

(BOARD EVALUATION POLICY)

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1. **BACKGROUND:**

- 1.1 The Board of Directors (the “**Board**”) of Central Depository Services (India) Limited (“**CDSL/Company**”) has basis the recommendation of the Nomination and Remuneration Committee, adopted this Board Evaluation Policy (“**Policy**”) to comply with the various provisions under Regulation 19 and Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), ²[Regulation 25(3) read with Part C of Second Schedule of the SEBI (Depositories and Participants) Regulations, 2018 and Section 178 of the Companies Act, 2013 (“**Companies Act**”) and] (other relevant rules made thereunder)³.
- 1.2 The Policy is based on the SEBI circular dated January 05, 2017, ⁴[and SEBI Circular dated February 05, 2019 (as amended from time to time)] which provides further clarity on the process of Board Evaluation and such other circulars issued in this regard from time to time.

(Interpretation:

- a. All words and expressions used but not defined in this Policy shall have the same meaning as defined in the Companies Act, 2013 read with Rules made thereunder, SEBI Listing Regulations, SEBI (Depositories and Participants) Regulations, 2018, the Depositories Act, 1996 and any other laws applicable to the Company including any statutory modification(s) or re-enactment thereof as the case may be.)⁵
- b. [Committees/Board Committees for the purpose of this policy shall include only the Committees as per the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.]⁶

2. **OBJECT:**

- 2.1 The Policy has been framed with an objective to ensure individual directors of the Company (“Directors”) and the Board as a whole, work efficiently and effectively in achieving their functions, for the benefit of the Company and its stakeholders. Accordingly, the Policy provides guidance on evaluation of the performance, on an annual basis, of: (i) Individual Directors (including the Chairperson and the Public Interest Directors/Independent Directors of the Company (“Independent Directors”)); (ii) the Board as a whole; and (iii) various Committees of the Board. (“Board Committees”).

² Added pursuant to amendment approved on 21.03.2025

³ Amended pursuant to amendment approved on 10.06.2024

⁴ Added pursuant to amendment approved on 21.03.2025

⁵ Inserted pursuant to amendment approved on 10.06.2024

⁶ Added pursuant to amendment approved on 21.03.2025

3. **EVALUATION MECHANISM:**

3.1 **INTERNAL EVALUATION]**⁷

A. Evaluation of Individual Directors:

Performance of Individual Directors of the Company (including the Chairperson and Public Interest/Independent Directors) shall be evaluated, on an annual basis, by: (i) the Board as a whole (excluding the Director being evaluated); and (ii) the Nomination and Remuneration Committee.

- In carrying out evaluation [of Non-Independent Directors except the Managing Director & CEO]⁸, the Board shall keep in mind the evaluation parameters set out in ***Annexure-1***.
- [In carrying out evaluation of Public Interest/Independent Directors, the Board shall keep in mind the evaluation parameters set out in ***Annexure-2***.
- In carrying out evaluation of Managing Director, the Board shall keep in mind the evaluation parameters set out in ***Annexure-3***.
- In carrying out evaluation of Chairperson, the Board shall keep in mind the evaluation parameters set out in ***Annexure-4]***⁹

B. Evaluation of Board as a whole:

The Board shall, on an annual basis, evaluate its own performance keeping in mind the evaluation parameters set out in ***Annexure-5***.

C. Evaluation of the Board Committees:

The (Directors who are members of Board Committees)¹⁰ shall, on an annual basis, evaluate the performance of (their respective Committees)¹¹, as per the evaluation parameters set out in ***Annexure-6***.

⁷ Added pursuant to amendment approved dated 21.03.2025

⁸ Amended pursuant to amendment approved dated 21.03.2025

⁹ Amended pursuant to amendment approved dated 21.03.2025

¹⁰ Amended pursuant to amendment approved on 10.06.2024

¹¹ Amended pursuant to amendment approved on 10.06.2024

3.2 EXTERNAL EVALAUTION

- 3.1 In addition to the Internal Evaluation, the PIDs shall also be subject to external evaluation during the last year of their (first)¹² term in the Company, by the management or a human resource consulting firm. The criteria for performance review of PIDs, as laid down in Annexure-2 shall also be considered for external evaluation.
- 3.2 The consultant shall take into consideration the performance of the PID for the entire tenure served in the Company, **[in accordance with provisions of SEBI (Depositories and Participants) Regulations, 2018 as amended from time to time]**¹³ before expiry of his/her term.
- 3.3 In order to avoid any bias or conflict of interest, external consultant should not be a related party or associated with the Company, the concerned PID/IEP or any other board members.
- 3.4 Such performance review should be carried out in a fair & objective manner and the review should be recorded with clarity and verifiable facts in a standardized format covering all the relevant criteria / aspects.

