



Policy for Performance Evaluation of Independent Directors, Board, Committees and other individual Directors

Infomedia Press Limited

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Contents

1. Introduction	3
2. Scope and Purpose:	3
3. Policy:.....	3

1. Introduction

1.1 The Companies Act 2013 requires performance evaluation of individual directors – including independent directors, self-evaluation of performance of the board of directors (“Board”) and the committees of the Board (“Committees”).

1.2 The listing regulations require that:

“The Nomination Committee shall lay down the evaluation criteria for performance evaluation of independent directors.

The company shall disclose the criteria for performance evaluation, as laid down by the Nomination Committee, in its Annual Report.”

2. Scope and Purpose:

2.1. The criteria for performance evaluation of the Board as stated above is drawn for fulfillment of the above objectives.

3. Policy:

3.1 Criteria for Evaluation – Non-Executive Directors

The following criteria is identified for performance evaluation:

- a. Attendance: The attendance at the meetings of the Board and Committees, while not being the primary basis, would have a significant bearing on the other criteria;
- b. Effective Participation: The quality and level of participation at meetings, contribution to the discussions and the impact on the decision making process would be ascertained;
- c. Domain Knowledge: The higher level of expertise and knowledge of each director in certain domains is expected to contribute to the decision making process and the decisions taken;
- d. Access to management outside Board Meetings: The level of access for discussions, advice and inputs on occasions other than Board meetings would be considered;

- e. Objectiveness: The objectiveness with which the proposals are assessed and suggestions/advice made at the Board meetings and thereby make an impact on the deliberations would be important;
- f. Collaboration: Each Director would need to work in a spirit of collaboration within the Board and its Committees to ensure harmony and seamless decision making;
- g. Compliance with Code of Conduct: The compliance with the code of conduct applicable to the directors is a primary requirement and needs no added emphasis;
- h. Challenging management appropriately: Constructive challenges to the proposals and strategies placed before the Board by the management is required to ensure that complacency does not set in and fresh thinking is encouraged; and
- i. Additional Contribution: There could be occasion where the director has made contribution over and beyond those stated above, which has made a significant difference in the quality and level of involvement.

3.2 Criteria for Evaluation – Executive Directors

The following criteria is identified for performance evaluation:

- a. Attendance: The attendance at the meetings of the Board and its Committees, while not being the primary basis, would have a significant bearing on the other criteria;
- b. Effective Participation: The quality and level of participation at meetings, contribution to the discussions and the impact on the decision making process would be ascertained;
- c. Domain Knowledge: The higher level of expertise and knowledge of each director in certain domains is expected to contribute to the decision making process and the decisions taken;
- d. Performance: The effective accomplishment of tasks against the business plans and objectives would have a significant bearing in evaluation;
- e. Vision and Strategy: Strategic planning with long term vision and making decisions in line with the vision of Infomedia Press Limited (“Company”) and long term objectives that contribute to the growth of the Company would be a vital criteria; and

- f. Benchmark to global peers: A qualitative and quantitative analysis of the performance against the benchmarks established by the global peer groups would be considered.

The above stated criteria is not an exhaustive one and there could be others which may be relevant on occasions. These also would be considered in appropriate manner.