



CLAY CRAFT
FINE TABLEWARE
•INDIA•

NOMINATION AND REMUNERATION POLICY

CLAY CRAFT INDIA LTD

(formerly known as Clay Craft (India) Private Limited)

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NOMINATION AND REMUNERATION POLICY

1. PREAMBLE

This Nomination and Remuneration Policy (the “Policy”) has been formulated by Clay Craft India Ltd (“Company”) in compliance with Section 178 of the Companies Act, 2013, read with applicable rules made thereunder (“Companies Act”) and in compliance with Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time.

Accordingly, the Board of Directors of the Company (“Board”) has approved and adopted this Policy at its meeting held on 20th August, 2025, which can be amended from time to time. This Policy shall come into force with effect from the date the SEBI Listing Regulations take effect with respect to the Company.

2. OBJECTIVE

The objective of this Policy is to serve as a guiding charter to appoint qualified persons as Directors on the Board of the Company (“Directors”), Key Managerial Personnel of the Company (“KMP”), and in Senior Management Positions in the Company (including personnel of the Company who are members of its core management team excluding Directors, comprising all members of the Management one level below the Executive Directors, including the functional heads), to recommend the remuneration to be paid to them; and to evaluate the performance of the Board, its Committees and Individual Directors. This Policy provides a framework for:

- (i) Identifying persons who are qualified to become Directors, persons who may be appointed as KMPs and in senior management positions in accordance with the criteria laid down in the Companies Act and the Policy, and recommend to the Board for their appointment and removal;
- (ii) Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- (iii) Determining remuneration of Directors and KMPs and persons in senior management positions, based on the factors including the Company’s size, financial position, trends and practices on remuneration prevailing in peer companies in the similar industry;
- (iv) Specifying the manner for effective evaluation of performance of the Board, its Committees and Individual Directors;
- (v) Assessing the independence of Independent Directors;
- (vi) Providing them rewards, linked directly to their efforts, performance, dedication and achievements relating to the Company’s operations;
- (vii) Retaining, motivating and promoting talent and to ensure long term sustainability of talented persons and create competitive advantage; and
- (viii) Such other key issues/matters as may be referred by the Board or as may be necessary in view

of the provision of the Companies Act, 2013 and the rules made thereunder and the SEBI Listing Regulations, whenever applicable.

3. SCOPE OF THE POLICY

The policy shall be applicable to the following in the Company:

- (i) Directors;
- (ii) KMPs; and
- (iii) Persons in senior management positions.

“Key Managerial Personnel (KMP)” means key managerial personnel as defined under sub-section (51) of Section 2 of the Companies Act as under:

- (i) the Chief Executive Officer or the Managing Director or the Manager;
- (ii) the Company Secretary;
- (iii) the Whole-time director;
- (iv) the Chief Financial Officer;
- (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as KMP by the Board; and
- (vi) such other officer as may be prescribed.

4. CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the provisions of Section 178 and other applicable provisions, if any, of the Companies Act and Regulation 19 of the SEBI Listing Regulations, the Nomination and Remuneration Committee (“Committee”) of the Company will be constituted as hereunder:

- (i) The Board shall determine the membership of the Committee.
- (ii) The Committee shall comprise of at least three members, all of whom shall be Non-Executive Directors, and at least two thirds of whom shall be Independent Directors.
- (iii) The Chairperson of the Committee shall be an Independent Director.
- (iv) The Chairperson of the Company, whether executive or non-executive, may be appointed as a member of the Committee but shall not chair the Committee.
- (v) The quorum for a meeting of the Committee shall be either two members or one third of the members of the Committee, whichever is greater, including at least one Independent Director in attendance. The Committee shall meet at least once in a financial year.

5. LETTER OF APPOINTMENT

Letter of appointment shall be issued by the Company to each Director, KMP and person in senior management based on the recommendations of the Committee on the basis of the guidelines for the same under the Companies Act and this Policy and shall be accepted and signed by the concerned person.

