



**KUMAR ARCH TECH  
LIMITED**

**(Formerly known as Kumar Arch  
Tech Private Limited)**

**POLICY ON EVALUATION OF  
INDEPENDENT DIRECTORS AND  
BOARD OF DIRECTORS**

**(As envisaged under Section 178 of the Companies Act, 2013 and  
applicable regulations of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

**Version –01**

**Date of the approval by the Board: September 09, 2024**

**Effective Date: September 09, 2024**

## **POLICY ON EVALUATION OF INDEPENDENT DIRECTORS AND BOARD OF DIRECTORS**

### **1. BACKGROUND**

The Board of Directors acknowledges its intention to establish and follow “best practices” in Board governance to fulfil its fiduciary obligation to the Company. Fundamental to sound governance is the practice of undertaking a Board evaluation on an annual basis.

This Policy has been formulated to comply with various provisions under the Companies Act, the SEBI Listing Regulations and the formal annual evaluation made by the Board of its own performance (self-appraisals) and that of its Committees and individual Directors as mentioned under the clause (p) of subsection (3) of Section 134 of the Companies Act. The Committee shall evaluate the performance of each Director as per sub-section (2) of Section 178 of the Companies Act and based on the functions of the Independent Directors as indicated under Schedule IV (as per section 149) annexed to the Act and the rules made thereunder.

### **2. APPLICABILITY**

This Policy applies to the Board of Directors of Kumar Arch Tech Limited.

### **3. OBJECTIVES OF THE POLICY**

The objective of this Policy is to formulate the procedures and prescribe the criteria to evaluate the performance of the entire Board of the Company for the benefit of the Company and its stakeholders. Further, the Company shall adopt best practices to manage the affairs of the Company in a seamless manner and ensure sustained long-term value creation for stakeholders by achieving good corporate governance.

Accordingly, the Policy provides guidance on evaluation of the performance, on an annual basis, of:

- (i) Individual Directors (including the Chairperson and independent directors of the Company (“Independent Directors”));
- (ii) The Board as a whole; and
- (iii) Various committees of the Board (“Board Committees”).

### **4. PROCESS FOR EVALUATION**

The Committee shall evaluate the performance of each Director of the Company under the nomination and remuneration Policy of the Company framed in accordance with the provisions of section 178 of the Companies Act and the SEBI Listing Regulations.

The evaluation form will consist of the following segments:

**(A) Process for evaluation of Independent Directors**

The performance evaluation of Independent Directors shall be carried out by the entire Board excluding the Independent Director being evaluated in the same manner as above in the form provided at **Annexure 1**.

On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent Director.

**(B) Process for evaluation of Chairperson**

The performance evaluation of Chairperson shall be carried out by the Independent Directors in the same manner as above in the form provided at **Annexure 2**.

**(C) Process for overall Board evaluation**

- i.** In the Overall Board and Committees Evaluation, each Board / Committee member will be asked to provide their inputs on the Questionnaire, which will be submitted for evaluation in **Annexure 3 and 3A**.
- ii.** Copies of the above-Board evaluation forms as mentioned at **Annexure 1, 3 & 4** will be distributed to each Board Member approximately 2-3 weeks before the meeting scheduled for the purpose of evaluation. Board members shall complete the forms and return them to the Chairman or Board designee or the consultant within 1 (one) weeks of receipt of the forms.
- iii.** Results will be tabulated and analysed prior to the meeting and presented in a summary report to include composite scoring.
- iv.** The individually completed forms will also be preserved and presented to the Board and the Committee for evaluation.
- v.** 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 going forward.

**(D) Process for evaluation of the Directors by the Committee**

Apart from the above, the Committee will also independently carry out an evaluation of every director's performance in the form provided at **Annexure 4**. The Committee would provide feedback to the Board for its consideration.

The Board shall also be guided by the criteria provided under the guidance note on Board evaluation dated January 5, 2017 bearing reference number SEBI/HO/CFD/CMD/CIR/P/2017/004 issued by SEBI and a guide to Board evaluation issued by the Institute of Company Secretaries of India, as amended from time to time.

#### **5. DISSEMINATION OF THE POLICY**

This policy shall be uploaded on the website of the Company i.e. [www.echon.co](http://www.echon.co) and the link for the same shall be provided in the Annual Report of the company.

#### **6. COMPLIANCE**

The NRC shall be responsible for supervision of the Policy.

Any queries regarding this Policy shall be referred to the NRC, who is in charge of administering, enforcing and updating this Policy.