4 RECOMMENDATION TO SEBI:

- 4.1 After taking into account the performance of a PID, on the basis of internal evaluation and external evaluation, both carrying equal weightage, NRC shall consider and recommend the extension of his/her tenure to the Governing Board of the Company. The Governing Board of the Company shall in turn consider and recommend to SEBI if the tenure of the PID is desired to be extended by another term of three years.
- 4.2 The application for extension of term of a PID shall be accompanied with the attendance details of PID in the meetings of various mandatory committees and of the Governing Board of the Company along with specific reasons for seeking extension of his/her term as a PID. Such specific reasons shall include facts such as whether the concerned PID, during the term served, had identified any important issues concerning any matter which may involve conflict of interest, or have significant impact on functioning of the Company, or may not be in the interest of securities market as a whole, and whether the PID had reported the same to SEBI.

5 [ROLE OF PUBLIC INTEREST /INDEPENDENT DIRECTORS]¹⁴

- 5.1 The Public Interest/Independent Directors shall hold at least one meeting in a

¹² Inserted pursuant to amendment approved on 10.06.2024

¹³ Amended pursuant to amendment approved on 21.03.2025

¹⁴ Added pursuant to amendment approved on 21.03.2025

financial year, without the presence of Non-Independent Directors and Members of Management wherein they will:

- i. review the performance of the Non-Independent Directors and Managing Director & CEO in accordance with the evaluation parameters set out in ***Annexure-1*** and ***Annexure-3*** respectively.
- ii. review the performance of the Chairperson of the Company, taking into account the views of executive Directors and Non-Independent Directors, in accordance with the evaluation parameters set out in ***Annexure-4***;
- iii. review the performance of the Board as a whole and its committees in accordance with the evaluation parameters set out in ***Annexure-5*** and ***Annexure-6*** respectively; and
- iv. assess the quality, quantity and timelines of flow of information between the Management of the Company and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Public Interest/Independent Directors shall mandatorily attend such meetings.

- 5.2 [In accordance with Clause II(C)(f) of Part B of Third Schedule of D&P Regulations, 2018, Public Interest Directors shall put in place an evaluation mechanism to assess the performance of Managing Directors on a continuing basis in line with evaluation guidelines for Public Interest Directors. Accordingly, the evaluation of Managing Director shall be as per the format which is in line with that of Public Interest Directors.]¹⁵

6 [ROLE OF NOMINATION AND REMUNERATION COMMITTEE AND GOVERNING BOARD]

- 6.1 The summary sheet of ratings shall be placed before the Nomination and Remuneration Committee and Board, who shall evaluate the performance of Individual Directors (including Public Interest/Independent Directors and Chairperson), Board as a whole and various Committees on an annual basis (except the Director being evaluated).]¹⁶
- 6.2 While evaluating the performance of Individual Directors, Nomination and Remuneration Committee and Board shall always consider the appropriate benchmarks set as per industry standards, the performance of the Individual Director, the performance of the Company and the role of the Individual Director within the Company.
- 6.3 The Nomination and Remuneration Committee shall determine whether to re-appoint each Public Interest/Independent Director, on the basis of the report of performance evaluation of Public Interest/ Independent Directors.

¹⁵ Added pursuant to amendment approved on 21.03.2025

¹⁶ Added pursuant to amendment approved on 21.03.2025

- 6.4 [The Nomination and Remuneration Committee may also consider the following while extending the tenure of PID by another term of three years:
- It shall be ensured that the concerned PID hasn't remained absent for three consecutive meetings of the governing board and has attended seventy-five per cent of the total meetings of the governing board in each calendar year; failing which PID shall be liable to vacate office.
 - It shall be ensured that PIDs in the governing boards of Company are selected from diverse fields of work, in terms of their qualification and experience.]¹⁷
- 6.5 While evaluating conflict of interest of a PID, the governing board of the Company shall also take into consideration provisions of (Clause 3(b) of Schedule III Part B (II-B) Regulations, 2018 of SEBI (Depositories and Participants) Regulations, 2018 under the head 'Applicable to the Directors and Committee members')¹⁸; and conflict of interest, if any, of any PIDs shall be disclosed to SEBI by the governing board with their comments/ views.

