

Independent Directors Evaluation Tool				
S. No.	Desirable Attributes	Evaluation Score		
		Needs improvement	Adequate	Consistently Good
<b>1.</b>	<b>Director's Knowledge &amp; Expertise.</b>			
a.	Director possesses adequate experience in industry / business / profession and is knowledgeable to give dispassionate and independent advice on matters that arise at the Board / Committees.			
b.	Has a good understanding of the Company's business, industry dynamics and inherent risks			
<b>2.</b>	<b>Specific Competency and Professional Experience /Expertise</b>			
a.	Director has specific competence and professional experience in the field of _____ which is relevant/useful to the Company's business and enhances Board diversity.			
b.	Has adequate financial expertise to read financial statements, understand financial ratios and other indices			
c.	Has basic understanding of regulatory systems, laws and regulations			
<b>3.</b>	<b>Board Engagement &amp; Time Commitment</b>			
a.	Attends regularly Board/Committee meetings			
b.	Studies the agenda and comes well prepared for the meetings			
c.	Actively participates at the meeting			
d.	Respects and is receptive to the views / suggestions of fellow members of the Board			
e.	Is a Team Player			
<b>4.</b>	<b>Integrity &amp; Honesty</b>			
a.	Places Company's interest ahead of personal interest			
b.	Avoids actual and potential conflict of interests while serving on the Board			
c.	Maintains absolute transparency and integrity in all transactions relating to the company and promptly discloses any personal interest			

Executive Directors Evaluation Tool				
S.No.	Desirable Attributes	Evaluation Score		
		Needs	Adequate	Consistently
<b>1.</b>	<b>Director's Knowledge &amp; Expertise.</b>			
a.	Director possesses adequate experience in industry / business / profession and is knowledgeable to give useful advice on matters that arise at the Board / Committees.			
b.	Has a good understanding of the Company's business, industry dynamics and inherent risks			
<b>2.</b>	<b>Director's Business Commitment, Industry Knowledge &amp; Organisational Leadership</b>			
a.	Has a good understanding of the Company's business and industry dynamics			
c.	Has good grounding and understanding of regulatory systems, laws and regulations			
d.	As wholetime Director, Fully committed and devoted to the Company's business			
<b>3.</b>	<b>Director's Engagement at the Board deliberations</b>			
a.	Attends regularly Board/Committee meetings			
b.	Studies the agenda and comes well prepared for the meetings			
c.	Actively participates at the meeting			
d.	Respects and is receptive to the views / suggestions of fellow members of the Board			
b.	Provides constructive guidance and opinion during Board deliberations			
c.	Director respects and is receptive to the views / suggestions of other Directors			
<b>4.</b>	<b>Integrity &amp; Honesty</b>			
a.	Places Company's interest ahead of personal interest			
b.	Avoids actual and potential conflict of interests while serving on the Board			
c.	Maintains absolute transparency and integrity in all transactions relating to the company and promptly discloses any personal interest			
	<b>Chairman's Assesment</b>			
1.	The Chairman leads to the Board effectively			
2.	Ensures participation of all members in the Board deliberations			
3.	Ensures Directors are fully informed as possible on any issue where decision is required			
4.	Guides the Board/Management on Key Issues to be brought up to the Board for Deliberations			
5.	Guides the Board/Management on any major initiatives to be taken for improved corporate Governance and regulatory compliance			
6.	Enhances the Company's image in dealing with major stakeholders			

## Board Evaluation - Assessment Tool

S.No.	Evaluation Parameter	Evaluation Score		
		Needs improvement	Adequate	Consistently good
<b>1.</b>	<b>Board Composition, Structure &amp; Processes</b>			
1.1	Board Composition - Size			
1.2	Board Committees			
a.	How would you rate the effectiveness of the board Committees ? are they adequate ? Do they provide useful recommendations allowing for the better decision making Board meetings more efficient and effective?			
b.	Do you feel the members of the Committee have sufficient expertise on issues?			
1.3	Board Committees			
a.	Does the Board have an appropriate number of Committees?			
b.	How you would rate the effectiveness of the Board Committees? Are they adequate? Do they provide useful recommendations allowing for better decision making and do they consequently make Board meetings more efficient and effective.			
c	Do you feel the members of the committees have sufficient expertise on issue?			
d	How well informed are non-committee members about the committee's deliberations?			
<b>1.4</b>	<b>Board Processes/ Working Procedures</b>			
a.	<b>Advance Circulation of Agenda :</b> To what degree information on the various agenda items provided to you in advance of Board / Committe meeting, allowing you time to study and prepare?			
b.	<b>Adequacy of information flow:</b> Are you as a Director receiving proper information for good decision-making i.e is the information present to the board /committee in a sufficient manner are key issues and risks properly highlighted and do the materials also contain relevant details for further study to help you understand and evaluate agenda items of the Boards / committee meeting and take effective decision?			
c.	Assessment of efficacy of Board information flow from Management			
(i)	To what degree does the financial information provided to you prior to Board meetings highlight the issues and trends in the business to help you think through and deliberate at the Board.			
1.5	Board Effectiveness:			
a.	To what degree you generally believe that Board members spend adequate time to study the agenda circulated and come prepared for meetings?			

c	To what degree directors do directors disclosure personal interest in transactions and abstain from voting where appropriate?			
1.6	<b>Ethics and compliance</b>			
a.	Ethical conduct: Your assessment of the adequacy of the systems and process.			
b.	Related Party Transactions: To what degree you are satisfied of the processes and transparency and information flow			
c.	Compliance: Your assessment of efficacy of the Company's process for ensuring the statutory and regulatory compliance of law.			