

ANNEXURE- 1 EVALUATION OF CHAIRPERSON

This questionnaire has been designed to enable the assessment of the Chairperson by all members of the Board. Every question would need to be evaluated on a 5 point scale as given below.

Strongly Disagree	Disagree	No Opinion	Agree	Strongly Agree
1	2	3	4	5

Name of Director : _____

EVALUATION OF CHAIRPERSON		
PARTICULARS		RATINGS
a. Qualifications	Qualification:	
b. Experience	Experience:	
c. Knowledge and Competency	I. the person is competent across different competencies as identified for effective functioning of the entity and the Board;	
	II. the person has sufficient understanding and knowledge of the entity and the sector in which it operates.	
d. Fulfillment of functions	the person understands and fulfills the functions to him/her as assigned by the Board and the law	
e. Ability to function as a team	the person is able to function as an effective team-member	
f. Initiative	the person actively takes initiative with respect to various areas	
g. Availability and attendance	Whether the person is available for meetings of the Board and attends the meeting regularly and timely, without delay.	
h. Commitments	the person is adequately committed to the Board and the entity;	
i. Contribution	the person contributed effectively to the Entity and in the Board meetings	
j. Integrity	the person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.)	
k. Effectiveness of leadership and ability to steer the meetings	the Chairperson displays efficient leadership, is open-minded, decisive, courteous, displays professionalism, able to coordinate the discussion, etc. and is overall able to steer the meeting effectively	
l. Impartiality	the Chairperson is impartial in conducting discussions, seeking views and dealing with dissent, etc.	
m. Commitment	the Chairperson is sufficiently committed to the Board and its meetings	

n.	Ability to keep shareholders' interests in mind	the Chairperson is able to keep shareholders' interest in mind during discussions and decisions.	
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Signature:

Name of Director:

ANNEXURE- 2 INDEPENDENT DIRECTOR

This questionnaire has been designed to enable the assessment of every Independent Director by all members of the Board, saving the Independent Director who is being evaluated. Every question would need to be evaluated on a 5 point scale as given below.

Strongly Disagree	Disagree	No Opinion	Agree	Strongly Agree
1	2	3	4	5

Name of Director : _____

EVALUATION OF INDEPENDENT DIRECTORS		
PARTICULARS		RATINGS
a. Qualifications	Qualification:	
b. Experience	Experience:	
c. Knowledge and Competency	I. the person is competent across different competencies as identified for effective functioning of the entity and the Board;	
	II. the person has sufficient understanding and knowledge of the entity and the sector in which it operates;	
d. Fulfillment of functions	the person understands and fulfills the functions to him/her as assigned by the Board and the law;	
e. Ability to function as a team	the person is able to function as an effective team-member.	
f. Initiative	the person actively takes initiative with respect to various areas.	
g. Availability and attendance	the person is available for meetings of the Board and attends the meeting regularly and timely, without delay.	
h. Commitments	the person is adequately committed to the Board and the entity;	
i. Contribution	the person contributed effectively to the Entity and in the Board meetings.	
j. Integrity	the person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.	
k. Independence	the person is independent from the Entity and the other directors and there is no conflict of interest .	
l. Independent views and judgement	the person exercises his/ her own Judgement and voices opinion freely .	

Signature:

Name of Director:

ANNEXURE- 3 EVALUATION OF INDIVIDUAL DIRECTORS

(excluding independent director and chairperson)

This questionnaire has been designed to enable the assessment of every individual director by all members of the Board, saving the Director who is being evaluated. Every question would need to be evaluated on a 5 point scale as given below.

Strongly Disagree	Disagree	No Opinion	Agree	Strongly Agree
1	2	3	4	5

Name of Director : _____

EVALUATION OF INDIVIDUAL DIRECTORS		
PARTICULARS		RATINGS
a.	Qualifications	Qualifications of the member:
b.	Experience	Experience:
c.	Knowledge and Competency	I. the person is competent across different competencies as identified for effective functioning of the entity and the Board;
		II. the person has sufficient understanding and knowledge of the entity and the sector in which it operates;
d.	Fulfillment of functions	the person understands and fulfills the functions to him/her as assigned by the Board and the law;
e.	Ability to function as a team	the person is able to function as an effective team-member;
f.	Initiative	the person actively takes initiative with respect to various areas;
g.	Availability and attendance	the person is available for meetings of the Board and attends the meeting regularly and timely, without delay.
h.	Commitments	the person is adequately committed to the Board and the entity;
i.	Contribution	the person contributed effectively to the Entity and in the Board meetings;
j.	Integrity	the person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.)

Signature:

Name of Director:

ANNEXURE -4 EVALUATION OF BOARD

The Annexure has been designed to enable assessment of Board. Every question would need to be evaluated on a 5 point scale as given below.