7 **Criteria for Evaluation:**

- 7.1 The criteria for evaluation are laid out in the relevant Annexures. These include quantitative questions along with an option to provide qualitative comments. Each of the questions have the following five options:

<i>Strongly disagree</i>	<i>Disagree</i>	<i>No opinion</i>	<i>Agree</i>	<i>Strongly Agree</i>
1	2	3	4	5

8 **FEEDBACK:**

The Chairman or any person suitably appointed by the Board shall give [a written assessment/ an oral feedback] to:

- (i) each Director separately;
- (ii) the entire Board; and
- (iii) each Board Committee

Provided that in case the Directors are not comfortable with open individual assessment, provision for confidentiality may be made where possible.

9 **ACTION PLAN:**

- 9.1 Once responses from all the Directors have been received, a summary of results of the Board evaluation will be placed before the Nomination and Remuneration Committee and

¹⁷ Added pursuant to amendment approved on 21.03.2025

¹⁸ Amended pursuant to amendment approved on 10.06.2024

Board. Based on the feedback from each member, an average rating for each question will be obtained. All questions with average rating of **4.5 or less** have been identified as areas for reflection and action planning. These are not necessarily the problem areas but definitely the areas where processes/practices can be improved to meet the best governance standards and the Board may devise a plan to address such identified areas ("**Action Plan**"). While identifying the areas for reflections, proposed actions should be suggested for consideration of the evaluation panel. In some areas, suggestions from the evaluation panel are required to be provided.

- 9.2 The Action Plan should carry in detail the following:
 - 9.2.1 The nature of actions, including training and skill building, required to be undertaken to address the identified areas.
 - 9.2.2 Timeline within which the actions detailed in the Action Plan shall be completed.
 - 9.2.3 Persons responsible for the implementation of the Action Plan.
 - 9.2.4 Resources required to achieve the objectives set out in the Action Plan.
- 9.3 The Board must review the actions set out in the Action Plan within a specific time period as thought fit.

10 POLICY REVIEW:

- 10.1 As performance review is not a static process and requires periodical review, Nomination and Remuneration Committee shall review the Policy, [at least] once in 3 (three) [financial]¹⁹ years and as and when deemed necessary. Any changes made in the Policy shall be subject to approval by the Governing Board of the Company. ()²⁰
- 10.2 In case of any amendment(s), clarification(s), circular(s), notification(s) etc. issued by the relevant authority, not being consistent with the provisions laid down in this policy, then such amendment(s). clarification(s), circular(s), etc., shall prevail upon the provisions herein and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s)/notification(s).

11 DISCLOSURE:

- 11.1 In accordance with the requirements under the SEBI Listing Regulations and the Companies Act 2013, disclosure regarding the manner in which the performance evaluation has been done [as per the evaluation criteria formulated by the Nomination and Remuneration]²¹, by the Board of its own performance, by various Board Committees of its performance by the respective members and by the individual Directors, ²²[shall be included] in the Board's Report as per Section 134 of the Companies Act, 2013.²³[The performance evaluation

¹⁹ Amended pursuant to amendment approved on 21.03.2025

²⁰ Deleted pursuant to amendment approved on 10.06.2024

²¹ Added pursuant to amendment approved on 21.03.2025

²² Added pursuant to amendment approved on 21.03.2025

²³ Deleted pursuant to amendment approved on 21.03.2025

criteria for Public Interest/Independent Directors shall be included in the Corporate Governance statement contained in the Annual Report of the Company as well as on the website of the Company.]²⁴

²⁴ Added pursuant to amendment approved on 21.03.2025

Annexure 1 | Individual Director (Excluding Independent Director, Managing Director & CEO 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**

Individual Director– Assessment	<Name of Director>
Qualification and Experience:	
The person possesses suitable Knowledge, qualification and experience as required for the effective functioning of the Company and the Board.	
Knowledge and Competency:	
i. The person is competent, as per the criteria identified by the Nomination and Remuneration Committee for the effective functioning of the Company and the Board	
ii. The person has sufficient understanding and knowledge of the Company and the sector in which it operates	
The person understands and fulfils the functions to him/her as assigned by the Board including his/her duties and responsibilities under the CDSL's Code of Conduct and the law (E.g. Law imposes certain obligations on independent directors)	
The person is able to function as an effective team- member	
The person actively takes initiative with respect to various areas	
The person is available for meetings of the Board and attends the meeting regularly and timely, without delay.	
The person is adequately committed to the Board and the Company.	
The person contributed effectively to the Company and in the Board meetings	
The person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.)	

