

Cyber Media (India) Limited
Policy for Evaluation of Board Performance

1. Background:

The Board of Directors acknowledges its intention to establish and follow best practices in Board governance to fulfill its fiduciary obligation to the Company. Fundamental to sound governance is the practice of undertaking a Board evaluation on an annual basis. This Policy is formulated in accordance with the provisions of clause (p) of sub-section (3) of section 134 of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) for formal annual evaluation of the Board, Committees thereof, and individual Directors.

2. Applicability:

This Policy applies to the Board of Directors and Committees thereof, of Cyber Media (India) Limited.

3. Definitions:

“Act” means the Companies Act, 2013, as amended from time to time and the rules made thereunder.

“Company” means Cyber Media (India) Limited.

“Director” or “Board” in relation to the Company, shall mean and deemed to include the collective body of the Board of Directors of the Company including the Chairman of the Company.

“Independent Director” shall mean an Independent Director as defined under section 2 (47) to be read with section 149 (6) of the Act.

“Policy” shall mean this Policy for evaluation of performance of the Board of the Company.

“Committee” shall mean the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of section 178 of the Companies Act, 2013.

4. Objective:

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. 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.

5. Process for Evaluation:

The Committee shall evaluate the performance of each Director of the Company framed in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. The evaluation process will consist of the following:

- a. **Evaluation of Independent Directors:** The performance evaluation of Independent Directors shall be carried out by all the Board members excluding the Independent Director being evaluated as per the criteria in **Annexure** and in Board Evaluation Form.
- b. **Evaluation of Chairman/Non-Independent Directors:** The performance evaluation of Chairman shall be carried out by the Independent Directors as per the criteria in **Annexure** and in Board Evaluation Form.
- c. **Evaluation of Overall Board:** The performance evaluation of the Overall Board shall be carried out by the Independent Directors as per the criteria in **Annexure** and in Board Evaluation Form.

- d. **Evaluation of Committees by the Board:** The performance evaluation of each Committee shall be carried out by the Board as per the criteria in **Annexure** and in Board Evaluation Form.

6. Disclosure:

In accordance with the requirement under the Act, Rules framed thereunder and SEBI Listing Regulations, disclosures will be made in the Directors' Report regarding the manner in which the performance evaluation has been done by the Board of its own performance, performance of Committees of the Board and individual Directors. The Company shall disclose the evaluation criteria in its Annual Report.

7. Review:

The Committee may amend the Policy, if required, to ascertain its appropriateness as per the needs of the Company. The Policy may be amended by passing a resolution in a meeting of the Committee.

Board Evaluation Form

- a. Please evaluate the independent directors, chairman/non-independent directors, overall board, and committees by giving any of these ratings: 4-Outstanding, 3-Excellent, 2-Satisfactory, 1-Needs Improvement. In case of non-response, 4 shall be the default rating wherever applicable.
- b. Before evaluating, please see the criteria given in the Annexure which is attached to this form.
- c. Don't rate yourself.

Sr. No.	Who is to be evaluated	Rating
(A)	Independent Directors	
	•	
	•	
	•	
	•	
(B)	Chairman/Non-Independent Director	
	•	
	•	
	•	
(C)	Overall Board	
(D)	Committees	
	•	
	•	
	•	
	•	
	•	

Remarks, if any:

Signature:

Name:

Date:

Annexure

Criteria for performance evaluation of independent directors, chairman/non-independent directors, overall board, and committees, is given below:

A. Independent Directors and Chairman/Non-Independent Directors:

1. Attendance and participations in the meetings.
2. Raising of concerns to the Board.
3. Safeguard of confidential information.
4. Rendering independent, unbiased opinion and resolution of issues at meetings.
5. Safeguarding interest of whistle-blowers under vigil mechanism.
6. Timely inputs on the minutes of the meetings of the Board and Committees, if any.
7. Communicates governance and ethical problems to the Chairman of the Board.
8. Brings an independent judgment to bear on the Board's deliberations.
9. Initiative in terms of new ideas and planning for the Company.
10. Compliance with policies of the Company, ethics, code of conduct, etc.
11. Guidance to the Board in meeting as per the requirements under the Companies Act, 2013 and SEBI Regulations.
12. Facilitates open and productive discussion during the meeting.
13. Provides confidential and constructive feedback to Directors to help them enhance their contribution and effectiveness.
14. Opens to receive feedback and suggestions from Directors to enhance Board's and his/her own effectiveness.

Only for Independent Directors:

15. Adheres to all other standards of the Code for Independent Directors as per Schedule IV to the Companies Act, 2013.

B. Overall Board:

1. The Board knows and understands the Company's mission and engages in long-range strategic thinking and planning.
2. The Board is effective in developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.
3. Board is up to date with latest developments in the regulatory environment and the market.
4. The information provided to Directors prior to Board Meetings meets your expectations in terms of length and level of detail.
5. Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.
6. The Board Chairman effectively and appropriately leads and facilitates the Board meetings and the policy and governance work of the Board.
7. The Board appropriately considers internal audit reports, management's responses, and steps towards improvement.
8. The Board oversees the role of the independent auditor from selection to completion of his term and has an effective process to evaluate the independent auditor's qualifications and performance.
9. The Board brings discussions to a conclusion with clear direction to the management for implementation and is collegial and polite during meetings.
10. Rendering independent, unbiased opinion and resolution of issues at meetings.
11. Initiative in terms of new ideas and planning for the Company.

C. Committees:

1. Committee Meetings are conducted in a manner that encourages open communication, meaningful participation and timely resolution of issues.
2. Timely inputs on the Minutes of the Meetings.
3. Rendering independent, unbiased opinion and resolution of issues at meetings.
4. Initiative in terms of new ideas and planning for the Company.