ORTIN GLOBAL LIMITED
POLICY ON EVALUATION OF PERFORMANCE OF DIRECTORS AND THE BOARD

1. INTRODUCTION

Ortin GLOBAL Limited ("the Company") has put in place, a Code of Conduct policy to be observed by its Board of Directors and Senior Management Personnel. In compliance with the Listing Agreement and also the Companies Act, 2013, this Performance Evaluation Policy is being framed by Nomination and Remuneration Committee (NRC).

2. OBJECTIVE

This policy aims to:

(i) Ensure compliance of the applicable provisions of the Companies Act, 2013 (the Act) and the Listing Regulations (as amended or re-enacted from time to time) relating to the evaluation of performance of the Directors and the Board.

(ii) Adopt best practices to manage the affairs of the Company in seam less manner.

(iii) Achieve good corporate governance as well as sustained long-term value creation for stakeholders.

3. EVALUATION

(i) The evaluation of the Board, its committees and individual directors shall be conducted as per SEBI (LODR) Regulations, 2015 and applicable provisions of the Companies Act, 2013 as amended from time to time. Evaluation performance shall be carried out at least once in a year.

(ii) While evaluating the performance of Non-Executive Directors, the following parameters shall be considered:

a) Attendance at meetings of the Board and Committees;
b) Participation in Board Meetings or committee thereof;
c) Contribution to strategic decision making;
d) Review of financial statements, business performance;
e) Contribution to the enhancement of the Board image of the Company.

(iii) The Company shall provide suitable technical or business-related training to the Non-executive Directors including independent directors. Any other training shall be provided based on the necessity.

The evaluation of the Directors and the Board shall be carried out based on the questionnaire and feedback form which forms part as annexure to the policy.

Annexure to the policy of performance evaluation:
INDEPENDENT DIRECTOR EVALUATION FORM

Name of the Director:
Category: Independent
Please do the rating if the Concerned Director is an "Independent Director"

Name of the Director: Category: Independent		
EVALUATION FACTOR	***RATINGS***	***COMMENTS***
1. Director upholds ethical standards of integrity and probity.		
2. Director exercises objective independent judgment in the best interest of the Company.		
3. Director effectively assists the Company in implementing best corporate governance practices and monitors the same.		
4. Director helps in bringing independent judgment during board deliberations on strategy, performance, risk management etc.		
5. Director keeps himself/herself well informed about the Company and external environment in which it operates.		
6. Director acts within his/her authority and assists in protecting the legitimate interest of the Company, shareholders and employees.		
7. Director maintains high level of confidentiality		
8. Director adheres to the applicable code of conduct for independent directors		

Overall rating of the Director's performance	**Outstanding**	**Exceeds Expectation**	**Meets Expectation**	**Needs Improvement**	**Poor**

Name of the Director:

Signature:

Date:

EVALUATION OF BOARD COMMITTEES

Criteria	Committees			How the Board can do it better or differently
	Audit	**Nomination and Remuneration**	**Stakeholders Relationship**	
Function and Duties				
The Committees of the Board are appropriately constituted				
The terms of reference for the committees are appropriate with clearly defined roles and responsibilities				
Observing Committees terms of reference				
The composition of the committees is in compliance with the legal requirement				
The amount of responsibility delegated by the Board to each of the committees is appropriate				
The reporting by each of the Committees to the Board is sufficient				
The performance of each of the Committees is assessed annually against the set goals of the committee				
Whether the terms of reference are adequate to serve committee'spurpose				
The Committee regularly reviews its mandate and performance				
Committee takes effective and proactive measures to perform its functions				
Management Relations				
Adequate independence of the Committee is ensured from the Board				
Committee gives effective suggestions and recommendations				
Committee meetings are conducted in a manner that encourages open communication and meaningful participation of its members.				
Committee Meetings and procedures				
Committee meetings have been organized properly and appropriate procedures were followed in this regard.				
The frequency of the Committee meetings is adequate				
Committee makes periodical reporting to the Board along with its suggestions and recommendations				

Overall rating of the Committees' performance	**Outstanding**	**Exceeds Expectation**	**Meets Expectation**	**Needs Improvement**	**Poor**
Audit Committee					
Nomination and Remuneration Committee					
Stakeholders Relationship Committee					

Name of the Director:

Signature:

Date:

ORTIN GLOBAL LIMITED

EVALUATION OF NON-INDEPENDENT DIRECTOR OF THE COMPANY

Rankings go from Low to High

Particulars	LOW				HIGH
	1	2	3	4	5
1. **Leadership** • expertise affecting the Company's prosperity and operations					
2. **Strategy Formulation** • capability for analyzing problems and issues confronting the Company					
3. **Strategy execution** • established an effective organization structure, ensuring that there is management focus on key functions necessary for the organization to align with its mission					
4. **Financial planning / performance** • possessed a good understanding of the company's financial measures relevant to its business and financial situation. • exercised good judgment in managing the financial affairs of the organization.					
5. **Relationships with the Board** • demonstrated a sound knowledge of Board governance procedures and has consistently followed them.					
6. **External Relations** • encouraged corporate social responsibility and community involvement in promoting a positive image of Company					
7. **Human Resources Management/Relations** • effectively ensures procedures and practices pertaining to human resources, including appraisal process and rewarding systems for management and employees.					
8. Ethics and Corporate Governance					

Name of the Director:

Signature:

Date:

EVALUATION OF BOARD OF DIRECTORS

Rankings go from Low to High

Particulars	**LOW**				**HIGH**
	1	**2**	**3**	**4**	**5**
A. Board Composition & Quality					
• The Board has appropriate expertise and experience to meet the best interests of the company • All the independent directors are independent in true letter and spirit					
B. **Board Development** • The Board helps company in developing a strategic plan / policy					
C. Board and Management Relations					
• The Board has approved comprehensive policies and procedures for smooth conduct of all material activities by Company					
D. Board Meetings and Procedures					
• Adequacy of attendance and participation by the board members at the board meetings • Frequency of Board Meetings is adequate and receiving notice and agenda in advance					
E. Board Strategy and Risk Management					
The time spent on issues relating to the strategic direction.					
F. Overall Effectiveness					
G. Assess the quality, quantity and timeliness of information between the company management and the Board.					

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(Director)

CHAIRMAN'S ASSESSMENT

Name of the Chairman:

Evaluation Factor	**Comments**
Managing Relationships	
The Chairperson actively manages shareholder, board, management and employee relationships and interests.	
The Chairperson meets with potential providers of equity, if required.	
The Chairperson manages meetings effectively and promotes a sense of participation in all the Board meetings.	
Leadership	
The Chairperson is an effective leader.	
The Chairperson promotes effective participation of all Board members in the decision-making process.	
The Chairperson promotes the positive image of the Company.	
The Chairperson promotes continuing training and development of directors.	

Name of the Director:

Signature:

Date: