

**KNR TIRUMALA INFRA PRIVATE LIMITED**

**KTIPL BOARD AND INDEPENDENT DIRECTOR EVALUATION  
POLICY**

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## 1. INTRODUCTION

KNR Tirumala Infra Private Limited (“**KTIPL**” / “**the Company**”) believes in sustaining sound governance by establishing and following best practices. As top management of the Company oversee the performance of every department, the Board of Directors (“**Board**”) of the Company manages the functioning of top management to meet business, customers and market needs. Practice of Board evaluation on annual basis is an opportunity to benchmark & progress and complies with the provisions of the Companies Act, 2013 (“**Companies Act**”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”).

## 2. PURPOSE

The Board Evaluation Policy aims to:

- bring closer working relationship among Board members
- endorse that individual director and the Board as a whole:
  - ✓ work efficiently in using the Board’s time constructively to maximize the strength
  - ✓ work effectively as a governing body in achieving Company’s objectives and tackle any shortcomings
- 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.

## 3. RESPONSIBILITY ON EVALUATION

<b>RESPONSIBLE</b>	<b>RESPONSIBILITY</b>
Chairman of the Board	Initiating Annual Evaluation Process
Nomination and Remuneration Committee (“ <b>NRC</b> ”)	Organizing the Board evaluation process and accordingly conclude the steps required to be taken.
Board	Reviewing various strategies of the Company and accordingly set the performance objectives for directors, consistent with the varying nature and requirements of Company’s business.
	Discussing and analyzing the Board’s and own performance during the year together with suggestions for improvement thereon, pursuant to the performance objectives.

	The performance evaluation of all the independent directors.
Independent Directors	Performance evaluation of non - independent directors and Board as a whole
	Reviewing performance of the chairperson, taking into account the views of executive directors and non-executive directors.

#### 4. ELEMENTS OF EVALUATION

4.1. Annually, the Chairperson shall initiate the process of evaluation.

4.2. At the Board's discretion the evaluation shall be coordinated by:

4.2.1. a person designated by the Board alone; or

4.2.2. a person designated by the Board with staff assistance; or

4.2.3. an appointed external consultant

4.3. The evaluation shall consist of four (4) parts:

4.3.1. Overall Board Evaluation

4.3.2. Committee Evaluation

4.3.3. Directors' Evaluation by the NRC

4.3.4. Independent Director Evaluation

4.4. Evaluation rating criteria that shall be followed by each member while completing the form is, as mentioned herein below.

Rating Scale	Performance
3	Surpasses Expectations
2	Meet Expectations
1	Below Expectations

4.5. Results will be analysed, tabulated and presented in a summary report with composite scoring, prior to the scheduled meeting by the identified evaluation coordinator.

4.6. The individually completed forms will also be preserved and presented to the Board and NRC for evaluation.

4.7. The Board will discuss areas that are working well, and those that need attention.

**4.8.** The Board will decide on requirement of changes if any for improvement of governance practice, strategic initiatives and policies be taken.

**4.9.** Personnel and/or the governance consultant along with the Board or Board designee shall facilitate the implementation of identified changes.

## **5. REVIEW & MODIFICATION OF EVALUATION**

**5.1.** The evaluation process, criteria and tools used shall be reviewed by the NRC on need basis.

**5.2.** The Committee may periodically seek independent external advice in relation to the process.

**5.3.** The Committee may amend the Policy, if required, by passing a resolution at an NRC meeting, after ascertaining its relevance on the basis of the Company's needs.

**5.4.** If/when changes are brought into, it is the Committee's responsibility to assure that this policy document is updated.

## **6. DISCLOSURE**

**6.1.** The Company shall disclose details of its Board Evaluation process in its Board's Report.

**6.2.** The key features of this Policy would be included in the corporate governance statement contained in the Annual Report of the Company.

**6.3.** The Board's report containing such statement shall be made available to shareholders at the general meeting of the Company.

**6.4.** The Policy shall be available in the public domain i.e. on the website of the Company.