

# **GRADIENTE INFOTAINMENT LIMITED**

## **Policy on Evaluation of Performance of Directors and the Board**

### 1. Objective

This policy aims to:

- (i) Ensure compliance of the applicable provisions of the Companies Act, 2013 (the Act) and the Listing Regulations (as amended or re-enacted from time to time) relating to the evaluation of performance of the Directors and the Board.
- (ii) Adopt best practices to manage the affairs of the Company in seamless manner.
- (iii) Achieve good corporate governance as well as sustained long-term value creation for stakeholders.

### 2. Evaluation

- (i) The Nomination & Remuneration Committee (NRC) shall carry out the evaluation of performance of every director. The evaluation of the performance of the Independent Directors shall also be carried out by the entire Board of Directors excluding the Director who is being evaluated. Evaluation performance shall be carried out at least once in a year.
- (ii) While evaluating the performance of Non-Executive Directors, the following parameters shall be considered:
  - a) Attendance at meetings of the Board and Committees;
  - b) Participation in Board Meetings or committees thereof;
  - c) Contribution to strategic decision making;
  - d) Review of financial statements, business performance;
  - e) Contribution to the enhancement of the Board image of the Company.
- (iii) The Company shall provide suitable technical or business-related training to the Non-executive Directors including independent directors. Any other training shall be provided based on the necessity.

The evaluation of the Directors and the Board shall be carried out based on the questionnaire and feedback form which forms part as annexure to the policy.

Annexure to the policy of performance evaluation:

**GRADIENTE INFOTAINMENT LIMITED- Board Member Evaluation**

Name of the Feedback Recipient:

| S.No | Criteria of evaluation  | Rating | Remarks |
|------|---|--------|---------|
| 1.   | Knowledge to perform the role   |        |         |
|      | <ul style="list-style-type: none"> <li>a) Demonstrates knowledge of the sector in which the company operates</li> <li>b) Has knowledge and familiarity with the business of the Company, plantsetc.</li> <li>c) Has an understanding of the key risks facing by the Company.</li> <li>d) Has kept himself/herself abreast through familiarization program.</li> <li>e) Has an understanding of the key policies of the Company.</li> <li>f) Is aware of the key information furnished by the Company to the StockExchanges.</li> </ul>  |        |         |
| 2.   | Time and level of participation   |        |         |
|      | <ul style="list-style-type: none"> <li>a) Has attended meetings of the board and board committees where he/she is a member</li> <li>b) Has attended the general meetings of the company including Annual General Meeting.</li> <li>c) Has participated as part of the Board/committee meeting on performance of the Company.</li> <li>d) Has participated audit committee meetings and participated in discussions to understand the financials.</li> <li>e) Have had discussions with the management at various meetings to understand the internal financial controls.</li> </ul>   |        |         |
| 3.   | Performance of Duties and Level of oversight  |        |         |
|      | <ul style="list-style-type: none"> <li>a) Has reviewed levels of remunerations and terms of appointment of executive directors, Key Management Personnel and Senior Management.</li> <li>b) Has reviewed levels of remunerations and terms of appointment of Statutory Auditors, including independence compliance.</li> <li>c) Has ensured that concerns raised are addressed by the Board.</li> <li>d) Has reviewed the Related Party Transactions and ensured that they are in the interest of the Company.</li> <li>e) Has participated constructively and objectively in all meetings of the Board or the Committees of the Board where he is a member.</li> <li>f) Has evaluated all significant complaints and whistle blower information received by the Company.</li> <li>c) Has reviewed the Annual Report of the Company.</li> </ul> |        |         |

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|----|---|--|--|
| 4. | Professional Conduct and Independence   |  |  |
|    | <ul style="list-style-type: none"> <li>a) Has complied with the code of conduct of the Company.</li> <li>b) Has complied with the code of fair disclosure and Insider Trading of the Company.</li> <li>c) Has maintained confidentiality of all information obtained in the capacity of an Independent Director.</li> <li>d) Has provided timely declaration to the company as required under section 149(6) of the Companies Act, 2013.</li> <li>e) Has intimated the Company immediately if there are any issues relating to independence.</li> </ul> |  |  |

**Performance Evaluation of Board:**

Gradiente Infotainment Limited believes in value for its shareholders through ethical processes & integrity. The Board plays a very important role in ensuring that the company performance is monitored and timely inputs are given to enhance its performance and set the right direction of profitable growth fully complying with relevant regulations. As a Board member request you to rate your experience on the following (1 being the lowest and 5 being the highest).

| <b>Board Responsibility</b>                      | <b>Question</b>   | <b>Rating</b> | <b>Remarks</b> |
|--|---|---------------|----------------|
| <b>Strategy</b>                                  | Board effectively provides strategic direction to the Company   |               |                |
| <b>Performance Management</b>                    | Board provides effective direction on key decisions impacting the performance of the Company<br><br>Board effectively reviews the financial performance of the Company and suggests corrective measures.  |               |                |
| <b>Execution, Investment and M &amp; A</b>       | Board advises on business investments and M&A's to benefit company growth and profitability.  |               |                |
| <b>Organization health and talent management</b> | The Board effectively mentors the senior members of the company besides monitoring the succession plans.  |               |                |
| <b>Risk management</b>                           | Board effectively reviews the risk management framework in the Company and provides appropriate direction for corrective actions wherever necessary.  |               |                |
| <b>Core governance &amp; compliance</b>          | Board strives towards adapting best practices in governance while also fully complying with the laws.   |               |                |
| <b>Support to the Board</b>                      | The process for setting the Board agenda is transparent, realistic to the current needs and meeting material is shared well in time.<br>The frequency and duration of meetings are adequate to ensure a proper discharge of all the responsibilities. |               |                |
| <b>Overall</b>                                   | Overall board meeting is held in open and objective manner where there is adequate opportunity for members to share their views.  |               |                |