



JUPITER WAGONS LIMITED

CIN: L28100MP1979PLC049375

Board Evaluation Policy

1. Preamble

The Board of Directors (the “**Board**”) of Jupiter Wagons Limited (“**JWL/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 (“**LODR**”) and the Companies Act, 2013 (“**Companies Act**”).

The Policy is based on the SEBI circular dated January 5, 2017, which provides further clarity on the process of board evaluation (“**SEBI Guidance Note**”).

This policy is designed to establish a systematic procedure for conducting regular assessments of directors' performance and defining the criteria for assessing the qualifications, positive attributes, and independence of each director within the Company. Additionally, the policy seeks to guarantee that committees entrusted with specific responsibilities by the Board of Directors operate effectively in accordance with their prescribed functions and duties. To achieve this objective, the Nomination and Remuneration Committee will bear the responsibility of identifying individuals qualified to serve as directors and those suitable for senior management positions within the Company. The committee will then recommend to the Board their appointment or removal based on its evaluations.

2. Effective Date

This policy shall be effective from the date of approval from the Board, unless stated otherwise.

3. Description

a) Responsibilities of the Nomination and Remuneration Committee (NRC):

- i. The NRC is tasked with establishing criteria for evaluating the performance of both independent directors and the entire board of directors.
- ii. The NRC is responsible for conducting performance evaluations for all directors, Committees of Board and Board as a whole.
- iii. Based on the performance evaluation report of independent directors, the NRC is empowered to decide whether to extend or continue the term of appointment of the independent director.

b) Duties of Independent Directors:

- i. During meetings exclusive to independent directors, conducted without the presence of non-independent directors and management, the independent directors are required to:
- ii. Evaluate the performance of non-independent directors and the overall Board.
- iii. Assess the performance of the Chairperson, considering feedback from both executive and non-executive directors.
- iv. Independent directors are expected to provide an unbiased perspective in the assessment of the board and management performance.

c) Evaluation procedure:

The Board of Directors will consider the following parameters when evaluating the performance of a specific director. These parameters encompass various aspects tailored to facilitate the evaluation process for the overall performance of the Board, its Committees, Independent Directors, Non-Independent/Non-Executive Directors, and the Chairman. It is acknowledged that the evaluation factors may differ based on the specific functions and duties of each role within the Board.

Rating Scale:

Scale	Performance
1	Outstanding
2	Exceeds Expectation
3	Meets Expectation
4	Needs improvement
5	Poor

d) Subject of Evaluation:

As required under SEBI LODR and Companies Act, the evaluation of the Board involves multiple levels:

- i. Board as a whole
- ii. Committees of the Board
- iii. Individual Directors and Chairperson (including Chairperson, CEO, Independent Directors, Non-independent directors, etc.)

e) Criteria of evaluation:

The criteria for evaluation under different categories depend on the role the person/group plays in the organization. For instance, the evaluation of the Chairperson may evaluate the person's leadership, coordination, and steering skills, etc. which may be different from the role of other directors. The criteria for every evaluation may be decided at every level depending on the functions, responsibilities, competencies required, nature of business, etc.

As per SEBI LODR, the primary responsibility of formulation of criteria lies on the NRC. Indicative criteria that will be used for different directors/groups are:

I. Board as a whole

a) Structure of the Board:

- i. Competency of directors: (Different competencies may be identified as may be required for effective functioning of the entity and the Board) -Whether Board as a whole has directors with a proper mix of competencies to conduct its affairs effectively.
- ii. Experience of directors: Whether Board as a whole has directors with enough experience to conduct its affairs effectively.

- iii. Mix of qualifications: Whether Board as a whole has directors with a proper mix of qualifications to conduct its affairs effectively.
- iv. Diversity in Board under various parameters: Gender/background/competence/experience, etc. – Whether there is sufficient diversity in the Board on the aforesaid parameters.
- v. Appointment to the Board: Whether 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.

b) Meetings of the Board:

