

RKB GLOBAL LIMITED

Policy for Evaluation of the Performance of the Board of Directors

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1. INTRODUCTION

As one of the most important functions of the Board of Directors is to oversee the functioning of Company's top management, this policy aims at establishing a procedure for conducting periodical evaluation of Directors' performance and formulating the criteria for determining qualification, positive attribute and independence of each and every Director of the Company in order to effectively determine issues relating to remuneration of every Director, Key Managerial Personnel and other employees of the company. This policy further aims at ensuring that the Committees to which the Board of Directors has delegated specific responsibilities are performing efficiently in conformity with the prescribed functions and duties. In addition, the Nomination and Remuneration Committee shall carry out the evaluation of performance of every director, key managerial personnel in accordance with the criteria laid down.

2. OBJECTIVE

The object of this policy is to formulate the procedures and also to prescribe and lay down the criteria to evaluate the performance of the entire Board of the Company.

3. RESPONSIBILITY

a) Responsibility of the Board

It shall be the duty of the chairperson of the Board, who shall be supported by a Company Secretary to organise the evaluation process and accordingly conclude the steps required to be taken. The evaluation process will be used constructively as a system to improve the Directors' and Committees' effectiveness, to maximise their strength and to tackle their shortcomings.

The Board of Directors shall undertake the following activities on an annual basis:

- The Board shall discuss and analyze the performance of the Independent Directors during the year pursuant to the performance objectives. Evaluation of Independent Director shall be carried on by the entire Board of Directors of the Company except the Director getting evaluated shall abstain from meeting while his own performance is evaluated.
- Review performance evaluation reports of various committees along with their suggestions on improving the effectiveness of the committee. Also, the requirement of establishing any new committees shall be reviewed by the Board.
- Review the various strategies of the Company and accordingly set the performance objectives for Directors.
- Ensure that adequate disclosure is made with regard to performance evaluation in the Board's Report.

b) Responsibility of the Nomination & Remuneration Committee

- formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- specify the manner for effective evaluation of performance of Board, its Committees and

- Individual Directors to be carried out, and review its implementation and compliance; and
- It may suggest Key Evaluation Points for evaluation of the Board, Committees and Directors.

c) *Responsibility of Independent Directors*

Independent Directors are duty bound to evaluate the performance of Non-Independent Directors and Board as a whole. The Independent Directors of the Company shall hold at least one meeting in a year to review the performance of Non-Independent Directors, performance of the Chairperson of the Company and Board as a whole, taking into account the views of Executive Directors and Non-Executive Directors.

The Independent Directors at their separate meetings shall:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- assess the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

4. POLICY REVIEW

The Nomination and Remuneration Committee reserves its right to review and amend this policy, if required, to ascertain its appropriateness as per the needs of the Company and compliance of applicable laws. The Policy may be amended by passing a resolution at a meeting of the Nomination and Remuneration Committee.

5. DISCLOSURE

In accordance with the requirement under the Act, disclosure regarding the manner in which the performance evaluation carried by of the Board of Directors, various Committees of Directors, Individual Directors, will be made by the Board of Directors in the Board's Report.

The Policy has been made available on Company's official website and the key features of this Policy have also been included in the corporate governance statement contained in the annual report of the Company.