Note 1: *Additional Comments and Suggestions, if any, to be written separately and attached to this questionnaire.*

Note 2: *The Independent Directors of the Company shall evaluate the non-independent director in a meeting without the attendance of the non-independent directors and the management.*

Annexure 2 | Public Interest Director / Independent Director

This questionnaire has been designed to enable the assessment of every Public Interest Director by all members of the Board, saving the Public Interest Director who is being evaluated on an annual basis at the end of every financial year. 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**

Public Interest Director – Assessment	<Name of Director>
Qualification and Experience:	
The person possesses suitable Knowledge, qualification and experience as required for the effective functioning of the Company and the Board	
Knowledge and Competency:	
The person is competent, as per the criteria identified by the Nomination and Remuneration Committee for the effective functioning of the Company and the Board.	
The person has sufficient understanding and knowledge of the Company in which it operates and the applicable regulatory norms.	
The person has sufficient understanding of the role, responsibilities and obligations of PID under the relevant regulatory norms.	
The person has constructive and analytical decision-making abilities and core competencies for effective functioning of the Board.	
The person has sufficient understanding of the risk attached with the business structure.	
Fulfilment of functions:	
The person understands and fulfils the functions as assigned to him/her by the Board and the regulatory norms.	
The person gives views and opinions on various regulatory matters when comments are invited by SEBI through various means.	
Ability to function as a team:	
The person is able to function as an effective team-member.	
The person listens attentively to the contributions of others and gives adequate weightage to the views and perception of other Board members.	
The person shares good interpersonal relationship with other directors.	
Initiative	
The person actively takes initiative with respect to various areas.	
The person insists on receiving information necessary for decision making.	

The person keeps himself well informed about the functioning of the Company and the external environment in which it operates.	
The person remains updated in terms of developments taking place in regulatory areas.	
The person has identified any important issues concerning any matter which may involve conflict of interest for the Company or may have significant impact on their functioning, or may not be in the interest of securities market, and the person has reported same to SEBI.	
The person appropriately deals with critical matters.	
Availability and attendance:	
The person is available for meetings of the Board and attends the meeting of Governing Board and Committees regularly and timely, without delay.	
Commitment:	
The person is adequately committed to the Board and the Company.	
Contribution:	
The person has contributed effectively to the Company and in the Board meetings.	
The person participates in the proceedings of Board meetings keeping in mind the interests of various stakeholders.	
The person actively deliberates and contributes on proposed business propositions and strategic decisions taking into consideration pros and cons of such propositions, long term outlook, business goals, cost-benefit analysis, etc.	
Integrity:	
The person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.)	
The person strictly adheres to the provisions of the SEBI (D &P) Regulations, 2018 and any other regulatory provision, as applicable, along-with the code of conduct and code of ethics prescribed under other applicable regulatory norms.	
The disclosures such as dealing in securities and other regulatory disclosures are provided by the person on timely basis.	
Confirmation on the person being a Fit & Proper person.	
Confirmation that the person doesn't disclose confidential information, including technologies, unpublished price sensitive information, unless such disclosure is expressly approved by the Board of directors or required under the applicable laws.	
Independence:	
The person is independent from the entity and the other directors and there is no conflict of interest.	
Confirmation as to non-association of the person with the Company and its member.	
The person fulfills the independence criteria as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	

The person keeps regulators informed of material developments in the Company functioning, from time to time.	
Independent views and judgment:	
The person exercises his/ her own judgment and voices opinion freely.	
The person's participation in decisions taken during meetings are unbiased, based on ethical judgment and are in strict conformity to the applicable regulatory norms.	
The person raises his/her concern if anything is observed contrary to regulatory norms and the expected norms of ethical conduct.	
The person is committed to ensure that there is fairness and integrity in the Company system, in letter as well as spirit.	