6. APPOINTMENT CRITERIA AND QUALIFICATIONS

- (i) The Committee shall identify and ascertain the integrity, qualification, expertise and experience for appointment to the position of Directors, KMPs and others in senior management positions.
- (ii) A potential candidate should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee shall review qualifications, expertise and experience, as well as the ethical and moral qualities possessed by such person, commensurate to the requirement for the position.
- (iii) The Committee shall determine the suitability of appointment of a Director by assessing the proposed person against a range of criteria which includes but are not limited to:
 - Personality, skills and professional knowledge
 - Knowledge and experience relevant to the business of the Company
 - Understanding of and experience in performing his roles and responsibilities
 - Independence of judgment
 - Educational and professional qualification(s)
 - Past performance and credentials, behavior & conduct
 - Ability to work individually as well as a member of team
 - Ability to represent the Company
 - Interaction and relationship with the other members of the Board, KMPs, senior management and key stakeholders
 - Board Room conduct
 - Communication skills
 - Ethics and Values
- (iv) The Company shall not appoint or continue the employment of any person as a Whole-time Director who is below the age of twenty-one years or has attained the age of seventy years. Provided that a person who has attained the age of seventy years may be appointed or his term may be extended by passing a Special Resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.
- (v) The Company shall not appoint or continue the employment of any person as a Non-Executive Director who has attained the age of seventy-five years, unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.
- (vi) The Committee shall make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of

service of an Executive Director as an employee of the Company subject to the provisions of the law and their service contract.

- (vii) The Committee shall recommend any necessary changes in the constitution of the Board, KMPs or senior management to the Board.

7. INDEPENDENCE OF DIRECTORS

The qualifications of Independent Directors of the Company shall be decided on the basis of criteria provided under the relevant provisions of the Companies Act including the Companies (Appointment and Qualification of Directors) Rules, 2014 and as envisaged under the SEBI Listing Regulations. A declaration of an Independence shall be taken from each of the Independent Directors at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an Independent Director.

For every appointment of an Independent Director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may: (a) consider candidates from a wide range of backgrounds, having due regard to diversity; (b) use the services of an external agencies, if required; and (c) consider the time commitments of the candidates.

8. TERM/TENURE

(A) Managing Director/Whole-time Director

- (i) The Company shall not appoint or employ at the same time a Managing Director and a Manager.
- (ii) The Company shall not appoint or re-appoint any person as its Chairman & Managing Director or as a Whole-time Director for a term exceeding five years at a time.
- (iii) No re-appointment shall be made earlier than one year before the expiry of term of the Director appointed.

(B) Independent Director

- (i) An Independent Director shall hold office for a term up to five years on the Board of the Company and will be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report.
- (ii) No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for re-appointment in the Company as Independent Director after the expiry of three years from the date of cessation of the previous Directorship as Independent Director in the Company. Provided that such Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. The Committee shall take into consideration all the applicable provisions of the Companies Act and the SEBI Listing Regulations while appointing

the Independent Directors.

9. REMUNERATION

1. Policy Objectives

In discharging its responsibilities, the Committee shall have regard to the following policy objectives:

- (i) To ensure that the Company's remuneration structures are equitable and aligned with the long-term interests of the Company and its shareholders;
- (ii) To attract, retain and motivate competent individuals of the quality required to run the Company successfully;
- (iii) To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- (iv) To plan short and long-term incentives to retain talent;
- (v) To ensure that any severance benefits are justified;
- (vi) To ensure that the remuneration of the Directors, KMPs and persons in senior management positions is based and determined on the basis of individual's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any, including that the remuneration to be paid to the Managing Director ("MD") and/or Whole-time Director shall be in accordance with the percentage/slabs/conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, rules made thereunder and the SEBI Listing Regulations.
- (vii) To ensure that the individual remuneration packages for Directors, KMPs and other persons in senior management positions are determined after taking into account relevant factors, including but not limited to:
 - Qualification and experience
 - Level of engagement in the affairs of the Company
 - Market conditions
 - Financial and commercial health of the Company
 - Practice being followed in comparable companies
 - Prevailing laws and government/other guidelines
- (viii) The remuneration/compensation/commission etc. to be awarded to the Whole-time Directors, KMPs and persons in senior management positions will be determined by the Committee and recommended to the Board for approval.
- (ix) Increments to the existing remuneration/compensation structure of other employees including the Functional Heads will be jointly decided by the Managing Director and Head-Human Resources.

