

Policy for Evaluation of Performance of the Board of Directors

The Board of Directors recognizes the importance of a structured evaluation process to enhance governance standards and ensure the effectiveness of the Board, its Committees, and individual Directors. This Policy has been formulated in accordance with the provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable laws, to provide a framework for the annual performance evaluation process.

As mandated under Section 134(3)(p) of the Act, the Board is required to conduct a formal annual evaluation of its own performance, as well as that of its Committees and individual Directors. Further, in compliance with Section 178(2) of the Act, the Nomination and Remuneration Committee ("the Committee") shall be responsible for evaluating the performance of each Director. The evaluation shall be carried out based on various parameters, including but not limited to, the discharge of roles and responsibilities, participation in Board and Committee meetings, and adherence to corporate governance principles.

In the case of Independent Directors, the evaluation shall be conducted in accordance with the functions and duties outlined in Schedule IV read with Section 149 of the Act and the rules framed thereunder. The performance assessment shall consider factors such as independence of judgment, active contribution to Board discussions, and safeguarding the interests of stakeholders.

This Policy aims to establish clear guidelines for conducting a fair, transparent, and objective evaluation process, thereby strengthening the overall effectiveness and accountability of the Board and its Committees.

PROLIFIC RESOLUTION PRIVATE LIMITED
CIN: U74999RJ2019PTC064522

Annexure-1

**PERFORMANCE EVALUATION FOR INDEPENDENT DIRECTORS TO BE EVALUATED BY THE
BOARD ON BELOW PARAMETERS**

Name of the Director being evaluated: _____

Rating scale shall be 1 to 10 (1 being least effective and 10 being most effective)

Evaluation criteria	Rating
Demonstrates independent judgment in Board deliberations, contributing to unbiased decision-making.	
Brings an objective perspective to the evaluation of the Board's and management's performance.	
Continuously updates and enhances skills, knowledge, and familiarity with the Company's operations and industry.	
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Seeks relevant clarifications, information, and, when necessary, professional advice from external experts at the Company's expense.	
Makes every effort to attend Board meetings, Committee meetings, and General Meetings as required.	
Proactively communicates governance and ethical concerns to the Chairman of the Board.	
Ensures thorough deliberation before approving related party transactions to safeguard stakeholder interests.	
Verifies that the Company has a robust and effective vigil mechanism in place.	
Ensures the integrity of financial information and assesses the adequacy of financial controls and risk management systems.	
Contributes to determining appropriate remuneration policies for executive directors, key managerial personnel, and other employees.	
Maintains independence and promptly notifies the Board of any circumstances that may compromise independence.	
Complies with all standards outlined in the Code for Independent Directors under Schedule IV of the Companies Act, 2013.	
Supports the implementation of best corporate governance practices within the Company.	
Prepares for Board meetings by reviewing materials circulated in advance to ensure informed participation.	

Signature with Date:

Name of Director: _____

Annexure 2

**PERFORMANCE EVALUATION FOR CHAIRPERSON TO BE EVALUATED BY
THE INDEPENDENT DIRECTORS ON BELOW PARAMETERS**

Name of the Chairperson being evaluated: _____

Rating scale shall be 1 to 10 (1 being least effective and 10 being most effective)

Evaluation criteria	Rating
The Chairperson effectively guides the Board in accordance with the Board Charter, the Companies Act, 2013, and SEBI Listing Regulations.	_____
The Chairperson conducts Board meetings in a respectful, structured, and efficient manner, fostering open and productive discussions.	_____
The Chairperson is accessible to Directors and engages in communication or consultation between Board meetings when required.	_____
The Chairperson provides confidential and constructive feedback to Directors, supporting their professional growth and effectiveness.	_____
The Chairperson is receptive to feedback and suggestions from Directors to enhance both Board performance and personal effectiveness.	_____
The Chairperson serves as an effective link between the Board, the CEO, and Committee Chairpersons, ensuring seamless communication and alignment.	_____

Signature with Date:

Name of Director: _____

Annexure-3

OVERALL BOARD EVALUATION

Evaluate the following statements in relation to overall Board performance and provide a rating mechanism:

Rating scale shall be 1 to 10 (1 being least effective and 10 being most effective)

Evaluation criteria	Rating
The Board understands the Company's mission and engages in long-term strategic thinking and planning.	
The Board ensures that new members receive a prompt and comprehensive orientation.	
Board meetings are conducted in a manner that fosters open communication, meaningful participation, and effective resolution of issues.	
Board meeting agendas are well-structured, prioritizing critical issues while ensuring timely, accurate, and relevant information for decision-making.	
The Board recognizes its policy-making role and periodically reviews and revises policies as necessary.	
The Board, both collectively and individually, conducts an annual self-evaluation in a meaningful and constructive manner.	
The Board reviews and adopts an operating budget or business plan and ensures its ongoing monitoring and adherence throughout the year.	
The Board ensures discussions lead to clear decisions, providing definitive direction to Management for implementation while maintaining a collegial and respectful environment.	
New Board members actively participate in an orientation program to familiarize themselves with the organization, their responsibilities, and key business activities.	

Signature with Date:

Name of Director: _____

Annexure-4

EVALUATION OF EACH DIRECTOR BY THE COMMITTEE

Name of the Director being evaluated: _____

Rating scale shall be 1 to 10 (1 being least effective and 10 being most effective)

Evaluation criteria	Rating
The Director actively participates in Board and Committee meetings, contributing meaningfully to discussions, listening attentively, and articulating points concisely.	
The Director understands fiduciary duties and acts in the best interests of all stakeholders.	
The Director makes a conscious effort to enhance knowledge of aspects of the business that may be unfamiliar.	
The Director demonstrates a thorough understanding of the Company's business operations and industry landscape.	
The Director collaborates effectively with fellow Board members, fostering teamwork and striving for consensus when required.	
The Director engages with other Board members in a manner that promotes trust, transparency, and cooperation.	
The Director proactively communicates governance or ethical concerns to the Chairman of the Board or relevant Committee.	

Signature with Date:

Name of Director: _____