

Citizen Infoline Limited

Policy on Evaluation of Performances of Board of Directors

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1. Introduction

Citizen Infoline Limited (the “Company”) conducts its operation under the overall direction of the Board of Directors within the framework laid down by various statutes, more particularly the Companies Act, 2013, the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), internal code of conduct formulated by the Company for its internal execution.

The Company’s Board of Directors are dedicated to act in good faith, exercise their judgment on an informed basis and in the best interest of the Company and its stakeholders. Section 178 of the Act provides that a policy is to be formulated by the Nomination and Remuneration Committee (“NRC”) and recommend to the Board, setting the criteria based on which the performance of every director including the performance of the Board as a whole shall be assessed by the Board of Directors of the Company.

The Company firmly believes in the ideals of productive performances of its Board of Directors and keeping in mind these principles the Company has formulated this Policy.

2. Objective

The NRC shall:

- Formulate the criteria for determining qualifications, positive attributes and value addition of the directors of the Company.
- Formulation of criteria for evaluation of performances of Independent Directors, Whole time Directors / Non-Whole time Directors.
- Identify whether to extend or continue the term of appointment of the Directors on the basis of the report of their performance evaluation.
- Determine the remuneration payable to the Directors in Board.
- The Committee shall evaluate the performances of Directors at least once in a year or as and when needed / directed by the Board of Directors.
- An indicative list of factors upon which evaluation of performance can be conducted
 - Meeting participation & value contribution by a director.
 - Number of meetings attended.
 - Commitment (includes guidance provided to senior management outside of board/committee meetings)
 - Effective management of relationship with stakeholders.
 - Effective deployment of knowledge & expertise in the various fields.
 - Integrity & maintenance of confidentiality.
 - Impact & influence inside / outside of the company.

We may from time to time use such parameters as prescribed by SEBI in its circular in relation to Guidance Note on Board Evaluation dated January 5, 2017.

3. Implementation and monitoring of performance evaluation process

The NRC in consultation with Board may be responsible for implementation of evaluation of performances.

The NRC has to follow the Individual evaluation criteria, for the following three categories of Directors.

- the Board;
- non-executive/independent directors
- whole-time/managing director(s)

4. External consultants

The Board or Committee thereof may engage independent external consultants periodically to provide strategic advices and assistance in the evaluation process.

5. Amendment

The Board has power to amend this policy from time to time in consultation with Nomination and remuneration Committee.
