



PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

The Act and Listing Agreement:

- The Companies Act, 2013 has enabled an evaluation mechanism to appraise the performance of the Independent Directors.
- Criteria for evaluation shall be laid by Nomination and Remuneration Committee.
- The criteria shall be disclosed in the Annual Report of the Company.
- The performance of Independent Directors shall be done by the entire Board of Directors (excluding the Director being evaluated).
- On the basis of evaluation, it shall be determined whether to extend or continue the term of appointment.

Points to Note:

- The Nomination and Remuneration Committee should lay down the evaluation criteria which will be adopted by the Board.

Suggestion:

- It is hereby suggested that the criteria for evaluation of the Independent Directors may be on the following parameters:

• Personal Traits/ General Criteria:

- Highest personal and professional ethics, integrity and values;
- Inquisitive and objective perspective, practical wisdom and mature judgment;
- Demonstrated intelligence, maturity, wisdom and independent Judgment
- Self-confidence to contribute to board deliberations, and stature such that other board members will respect his or her view;
- The willingness and commitment to devote the extensive time necessary to fulfill his/her duties;
- The ability to communicate effectively and collaborate with other board members to contribute effectively to the diversity of perspectives that enhances Board and Committee deliberations, including a willingness to listen and respect the views of others; and
- The skills, knowledge and expertise relevant to the Company's business, with extensive experience at a senior leadership level in a comparable company or organization, including, but not limited to relevant experience in manufacturing, international operations, public service, finance, accounting, strategic planning, supply chain, technology and marketing.

• Specific Criteria:

- Participation and contribution by a Director;
- Commitment, including guidance provided to the Senior Management outside of Board/ Committee Meetings;
- Effective deployment of knowledge and expertise;
- Effective management of relationship with various stakeholders;
- Independence of behaviour and judgment.
- Maintenance of confidentiality of critical issues.



- Further the Committee/Board shall be authorised to modify the criteria as it may deem fit and necessary.

Conclusion:

The Committee may devise a criteria based on the above mentioned parameters and the same will be approved/adopted by the Board. Performance Evaluation Format is Attached.

PERFORMANCE MEASUREMENT OF INDEPENDENT DIRECTORS

- The Nomination and Remuneration Committee of the Board shall authorize the evaluation criteria.

- The criteria shall be disclosed in the Annual Report of the Company.

- The evaluation shall be undertaken by the Board facilitated by an independent external agency to ensure objectivity and equity.

- Evaluation criteria

Factor	Attributes
Role & Accountability	▶ Understanding of nature and role of independent directors' position
	▶ Understanding of risks associated with the business
	▶ Application of knowledge for rendering advice to Management for resolution of business issues
	▶ Offer constructive challenge to Management strategies and proposals
Objectivity	▶ Active engagement with the Management and attentiveness to progress of decisions taken
	▶ Non-partisan appraisal of issues
Leadership & Initiative	▶ Own recommendations given professionally without tending to majority or popular views
	▶ Heading Board Sub Committees
Personal attributes	▶ Driving any function or identified initiative based on domain knowledge and experience
	▶ Commitment to role & fiduciary responsibilities as a board member
	▶ Attendance and active participation and not done perfunctorily
	▶ Proactive, strategic and lateral thinking