Annexure 3 | Managing Director & CEO

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

Strongly disagree
1

Disagree
2

No opinion
3

Agree
4

Strongly Agree
5

Managing Director & CEO – Assessment	<Name of Director>
Qualification and Experience:	
The Director possess suitable Knowledge, qualification and experience as required for the effective functioning of the Company and the Board	
Knowledge and Competency:	
The person is competent, as per the criteria identified by the Nomination and Remuneration Committee for the effective functioning of the Company and the Board	
The person has sufficient understanding and knowledge of the Company in which it operates and the applicable regulatory norms.	
The person has sufficient understanding of the role, responsibilities and obligations of MD & CEO under the relevant regulatory norms.	
The person has constructive and analytical decision making abilities and core competencies for effective functioning of the Board	
The person has sufficient understanding of the risk attached with the business structure.	
Fulfilment of functions:	
The person understands and fulfils the functions as assigned to him/her by the Board and the regulatory norms.	
The person gives views and opinion on various regulatory matters when comments are invited by SEBI through various means.	
Ability to function as a team:	
The person is able to function as an effective team-member.	
The person listens attentively to the contributions of others and gives adequate weightage to the views and perception of other Board members.	
The person shares good interpersonal relationship with other directors.	
Initiative	
The person actively takes initiative with respect to various areas.	
The person insists on receiving information necessary for decision making.	

The person keeps himself well informed about the functioning of the Company and the external environment in which it operates.	
The person remains updated in terms of developments taking place in regulatory areas.	
The person appropriately deals with critical matters.	
Availability and attendance:	
The person is available for meetings of the Board and attends the meeting of Governing Board and Committees regularly and timely, without delay.	
Commitment:	
The person is adequately committed to the Board and the Company.	
Contribution:	
The person has contributed effectively to the Company and in the Board meetings.	
The person participates in the proceedings of Board meetings keeping in mind the interests of various stakeholders.	
The person actively deliberates and contributes on proposed business propositions and strategic decisions taking into consideration pros and cons of such propositions, long term outlook, business goals, cost-benefit analysis, etc.	
Integrity:	
The person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.)	
The person strictly adheres to the provisions of the SEBI (D &P) Regulations, 2018 and any other regulatory provision, as applicable, along-with the code of conduct as prescribed under other applicable regulatory norms.	
The disclosures such as dealing in securities and other regulatory disclosures are provided by the person on timely basis.	
Confirmation on the person being a Fit & Proper person.	
Confirmation that the person doesn't disclose confidential information, including technologies, unpublished price sensitive information, unless such disclosure is expressly approved by the Board of directors or required under the applicable laws.	
The person keeps regulators informed of material developments in the Company functioning, from time to time.	
Independent views and judgment:	
The person exercises his/her own judgement and voices opinion freely.	
The person's participation in decisions taken during meetings are unbiased, based on ethical judgment and are in strict conformity to the applicable regulatory norms.	
The person raises his/her concern if anything is observed contrary to regulatory norms and the expected norms of ethical conduct.	
The person is committed to ensure that there is fairness and integrity in the Company system, in letter as well as spirit.	

Annexure 4 | Chairperson

This questionnaire has been designed to enable the assessment of the Chairperson by all members of the Board, saving the Chairperson 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**

Chairperson- Assessment	<Name of Director>
General	
Qualification and Experience:	
The Director possess suitable Knowledge, qualification and experience as required for the effective functioning of the Company and the Board	
Knowledge and Competency:	
i. The person is competent, as per the criteria identified by the Nomination and Remuneration Committee for the effective functioning of the Company and the Board	
ii. The person has sufficient understanding and knowledge of the Company and the sector in which it operates	
The person understands and fulfils the functions to him/her as assigned by the Board including his/her duties and responsibilities under the CDSL's Code of Conduct and the law (E.g. Law imposes certain obligations on independent directors)	
The person is able to function as an effective team- member	
The person actively takes initiative with respect to various areas	
The person is available for meetings of the Board and the Board Committees he/she is a member in and attends the meeting regularly and timely, without delay.	
The person is adequately committed to the Board and the Company	
The person contributed effectively to the Company and in the Board meetings	

Strictly Confidential

The person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.)	
The person 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	
The person is impartial in conducting discussions, seeking views and dealing with dissent, etc.	
The person is sufficiently committed to the Board and its meetings.	
The person is able to keep shareholders' interest in mind during discussions and decisions.	
The person was able to advice the Company in times of crucial business exigencies and eventualities.	