- i. **Regularity of meetings:** Whether meetings are being held on a regular basis.
- ii. **Frequency:**
 - Whether the Board meets frequently
 - Whether the frequency of such meetings is enough for the Board to undertake its duties properly
- iii. **Logistics:** Whether the logistics for the meeting is being handled properly- venue, format, timing, etc.
- iv. **Agenda:**
 - Whether the agenda is circulated well before the meeting
 - Whether the agenda has all relevant information to take decision on the matter.
 - Whether the agenda is up to date, regularly reviewed and involves major substantial decisions.
 - Whether the quality of agenda and Board papers is up to the mark (explains issues properly, not overly lengthy, etc.).
 - Whether outstanding items of previous meetings are followed-up and taken up in subsequent agendas.
 - Whether the time allotted for every item (especially substantive items) in the agenda of the meeting is sufficient for adequate discussions on the subject.
 - Whether the Board is able to finish discussion and decision on all agenda items in the meetings.
 - Whether adequate and timely inputs are taken from the Board members prior to setting of the agenda for the meeting.
 - Whether the agenda includes adequate information on Committee's activities.
- v. **Discussions and dissent:**
 - Whether the Board discusses every issue comprehensively and depending on the importance of the subject.
 - Whether the environment of the meeting induces free-flowing free flowing discussions, healthy debate, and contribution by everyone without any fear or fervour.
 - Whether the discussions generally add value to the decision making.

- Whether the Board tends towards groupthink and whether critical and dissenting suggestions are welcomed.
- Whether all members actively participate in the discussions.
- Whether overall, the Board functions constructively as a team.

vi. Recording of minutes:

- Whether the minutes are being recorded properly- clearly, completely, accurately and consistently.
- Whether the minutes are approved properly in accordance with set procedures.
- Whether the minutes are timely circulated to all the Board members.
- Whether dissenting views are recorded in the minutes.

vii. Dissemination of information:

- Whether all the information pertaining to the meeting are disseminated to the members timely, frequently, accurately, regularly.
- Whether Board is adequately informed of material matters in between meetings.

c) Functions of the Board: (Functions of the Board have been specified in detail in Chapter II of SEBI LODR and Companies Act):

i. Role and responsibilities of the Board: Whether the same are clearly documented E.g., Difference in roles of Chairman and CEO, Matters reserved for the Board, etc.

ii. Strategy and performance evaluation:

- Whether significant time of the Board is being devoted to management of current and potential strategic issues.
- Whether various scenario planning is used to evaluate strategic risks.
- Whether 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.

iii. Governance and compliance:

- Whether adequate time of the Board is being devoted to analyse and examine governance and compliance issues
- Whether the Board monitors the effectiveness of its governance practices and makes changes as needed
- Whether 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.
- Whether the Board oversees the process of disclosure and communications.

- Whether the Board evaluates and analyses the compliance certificate from the auditors / practicing company secretaries regarding compliance of conditions of corporate governance

iv. Evaluation of Risks:

- Whether Board undertakes a review of the high risk issues impacting the organization regularly.
- 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 recognised or exposes the entity to excessive risk.

v. Grievance redressal for Investors: Whether the Board regularly reviews the grievance redressal mechanism of investors, details of grievances received, disposed of and those remaining unresolved.

vi. Conflict of interest:

- Whether 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.
- Whether 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.

vii. Stakeholder value and responsibility:

- Whether the decision-making process of the Board is adequate to assess creation of stakeholder value.
- Whether the Board has mechanisms in place to communicate and engage with various stakeholders.
- Whether 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.
- Whether the Board treats shareholders and stakeholders fairly where decisions of the board of directors may affect different shareholder/ stakeholder groups differently.
- Whether the Board regularly reviews the Business Responsibility Reporting / related corporate social responsibility initiatives of the entity and contribution to society, environment etc.

viii. Corporate culture and values:

- Whether the Board sets a corporate culture and the values by which executives throughout a group shall behave.

ix. Review of Board evaluation:

- Whether the Board monitors and reviews the Board evaluation. framework.

x. 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.

d) Board and management:

i. Evaluation of performance of the management and feedback:

- Whether the Board evaluates and monitors management, especially the CEO regularly and fairly and provides constructive feedback and strategic guidance.
- Whether the measures used are broad enough to monitor performance of the management.
- Whether the management's performance is benchmarked against industry peers.
- Whether remuneration of the management is in line with its performance and with industry peers.
- Whether remuneration of the Board and the management is aligned with the longer term interests of the entity and its shareholders.
- Whether the Board selects, compensates, monitors and, when necessary, replaces key managerial personnel based on such evaluation.
- Whether 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.

ii. **Independence of the management from the Board:** Whether the level of independence of the management from the Board is adequate.

iii. **Access of the management to the Board and Board access to the management:** Whether the Board and the management are able to actively access each other and exchange information.

iv. **Secretarial support:** Whether adequate secretarial and logistical support is available for conducting Board meetings.

v. **Fund availability:** Whether sufficient funds are made available to the Board for conducting its meeting effectively, seeking expert advice E.g. Legal, accounting, etc.

vi. **Succession plan:** Whether an appropriate and adequate succession plan is in place and is being reviewed and overseen regularly by the Board.

e) Professional development:

- Whether adequate induction and professional development programmes are made available to new and old directors.
- Whether continuing directors training is provided to ensure that the members of board of directors are kept up to date.