Strongly Disagree	Disagree	No Opinion	Agree	Strongly Agree
1	2	3	4	5

Name of Director :

STRUCTURE OF THE BOARD:		PARTICULARS	RATINGS
a.	Competency of Directors	Board as a whole has directors with a proper mix of competencies to conduct its affairs effectively.	
b.	Experience of directors	Board as a whole has directors with enough experience to conduct its affairs effectively.	
c.	Mix of qualifications	Board as a whole has directors with a proper mix of qualifications to conduct its affairs effectively.	
d.	Diversity in Board under various parameters	there is sufficient diversity in the Board on the following parameters. Gender Background Competence Experience	
e.	Appointment to the Board	the process of appointment to the board of directors is clear and transparent and includes provisions to consider diversity of thought, experience, knowledge, perspective and gender in the board of directors.	
MEETINGS OF THE BOARD:			
a.	Regularity of meetings	meetings are being held on a regular basis.	
b.	Frequency	1. the Board meets frequently ; 2. the frequency of such meetings is enough for the Board to undertake its duties properly;	
c.	Logistics	the logistics for the meeting is being handled properly - venue, format, timing, etc.	
d.	Agenda	1. the agenda is circulated well before the meeting; 2. the agenda has all relevant information to take decision on the matter; 3. the agenda is up to date, regularly reviewed & involve major substantial decision; 4. the quality of agenda and Board papers is up to the mark;	

		<ul style="list-style-type: none"> 5. the outstanding items of previous meetings are followed -up and taken up in subsequent agendas; 6. the time allotted for the every item (especially substantive items) in the agenda of the meeting is sufficient for adequate discussions on the subject; 7. the Board is able to finish discussion and decision on all agenda items in the meetings; 8. adequate and timely inputs are taken from the Board members prior to setting of the Agenda for the meeting; 9. the agenda includes adequate information on Committee's activities; 	
e.	Discussions and dissent	<ul style="list-style-type: none"> 1. the Board discusses every issue comprehensively and depending on the importance of the subject; 2. the environment of the meeting induces free - flowing free flowing discussions, healthy debate and contribution by everyone without any fear or fervor; 3. the discussions generally add value to the decision making; 4. the Board tends towards groupthink and whether critical and dissenting suggestions are welcomed; 5. all members actively participate in the discussions; 6. overall, the Board functions constructively as a team; 	
f.	Recording of minutes	<ul style="list-style-type: none"> 1. the minutes are being recorded properly - clearly, completely, accurately and consistently; 2. the minutes are approved properly in accordance with set procedures; 3. the minutes are timely circulated to all the Board members; 4. dissenting views are recorded in the minutes; 	
g.	Dissemination of information	<ul style="list-style-type: none"> 1. all the information pertaining to the meeting are disseminated to the members timely, frequently, accurately, regularly; 2. Board is adequately informed of material matters in between meetings ; 	

<u>FUNCTIONS OF THE BOARD:</u>		
a.	Role and responsibilities of the Board	Whether the same are clearly documented;
b.	Strategy and performance evaluation	1. Whether significant time of the Board is being devoted to management of current and potential

		<p>strategic issues;</p> <ol style="list-style-type: none"> 2. various scenario planning is used to evaluate strategic risks; 3. the Board overall reviews and guides corporate strategy, major plans of action, risk policy, annual budgets and business plans, sets performance objectives, monitored implementation and corporate performance, and oversees major capital expenditures, acquisitions and divestments; 	
c.	Governance and compliance	<ol style="list-style-type: none"> 1. adequate time of the Board is being devoted to analyses and examine governance and compliance issues; 2. the Board monitors the effectiveness of its governance practices and makes changes as needed; 3. the Board ensures the integrity of the entity's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards; 4. the Board oversees the process of disclosure and communications; 5. the Board evaluates and analyses the compliance certificate from the auditors / practicing company secretaries regarding compliance of conditions of corporate governance; 	
d.	Evaluation of Risks	<ol style="list-style-type: none"> 1. Board undertakes a review of the high risk issues impacting the organization regularly 2. In assessment of risks, whether it is ensured that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognized or exposes the entity to excessive risk. 	
e.	Grievance Redressal for Investors	the Board regularly reviews the grievance redressal mechanism of investors, details of grievances received, disposed of and those remaining unresolved.	
f.	Conflict of interest	<ol style="list-style-type: none"> 1. the Board monitors and manages potential conflicts of interest of management, members of the board of directors and shareholders, including misuse of corporate assets and abuse in related party transactions; 2. a sufficient number of non-executive members of the board of directors capable of exercising independent judgement are assigned to tasks where there is a potential for conflict of interest; 	

