

POLICY FOR
EVALUATION
OF PERFORMANCE
OF THE BOARD OF
DIRECTORS

A. INTRODUCTION

This Policy has been formulated to comply with various provisions under the Companies Act, 2013, the SEBI Listing Regulations and the formal annual evaluation made by the Board of its own performance (self-appraisals) and that of its Committees and individual Directors as mentioned under the clause (p) of subsection (3) of Section 134 of the Companies Act. The Nomination & Remuneration Committee shall evaluate the performance of each Director as per sub-section (2) of Section 178 of the Act and based on the functions of the Independent Directors as indicated under Schedule IV (as per section 149) annexed to the Act and the rules made thereunder.

Ekennis Software Service Limited (hereinafter referred to as “**the Company**”) believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour, in accordance with the Company’s Code of Conduct, policy for its Board of Directors and senior management personnel.

B. APPLICABILITY

This Policy applies to the Board of Directors of Ekennis Software Service Limited.

The Policy shall become effective from March 27, 2022.

C. DEFINITIONS

- a. **Companies Act** means the Companies Act, 2013, as amended from time to time and the rules made thereunder.
- b. **Company** means Ekennis Software Service Limited.
- c. **Director** or **Board** means the Director or the Board, in relation to the Company, and deemed to include the collective body of the Board of Directors of the Company including the chairman of the Company.
- d. **Independent Director** shall mean an Independent Director as defined under section 2 (47) to be read with section 149 (6) of the Act.
- e. **Policy** shall mean this Policy for evaluation of performance of the Board of the Company.
- f. **Committee** shall mean the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of Section 178 of the Act.
- g. **SEBI Listing Regulations** means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

D. OBJECTIVE

The Board is ultimately responsible for the sound and prudential management of the Company.

Performance evaluation is the process of both formally and informally providing feedback about an individual’s implementation of his / her responsibilities. The Object of this policy is to formulate procedures and also to prescribe and lay down the criteria to evaluate the performance of the entire Board of the Company.

E. PROCESS FOR EVALUATION

The Committee has laid down the criteria of Evaluation and rating of Performance of every Directors which is mentioned in **Annexure -A , Annexure- B , Annexure- C** of this Policy.

F. EFFECTIVENESS OF THE BOARD

Based on the ratings received to each Director, the committee shall decide the overall effectiveness of the Board and on the basis of same they shall provide there recommendation to the Board. Accordingly the Board shall decide the Appointments, Re-appointments and Removal of the non-performing Directors of the Company.

G. SEPARATE MEETING FOR EVALUATION OF PERFORMANCE OF THE BOARD MEMBERS

Evaluation of the Directors of the Company shall be carried out by entire Board excluding the Director being evaluated. The meeting for the purpose of evaluation of performance of Board Members shall be held at least once in a year and the Company shall disclose the criteria laid down by the Nomination and Remuneration Committee for performance evaluation on its website for the reference and also in the Annual Report of the Company.

H. CRITERIA FOR EVALUATION OF PERFORMANCE

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of the :-

Board/Committee Evaluation specified in **Annexure – A**

Evaluation Criteria for Independent Directors (ID) specified in **Annexure – B**

Individual Peer Review specified in **Annexure – C**

I. AMENDMENTS

The Board of Directors may subject to the applicable laws amend any provision or substitute any of the provision with the new provision or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

Annexure-A

BOARD/COMMITTEE EVALUATION {By all directors}: -

(Please give one tick (✓) against each item in the relevant column)

Name of Director : _____

(Please give your rating as per following Criteria)

Rating Criteria: For each of the criteria, rating number ranges between 1 and 5 as follows: -

- **01** - indicating minimum positive.
- **05** - indicating maximum positive.
- **00** - indicating where the particular criterion is not applicable or Director does not have enough knowledge or information.

S. No.	Particulars/Criteria	00	01	02	03	04	05	Remarks (If any)
1.	Whether Board / Committee have diversity of experiences, backgrounds & appropriate composition?							
2.	Whether Board / Committee monitor compliance with corporate governance, laws, regulations and guidelines?							
3.	Whether Board / Committee demonstrate integrity, credibility, trustworthiness, an ability to handle conflict constructively, and the willingness to address issues proactively?							
4.	Whether Board / Committee dedicate appropriate time and resources needed to execute their responsibilities?							
5.	Whether Agenda and related information are circulated in advance of Board / Committee meetings to allow Directors sufficient time to study and understand the information?							
6.	Whether written materials provided to Board / Committee members are relevant and concise?							

7.	Whether the Chairman encourages inputs on agenda of Board / Committee meetings from their members, management, the internal auditors, and the independent auditor?							
8.	Whether meetings of Board / Committee are conducted effectively, with sufficient time spent on significant matters?							
9.	How well does management respond to request from the Board/ Committee for clarification or additional information?							
10.	Whether proper minutes are maintained of each meeting of Board / Committee?							
11.	Whether Board / Committee meetings are held with enough frequency to fulfil the Board's /Committee's duties?							
12.	Whether Board / Committee {as required} consider the quality and appropriateness of financial/ accounting and reporting, including the transparency of disclosures?							
13.	Whether Board / Committee consider the statutory audit plan and provide recommendations?							
14.	Whether Board / Committee ensure that management takes action to achieve resolution when there are repeat comments from statutory auditors?							

