



PREMIER POLYFILM LIMITED

CRITERIA FOR PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS AND THE BOARD OF DIRECTORS

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INTRODUCTION

The Company conducts its operations under the directions of Board of Directors within the framework laid down by various statutes, more particularly by the Companies Act, 2013, SEBI Regulations, Memorandum and Articles of Association and Code of Conduct and policies formulated by the Company for its internal execution. The present policy for performance evaluation is being put into place in accordance with the provisions of Companies Act, 2013 and SEBI LODR on Board Evaluation. Such an evaluation procedure will provide a fine system of checks and balances on the performance of the directors and will ensure that they exercise their powers in a rational manner.

As required under SEBI LODR and Companies Act, 2013, the evaluation of the Board involves multiple levels:

- Board as a whole
- Committees of the Board

Individual Directors (including Managing Director, Independent Directors, Non-Independent Directors, etc.)

With an aim to maintain an energized, proactive and effective Board, the Board is committed to a continuing process of recommending and laying down the criteria to evaluate the performance of the entire Board of the Company.

OBJECT

The Board evaluation policy aims at:

- a. bring closer working relationship among Board members
- b. endorse those individual directors and the Board as a whole:
 - i. who works efficiently by using the time constructively to maximize the strength; and
 - ii. who works effectively as a governing body in achieving objectives and tackle any shortcomings.
- c. Facilitate the decision on levelling the composition of remuneration, for making it reasonable and sufficient, to attract, retain and motivate directors, with aim to sustain the required quality to run the company successfully

DEFINITIONS:

In this Policy, words and expressions shall have the meaning assigned to them below:

- i. "ACT" shall mean the Companies Act, 2013 and rules framed thereunder, notified by the Ministry of Corporate Affairs, Government of India, as amended from time to time;
- ii. "Board" shall mean the Board of Directors of the Company;
- iii. "Company" shall mean **PREMIER POLYFILM LIMITED**
- iv. "Directors" shall mean all the members of the Board of Directors of the Company, including the Independent Directors;

v. “Listing Regulations” shall mean The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

vi. “the Independent Director”: The Independent Director shall mean an Independent Director as defined under Section 2 (47) to be read with section 149 (6) of the Act, and as per Regulation 16(1) (b) of SEBI (LODR) Regulation, 2015.

vii. “the Policy” or “this Policy”: The policy or this Policy shall mean the Policy for Evaluation of performance of Board of Directors of the Company.

viii. “the Committee” or “this Committee”: The Committee or this Committee shall mean the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of Section 178 of Companies Act, 2013, and as per Regulation 19 of SEBI (LODR) Regulations, 2015.

EFFECTIVENESS OF THE BOARD

The overall effectiveness of the Board shall be measured on the basis of the ratings obtained by each Director and accordingly the Board shall decide the Appointments, Re-appointments and Removal of the non-performing Directors of the Company. For this reason, based on the fore stated criteria of evaluation the remuneration of the Directors and Key Managerial Personnel shall be determined and reviewed from time to time.

RESPONSIBILITY OF BOARD / INDEPENDENT DIRECTORS

It shall be the duty of the Board, who shall be supported by the Management to organize the evaluation process and accordingly conclude the steps required to be taken. The evaluation process will be used effectiveness, to maximize their strength and to tackle their shortcomings.

In conformity with the requirement of the Act, the performance evaluation of all the directors shall be done by the entire Board of Directors, excluding the director being evaluated. Independent Directors are duty bound to evaluate the performance of non - Independent Directors and Board as a whole.

The independent directors of the Company shall hold at least one meeting in a year to review the performance of the non- Independent Directors, performance of Managing Director of the Company and Board as a whole, taking into account the views of executive directors and non-executive directors.

EVALUATION FACTORS FOR COMMITTEES AND BOARD AS A WHOLE

The Board shall carry out the annual evaluation process of its own performance and that of its Committees and individual Directors (excluding the Director being evaluated). The performance evaluation of Non-executive Directors could be done by a peer group comprising the entire Board of Directors, excluding the Director being evaluated. Individual Board members will be assessed on their effective contribution and commitment to their role and responsibilities as Directors. Individual evaluation should aim to show whether each Director continues to contribute effectively and demonstrate commitment to the role (including commitment of time for Board and Committee meetings and other duties). The Chairman should act on the results of the performance evaluation by recognizing the strengths and weaknesses of the Board and, where appropriate, proposing new members be appointed to the Board or seeking the resignation of Directors.

The Board performance evaluation is designed to:

- a. review the role of the Board and individual Directors;
- b. annually assess how well Directors are discharging their responsibilities; collectively by assessing the Board’s effectiveness; and individually by assessing the quality of a Director’s contribution to general discussions, business proposals and governance responsibilities;

- c. regularly evaluate the Directors' confidence in the integrity of the Company, the quality of the discussions at Board meetings, the credibility of the reports and information they receive, the level of interpersonal cohesion between Board members and the degree of Board knowledge; and
- d. enable Board members, individually and collectively, to develop the key skills required to meet foreseeable requirements with timely preparation, agreed strategies and appropriate development goals.

The Board has overall responsibility for the evaluation of its own performance and that of its committees and its members. It also has overall responsibility for the performance of management.

