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POLICY FOR PERFORMANCE EVALUATION OF BOARD OF DIRECTORS

MATANGI RUBBER LTD.

POLICY FOR PERFORMANCE EVALUATION OF BOARD OF DIRECTORS

Under section 178(2) of the Companies Act, 2013 read with Regulation 17(10) of SEBI (LODR) regulations, 2015

1. TITLE

This policy shall be called the "Policy for performance evaluation of board of Directors"

2. PREAMBLE

Section 178(2) of the Companies Act, 2013 provides the Nomination and Remuneration Committee shall specify the manner for effective evaluation of performance of Board, its committees and individual Directors and review its implementation and Compliance. It may be carried out either by the Board, or by the Nomination and Remuneration Committee or by an independent external agency. Part VII of the schedule IV requires the independent Directors to review the performance of non-independent Directors and the Board as a whole; and review the performance of the Chairperson of the company, taking into account the views executive Directors and non-executive Directors. Regulation 17(10) of SEBI (LODR) regulations, 2015 requires the independent Directors to be evaluated by the entire Board of Directors excluding the Directors who are subject to evaluation.

Section 134(3)(p) of the Companies Act, 2013 requires Directors Report to state the manner in which formal annual evaluation of the performance of the Board, its Committees and of individual Directors has been made.

3. DEFINITIONS

For the purpose of this Policy for performance evaluation of board of Directors, thefollowing terms shall have the meanings assigned to them hereunder:

a) **"Board"** means the board of Directors of the Company;
b) **"Policy for performance evaluation of Board of Directors"** means this policy,as amended from time to time;
c) **"Committee"** means the nomination and remuneration committee of the Board;
d) **"Companies Act"** means the Companies Act, 2013, read with the rulesthereunder, as amended;
e) **"Director"** means a member of the Board; and
f) **"Company"** means Earkart Limited.

Words and expressions used and not defined in this Policy shall have the meaning ascribed to them in the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996, as amended, or the Companies Act and rules and regulations made thereunder.

4. EVALUATION MECHANISM

a. The Board or Committee shall carry out the evaluation of performance of everyDirector on an annual basis.

The evaluation of the Board involves:

1. Board as a whole
2. Committees of the Board; and
3. Individual Directors (including Chairperson, Independent Directors, Non-independent Directors, etc.)

b. The evaluation of performance of Independent Director shall be done by the entireBoard of Directors which shall include:

1. Performance of the Directors; and
2. Fulfillment of the independence criteria as specified in these regulations and their independence from the management

The Directors who are subject to evaluation shall not participate

5. CRITERIA FOR EVALUATION OF THE BOARD

(Refer SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated January 5,2017)

Rating scale 1 to 5

(1-Excellent, 4- Very Good, 3- Good,2- Average ,1- Poor)

I. BOARD AS A WHOLE

Assessment criteria be considered in the performance evaluation of the entireBoard

Sr. No.	Assessment Criteria	Rating
1.	**Competency of Directors**: (-Whether Board as a whole has Directors with a proper mix of competencies to conduct its affairs effectively.	
2.	**Experience of Directors**: Whether Board as a whole has Directors with enough experience to conduct its affairs effectively.	
3	**Mix of qualifications**: Whether Board as a whole has Directors with a proper mix of qualifications to conduct its affairs effectively.	
4	**Diversity in Board under various parameters:** Gender/background/ competence/experience, etc. - Whether there is sufficient diversity in the Board on the aforesaid parameters	
5	**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	
6	**Regularity of meetings:** Whether meetings are being held on a regular basis, and the minutes are timely circulated to all Board members	
7	**Agenda**: Whether agenda of meetings to Directors meets expectations in terms of length, level of details sufficient for the Board to take decision. Whether Board members come prepared to meetings and discuss the matter at length in the best interest of the Company and address issues that might present a conflict of interest	
8.	**Discussions and dissent**: Whether the Board discusses every issue comprehensively and depending on the importance of the subject	
9	**Recording of minutes:** Whether the minutes are being recorded properly, circulated to all the Board members and dissenting views arerecorded in the minutes	
10	**Strategy and performance evaluation:** Whether significant time of the Board is being devoted to management of current and potential strategic issues	
11	**Governance and compliance:** Whether adequate time of the Board is being devoted to analyzing and examine governance and	

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	complianceissues	
12	**Evaluation of Risks:** Whether Board undertakes a review of the high-risk issues impacting the organization regularly.	
13	**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.	
14	**Review of Board evaluation:** Whether the Board monitors and reviews the Board evaluation framework	
15	**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.	