II. Committees of the Board

a) **Mandate and composition:** Whether the mandate, composition and working procedures of committees of the board of directors is clearly defined and disclosed.

- b) **Effectiveness of the Committee:** Whether 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:**
 - i. Whether the Committees have been structure properly and regular meetings are being held.
 - ii. In terms of discussions, agenda, etc. of the meetings, similar criteria may be laid down as specified above for the entire Board.
- d) **Independence of the Committee from the Board:** Whether adequate independence of the Committee is ensured from the Board.
- e) **Contribution to decisions of the Board:** Whether the Committee's recommendations contribute effectively to decisions of the Board.

III. Individual Directors and Chairperson (including Chairperson, CEO, Independent Directors, Non-independent directors, etc.)

a) General

- i. **Qualifications: Details of professional qualifications of the member.**
- ii. **Experience: Details of prior experience of the member, especially the experience relevant to the entity.**
- iii. **Knowledge and Competency:**
 - How the person fares across different competencies as identified for effective functioning of the entity and the Board.
 - Whether the person has sufficient understanding and knowledge of the entity and the sector in which it operates.
- iv. **Fulfilment of functions:**
 - Whether the person understands and fulfils the functions to him/her as assigned by the Board and the law (E.g., Law imposes certain obligations on independent directors).
- v. **Ability to function as a team:** Whether the person is able to function as an effective team-member.
- vi. **Initiative:** Whether the person actively takes initiative with respect to various areas.
- vii. **Availability and attendance:** Whether the person is available for meetings of the Board and attends the meeting regularly and timely, without delay.
- viii. **Commitment:** Whether the person is adequately committed to the Board and the entity.
- ix. **Contribution:** Whether the person contributed effectively to the entity and in the Board meetings.
- x. **Integrity:** Whether the person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.).

IV. Additional criteria for independent director:

- i. **Independence:** Whether person is independent from the entity and the other directors and there if no conflict of interest.
- ii. **Independent views and judgement:** Whether the person exercises his/ her own judgement and voices opinion freely.

V. Additional criteria for Chairperson:

- i. **Effectiveness of leadership and ability to steer the meetings:** Whether 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.
- ii. **Impartiality:** Whether the Chairperson is impartial in conducting discussions, seeking views and dealing with dissent, etc.
- iii. **Commitment:** Whether the Chairperson is sufficiently committed to the Board and its meetings.
- iv. **Ability to keep shareholders' interests in mind:** Whether the Chairperson is able to keep shareholders' interest in mind during discussions and decisions. Different criteria may be assigned different weights depending on the organisation's requirements, circumstances, outcome of previous assessments, stage of Board's maturity, etc. Instead of the questionnaire in a simple yes/no format, it is desirable that it provides scope for grading, additional comments, suggestions, etc.

4. Frequency of Board evaluation

There has to be a formal annual evaluation of Board of its own performance and that of its committees and individual directors.

The Company may undertake annual evaluation in accordance with financial year.

5. Important steps for evaluation process

- a) Evaluation process may commence each year (during last quarter) to evaluate the performance of concerned body or individual.
- b) Each director will be given a copy of the form for assessing the overall performance of Board/ Committees/Directors/ Chairperson/ Managing Director/ whole time director / Executive Director, as the case may be, sufficiently in advance.
- c) The forms will include set of questions and each question has to be tested on a rating mechanism for each evaluation, which may be analysed by the Nomination & Remuneration Committee.
- d) Nomination & Remuneration Committee should compile the feedback and comments in the evaluation forms and appropriately review the same.
- e) Thereafter the consolidated feedback and comments along with its recommendation be placed before the Board.

6. Review

This evaluation methodology may be reviewed once in a year by the Nomination and Remuneration Committee based on the recommendation of the Board and/ or to ensure compliance with regulatory requirements. The Policy may be amended by passing a resolution at a meeting of the Nomination and Remuneration Committee.