Annexure 5 | Board as a whole

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

Strongly disagree
1

Disagree
2

No opinion
3

Agree
4

Strongly Agree
5

1.	Structure of the Board	Strongly disagree 1	Disagree 2	No Opinion 3	Agree 4	Strongly Agree 5
1.1	The Board as a whole has directors with a proper mix of competencies to conduct its affairs effectively					
1.2	Board as a whole has directors with enough experience to conduct its affairs effectively					
1.3	Board as a whole has directors with a proper mix of qualifications to conduct its affairs effectively					
1.4	There is sufficient diversity in the Board (Gender/background/ competence/experience)					
1.5	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					

Strictly Confidential

2.	Meetings of the Board	Strongly disagree 1	Disagree 2	No Opinion 3	Agree 4	Strongly Agree 5
2.1	The meetings are being held on a regular basis					
2.2	The Board meets frequently					
2.3	The frequency of such meetings is enough for the Board to undertake its duties properly					
2.4	The logistics for the meeting is being handled properly - venue, format, timing, etc.					
2.5A	The agenda is circulated well before the meeting					
2.5B	The agenda has all the relevant information to take decisions on the matter					
2.6	The agenda is up to date, regularly reviewed and involves major substantial decisions					
2.7	The quality of agenda and Board papers is up to the mark (explains issues properly, not overly lengthy, etc.)					
2.8	The outstanding items of previous meetings are followed up and taken up in subsequent agendas					
2.9	The time allotted for every item (especially substantive items) in the agenda of the meeting is sufficient for adequate discussions on the subject					
2.10	The Board is able to finish discussion and decision on all agenda items in the meetings					
2.11	Adequate and timely inputs are taken from the Board members prior to setting of the Agenda for the meeting					
2.12	The agenda includes adequate information on the various Committee's activities					

2.13	The Board discusses every issue comprehensively and depending on the importance of the subject					
2.14	The environment of the meeting induces free-flowing discussions, healthy debate and contribution by everyone without any fear or fervour					
2.15	The discussions generally add value to the decision making					
2.16	The Board tends towards groupthink and critical and dissenting suggestions are welcomed					
2.17	All members actively participate in the discussions					
2.18	Overall, the Board functions constructively as a team					
2.19	The minutes of the Board meeting are being recorded properly – clearly, completely, accurately and consistently					
2.20	The minutes of the Board are approved properly in accordance with set procedures					
2.21	The minutes of the Board are circulated to all the Board Members					
2.22	Dissenting views are recorded in the minutes					
2.23	All the information pertaining to the meeting are disseminated to the members timely, frequently, accurately, regularly					
2.24	Board is adequately informed of material matters in between meetings					

3.	Functions of the Board	Strongly disagree 1	Disagree 2	No Opinion 3	Agree 4	Strongly Agree 5
Role and Responsibility of the Board & Strategy and Performance Evaluation						
3.1A	Role and responsibility of the Board is clearly documented E.g. Difference in roles of Chairman and CEO, matters reserved for the Board, etc.					
3.1	Significant time of the Board is being devoted to management of current and potential strategic issues					
3.2	Various scenario planning is used to evaluate strategic risks					
3.3	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					
Governance and Compliance						
4.1	Adequate time of the Board is being devoted to analyze and examine governance and compliance issues					
4.2	The Board monitors the effectiveness of its governance practices and makes changes as needed					
4.3	The Board ensures the integrity of the Company's accounting and financial reporting systems, including the independent audit, and the 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					

4.4	The Board oversees the process of disclosure and communications					
4.5	The Board evaluates and analyses the compliance certificate from the auditors / practicing company secretaries regarding compliance of conditions of corporate governance					
Evaluation of Risks						
5.1	The Board undertakes a review of the high risk issues impacting the Company regularly					
5.2	In assessment of risk, it is ensured that, while rightly encouraging positive thinking, these do not result in over- optimism that either leads to significant risks not being recognised or exposes the entity to excessive risk					
Grievance Redressal for Investors & Conflict of Interest Evaluation						
6.1	The Board regularly reviews the grievance redressal mechanism of investors, details of grievances received, disposed of and those remaining unresolved					
Conflict of Interest						
6.2A	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					