II. COMMITTEES OF THE BOARD

Assessment criteria be considered be considered in the performance evaluation of theCommittees of the Board:

Sr. No.	Assessment Criteria	
1.	Whether the mandate, composition and working procedures is clearly defined and disclosed and as per the provisions of the applicable law(s)?	
2.	Whether the Committee has fulfilled its functions as assigned by the Board and laws as may be applicable?	
3.	Are sufficient numbers of meetings, of appropriate length, being held to enable proper consideration of agenda?	
4.	The information provided to members prior to meetings meets expectations in terms of length and level of detail and members come prepared to meetings and ask appropriate questions of management and address issues that might present a conflict of interest.	
5.	Whether the Committee's recommendations contribute effectively to the decisions of the Board?	
6.	Whether adequate independence of the Committee is ensured from the Board	

III. INDIVIDUAL DIRECTORS AND CHAIRMAN NON-EXECUTIVE DIRECTORS:

Assessment criteria be considered to be considered in a performance evaluation of the Non-Executive Directors:

Sr. No.	Assessment Criteria	
1.	Attendance at meetings of the Board and Committees,	
2.	Participation at the Board Meeting and Committee Meetings,	
3.	Leadership initiative like innovative ideas and planning towards growth of the Company and steps initiated towards Branding of the Company.	
4.	Adherence to ethical standards and Code of Conduct of Company.	
5.	Compliance with policies, Reporting of frauds, violation etc. and disclosure of interest.	
6.	Contribution towards growth of the Company including actual vis-à-vis budgeted performance.	
7.	Interpersonal relations with other Directors and management. And sufficient understanding and knowledge of the entity and thesector in which it operates	

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8.	Safeguarding of confidential information.	
9.	Whether he keeps himself updated in the relevant areas such as corporate governance framework and the industry and marketscenario?	

INDEPENDENT DIRECTORS:

Assessment criteria be considered to be considered in a performance evaluation of theIndependent Directors:

Sr. No.	Assessment Criteria	
1.	Attendance at meetings of the Board and Committees,	
2.	Participation at the Board Meeting and Committee Meetings.	
3.	Understanding of the Company and the external environment inwhich it operates and contribution to strategic direction and governance, regulatory, financial, fiduciary and ethical requirements of the Board / Committee.	
4.	Adherence to ethical standards and Code of Conduct of Companyand disclosure of non – independence, as and when it exists and disclosure of interest.	
5.	Raising of valid concerns to the Board and constructive contribution to resolution of issues at meetings.	
6.	Contribution towards growth of the Company including actual vis- a-vis budgeted performance and positive inputs into development of strategy, better governance practices and to risk management of the Company	
7.	Interpersonal relations with other Directors and management.	
8.	Objective evaluation of Board's performance, rendering independent, unbiased opinion.	
9.	Safeguarding of confidential information.	
10.	Contribution to the enhancement of brand image of the Company.	

CHAIRMAN:

Assessment criteria be considered to be considered in a performance evaluationChairman

Sr. No.	Assessment Criteria	
1.	Attendance at meetings of the Board and Committees,	
2.	Participation at the Board Meeting and Committee Meetings,	
3.	Whether the Chairman possess quality of leadership, coordination and steering skills, etc. and displays efficient leadership, is open minded, decisive, courteous, displays professionalism, able to coordinate the discussions etc. and is overall able to steer the meeting effectively.	
4.	Whether the Chairman is sufficiently committed to the Board and its meetings.	
5.	Adherence to ethical standards and Code of Conduct of Company.	
6.	Whether the Chairman is impartial in conducting discussions, seeking views and dealing with dissent.	
7.	Whether due importance being given for shareholder's interest in discussions and taking appropriate decisions.	
8.	Interpersonal relations with other Directors and management.	
9.	Safeguarding of confidential information.	
10.	Whether the Chairman displays efficient leadership, is open- minded, decisive, courteous, displays professionalism, able to co- ordinate the discussion etc. and is overall able to steer the meeting effectively.	

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6. METHOD OF EVALUATION:

The method of evaluation shall be Internal assessment

Internal assessment:

(i) The Board will review its own performance and performance of its committees and individual Directors.

(ii) The Nomination and remuneration committee shall evaluate the performance of the Board as whole, its committees excluding Nomination and remuneration committee and individual Directors.

(iii) Independent Directors will review the Board as a whole, Non independent Directors and Chairperson of the company.

The internal assessment will be done by a detailed Questionnaire circulated to individual Directors, Committees, Board, etc. If deemed fit, the questionnaire may enable written answers to be submitted on a confidential basis. If due to various reasons, members are not willing to provide written inputs, the Chairperson or any other person may take initiative and obtain views of such members on a confidential basis.

7. FEEDBACK

Based on the criteria and rating scale accorded to each of the aforesaid levels, written assessment may be given to them which would be honest and without bias.

8. ACTION PLAN

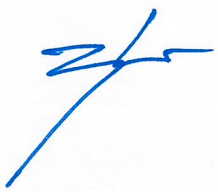
Based on the analysis of the responses, the Board may prepare an action plan on: Areas of improvement including training, skill building, etc. as may be required for Board members.

9. FREQUENCY OF BOARD EVALUATION

Board Evaluation is required to be done once in a year.

10. REVIEW OF THE POLICY

The Committee or the Board shall review the Policy as and when required, as per amended provisions of the Companies Act, SEBI Regulations and relevant rules and regulations made thereunder as amended from time to time. In case of any change/ amendment in applicable laws/ regulations, this Policy shall stand revised to the extent thereto.

11. EFFECTIVE DATE

Provisions of the regulations under this policy shall be applicable to the company from the date when the securities of the company are listed on Stock Exchanges