7. Disclosure

In accordance with the requirement under the Companies Act, 2013, Rules made thereunder and Listing Agreement, disclosures will be made in the Board Report regarding the manner in which the performance evaluation has been done by the Board of Directors of its own performance, performance of various Committees of Directors and individual Directors. The Company shall disclose the evaluation criteria in its Annual Report.

Apart from the disclosures in Board's report, follow up is critical for having the maximum impact. Once the evaluation is complete, the Directors should be encouraged to formally recognize the results and enable the follow up activities. This may include; communication to individual director about the feedback or the concerns preferable by the chairman and systematic changes can also be introduced which shall include director development programmes, better information flow to directors etc.

Annexure -1

Board Evaluation

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.

Scale	Performance
1	Outstanding
2	Exceeds Expectation
3	Meets Expectation
4	Needs improvement
5	Poor

Sl. No.	Question	Score
1	Structure of the Board:	
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.	
2	Meetings of the Board	
2.1	The meetings are being held on a regular basis.	
2.2	The frequency of such meetings is enough for the Board to undertake its duties properly.	
2.3	The logistics for the meeting is being handled properly -, venue, format, timing, etc.	

2.4	The agenda is circulated well before the meeting	
2.5	The agenda has all the relevant information to take decisions on the matter.	
2.6	The outstanding items of previous meetings are followed-up and taken up in subsequent agendas	
2.7	The time allotted for every item (especially substantive items) in the agenda of the meeting is sufficient for adequate discussions on the subject	
2.8	The Board is able to finish discussion and decision on all agenda items in the meetings.	
2.9	Adequate and timely inputs are taken from the Board members prior to setting of the agenda for the meeting.	
2.10	The agenda includes adequate information on Committee's activities.	
2.11	The Board discusses every issue comprehensively and depending on the importance of the subject	
2.12	The environment of the meeting induces free-flowing discussions, healthy debate and contribution by everyone without any fear or fervour	
2.13	The Board tends towards groupthink and critical and dissenting suggestions are welcomed	
2.14	The discussions generally add value to the decision making	
2.15	All members actively participate in the discussions	
2.16	Overall, the Board functions constructively as a team	
2.17	The minutes of the Board meeting are being recorded properly – clearly, completely, accurately and consistently	
2.18	The minutes of the Board are approved properly in accordance with set procedures	
2.19	The minutes of the Board are circulated to all the Board members	
2.20	Dissenting views are recorded in the minutes	
2.21	All the information pertaining to the meeting are disseminated to the members timely, frequently, accurately, regularly	
2.22	Board is adequately informed of material matters in between meetings	
3	Role and Responsibility of the Board & Strategy and Performance Evaluation	
3.1	Role and responsibilities of the Board: Whether the same are clearly documented E.g., Difference in roles of Chairman and CEO, Matters reserved for the Board, etc	

3.2	Significant time of the Board is being devoted to management of current and potential strategic issues	
3.3	Various scenario planning is used to evaluate strategic risks.	
3.4	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.	
4	Governance and Compliance	
4.1	Adequate time of the Board is being devoted to analyse 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 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.	
4.4	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	
5	Evaluation of Risks	
5.1	The Board undertakes a review of the high risk issues impacting the organization regularly.	
5.2	In assessment of risk, it is ensured that, while rightly encouraging positive thinking, these do not result in overoptimism that either leads to significant risks not being recognised or exposes the entity to excessive risk	
6	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.	
6.2	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.	
6.3	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.	
7	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	Whether 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.	
8	Corporate Culture and Values	
8.1	The Board sets a corporate culture and the values by which executives throughout a group shall behave.	
9	Review of Board Evaluation and Facilitation of Independent Directors	
9.1	The Board monitors and reviews the Board evaluation. framework.	
9.2	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.	
10	Board and Management	
10.1	The Board evaluates and monitors management, especially the CEO regularly and fairly and provides constructive feedback and strategic guidance.	
10.2	The measures used are broad enough to monitor performance of the management.	
10.3	The management's performance is benchmarked against industry peers.	
10.4	Remuneration of the management is in line with its performance and with industry peers.	
10.5	Remuneration of the Board and the management is aligned with the longer-term interests of the entity and its shareholders.	

