



METRO BRANDS LIMITED

POLICY FOR PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS¹

¹ Approved by Nomination Remuneration & Compensation Committee meeting dated 4th March, 2015 and further amended vide resolution passed in Board meeting dated 17th January, 2023

I. INTRODUCTION

This policy aims at establishing a procedure for conducting periodical evaluation of Directors' performance and ensuring that the committees to which the Board of Directors has delegated specific responsibilities are performing efficiently in conformity with their prescribed functions and duties.

II. APPLICABLE LAWS

Section 134 of the Companies Act, 2013 ("**Act**") read with Rule 8(4) of the Companies (Accounts) Rules, 2014, requires the Company to give a statement in its Board Report, indicating the manner in which a formal annual evaluation has been made by the Board of its own performance and that of its Committees and Individual Directors.

Section 149 of the Act, read with Schedule IV, requires Company to hold a separate meeting of Independent Directors ("**IDs**") as under:

- (1) *Frequency*: The IDs of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management.
- (2) *Format*: All the IDs of the company shall strive to be present at such meeting.
- (3) *Agenda*: The meeting shall cover the following items:
 - a. review the performance of non-independent directors and the Board as a whole;
 - b. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
 - c. assess 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.

Section 178 (2) of the Act stipulates that Nomination and Remuneration Committee of *inter alia* every listed public company shall formulate criteria for evaluation of performance of Independent Directors and the Board of Directors."

Regulation 17(10) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 stipulates that the evaluation of Independent Directors shall be done by the entire Board of Directors which shall include –

- a) performance of the Directors; and
- b) fulfillment of the independence criteria as specified in these regulations and their independence from the management

Provided that in the above evaluation, the Directors who are subject to evaluation shall not participate.

III. NEED FOR BOARD EVALUATION

The need of this policy is to formulate the procedures and also to prescribe and lay down the criteria to evaluate the performance of the entire Board of the Company & its Committees. In accordance with applicable laws an effectively carried out Evaluation Process will help the Company in various ways as under:

- It is an effective tool to measure / assess the performance, skills, knowledge and experience on the Board.
- It will help the Company / Board to identify & analyze the areas of concern and areas which may need improvement.
- It will help in improving the performance of the Board for achievement of Company's goals and objectives by creating awareness among Directors about their expected level of performance.
- It will help in improving teamwork and co-ordination among Board members and also between the Board and the management.

It has been rightly said that annual assessment is a powerful tool to convert good Boards into great Boards.

As good governance practice, the Company has formulated this Policy for evaluation of the performance of the Board and Directors of the Company.

IV. ROLE & RESPONSIBILITY OF THE BOARD

The Chairperson of the Company, supported by the Company Secretary will organize evaluation process and the steps required to be taken.

The evaluation process will be used constructively as a system to improve the Directors' and committees' effectiveness, to maximize their strength and to tackle their shortcomings.

The Board of Directors shall undertake the following activities on an annual basis:

- The Board shall discuss and analyze its own performance during the year together with suggestions for improvement thereon, pursuant to the performance objectives.
- Review performance evaluation reports of various committees along with their suggestions on improving the effectiveness of the committees.
- Review the various strategies of the Company and accordingly set the performance objectives for Directors.
- Ensure that adequate disclosure is made with regard to the performance evaluation in the Board's Report.

V. ROLE & RESPONSIBILITY OF THE NOMINATION REMUNERATION AND COMPENSATION COMMITTEE ('NRC')

NRC shall carry out Performance Evaluation of the Managing Director, Whole Time Director, Non-Executive Directors, IDs, Board, Committees and Chairperson as per the evaluation criteria & the process decided in this regard.

VI. ASSESSMENT / EVALUATION METHOD

The evaluation process will commence every year (preferably during last quarter or as may be decided by the NRC) to evaluate the performance of concerned Director / Committee / Board.

The questionnaires will be subject to review / change / modification by the NRC from time to time as per the requirement / convenience in order to carry out the evaluation process in accordance with the provisions of the Act.

The Company Secretary will compile the feedback and comments in the evaluation forms and the NRC shall appropriately review the same as per the methodology mentioned as above.

Thereafter the consolidated feedback and comments along with its recommendation will be placed before the Board.