2. Remuneration Structure

The remuneration structure would normally depend upon the roles and responsibilities as well as the prevailing market practices. In normal circumstances, the remuneration to Directors, KMPs and senior management shall be divided between fixed and variable components and reflect short and long-term performance objectives appropriate to the working of the Company and its goals as required under the provisions of the Companies Act and as envisaged in SEBI Listing Regulations.

- (i) **Base Compensation (Fixed Salary):** This component of salary is competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities, usually reviewed on an annual basis. The base Compensation includes salary, allowances and other statutory/non statutory benefits which are normal part of remuneration package in line with market practices.
- (ii) **Variable Salary:** A relevant part of remuneration is payable as variable salary linked to corporate and individual performance, fulfilment of specified improvement targets or the attainment of certain financial or other objectives set in this regard.
- (iii) Any other component/benefits as may be recommended by the management and approved by the Committee.

10. REMUNERATION TO MD, WHOLE-TIME DIRECTOR AND KMP

- (i) **Fixed Salary:** The MD and/or Whole-time Directors and KMPs shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee and the shareholders, wherever applicable. The breakup of the pay scale and quantum of perquisites including, employer's contribution towards provident fund, pension scheme, medical expenses, and other perquisites shall be decided and approved by the Board on the recommendation of the Committee.
- (ii) **Minimum Remuneration:** If in any financial year, the Company has no profits or its profits are inadequate, it shall pay remuneration to its MD and/or Whole-time Directors in accordance with the provisions of Schedule V of the Companies Act, 2013.
- (iii) The fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution in general meeting, if they exceed the limits prescribed under the SEBI Listing Regulations.

11. REMUNERATION TO NON-EXECUTIVE/INDEPENDENT DIRECTOR

- (i) **Remuneration:** The remuneration/commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and with the provisions of Companies Act and the SEBI Listing Regulations.
- (ii) **Sitting Fees:** The Non-Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committees of the Board to which they are appointed from time to time thereof. Provided that the amount of such fees shall not exceed the limits prescribed under Companies Act.

The Board shall recommend all fees or remuneration, if any, paid to Non-Executive Directors, including Independent Directors and shall require approval of shareholders in general meeting. The requirement of obtaining approval of shareholders in general meeting shall not apply to payment of sitting fees to Non-Executive Directors, if made within the limits prescribed under the Companies Act.

The approval of shareholders by Special Resolution shall be obtained every year, in which the annual remuneration payable to a single Non-Executive Director exceeds the limits prescribed under the SEBI Listing Regulations.

12. MANNER FOR EFFECTIVE EVALUATION OF PERFORMANCE OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

- (i) The Independent Directors shall in their separate meeting, review the performance of non Independent Directors, the Board as a whole and performance of Chairperson taking into account the views of Executive Directors and Non-Executive Directors which shall be apprised to the Board of Directors.
- (ii) The Nomination and Remuneration Committee and the Board shall evaluate the performance of the Committees which are required to be constituted as per the provisions of the Companies Act, 2013, the Board as a whole, of Individual Directors.
- (iii) The Board shall take note of the evaluation done by the Nomination and Remuneration Committee and Independent Directors and take necessary actions required, if any.

13. CRITERIA FOR EVALUATION OF DIRECTORS, THE BOARD AND ITS COMMITTEES

The detailed criteria for formal annual evaluation of the performance of the Board of Directors as a whole, its Committees and Individual Directors are provided in **Annexure – A**.

14. DIVERSITY

The Board of Directors shall comprise of Directors having expertise in different areas/fields like Finance, Law, Sales and Marketing, Management, Banking, Engineering & Technology, Governance, Research etc. or as may be considered appropriate. In designing the Board's composition, NRC shall consider the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge etc. The Board shall have atleast one Board member who has accounting or related financial management expertise and atleast one woman Director.