10.6	The Board selects, compensates, monitors and, when necessary, replaces key managerial personnel based on such evaluation.	
10.7	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.	
10.8	The level of independence of the management from the Board is adequate.	
10.9	The Board and the management are able to actively access each other and exchange information.	
10.10	Adequate secretarial and logistical support is available for conducting Board meetings.	
10.11	Sufficient funds are made available to the Board for conducting its meeting effectively, seeking expert advice E.g. Legal, accounting, etc.	
10.12	An appropriate and adequate succession plan is in place and is being reviewed and overseen regularly by the Board.	
10.13	Adequate induction and professional development programmes are made available to new and old directors.	
10.14	Continuing directors training is provided to ensure that the members of board of directors are kept up to date.	

Annexure – 2

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.

Scale	Performance
1	Outstanding
2	Exceeds Expectation
3	Meets Expectation
4	Needs improvement
5	Poor

#	Parameters	Description	Score
1	Mandate and composition	The mandate, composition and working procedures of committees of the board of directors is 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 (For different Committees, different functions may be laid out as sub-criteria for evaluation).	
3	Structure of the Committee and meetings	The Committees have been structure properly and regular meetings are being held.	
		In terms of discussions, agenda, etc. of the meetings, similar criteria may be laid down as specified above for the entire Board.	
4	Independence of the Committee from the Board	Adequate independence of the Committee is ensured from the Board.	
5	Contribution to decisions of the Board	The Committee's recommendations contribute effectively to decisions of the Board.	

Annexure 3

Individual Director

While evaluating the performance of the Individual Director, 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.

Scale	Performance
1	Outstanding
2	Exceeds Expectation
3	Meets Expectation
4	Needs improvement
5	Poor

Sl. No.	Questions	Score
1	Qualification	
2	Experience	
3	Knowledge and Competency: a) The person fares across different competencies as identified for effective functioning of the entity and the Board. b) The person has sufficient understanding and knowledge of the entity and the sector in which it operates.	
4	The person understands and fulfils the functions to him/her as assigned by the Board and the law (E.g., Law imposes certain obligations on independent directors).	
5	The person is able to function as an effective team- member.	
6	The person actively takes initiative with respect to various areas.	
7	The person is available for meetings of the Board and attends the meeting regularly and timely, without delay.	
8	The person is adequately committed to the Board and the entity.	
9	The person contributed effectively to the entity and in the Board meetings.	
10	The person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.).	

Annexure – 4

Independent Director

While evaluating the performance of the Independent Director, 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.

Scale	Performance
1	Outstanding
2	Exceeds Expectation
3	Meets Expectation
4	Needs improvement
5	Poor

#	Questions	Score
1	Qualification	
2	Experience	
3	Knowledge and Competency: a) The person fares across different competencies as identified for effective functioning of the entity and the Board. b) The person has sufficient understanding and knowledge of the entity and the sector in which it operates.	
4	The person understands and fulfils the functions to him/her as assigned by the Board and the law (E.g., Law imposes certain obligations on independent directors).	
5	The person is able to function as an effective team- member.	
6	The person actively takes initiative with respect to various areas.	
7	The person is available for meetings of the Board and attends the meeting regularly and timely, without delay.	
8	The person is adequately committed to the Board and the entity.	
9	The person contributed effectively to the entity and in the	

	Board meetings.	
10	The person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.).	
11	The person is independent from the entity and the other directors and there if no conflict of interest.	
12	The person exercises his/ her own judgement and voices opinion freely.	

Annexure – 5

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..

Scale	Performance
1	Outstanding
2	Exceeds Expectation
3	Meets Expectation
4	Needs improvement
5	Poor

#	Questions	Score
1	Qualification	
2	Experience	
3	Knowledge and Competency: a) The person fares across different competencies as identified for effective functioning of the entity and the Board. b) The person has sufficient understanding and knowledge of the entity and the sector in which it operates.	
4	The person understands and fulfils the functions to him/her as assigned by the Board and the law (E.g., Law imposes certain obligations on independent directors).	
5	The person is able to function as an effective team- member.	
6	The person actively takes initiative with respect to various areas.	
7	The person is available for meetings of the Board and attends the meeting regularly and timely, without delay.	
8	The person is adequately committed to the Board and the entity.	

9	The person contributed effectively to the entity and in the Board meetings.	
10	The person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.).	
11	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.	
12	The person is impartial in conducting discussions, seeking views and dealing with dissent, etc.	
13	The person is sufficiently committed to the Board and its meetings.	
14	The person is able to keep shareholders' interest in mind during discussions and decisions.	