#### **7. REVIEW AND AMENDMENTS IN THE POLICY**

Any change in the Policy shall be approved by the Board. The Board shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment/modification in the Act or the rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

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## 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 5 (1 being least effective and 5 being most effective)

Evaluation criteria	Rating
Helps in bringing an independent judgment to bear on the Board's deliberations	
Brings an objective view in the evaluation of the performance of Board and management	
Undertakes to regularly update and refresh his skills, knowledge, and familiarity with the Company	
Strives to attend all meetings of the Board of Directors / Board committees of which he is a member/general Meetings	
Communicates governance and ethical problems to the Chairman of the Board.	
Pays sufficient attention and ensure that adequate deliberations are held before approving related party transactions	
Ensures that the Company has an adequate and functional vigil mechanism.	
Satisfies himself on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible.	
Assists in determining appropriate Policy of remuneration of executive directors, key managerial personnel, and other employees.	
Refrains from any action that may lead to loss of his independence and immediately informs the Board where circumstances arise which makes him lose his independence.	
Adheres to all other standards of the Code for Independent Directors as per the Schedule IV to the Companies Act, 2013	
Assists the Company in implementing the best corporate governance practices	
Prepares for the Board meeting by reading the materials distributed before the Board meeting.	

(Please tick the appropriate column)

**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 5 (1 being least effective and 5 being most effective)

Evaluation criteria	Rating
The Chairperson of the Board guides the Board in meeting as per the Board Charter and requirements under the Companies Act 2013 and SEBI Listing Regulations.	
The Chairperson conducts the Board meetings in a respectful and efficient manner facilitating open and productive discussion.	
The Chairperson is available accessible to Directors. He communicates and consults with Directors between Board Meetings, if required.	
The Chairperson provides confidential and constructive feedback to Directors to help them enhance their contribution and effectiveness.	
The Chairperson is open to receive feedback and suggestions from Directors to enhance Board's and his/her own effectiveness.	
The Board Chairperson acts as an effective bridge between the Board and the CEO and Committee Chairpersons.	

(Please tick the appropriate column)

**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 5 (1 being least effective and 5 being most effective)

Evaluation criteria	Rating
The Board knows and understands the Company’s mission and engages in long-grange strategic thinking and planning.	
The Board ensures that new Board members receive a prompt, thorough orientation.	
Board meetings are conducted in a manner that ensures open communication, Meaningful participation, and sound resolution of issues.	
The Board meeting agendas are well-balanced, allowing appropriate time for the most critical issues and the Board receives timely, accurate, and useful information upon which to make decisions.	
The Board recognizes its Policy-making role, and reconsiders and revises policies, as necessary.	
The Board as a whole (and Board members as individuals) evaluates its performance on an annual basis and in a meaningful way.	
The Board reviews and adopts an operating budget / business plan that is followed and monitored throughout the year.	
New Board members participate in an orientation program to educate them on the organization, their responsibilities, and the organization’s activities.	

(Please tick the appropriate column)

**Signature with Date:**

**Name of Director:** \_\_\_\_\_

## Annexure-3A

Rating scale shall be 1 to 5 (1 being least effective and 5 being most effective)

Evaluation criteria	Rating
The Committees are comprised of the right number and type of members and are effective.	
The composition, terms of reference, roles and responsibilities of the committees are in line with the applicable laws and are actively adhered to by the members.	
The Committee meeting agendas are well- balanced, allowing appropriate time for the most critical issues and the Board receives timely, accurate, and useful information upon which to make decisions.	
Committee meetings are conducted in a manner that ensures open communication, meaningful participation, and sound resolution of issues.	

(Please tick the appropriate column)

**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 5 (1 being least effective and 5 being most effective)

Evaluation criteria	Rating
The Director attends the Board and Committee meetings and contributes to the discussion in a meaningful and helpful way, listening to others and making his / her points concisely.	
The Director understands his / her fiduciary duties and acts for the benefit of all members.	
The Director makes efforts to be educated on the aspects of the business of the Company that he / she does not understand.	
The Director is adequately well-versed on Company's business.	
The Director works with the other Board members as a team, striving for consensus when it is called for.	
The Director works with the other Directors in a way that creates an atmosphere of trust and cooperation.	
The Director communicates governance and ethical problems to the Chairman of the Committee / Board.	

(Please tick the appropriate column)

**Signature with Date:**

**Name of Director:** \_\_\_\_\_