15. REMOVAL

The Committee may recommend to the Board with reasons recorded in writing, including any disqualification mentioned in the Companies Act, SEBI Listing Regulations or under any other applicable law, removal of a Director, KMP or any other person in senior management position, subject to the provisions and compliance of the Companies Act and other applicable law.

16. RETIREMENT

The Directors and KMP or any other person in senior management position, shall retire as per the applicable provisions of the Companies Act and this Policy, wherever applicable. The Board will have the discretion to retain any Director, KMP or any other person in senior management position, even after attaining the retirement age, for the benefit of the Company, subject to the provisions of the Companies Act, SEBI Listing Regulations and other applicable law.

17. REVIEW

The Policy shall be reviewed by the Committee at appropriate intervals and based on its recommendations; the Board may revise the same from time to time.

18. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Companies Act, SEBI Listing Regulations or any other statutory enactments or rules as may be applicable, the provisions of the Companies Act, the SEBI Listing Regulations or any other such statutory enactments or rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to be severed from the Policy and the rest of the Policy shall remain in force.

Approved in the Board Meeting held on 20th August, 2025.

Clay Craft India Ltd

Questionnaire Form for Evaluation of the Board as a Whole

Mr., Director [Name of Evaluating Director]

This questionnaire has been designed to evaluate the Board as a whole. Every question would need to be evaluated on a 5-point scale as given below

Strongly Disagree 1	Disagree 2	Neither Agree nor Disagree 3	Agree 4	Strongly Agree 5
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The questionnaire also provides for space for qualitative comments.

Assessment Criteria for the Board as a Whole

A. Structure of the Board	Remarks
Competency of Directors: The Board as a whole has Directors with a proper mix of competencies to conduct its affairs effectively.	
Experience of Directors: The Board as a whole has Directors with enough experience to conduct its affairs effectively.	
Mix of Qualifications: The Board as a whole has Directors with a proper mix of qualifications to conduct its affairs effectively.	
Diversity in Board under various parameters: There is sufficient diversity in the Board on gender/background/competence/experience, etc.	
Appointment to the Board: The process of appointment to the Board of directors is clear and transparent and includes provisions to consider diversity of thought, experience, knowledge, perspective and gender in the Board of Directors.	
B. Meetings of the Board	
Regularity of meetings: The meetings are being held on a regular basis.	
Frequency: 1. The Board meets frequently.	
2. The frequency of such meetings is enough for the Board to undertake its duties properly.	
Logistics: The logistics for the meeting is being handled properly- venue, format, timing, etc.	
Agenda: 1. The agenda is circulated well before the meeting.	
2. The agenda has all relevant information to take decision on the matter.	
3. The agenda is up to date, regularly reviewed and involves major substantial decisions.	
4. The quality of agenda and Board papers is up to the mark (explains issues properly, not overly lengthy, etc.).	
5. The outstanding items of previous meetings are followed-up and taken up in	

subsequent agendas.	
6. The time allotted for every item (especially substantive items) in the agenda of the meeting is sufficient for adequate discussions on the subject.	
7. The Board is able to finish discussion and decision on all agenda items in the meetings.	
8. The agenda includes adequate information on committee activities.	
Discussions and Dissent:	
1. The Board discusses every issue comprehensively and depending on the importance of the subject.	
2. The environment of the meeting induces free-flowing discussions, healthy debate and contribution by everyone without any fear or fervor.	
3. The discussions generally add value to the decision making.	
4. The Board does not tend towards group think and critical and dissenting suggestions are welcomed.	
5. All members actively participate in the discussions.	
6. Overall, the Board functions constructively as a team.	
Recording of minutes:	
1. The minutes are being recorded properly- clearly, completely, accurately and consistently.	
2. Minutes are approved properly in accordance with set procedures.	
3. Minutes are timely circulated to all the Board members.	
4. Dissenting views are recorded in the minutes.	
Dissemination of information:	
1. All the information pertaining to the meeting are disseminated to the members timely, frequently, accurately, regularly.	
2. The Board is adequately informed of material matters in between meetings.	
C. Functions of the Board	
The role and responsibilities of the Board are clearly documented E.g. difference in roles of Chairman and CEO, matters reserved for the Board, etc.	
Strategy and performance evaluation:	
1. Significant time of the Board is being devoted to management of current and potential strategic issues.	
2. Various scenario planning is used to evaluate strategic risks.	
3. The Board overall reviews and guides corporate strategy, major plans of action, risk policy, annual budgets and business plans, sets performance objectives, monitors implementation and corporate performance, and oversees major capital expenditures, acquisitions and divestments.	
4. The Board devotes sufficient time in review of Business findings and monitoring of action plan.	
Governance and compliance:	
1. Adequate time of the Board is being devoted to analyse and examine governance and compliance issues.	
2. The Board monitors the effectiveness of its governance practices and makes changes as needed.	
3. The Board ensures the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and	