The feedback will be shared with Directors by the Chairperson of the Board (in the manner he/she deems fit) for information of the Directors and also for enabling follow-up activities which can include deciding plan of action for addressing the points, Director development programs, improving the flow of information to Directors etc.

The evaluation process shall be as under:

I. Board Evaluation:

On an annual basis, each Director would be required to provide feedback for the Board as a whole on a defined questionnaire template confidentially (**Annexure 1- Board of Directors evaluation**).

Some indicative areas for Board Evaluation include:

- Board Composition & Quality.
- Board Meeting and Procedures.
- Board Strategy and Risk Management.
- Board and Management Relations.
- Succession Planning.

The feedback provided by the Directors shall be collated by the Company Secretary and placed before the Chairperson of NRC. Any significant highlights/ learnings basis the consolidation of feedback may be presented to the Board by the Chairperson of NRC for action planning. The performance review of Executive Directors, if any will also be done by NRC.

II. Managing Director (MD) / Whole time Director (WTD) Evaluation:

The Directors shall use a questionnaire based mechanism for the purpose of evaluation on an annual basis. The performance evaluation of MD/WTD shall be done by all the Directors, excluding the Director being evaluated. (**Annexure 2 – MD/WTD Assessment form**)

Some parameters for reviewing the performance of MD/WTD are:

- Leadership
- Strategy Formulation
- Strategy Execution
- Financial Planning / performance
- External Relations
- Human Resources Management / Relations
- Product Knowledge

III. Director Self-Assessment Evaluation:

A self-assessment questionnaire shall be filled in by each Director (**Annexure 3– Director Self-Assessment**).

Some indicative areas for evaluation of Directors include:

- Knowledge
- Diligence and Participation
- Leadership Team

IV. Non – executive Director (NED) Evaluation:

A questionnaire shall be filled in by each Director other than the concerned NED evaluating the performance of NEDs (**Annexure 4– Non – Executive Director evaluation form**). Some indicative areas for evaluation of Directors include:

- Participation at Board / Committee Meetings
- Managing Relationship
- Knowledge and Skill
- Personal Attributes

V. ID Evaluation:

IDs of the Company shall hold at least one meeting in a year, without the attendance of Non-Independent Directors and members of management. Evaluation of IDs shall be carried out by the entire Board of Directors of the Company except the Director getting evaluated by use of a questionnaire based mechanism (**Annexure 5 – Independent**

Director Evaluation form). All the IDs of the Company shall try to be present at such meeting and such meeting shall review the agenda as set out in the Act.

VI. Chairperson Evaluation:

The Directors may use a questionnaire based mechanism for the purpose of Chairperson evaluation on an annual basis (**Annexure 6 – Chairperson Assessment**).

Some of the indicative areas for evaluation of Chairperson include:

- Managing Relationships
- Leadership

VII. Committees Evaluation:

The Board has constituted the following statutory committees:

1. Audit Committee;
2. Nomination Remuneration and Compensation Committee;
3. Stakeholders Relationship Committee;
4. Corporate Social Responsibility and Sustainability Committee; and
5. Risk Management Committee.

The Board may also constitute any other committee, as may be required from time to time.

The Committees may use a questionnaire based mechanism for the purpose of evaluation on an annual basis. (**Annexure 7- Evaluation of Board Committees**)

Some of the indicative areas for evaluation of Committees include:

- Functions and Duties
- Management Relations
- Committee Meetings and Procedures

VII. REPORTING / DISCLOSURE

The details of Board performance evaluation process shall be set out in Board’s Report. The key features of this Policy would also be included in the Corporate Governance statement contained in the Annual Report of the Company.

Further, the Board’s report containing such statement will be made available to shareholders at the General Meeting of the Company.

VIII. REVIEW OF POLICY

Subject to the approval of Board of Directors, the NRC shall review and amend this policy by passing a resolution to ascertain its appropriateness as per the needs of the Company.