MECHANISM FOR PERFORMANCE EVALUATION OF THE BOARD

- i. The Nomination and Remuneration Committee shall specify the manner for effective evaluation of performance of Board, its Committees and individual Directors to be carried out either by the Board or by an independent external agency and review its implementation and compliance
- ii. Performance should be assessed quantitatively (and qualitatively, as appropriate) against various criteria, strategic plans and the role/position description.
- iii. The Chairperson of the Company will collate the input and provide an overview report for discussion by the Board.
- iv. The Board should evaluate its effectiveness in use of time, whether Board allowed sufficient opportunity to adequately assess management performance, Board's ability to keep abreast of developments in the wider environment, adequacy of meeting frequency and duration.
- v. The Board should consider working relationship between Chairman and Managing/Executive Directors, segregation of duties between Board and management, ability of Directors to express views to each other and to management in a constructive manner, adequacy of Board discussions and management of divergent views.
- vi. The Board as a whole will discuss and analyse its own performance during the year including suggestions for change or improvement, as well as any skills, education, training or development required over the forthcoming year and adequacy of procedures dealing with inadequate performance by a Board member.

MECHANISM FOR PERFORMANCE EVALUATION OF THE CHAIRMAN OF THE BOARD

The Independent Directors, should be responsible for performance evaluation of the Chairman taking into account the views of the Managing Director/Executive Directors.

The performance of the Chairman shall be evaluated, amongst other things, on the basis of contribution and effectiveness in corporate governance, leadership through vision and values, strategic thinking and decision making, commercial and business acumen, teamwork, contribution to resolution of divergent views, proactive participation, time commitment, interaction with management and relationships and communications with shareholders.

MECHANISM FOR EVALUATION OF INDIVIDUAL DIRECTORS

The performance evaluation of individual directors could be done by a peer group comprising the entire Board of Directors, excluding the director being evaluated; and peer group evaluation could be the mechanism to determine whether to extend / continue the terms of appointment of Directors.

The performance of individual Directors shall be evaluated, amongst other things, on the basis of contribution and effectiveness in corporate governance, leadership through vision and values, strategic thinking and decision making, commercial and business acumen, teamwork, contribution to resolution

of divergent views, proactive participation and time commitment. The performance of the individual Director will also be assessed on how well he handles situation of direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company, avoids undue gain or advantage either to himself or to his relatives, partners, or associates.

PROCESS FOR EVALUATION OF INDEPENDENT DIRECTORS

The evaluation of independent directors shall be done by the entire Board of Directors which shall include:

- (a) performance of the directors; and
- (b) fulfillment of the independence criteria as specified in these regulations and their independence from the management:

Provided that in the above evaluation, the directors who are subject to evaluation shall not participate.

Criteria for assessment of NEIDs shall be based on the Guidance Note on Board Evaluations issued by SEBI and any other authority as may be applicable from time to time. Independent directors have key roles, namely, governance, control guiding strategy, statutory compliances and such other key points which could be of importance to the Company. Some of the performance indicators on which the Independent Directors evaluated are:

- o Ability to contribute to and monitor the Company's corporate governance practices.
- o Ability to contribute by introducing international best practices to address top management issues. o Active participation in long term strategic planning.
- o Commitment to the fulfilment of duties and fiduciary responsibilities as enshrined in various statutes and charter of Committees.
- o Upholding of ethical standards of integrity and probity.
- o Not allowing any extraneous considerations that will vitiate his/her exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making. o Refraining from any action that would lead to loss of his/her independence.
- o Striving to attend all meetings of the Board of Directors and Board Committees of which he/she is a member and general meetings of the Company. o Not disclosing confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

MECHANISM FOR PERFORMANCE EVALUATION OF MANAGING DIRECTOR AND EXECUTIVE DIRECTORS

This policy is to ensure that the Managing Director and Executive Directors execute the Company's strategy through the efficient and effective implementation of the business objectives. In order to accomplish this:

- i. Each year the Board reviews the Company's strategy.
- ii. Following such a review the Board sets the organisation performance objectives based on qualitative and quantitative measures.
- iii. These objectives are reviewed periodically to ensure they remain consistent with the Company's priorities and the changing nature of the Company's business.
- iv. These objectives form part of the performance targets for the Managing Director and Executive Directors.

- v. Performance against these objectives is reviewed annually by the Chairman together with the Chairperson of the Nomination and Remuneration Committee, and the results are reviewed by the Board and are reflected in the Managing Director and Executive Directors' remuneration review.
- vi. The Managing Director is responsible for assessing the performance of the Executive Directors and a report is provided to the NRC for review.

MECHANISM FOR PERFORMANCE EVALUATION OF COMMITTEES OF THE BOARD

This policy is to ensure Committees to which the Board has delegated responsibilities are performing efficiently and effectively in accordance with the duties and responsibilities set out in their charter.

Each year the Board will undertake the following activities :

- The Board will review the necessity of establishing any Committees and delegating certain of its responsibilities to the Committee.
- The Board will review the Committees achievements during the year based on their duties.
- The Board will review the charters of the Committees once per year to ensure that they are up to date.

REVIEW

The Nomination and Remuneration Committee may amend the Policy, if required, to ascertain its appropriateness as per the needs of the Company. The Policy may be amended by passing a resolution in a meeting of the Committee.

DISCLOSURE

In accordance with the requirement under the Companies Act, 2013, Rules framed thereunder and SEBI (LODR) Regulations, 2015, 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. The Policy will be available in the public domain i.e. on the website of the Company i.e. www.premierpoly.com