15.	Whether adjustments to the financial statements that resulted from the statutory audit are reviewed by the Audit Committee, regardless of whether they were recorded by management?							
16.	Whether Board / Committee oversee the role of the statutory auditors and have an effective process to evaluate the auditor's qualifications and performance?							
17.	Whether Board / Committee review the audit fees paid to the statutory auditors?							
18.	Whether Board/ Committee consider internal audit reports, management's responses, and steps toward improvement?							
19.	Whether Board/ Committee oversee the process and are notified of communications received from governmental or regulatory agencies related to alleged violations or areas of non-compliance?							
20.	Whether the contributions of the Board/ Committee to ensuring robust and effective risk management are adequate?							

Date:

Place:

(Signature of Director)

(For Office use only)

Average		
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Annexure- B

EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS (ID)

Name of Director : _____

(Please give your rating as per following Criteria)

Rating Criteria: For each of the criteria, rating number ranges between 1 and 5 as follows: -

- 01-indicating minimum positive.
- 05-indicating maximum positive.
- 00-indicating where the particular criterion is not applicable or Director does not have enough knowledge or information.

S. No.	Particulars/Criteria	Ms. Uma Chidambaram Krishnan	Ms. Urvashi Upadhyay	Ms. Shilpi Sharma
1.	Whether ID upholds ethical standards of integrity and probity?			
2.	Whether ID acts objectively and constructively while exercising their duties?			
3.	Whether ID exercises his/her responsibilities in a bona fide manner in the interest of the Company?			
4.	Whether ID devotes sufficient time and attention to his/her professional obligations for informed and balanced decision making?			
5.	Whether ID not allow 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?			

6.	Whether ID does not abuse his/her positions to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person?			
7.	Whether ID refrains from any action that would lead to loss of his/her independence?			
8.	Where circumstances arise which make an independent director lose his/her independence, whether the independent director has immediately informed the Board accordingly?			
9.	Whether ID assists the Company in implementing the best corporate governance practices?			
10.	Whether ID helps in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct?			
11.	Whether ID brings an objective view in the evaluation of the performance of Board and management?			
12.	Whether ID scrutinises the performance of management in meeting agreed goals and objectives and monitor the reporting of performance?			
13.	Whether ID satisfies himself/herself on the integrity of financial information and that financial control and the systems of risk management are robust and defensible?			
14.	Whether ID has taken actions to safeguard the interests of all stakeholders, particularly the minority shareholders?			
15.	Whether IDs balances the conflicting interest of the stakeholders?			
16.	Whether ID during the Board/ Committee meetings along with other members determines appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management?			

17.	Whether ID moderates and arbitrates in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest?			
18.	Whether ID undertakes appropriate induction and regularly update and refresh his/her skills, knowledge and familiarity with the Company?			
19.	Whether ID seeks appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts?			
20.	Whether IDs strive to attend all meetings of the Board of Directors and of the Committees of which he/she is a member?			
21.	Whether ID participates constructively and actively in the Committees of the Board in which he/she is chairperson or member?			
22.	Whether ID strives to attend the general meetings of the Company?			
23.	Where ID has concerns about the running of the Company or a proposed action, whether he/she ensures that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting?			
24.	Whether ID does not unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board?			
25.	Whether ID gives sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure himself/herself that the same are in the interest of the Company?			
26.	Whether ID ascertains and ensures that the Company has an adequate and functional vigil mechanism and also ensures that the interests of a person who uses such mechanism are not prejudicially affected on account of such use?			
27.	Whether ID reports concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct?			

28.	Whether ID acts within his/her authority, assist in protecting the legitimate interests of the Company, shareholders and its employees?			
29.	Whether ID does not disclose 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?			

Date:

Place:

(Signature of Director)

(For Office use only)

Average			
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Annexure-C

INDIVIDUAL PEER REVIEW {By all directors}

Name of Director : _____

(Please give your rating as per following Criteria)

Rating Criteria: For each of the criteria, rating number ranges between 1 and 5 as follows: -

- 01-indicating minimum positive.
- 05-indicating maximum positive.
- 00-indicating where the particular criterion is not applicable or Director does not have enough knowledge or information.

S. No	Particulars/Criteria	Ms. Manisha Sharma	Ms. Ruchita Joshi	Ms. Uma Chidambaram Krishnan	Ms. Urvashi Upadhyay	Ms. Shilpi Sharma
1.	Whether the Directors uphold ethical standards of honesty and virtue?					
2.	Whether the Directors have appropriate qualifications to meet the objectives of the Company?					
3.	Whether they have financial/accounting or business literacy/skills?					
4.	How actively and successfully do they refresh their knowledge and skill & are they up-to-date with the latest developments in areas such as the corporate governance framework and financial reporting and in the automotive industry and market conditions?					
5.	How well prepared and well informed are they for Board/Committee meetings?					
6.	Do they show willingness to spend time and effort learning about the Company and its business?					
7.	Is the attendance of Directors at Board /Committee meetings satisfactory?					
8.	Do they actively participate in the Board /Committee meetings?					
9.	Can they present their views convincingly, yet diplomatically?					

10.	Do they listen to the views of others?					
11.	How cordial are their relationships with other Board/Committee members and Senior Management?					
12.	What have been the quality and value of Director's contributions at Board/Committee meetings?					
13.	What has been their contribution to the development of strategy and risk management and how successfully they have brought their knowledge and experience to bear in the consideration of these areas?					
14.	Where necessary, how resolute are they in holding to their views and resisting pressure from others?					
15.	How effectively have they followed up matters about which they have expressed concern?					
16.	How well do they communicate with other Board/Committee members, senior management and others?					

Date:

Place:

(Signature of Director)

(For Office use only)

Average					
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