6.2B	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					
Stakeholder Value and Responsibility						
7.1	The decision making process of the Board is adequate to assess creation of stakeholder value					
7.2	The Board has mechanisms in place to communicate and engage with various stakeholders					
7.3	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					
7.4	The Board treats shareholders and stakeholders fairly where decisions of the board of directors may affect different shareholder/ stakeholder groups differently					
7.5	The Board regularly reviews the Business Responsibility Reporting / related corporate social responsibility initiatives of the entity and contribution to society, environment etc.					
Corporate Culture and values						
8.1	The Board sets a corporate culture and the values by which executives throughout a group shall behave					

Review of Board Evaluation						
9.1	The Board monitors and reviews the Board evaluation framework					
Facilitation of Independent directors						
10.1	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						
11.1	The Board evaluates and monitors management, especially the CEO regularly and fairly and provides constructive feedback and strategic guidance					
11.2	The measures used are broad enough to monitor performance of the management					
11.3	The management's performance is benchmarked against industry peers					
11.4	The remuneration of the management is in line with its performance and with industry peers					
11.5	The remuneration of the Board and the management is aligned with the longer term interests of the entity and its shareholders					

11.6	The Board selects, compensates, monitors and, when necessary, replaces key managerial personnel based on such evaluation					
11.7	The Board 'steps back' to assist executive management by challenging the assumptions underlying strategy, strategic initiatives, risk appetite, exposures and the key areas of the entity's focus					
11.8	The level of independence of the management from the Board is adequate					
11.9	The Board and the management are able to actively access each other and exchange information					
11.10	Adequate secretarial and logistical support is available for conducting Board meetings					
11.11	Sufficient funds are made available to the Board for conducting its meeting effectively, seeking expert advice E.g. Legal, accounting, etc.					
11.12	An appropriate and adequate succession plan is in place and is being reviewed and overseen regularly by the Board					
11.13	Adequate induction and professional development programmes are made available to new and old directors					
11.14	Continuing directors training is provided to ensure that the members of board of directors are kept up to date					

Annexure 6 | General Evaluation Criteria for the 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 the Committee: _____

No	Criterion	Indicative Parameters	Rating
1.	Mandate and Composition	The Mandate, composition and working procedures of the committees of the Board are clearly defined and disclosed.	
2.	Effectiveness of the Committee	The committee has fulfilled its functions as assigned by the Board and laws as may be applicable.	
3.	Structure of the Committee and meetings	The committee has properly structured and regular meetings.	
		The frequency of such meetings is enough for the committee to undertake its duties properly.	
		The logistics for the meeting is being handled properly, venue, format, timing, etc.	
		The agenda is circulated well before the meeting	
		The agenda has all the relevant information to take decisions on the matter	
		The agenda is up to date, regularly reviewed and involves major substantial decisions	
		The quality of agenda and committee papers is up to the mark (explains issues properly, not overly lengthy, etc.)	

		The outstanding items of previous meetings are followed-up and taken up in subsequent agendas	
		The time allotted for every item (especially substantive items) in the agenda of the meeting is sufficient for adequate discussions on the subject	
		The committee is able to finish discussion and decision on all agenda items in the meetings	
		Adequate and timely inputs are taken from the committee members prior to setting of the Agenda for the meeting	
		The committee discusses every issue comprehensively and depending on the importance of the subject	
		The environment of the meeting induces free-flowing free flowing discussions, healthy debate and contribution by everyone without any fear or fervour	
		The discussions generally add value to the decision making	
		The committee tends towards groupthink and critical and dissenting suggestions are welcomed	
		All members actively participate in the discussions	
		Overall, the committee functions constructively as a team	
		The minutes of the committee meeting are being recorded properly – clearly, completely, accurately and consistently	
		The minutes of the committee are approved properly in accordance with set procedures	

		The minutes of the committee are circulated to all the committee members	
		Dissenting views are recorded in the minutes	
		All the information pertaining to the meeting are disseminated to the members timely, frequently, accurately, regularly	
		Committee is adequately informed of material matters in between meetings	
4.	<i>Independence of the Committee from the Board</i>	The independence of the committee is ensured from the Board.	
5.	<i>Contribution to decisions of the Board</i>	The committee's recommendations contribute effectively to the decisions of the Board.	