operational control, and compliance with the law and relevant standards.	
4. The Board oversees the process of disclosure and communications.	
5. The Board evaluates and analyses the compliance certificate from the auditors/ practicing Company secretaries regarding compliance of conditions of corporate governance.	
Evaluation of Risks: 1. The Board undertakes a review of the high-risk issues impacting the organization regularly.	
2. In assessment of risks, it is ensured that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognised or exposes the Company to excessive risk.	
Grievance redressal for Investors: The Board regularly reviews the grievance redressal mechanism of investors, details of grievances received, disposed of and those remaining unresolved.	
Conflict of interest: 1. The Board monitors and manages potential conflicts of interest of management, members of the Board of Directors and shareholders, including misuse of corporate assets and abuse in related party transactions.	
2. A sufficient number of non-executive members of the Board of directors capable of exercising independent judgement are assigned to tasks where there is a potential for conflict of interest	
Stakeholder value and responsibility: 1. The decision-making process of the Board is adequate to assess creation of stakeholder value.	
2. The Board has mechanisms in place to communicate and engage with various stakeholders.	
3. The Board acts on a fully informed basis, in good faith, with due diligence and care, with high ethical standards and in the best interest of the company and the stakeholders.	
4. The Board treats shareholders and stakeholders fairly where decisions of the Board of Directors may affect different shareholder/ stakeholder groups differently.	
5. The Board regularly reviews the Business Responsibility Reporting/ related corporate social responsibility initiatives of the company and contribution to society, environment etc.	
Corporate culture and values: The Board sets a corporate culture and the values by which executives throughout a group shall behave.	
Review of Board Evaluation: The Board monitors and reviews the Board evaluation framework.	
Facilitation of Independent Directors: The Board facilitates the independent directors to perform their role effectively as a member of the Board of directors and also a member of a committee of Board of Directors and any criticism by such directors is taken constructively.	
D. Board & Management	
Evaluation of performance of the management and feedback: 1. The Board evaluates and monitors management, especially the CEO regularly and fairly and provides constructive feedback and strategic guidance.	

2. The measures used are broad enough to monitor performance of the management.	
3. The management's performance is benchmarked against industry peers.	
4. Remuneration of the management is in line with its performance and with industry peers.	
5. Remuneration of the Board and the management is aligned with the longer-term interests of the company and its shareholders.	
6. The Board selects, compensates, monitors and, when necessary, replaces key managerial personnel based on such evaluation.	
7. The Board 'steps back' to assist executive management by challenging the assumptions underlying strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the company's focus.	
Independence of the management from the Board: The level of independence of the management from the Board is adequate.	
Access of the management to the Board and Board access to the management: The Board and the management are able to actively access each other and exchange information.	
Secretarial support: Adequate secretarial and logistical support is available for conducting Board meetings.	
Fund availability: Sufficient funds are made available to the Board for conducting its meeting effectively, seeking expert advice e.g. Legal, accounting, etc.	
Succession plan: An appropriate and adequate succession plan is in place and is being reviewed and overseen regularly by the Board.	
Professional development: 1. Adequate induction and professional development programmes are made available to new and old directors.	
2. Continuous directors training is provided to ensure that the members of Board of Directors are kept up to date.	