g.	Stakeholder value and responsibility	<ol style="list-style-type: none"> 1. the decision making process of the Board is adequate to assess creation of stakeholder value; 2. the Board has mechanisms in place to communicate and engage with various stakeholders 3. the Board acts on a fully informed basis, in good faith, with due diligence and care, with high ethical standards and in the best interest of the entity and the stakeholders; 4. the Board treats shareholders and stakeholders fairly where decisions of the board of directors may affect different shareholder/ stakeholder groups differently; 5. the Board regularly reviews the Business Responsibility Reporting / related corporate social responsibility initiatives of the entity and contribution to society, environment etc. 	
h.	Corporate culture and values	the Board sets a corporate culture and the values by which executives throughout a group shall behave;	
i.	Review of Board evaluation	the Board monitors and reviews the Board evaluation framework;	
j.	Facilitation of independent directors	Whether the Board facilitates the independent directors to perform their role effectively as a member of the board of directors and also a member of a committee of board of directors and any criticism by such directors is taken constructively;	
BOARD AND MANAGEMENT			
a.	Evaluation of performance of the management and feedback;	<ol style="list-style-type: none"> 1. the Board evaluates and monitors management, especially the CEO (if any) regularly and fairly and provides constructive feedback and strategic guidance; 2. the measures used are broad enough to monitor performance of the management; 3. the management's performance is benchmarked against industry peers; 4. remuneration of the management is in line with its performance and with industry peers; 5. remuneration of the Board and the management is aligned with the longer term interests of the entity and its shareholders; 6. the Board selects, compensates, monitors and, when necessary, replaces key managerial personnel based on such evaluation; 7. the Board 'steps back' to assist executive management by challenging the assumptions underlying strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the entity's focus; 	

b.	Independence of the management from the Board;	the level of independence of the management from the Board is adequate;	
c.	Access of the management to the Board and Board access to the management;	the Board and the management are able to actively access each other and exchange information;	
d.	Secretarial support	adequate secretarial and logistical support is available for conducting Board meetings;	
e.	Fund availability	sufficient funds are made available to the Board for conducting its meeting effectively, seeking expert advice E.g. Legal, accounting, etc.	
f.	Succession plan	an appropriate and adequate succession plan is in place and is being reviewed and overseen regularly by the Board;	

<u>PROFESSIONAL DEVELOPMENT</u>			
a.	Induction and Development Programme	<ol style="list-style-type: none"> 1. Whether adequate induction and professional development programmes are made available to new and old directors; 2. Whether continuing directors training is provided to ensure that the members of board of directors are kept upto date; 	

Signature:

Name of Director:

ANNEXURE 5- EVALUATION OF COMMITTEES OF THE BOARD

While evaluating the performance of the Committees of the Board the following general criteria as laid out in the SEBI Guidance Note shall be considered by the Board. Every question would need to be evaluated on a 5 point scale as given below.

Strongly Disagree	Disagree	No Opinion	Agree	Strongly Agree
1	2	3	4	5

Name of Committee : _____

EVALUATION OF COMMITTEES OF THE BOARD		
PARTICULARS		RATINGS
a.	Mandate and composition	the mandate, composition and working procedures of committees of the board of directors is clearly defined and disclosed;
b.	Effectiveness of the Committee	the Committee has fulfilled its functions as assigned by the Board and laws as may be applicable (For different Committees, different functions may be laid out as sub-criteria for evaluation);
c.	Structure of the Committee and meetings	<p>i. the Committees have been structured properly and regular meetings are being held;</p> <p>ii. In terms of discussions, agenda, etc. of the meetings, similar criteria may be laid down as specified above for the entire Board;</p> <p>iii. The frequency of such meetings is enough for the committee to undertake its duties properly.</p> <p>iv. The logistics for the meeting is being handled properly - , venue, format, timing, etc.</p> <p>v. The agenda is circulated well before the meeting</p> <p>vi. The agenda has all the relevant information to take decisions on the matter</p> <p>vii. The agenda is up to date, regularly reviewed and involves major substantial decisions</p> <p>viii. The outstanding items of previous meetings are followed up and taken up in subsequent agendas</p> <p>ix. The time allotted for the every item (especially substantive items) in the agenda of the meeting is sufficient for adequate discussions on the subject</p>

		x. The committee is able to finish discussion and decision on all agenda items in the meetings	
		xi. The committee discusses every issue comprehensively and depending on the importance of the subject	
		xii. The discussions generally add value to the decision making	
		xiii. All members actively participate in the discussions	
		xiv. Overall, the committee functions constructively as a team	
		xv. The minutes of the committee meeting are being recorded properly – clearly, completely, accurately and consistently	
		xvi. The minutes of the committee are approved properly in accordance with set procedures	
		xvii. The minutes of the committee are circulated to all the committee members	
		xviii. Committee is adequately informed of material matters in between meetings	
d.	Independence of the Committee from the Board ;	adequate independence of the Committee is ensured from the Board ;	
e.	Contribution to decisions of the Board;	the Committee's recommendations contribute effectively to decisions of the Board;	

Signature:

Name of Director: