they have expressed concern				
7. Relationship with other board members, the company secretary and senior management				
8. Updation of knowledge and skill				
9. Communication with other board members, senior management and others (e.g. shareholders)				
10. Presentation of their views unambiguously				
11. Listening to the views of others				

**For use by the Independent Directors:**

**SUGGEST THREE THINGS THAT COULD IMPROVE THE NON-ID PERFORMANCE:**

a) \_\_\_\_\_

b) \_\_\_\_\_

c) \_\_\_\_\_

**OVERALL COMMENTS, IF ANY:**

\_\_\_\_\_  
 \_\_\_\_\_

\_\_\_\_\_  
**Signature:** .....  
**Name:** .....  
**Independent Director**  
**Date:** .....

\_\_\_\_\_  
**Signature:** .....  
**Name:** .....  
**Independent Director**  
**Date:** .....

**For use by the Nomination & Remuneration Committee:**

**SUGGEST THREE THINGS THAT COULD IMPROVE THE NON ID PERFORMANCE:**

- a) \_\_\_\_\_
- b) \_\_\_\_\_
- c) \_\_\_\_\_

**OVERALL COMMENTS, IF ANY:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Signature:** .....  
**Name:** .....  
**Chairperson of the NRC**  
**Date:** .....

**Signature:** .....  
**Name:** .....  
**Member of the NRC**  
**Date:** .....

**For use by the Board:**

**SUGGEST THREE THINGS THAT COULD IMPROVE NON - ID PERFORMANCE:**

- a) \_\_\_\_\_
- b) \_\_\_\_\_
- c) \_\_\_\_\_

**OVERALL COMMENTS, IF ANY:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Signature:** .....  
**Name:** .....  
**Chairman of the Company**

**Date:**

## **ANNEXURE 'C'**

### **ANMOL INDUSTRIES LIMITED**

#### **INDEPENDENT DIRECTOR EVALUATION FORM**

(To be filled by Board of Directors of the Company, excluding the Independent Director evaluated and shall be prepared separately for each of the Independent Directors)

Financial Year:.....

**Name of Director(s) being evaluated**.....

**Rating Scale:** 1. Surpasses the Expectation 2. Meets Expectation 3. Below Expectation/ Needs improvement *(To tick on the selected rating and provide comments, if any)*

<b>EVALUATION FACTORS</b>	<b>Evaluation by Board</b>	
	<b>Rating</b>	<b>Comment, if any</b>
1. Attendance and participations in the Meetings and timely inputs on the minutes of the meetings		
2. Adherence to code of conduct of Company and disclosure of non-independence, as and when it		

exists and disclosure of interest		
3. Raising of valid concerns to the Board and constructive contribution to resolution of issues at meetings		
4. Interpersonal relations with other directors and management		
5. Objective evaluation of Board's performance, rendering independent, unbiased opinion		
6. Knowledge of the Company's strategies and objective, key activities, financial condition and key developments		
7. Understanding of the Company and the external environment in which it operates and contribution to strategic direction		
<b>NET AVERAGE RATING</b>		
<b>OVERALL COMMENTS, IF ANY, BY NRC:</b>		
<hr/> <hr/>		
<b>Signature:</b> ..... CHAIRPERSON OF NRC		
<b>Name:</b> .....		
<b>Date:</b> .....		
<b>OVERALL COMMENTS, IF ANY, BY BOARD OF DIRECTORS:</b>		
<hr/> <hr/>		
<b>Signature:</b> ..... CHAIRMAN OF THE COMPANY		
<b>Name:</b> .....		
<b>Date:</b> .....		

## ANNEXURE 'D'

### ANMOL INDUSTRIES LIMITED DIRECTOR EVALUATION FORM

(To be filled by each Director and submitted to the Chairperson of NRC)

Financial Year:.....