Overall Comments:

Signature of Director:.....

Date:.....

Place:.....

Questionnaire Form for Evaluation of Director

Mr.,Director

This questionnaire has been designed to evaluate the Board as a whole. Every question would need to be evaluated on a 5-point scale as given below

Strongly Disagree	Disagree	Neither Agree nor Disagree	Agree	Strongly Agree
1	2	3	4	5

The questionnaire also provides for space for qualitative comments.

Assessment Criteria for Individual Director	Remark
Professional Qualification and Experience relevant to the Company.	
Knowledge and Competency as identified for effective functioning of the Company and the Board.	
Understanding and knowledge of the Company and the Sector in which it operates.	
Fulfillment of functions assigned to the Director by the Board and the Law.	
Ability to function as a Team Member.	
Initiatives with respect to various areas.	
Availability and Attendance for Board and other Meetings.	
Commitment towards the Board and the Company.	
Contribution towards the Company and in the Board as well as Committee Meetings .	
Effectiveness of leadership and ability to steer the meetings.	
Demonstration of high level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.).	
Impartiality in conducting discussions, seeking views and dealing with dissent, etc.	
Independence of Judgement.	

Overall Comments:

Place:.....

Clay Craft India Ltd

Questionnaire Form for Evaluation of the Committee

Mr., Director [Name of Evaluating Committee Director]

This questionnaire has been designed to evaluate the Board as a whole. Every question would need to be evaluated on a 5-point scale as given below

Strongly Disagree 1	Disagree 2	Neither Agree nor Disagree 3	Agree 4	Strongly Agree 5
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The questionnaire also provides for space for qualitative comments.

Assessment Criteria for Board's Committee

Assessment Criteria for Board's Committee	Remark
A. Mandate and Composition The mandate, composition and working procedures of the committee is clearly defined and disclosed.	
B. Effectiveness of the committee The committee has fulfilled its functions as assigned by the Board and laws as may be applicable.	
C. Structure of the committee and meetings	
Structure of the committee: The committee has been structured properly.	
Regularity of meetings: The meetings are being held on a regular basis.	
Frequency: 1. The committee meets frequently.	
2. The frequency of such meetings is enough for the committee to undertake its duties properly.	
Logistics: The logistics for the meeting is being handled properly- venue, format, timing, etc.	
Agenda: 1. The agenda is circulated well before the meeting.	
2. The agenda has all relevant information to take decision on the matter.	
3. The agenda is up to date, regularly reviewed and involves major substantial decisions.	
4. The quality of agenda and Board Committee papers is up to the mark (explains issues properly, not overly lengthy, etc.).	
5. The outstanding items of previous meetings are followed-up and taken up in subsequent agendas.	
6. The time allotted for every item (especially substantive items) in the agenda of the meeting is sufficient for adequate discussions on the subject.	
7. The committee is able to finish discussion and decision on all agenda items	

in the meetings.	
Discussions and Dissent:	
1. The committee discusses every issue comprehensively and depending on the importance of the subject.	
2. The environment of the meeting induces free-flowing discussions, healthy debate and contribution by everyone without any fear or fervor.	
3. The discussions generally add value to the decision making.	
4. The committee does not tend towards groupthink and critical and dissenting suggestions are welcomed.	
5. All members actively participate in the discussions.	
6. Overall, the committee functions constructively as a team.	
Recording of minutes:	
1. The minutes are being recorded properly- clearly, completely, accurately and consistently.	
2. Minutes are approved properly in accordance with set procedures.	
3. Minutes are timely circulated to all the committee members.	
4. Dissenting views are recorded in the minutes.	
Dissemination of information:	
1. All the information pertaining to the meeting are disseminated to the members timely, frequently, accurately, regularly.	
2. The committee is adequately informed of material matters in between meetings.	
D. Independence of the Committee from the Board	
Adequate independence of the committee is ensured from the Board.	
E. Contribution to decisions of the Board	
The committee's recommendations contribute effectively to decisions of the Board.	

Overall Comments:

Signature of Director:.....

Date:.....

Place:.....