ANNEXURE – 1

BOARD OF DIRECTORS EVALUATION

Rating 1 indicates low rating and 5 indicates high rating

Sr No.	Questions	1	2	3	4	5	Comments
	Board Composition & Quality						
1	The Board has appropriate expertise and experience to meet the best interests of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2	All the Independent Directors are independent in true letter and spirit and they exercise their own judgement, voice their concerns and act freely from any conflicts of interest.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3	The Board monitors compliances with corporate governance regulations and guidelines.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4	The Board has the proper number of committees as required by legislation and guidelines, with well-defined terms of reference and reporting requirements.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	Board Meeting and Procedures						
5	The Board meeting agenda and related background papers are concise and provide information of appropriate quality and detail.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6	The information is received by Board members sufficiently in advance for proper consideration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
7	There is adequacy of attendance and participation by the Board members at the Board meetings.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
8	The Board meetings encourage a high quality of discussions and decision making.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
9	The amount of time spent on discussions on strategic and general issues is sufficient.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
10	The actions arising from Board meetings are properly followed up and reviewed in subsequent Board meetings.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
11	All proceedings and resolutions of the Board are recorded accurately, adequately and on timely basis.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

	Board Strategy and Risk Management						
12	The Board has developed appropriate strategic plans / policies that apart from meeting the future requirement of the Company are also sustainable in the long run.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
13	The Board focuses its attention on long-term policy issues rather than short-term administrative matters.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
14	The Board periodically reviews the actual result of the Company vis-à-vis the plan / policies devised earlier and suggests corrective measures, wherever required.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
	Board and Management Relations						
15	The Board sets overall tone and direction of the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
16	The Board is well informed on all issues (short and long term) being faced by the Company.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
	Succession Planning						
17	The Board has a succession plan for the Chairperson, the Chief Executive Officer and Managing Director.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	

Any other suggestions:

Name of the Director:

Signature:

Date:

ANNEXURE – 2

MANAGING DIRECTOR / WHOLE TIME DIRECTOR ASSESSMENT FORM

Name of the Managing / Whole Time Director:

Rating 1 indicates low rating and 5 indicates high rating

Sr No.	Questions	1	2	3	4	5	Comments
	Leadership						
1	The MD/WTD has shown clear vision in correctly anticipating business trends, opportunities, and priorities affecting the Company's prosperity and operations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2	The MD/WTD has clearly translated his/her vision and strategy into feasible business or operation plans to achieve strategic success for the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3	The MD/WTD has motivated and encouraged high employee morale and loyalty to the organization, and facilitated team- building and cohesiveness among the Company's employees to achieve the Company's vision.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4	The MD/WTD is open to constructive suggestions, and exercised effective leadership for the organization.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5	The MD/WTD has been an initiator, setting high working standards and pursuing goals with a high level of personal drive and energy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	Strategy Formulation						
6	The MD/WTD has accurately identified and analyzed problems and issues confronting the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
7	The MD/WTD has ensured that Board members, senior management and other employees had participated in the formulation of strategic plans so that take the ownership of the plans.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
8	The MD/WTD has ensured that Company's resources and budgets are aligned to the implementation of the organization's strategic plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	Strategy Execution						
9	The MD/WTD has established process that there is management focus on key functions necessary for the organization to align with its mission.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
10	The MD/WTD has organized and delegated work accurately, and has performed his or her functions within his/her scope of responsibility.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	The MD/WTD has ensured that the Company's operations complied						

11	with requirements from all pertinent laws and regulations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Financial Planning / performance							
12	The MD/WTD possess a good understanding of the Company's financial measures relevant to its business and financial situation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
13	The MD/WTD has exercised good judgement in managing the financial affairs and budgets of the organization.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
14	The MD/WTD has built strong working relationships with Board members and works closely and co-operates with the Board in developing the mission, and short, medium and long-term strategic plans.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
15	The MD/WTD has presented information to the Board on items requiring Board opinions and decisions in a professional manner, with recommendations based on thorough study and sound principles.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
External Relations							
16	The MD/WTD has served as an effective Company's representative in communicating with all stakeholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Human Resources Management / Relations							
17	The MD/WTD has created and maintained an organizational culture and climate which attracts, keeps and motivates staff to carry out the Company's mission, strategic directions and organizational goals.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Product Knowledge							
18	The MD/WTD has demonstrated a thorough knowledge and understanding about key aspects of the Company's products.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
19	The MD/WTD has a good understanding of the Company's business model and allocation of its resources, as well as business and industry environment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
20	The MD/WTD has regularly demonstrated creativity and initiative in introducing new products and services.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

Any other suggestions:

Name of the Director:

Signature:

Date:

ANNEXURE – 3

DIRECTOR SELF ASSESSMENT

Rating 1 indicates low rating and 5 indicates high rating

Sr No.	Questions	1	2	3	4	5	Comments
	Knowledge						
1	Understands duties, responsibilities, qualifications, disqualifications and liabilities as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2	Brings relevant experience to the Board and uses it effectively.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3	Understands the vision and mission of the Company, strategic plan and key issues.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	Diligence and Participation						
4	Regularly and constructively attend Board, Committee and General Meetings.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5	Prepares in advance for board and Committee meetings.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6	Communicates opinions and concerns in a persuasive yet clear and concise manner.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
7	Uses independent judgement in relation to decision making.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
8	Facilitates and encourages change when it would improve board process.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
9	Contributes add value to the decision making.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	Leadership Team						
10	Listens attentively to the contributions of others.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
11	Shares good interpersonal relationship with other Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
12	Safeguard the interest of all stakeholders in the decision making.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

Any other suggestions:

Name of the Director:

Signature:

Date:

ANNEXURE – 4

NON-EXECUTIVE DIRECTOR EVALUATION FORM

Name of the Non-Executive Director:

Rating 1 indicates low rating and 5 indicates high rating

Sr No.	Questions	1	2	3	4	5	Comments
	Participation at Board / Committee Meetings						
1	Director comes well prepared and informed for the Board / Committee meeting(s).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2	Director demonstrates a willingness to devote time and effort to understand the Company and its business and a readiness to participate in events outside the meeting room, such as site visits?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3	Director's contributions at Board / Committee meetings are of high quality and innovative.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	Managing Relationship						
4	Director's performance and behavior promotes mutual trust and respect within the Board / Committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	Knowledge and Skill						
5	Director understands governance, regulatory, financial, fiduciary and ethical requirements of the Board / Committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6	Director is able to present his / her views convincingly yet diplomatically.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	Personal Attributes						
7	Director has maintained high standard of ethics and integrity.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

Any other suggestions:

Name of the Director:

Signature:

Date:

ANNEXURE – 5
INDEPENDENT DIRECTOR EVALUATION FORM

Name of the Independent Director:

Rating 1 indicates low rating and 5 indicates high rating

Sr No.	Questions	1	2	3	4	5	Comments
1	Director upholds ethical standards of integrity and probity.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2	Director exercises objective independent judgement in the best interest of Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3	Director has effectively assisted the Company in implementing best corporate governance practice and then monitors the same.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4	Director helps bringing independent judgement during Board deliberations on strategy, performance, risk management etc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5	Director keeps himself / herself well informed about the Company and external environment in which it operates.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6	Director acts within his authority and assists in protecting the legitimate interest of the Company, Shareholders and employees.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
7	Director maintains high level of confidentiality.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
8	Director adheres to the applicable code of conduct for Independent Directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

Any other suggestions:

Name of the Director:

Signature:

Date:

ANNEXURE – 6
CHAIRPERSON ASSESSMENT

Rating 1 indicates low rating and 5 indicates high rating

Sr No.	Questions	1	2	3	4	5	Comments
	Managing Relationships						
1	The Chairperson actively manages shareholders, board, management and employee relationships and interests.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2	The Chairperson manages meetings effectively and promotes a sense of participation in all the Board meetings.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	Leadership						
3	The Chairperson is an effective leader.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4	The Chairperson promotes effective participation of all Board members in the decision making process.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5	The Chairperson promotes the positive image of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

Any other suggestions:

Name of the Director:

Signature:

Date:

ANNEXURE – 7
EVALUATION OF BOARD COMMITTEES

Rating 1 indicates low rating and 5 indicates high rating

Sr No.	Questions	1	2	3	4	5	Comments
	Functions and Duties						
1	The Committee of the Board are appropriately constituted.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2	The terms of reference for the Committee are appropriate with clear defined roles and responsibilities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3	The composition of the Committee is in compliance with legal requirement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4	Committee takes effective and proactive measures to perform its functions.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	Management Relations						
5	Committee gives effective suggestion and recommendation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6	Committee meetings are conducted in a manner that encourages open communication and meaningful participation of its members.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	Committee Meetings and Procedures						
7	Committee meetings have been organized properly and appropriate procedures were followed in this regard?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
8	The frequency of the Committee meetings is adequate.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
9	Committee periodically reports to the Board along with its suggestions and recommendations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

Any other suggestions:

Name of the Director:

Signature:

Date: