

**IKIO TECHNOLOGIED LIMITED
(FORMERLY, IKIO LIGHTING LIMITED)
BOARD PERFORMANCE EVALUATION POLICY**

INTRODUCTION

The purpose of the Board Evaluation is to achieve persistent and consistent improvement in the governance of the Company at the Board level with the participation of all concerned in an environment of harmony.

The Board acknowledges its intention to establish and follow “best practices” in Board governance in order to fulfil its fiduciary obligation to the Company. The Board believes the evaluation will lead to a closer working relationship among Board members, greater efficiency in the use of the Board’s time, and increased effectiveness of the Board as a governing body.

This policy has been framed in compliance with the provisions of Section 178 (2), 134(3)(p) and other applicable provisions, if any, under the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) by the Nomination and Remuneration Committee (NRC) and approved by the Board.

STATUTORY/REGULATORY REQUIREMENTS:

The Companies Act, 2013 mandates that the performance of every director of a Public Company having a paid up capital of Rs. 25 crores or more should be evaluated.

In terms of the provisions of the Companies Act, 2013:

- Schedule IV of the Companies Act, 2013, which prescribes the Code of Conduct for Independent Directors, provides for an evaluation mechanism for the Board and whole-time directors which needs to be done at a separate meeting of Independent Directors.
- The Nomination and Remuneration Committee (NRC) is required to carry out evaluation of every Director’s Performance in accordance with the provisions of section 178 of the Act.
- In addition, performance evaluation of the Independent Directors shall be done by the entire Board, excluding the director being evaluated. This is to be done on an annual basis for determining whether to extend or continue the term of appointment of the independent director.
- The Directors’ Report to the Members of the company shall include a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and Individual Directors.
- Based on the ratings given by the Committee to each Director, the overall effectiveness of the Board shall be measured and accordingly the Board shall decide the appointments, re-appointments and removal of the non-performing Directors of the Company.

Meeting of the Independent Directors:

At least one meeting of the independent directors of the Company shall be held in a year, without the attendance of non-independent directors and members of management. All the independent directors of the company shall strive to be present at such meeting.

The independent directors in the meeting shall, inter-alia:

- i. review the performance of non-independent directors (executive and whole-time directors) based on the recommendations of the Nomination and Remuneration committee.
- ii. review the performance of the Board as a whole;
- iii. review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iv. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

PERFORMANCE EVALUATION FRAMEWORK FOR BOARD AND INDIVIDUAL DIRECTORS

Considering the enhanced performance evaluation requirements, the following framework is adopted:

MECHANISM AND APPROACH:

The process will be initiated each year by the Chairman of the Board. At the Board's discretion, the Company Secretary or any other person designated by the Board, will coordinate the Board self-evaluation or an external consultant may be appointed to assist with this process.

EVALUATION OF WHOLE-TIME/EXECUTIVE DIRECTORS:

Process

Evaluation of Independent Directors and the Board.

1. The Board/Director evaluation process will consist of two parts:
 - Board Member Self Evaluation; and
 - Overall Board and Committee Evaluation.
2. In the Board Member Self Evaluation, each Board member is encouraged to be introspective about his/her personal contribution/performance/conduct as director with reference to a questionnaire.
3. In the Overall Board and Committees' Performance Evaluation, each Board member will be asked to provide inputs on questions designed to elicit responses from the directors.
4. Copies of the evaluation forms as applicable will be distributed to each Board Member. Board members shall complete the forms and return them to the Company Secretary or Board nominee or the consultant, as may be informed.

BOARD AND NRC DISCUSSION:

The Board will discuss areas that are working well, and those that need attention. The Board will then decide if changes in its governance practices and policies need to be made. Staff and/or the governance consultant will work with the Board or Board nominee to implement necessary changes.

Apart from the above, the NRC will carry out an evaluation of every director's performance. For this purpose, the NRC would review the Tabulated Report. The NRC would provide feedback to the Board on its evaluation of every director's performance and based on such feedback, the Board will recommend appointments, re-appointments and removal of the non-performing Directors of the Company.

EVALUATION CRITERIA

The evaluation criteria for the Board, its Committees and its Directors may be changed at any time by the Board.