

## **Board Performance Evaluation Framework**

### **1. Introduction**

DS Digital Private Limited (hereinafter referred to as “**the Company**”) believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior, in consonance with the Company’s Code of Conduct for its employees and also for the Board of Directors. In furtherance of the same and in compliance of applicable provisions of Companies Act 2013 (“**Act**”), the Company has formulated this Board Performance Evaluation Framework (“**Framework**”).

### **2. Objective**

The object of this Framework is to formulate criteria to evaluate the performance of each director and the entire Board of the Company.

### **3. Responsibility of Board**

As per Sub-Section (2) of Section 178 of The Companies Act, 2013 and pursuant to resolution of the Nomination and Remuneration Committee (“**Committee**”), the Board shall carry out the evaluation of performance of Board, its Committees and Individual Directors. Further, the Company in compliance of clause (p) of sub-section (3) of Section 134 of the Companies Act, 2013, shall make a statement in its directors’ report indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committee and Individual Directors.

### **4. Evaluation of Performance**

Evaluation of performance of Board, its Committees and Individual Directors (Executive Director, Non-Executive, Non-Independent Director and Non-Executive, Independent Director) shall be done by entire Board (excluding the director being evaluated).

### **5. Evaluation Criteria**

- A. Evaluation of performance of non-executive directors (non-independent directors) of the Company shall be done as per the criteria given below:
  - a) Attendance and participation in the Board Meeting
  - b) Timely inputs on minutes of meeting of board and committees
  - c) Timely disclosure of interest and any change therein

- d) Adherence of Code of Conduct of the Company
- e) Adherence of code of conduct and corporate governance practices of the Company
- f) Safeguard of confidential information provided by the Company and its representatives

B. Evaluation of performance of independent directors of the Company shall be done as per the criteria given below:

- a) Attendance and participation in the Board Meeting
- b) Timely inputs on minutes of meeting of board and committees
- c) Timely disclosure of interest and any change therein
- d) Adherence of Code of Conduct of the Company
- e) Contribution in the board and committee meetings such as raising valid concerns and providing his/her inputs for resolutions of such issues
- f) Promoting the good corporate governance practices in the Company
- g) Safeguarding interest of whistle-blowers under vigil mechanism and safeguard of confidential information provided by the Company and its representatives

C. Evaluation of performance of executive directors shall be done as per the criteria given below:

- a) Attendance and participation in the Board Meeting
- b) Timely inputs on minutes of meeting of board and committees
- c) Timely disclosure of interest and any change therein
- d) Adherence of Code of Conduct of the Company
- e) Role in formulating strategy for business and operations of the Company
- f) Providing leadership to the Company
- g) Adherence of code of conduct and corporate governance practices of the Company
- h) Role in overall growth of the Company
- i) Compliance of policies, reporting of frauds, violation etc
- j) Safeguarding interest of whistle-blowers under vigil mechanism and safeguard of confidential information provided by the Company and its representatives

D. Evaluation of performance of entire Board shall be done as per the criteria given below:

- a) Whether composition of the Board is appropriate with the right mix of knowledge and skills required to drive organizational performance in the light of future strategy.
- b) Whether Members of the board meet all applicable independence requirements.
- c) Whether the Board of Directors is effective in developing a corporate governance structure
- d) Whether Board receives regular financial updates and takes all necessary steps to ensure the operations of the organization are sound and reviews the organization's performance in carrying out the stated mission on a regular basis

- e) Are sufficient numbers of board meetings, of appropriate length, being held to enable proper consideration of issues?
- f) The information provided to directors prior to Board meetings meets expectations in terms of length and level of detail and Board members come prepared to meetings and ask appropriate questions of management and address issues that might present a conflict of interest.
- g) Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.
- h) Whether the Board oversees the role of the independent auditor from selection to termination and has an effective process to evaluate the independent auditor's qualifications and performance (through its Audit Committee).
- i) Whether the Company has necessary committees which are required and these committees are working effectively.

## **6. Effectiveness of Board**

Effectiveness of Board as a whole shall be measured on the basis of rating of each director and accordingly Board shall recommend the appointment, reappointment and removal of non-performing directors of the Company.

## **7. Amendments and Disclosures**

The Committee or Board shall review the Framework periodically and if required will amend the evaluation process and make necessary changes in the Framework. The Company shall make necessary disclosures in its directors' report with respect to Framework and evaluation process adopted by the Committee and Board of Directors of the Company.