



## CAMLIN FINE SCIENCES LIMITED

### EVALUATION CRITERIA OF INDEPENDENT DIRECTORS

#### **Background**

In accordance with the provisions of the Companies Act, 2013 and Listing Agreement as amended from time to time, the Nomination and Remuneration Committee (NRC) shall lay down evaluation criteria for performance evaluation of Independent Directors.

#### **Evaluation Mechanism**

As per Para VIII of Code for Independent Directors in Schedule IV of the Companies Act, 2013, the performance evaluation of Independent Directors shall be done by entire Board of Directors, excluding the Director being evaluated.

#### **Evaluation Process**

The statement as per Annexure-1 is required to be completed by the entire Board of Directors, excluding the Directors being evaluated. The duly completed statement is required to be submitted to the Company Secretary or any other officer as may be determined by the Board of Directors. Company Secretary or the authorized officer shall prepare the summary of report based on the statement given and shall submit the same to the Chairman of the NRC.

On the basis of the report of the performance evaluation, the NRC shall decide to extend or continue the terms of appointment of the independent director.

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**Annexure -1**

**Template for Performance Evaluation of the Independent Directors**

**Name and signature of the Director giving the feedback:**

Parameters	Remark#
<p>Name of the Independent Director:</p> <p>01 <u>Engagement</u> (commitment and discipline)            (maintains satisfactory attendance)            (diligently prepares and remains well-informed)</p> <p>02 <u>Leadership</u> (knowledge and inspiration)            (contributes by displaying good functional* and business* leadership)            (contributes by displaying good people** leadership)</p> <p>03 <u>Analysis</u> (depth in thinking)            (reviews internal financial controls and performance with rigour)            (deliberates in detail and seeks clarifications on or amplification of information as required)</p> <p>04 <u>Quality of decision-making</u> (participation)            (probes effectively and constructively to test the assumptions and validate the information for quality decision-making)            (actively supports worthwhile ideas and proposals)</p> <p>05 <u>Interaction</u> (communication)            (communicates meaningfully in an open, constructive manner)            (gives a fair chance to others for expressing their views)</p> <p>06 <u>Governance</u> (ethics)            (exercises independent judgment)            (helps in implementing and sustaining good governance practices and focuses on compliance)</p> <p>07 <u>Stakeholders</u> (responsibility)            (helps take informed and balanced decisions particularly in case of conflicting interests)            (protects interest of the minority shareholders)</p> <p>* Functional knowledge (such as finance, legal, marketing, etc)            Business knowledge (related to vision, strategy, investments, risks, execution and review)</p> <p>** Exemplary personal qualities such as integrity, humility, farsightedness, eye for detail, positivity, etc)</p> <p>Appointment of Directors and development of and succession plan for Key Management Personnel</p>	

#Remark

Unsatisfactory

Satisfactory

Good