**Name of the Director** .....

**Rating Scale:** 1. Surpasses the Expectation 2. Meets Expectation 3. Below Expectation/  
Needs improvement (To tick on the selected rating and provide comments, if any)

EVALUATION FACTORS	Ratings			Comment, if any
	1	2	3	
1. I have full knowledge of the Company's strategies and objective, key activities, financial condition and key developments				
2. My view, knowledge and experience of the Board have been adequately and productively used.				
3. Attendance and participation in meetings and commitment to the Board				
4. Participate effectively and openly in Board discussions				
5. Come prepared for Board/Committee meetings				
6. I have made efforts at professional development and keep abreast with latest developments in the sector to enable better fulfilment of my responsibilities.				
7. Has ability to remain focused at a governance level in board meetings				
8. Contributes to the strategic planning process				
9. Adherence to the Code of Conduct of the Company				
10. Adheres to high standards of personal integrity and gives high priority to ethical standards				
11. Practices confidentiality				
12. Avoids indulging in activities that can cause a potential conflict of interest and gives timely disclosure of the conflict of interest, if any.				

13. Adds good value to the Company				
14. Holds requisite skills, competence and experience required for the position held in the Company				
15. Keep stakeholders interest as touchstone in endorsing decisions.				
<b>NET AVERAGE RATING</b>				
12.				
13.				
14.				
15.				
16.				
17.				
18.				
19.				
20.				
21.				
22.				
23.				
24.				
25.				

**OVERALL COMMENTS, IF ANY, BY NRC:**

\_\_\_\_\_

\_\_\_\_\_

**Signature:** .....

CHAIRPERSON OF NRC

**Name:** .....

**Date:** .....

**OVERALL COMMENTS, IF ANY, BY BOARD OF DIRECTORS:**

\_\_\_\_\_

\_\_\_\_\_

**Signature:** .....

CHAIRMAN OF THE COMPANY

**Name:** .....

**Date:** .....

## Annexure E

### ANMOL INDUSTRIES LIMITED COMMITTEE EVALUATION FORM

(To be done by NRC as a whole for all the Board Committees put together and submitted to the Chairperson of the Company

**Rating Scale:** 1. Surpasses the Expectation 2. Meets Expectation 3. Below Expectation/ Needs improvement *(To tick on the selected rating and provide comments, if any)*

Financial Year:.....

EVALUATION FACTORS	RATINGS			Comment, if any
	1	2	3	
1. The Committees have been properly constituted as per the regulatory requirements.				
2. The members of the Committees possess necessary qualifications and skill sets to fit their roles and responsibilities.				
3. The roles and responsibilities of the Committees are in accordance with the terms of reference laid down.				
4. The terms of reference of the Committees are adequate to serve the Committee's purpose.				
5. The terms of reference provides clearly defined roles and responsibilities.				
6. Committee meetings are organized properly and appropriate procedures are followed in this regard.				
7. Committee meetings are conducted in a manner that encourages open communication and meaningful participation of its members				
8. Frequency of the Committee meetings are adequate.				
9. The Committee makes effective recommendations and communicate the same to the Board in a timely manner.				

10. The Committees make periodical reporting to the Board.				
11. The recommendations of the Committees are accepted and implemented.				
12. Where such recommendations are not accepted, rationale for same is discussed by the Board.				

**For use by the NRC :**

d)	
<b>SUGGEST THREE THINGS THAT COULD IMPROVE YOUR BOARD COMMITTEE'S PERFORMANCE:</b>	
a)	_____
b)	_____
c)	_____
<b>OVERALL COMMENTS, IF ANY:</b>	
_____	
_____	
_____	
<b>Signature:</b> .....	<b>Signature:</b> .....
<b>Name:</b> .....	<b>Name:</b> .....
<b>Chairperson of NRC</b>	<b>Member of NRC</b>
<b>Date:</b> .....	<b>Date:</b> .....

**For use by the Board:**

a)
<b>SUGGEST THREE THINGS THAT COULD IMPROVE YOUR BOARD COMMITTEE'S PERFORMANCE:</b>
a) _____
b) _____
c) _____
<b>OVERALL COMMENTS, IF ANY:</b>
_____

Signature:.....

Name:.....

Designation:.....

Date:.....

