

GVP INFOTECH LIMITED

Policy for the Evaluation of the performance of the Board of Directors

1. Overview:

This Performance Evaluation Policy ("Policy") has been approved by the Nomination and Remuneration Committee ("Committee") of GVP Infotech Limited ("the Company") in view of the various provisions of the Companies Act, 2013 ("Act") and rules notified thereunder, and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has delegated a significant amount of responsibility to the Independent Directors and Board of Directors. In order to meet their fiduciary responsibility to be prudent in making such a delegation, the Committee recognizes that it has a duty to carefully monitor and evaluate the Independent Directors and Board of Directors ("Board"), it has appointed.

2. Frequency and Timing:

Pursuant to Section 134(3)(p) of the Act, it can be inferred that there has to be a formal annual evaluation of the performance of the Board and that of its various committees ("Board Committees") and of individual directors. The Company may undertake annual evaluation either in accordance with calendar year or financial year. Ideally, the same should be as per financial year.

3. Manner of Evaluation:

Evaluation of Individual director

The Committee and the entire Board (excluding the director being evaluated) shall carry out the evaluation of performance of individual director of the Company. In addition, the Independent Directors shall hold a meeting at least once in any given year, without the presence of the non-Independent Directors of the Company, to review the performance of such non-Independent Directors. The evaluation of the individual director shall be

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CIN : L74110DL2011PLC221111

carried out based on the questionnaire and feedback form which forms part as Annexure A to this Policy.

Evaluation of the Board

The Board shall carry out its own performance evaluation. In addition, the Independent Directors in its meeting, without the presence of the non-Independent Directors of the Company, to review the performance of Board. The evaluation of the Board shall be carried out based on the questionnaire and feedback form which forms part as Annexure B to this Policy.

Evaluation of Board Committees

The Board and the Independent Directors in its meeting, without the presence of the non-Independent Directors of the Company, shall carry out the evaluation of the performance of each Board Committee based on the questionnaire and feedback form which forms part as Annexure C to this Policy.

4. Review and Monitoring:

The Committee shall review and monitor from time to time the implementation of this Policy to ensure its effectiveness and may also recommend changes, if any, to the Board for ensuring effective performance evaluation.

5. Amendments:

The Board may amend the Policy as and when it deems necessary either pursuant to any change in law or otherwise. The Board shall be free to devise and implement any supplementary or other policies and guidelines in respect hereof for better implementation of this Policy.

Annexure-A**PERFORMANCE EVALUATION OF THE INDIVIDUAL DIRECTORS**

Appraisal of the Individual directors shall be based on the criteria and parameters as laid down hereunder:

Name of the Individual director being evaluated:

Sr No	CRITERIA FOR EVALUATION	RATING	REMARKS (IF ANY)
➤	PERSONAL TRAITS		
1	Provides Strategic Vision		
2	Performance and behaviour engender mutual trust and respect		
3	Displays utmost level of Professionalism and integrity		
4	Creates a brand image for the Company		
➤	INVOLVEMENT		
1	Regularly attends the meetings of the Board or committees		
2	Adequate advance preparation for the meetings		
3	Participates in a constructive manner at the meetings		
4	Provides valuable inputs during discussions on critical matters		
5	Assertiveness and ability to pose tough questions and defend his/ her ideas with proper reasoning		
➤	PROFESSIONAL INDEPENDENCE		
1	Brings forth voluntarily, any matters requiring disclosure		
2	Intimates the board of any issues, which may affect independence or in case of independent director, fulfilment of the independence criteria as specified under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 and their independence from the management		
3	Compliance with Code of Conduct		
4	Compliance with Insider Trading Regulations.		
	TOTAL		

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Rating:

On a scale of 1 to 5 with 1 being least effective and 5 being highly effective. The aggregate score so obtained would then be divided by the no. of questions (15) to arrive at the final rating.

Final Rating:

The final ratings of all the other directors (excepting himself) rating the director would then be aggregated and divided by the no. of directors providing feedback to arrive at the final rating at the Board level.

Note 1: Additional comments and suggestions for improvement of the individual director on any of the criteria/parameters, if any, to be provided in the 'Remarks' column to this questionnaire.

Note 2: The Independent Directors of the Company shall evaluate the non-independent director in a meeting without the attendance of the non-independent directors and the management.

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Annexure-B

PERFORMANCE EVALUATION OF THE BOARD

Appraisal of the Board shall be based on the criteria and parameters as laid down hereunder:

Sr No	CRITERIA FOR EVALUATION	RATING	REMARKS (IF ANY)
➤	STRUCTURE		
1	Diversity of the Board (In terms of Experience, knowledge, expertise, gender etc.)		
2	Appropriate number of total directors and independent directors		
3	Adequate set of Committees		
4	Committees are appropriately constituted with the desired skill sets		
➤	FUNCTIONAL DYNAMICS		
1	Annual Calendar is communicated in advance		
2	Agenda and Board papers are circulated well in advance and are informative		
3	Effectiveness of the Board -Is appropriate, timely and unbiased information of the right quality provided; -Are sufficient board and committee meetings being held to enable consideration of issues;		
4	Directors have access to any additional information		
5	Participation of directors is balanced		
➤	GOVERNANCE/ MONITORING		
1	Social/ environmental/ sustainability considerations in strategies of the Company		
2	Approach to Governance		
3	Review of various policies and terms of reference of committees		
4	Review of the functioning of various committees		
5	Information dissemination to the Board and outside		
➤	BOARD RELATIONSHIPS		
1	Interpersonal and with the Core Management team		
	TOTAL		

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Rating: On a scale of 1 to 5 with 1 being least effective and 5 being highly effective. The aggregate score so obtained would then be divided by the no. of questions (20) to arrive at the final rating.

Final Rating: The final ratings of all the directors rating would then be aggregated and divided by the no. of directors providing feedback to arrive at the final rating of the Board.

Note: The views and suggestions for improvement of the Board on any of the criteria/parameters, would be taken up at the Board and sincere efforts to implement the same would be carried out.

Annexure-C

PERFORMANCE EVALUATION FOR THE COMMITTEES OF THE BOARD

Appraisal of the Board Committees shall be based on the criteria and parameters as laid down hereunder:

Name of the committee:

Sr No	CRITERIA FOR EVALUATION	RATING	REMARKS (IF ANY)
➤	STRUCTURE		
1	Mandate and Composition (In terms of mandate, composition, and working procedures of the committees of the Board are clearly defined and discussed etc.)		
2	Appropriate number of total directors and independent directors		
3	The frequency of such meetings is enough for the committee to undertake its duties properly		
4	Appropriately constituted with the desired skill sets		
➤	FUNCTIONAL DYNAMICS		
1	The committee has fulfilled its functions as assigned by the Board and laws as may be applicable.		
2	Agenda and Board papers are circulated well in advance and are informative		
3	The committee is able to finish discussion and decision on all agenda items in the meetings;		
4	The committee discusses every issue comprehensively and depending on the importance of the subject		
5	All members actively participate in the discussions		
➤	GOVERNANCE		
1	The minutes of the committee are circulated to all the committee members		
2	The independence of the committee is ensured from the Board		
3	The committee's recommendations and contributions towards the Company		
4	Overall, the committee functions constructively as a team		
	TOTAL		

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Rating:

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Final Rating:

The final ratings of all the directors rating would then be aggregated and divided by the no. of directors providing feedback to arrive at the final rating of the Board.

Note: The views and suggestions for improvement of the Committees of the Board on any of the criteria/parameters, would be taken up at the Committee and sincere efforts to implement the same would be carried out.

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