## ANNEXURE 'F'

### ANMOL INDUSTRIES LIMITED EVALUATION FORM FOR THE CHAIRPERSON OF THE COMPANY

(To be filled by the Chairperson of the Independent Director at the Independent Directors Meeting after obtaining the Combined inputs from all the Independent Directors present at the meeting )

Financial Year:.....

**Name of the Chairperson of the Company: SHRI BISWANATH CHOUDHARY**

**Rating Scale:** 1. Surpasses the Expectation 2. Meets Expectation 3. Below Expectation/ Needs improvement *(To tick on the selected rating and provide comments, if any)*

EVALUATION FACTORS	Ratings			Comment, if any
	1	2	3	
1. Demonstrates effective leadership qualities and skills				
2. Promoting impartial, effective, open communication and creating an environment that allows constructive debates and deliberations, seeking views and dealing with dissent.				
3. Implementation of observations/ recommendations of Board Members				
4. Taking responsibility for the Board's composition, development and training as may be required from time to time.				
5. Eagerness in understanding the compliances with laws applicable on the Company				
6. Effective and timely resolution of grievances of Board Members				
7. Considers the views of all the members of the meeting before deciding on any				

matter, so that the same is in the interest of the stakeholders and the Company as a whole.				
8. Ability to bring convergence in case of divergent views and conflict of interest situation tabled at Board Meetings				

**For use by the Independent Directors:**

<b>OVERALL COMMENTS, IF ANY:</b>	
_____	
_____	
_____	
<b>Signature: .....</b>	<b>Signature: .....</b>
<b>Name: .....</b>	<b>Name: .....</b>
<b>Independent Director</b>	<b>Independent Director</b>
<b>Date: .....</b>	<b>Date: .....</b>

**For use by the Board:**

<b>OVERALL COMMENTS, IF ANY:</b>
_____
_____
_____
<b>Signature: .....</b>
<b>Name: .....</b>
<b>Independent Director of the Company</b>
<b>Date:</b>

## ANNEXURE 'G'

### ANMOL INDUSTRIES LIMITED EVALUATION FORM FOR QUANTITY, QUALITY AND TIMELINESS OF THE FLOW OF INFORMATION BETWEEN THE MANAGEMENT AND THE BOARD

To be filled by the Chairperson of the Independent Director at the Independent Directors Meeting after obtaining the Combined inputs from all the Independent Directors present at the meeting )

Financial Year:.....

**Rating Scale:** 1. Surpasses the Expectation 2. Meets Expectation 3. Below Expectation/  
Needs improvement *(To tick on the selected rating and provide comments, if any)*

Evaluation FactorS		Ratings			Comment, if any
		1	2	3	
1.	Instances of timely information by Management of all the necessary information to the Board				
2.	Instances of timely communication of transactions entered into without the consent of the Board to the members seeking their ratification.				
3.	Instances of smooth flow of information from the Board to the Management without multiple channels				
4.	Practice of placing matters which are not statutorily mandated before the Board				
5.	Efficacy of matters placed before the Board in keeping the members informed about the Company as a whole				
6.	Timeliness in conducting Board Meetings in order to keep the Directors informed about the activities in the				

Evaluation FactorS		Ratings			Comment, if any
		1	2	3	
	Company in a continued manner				
7.	Extent of reporting by Committee for power delegated by Board				
8.	Instances of correct drafting of information shared with the Board so as to enable the Board to take an informed and reasoned decision				
9.	Timeliness in circulating the agenda to the meeting in order to assist the directors in turn to effectively take decisions				
10.	Instances of timely determination by the Company of any additional query raised by the Director				
11.	Instances of adequate and timely furnishing of any additional document requested by the director.				

<b>NET AVERAGE RATING</b>	
<b>OVERALL COMMENTS, IF ANY:</b>	
_____	
_____	
<b>Signature:</b> .....	<b>Signature:</b> .....
<b>Name:</b> .....	<b>Name:</b> .....
<b>Independent Director</b>	<b>Independent Director</b>
<b>Date:</b> .....	<b>Date:</b> .....

