

# **PERFORMANCE EVALUATION POLICY OF PRIORITY JEWELS LIMITED**

*The policy is adopted by the Board of Directors in their meeting held on April 22, 2025*

## **1. Overview:**

This Performance Evaluation Policy ("Policy") has been approved by the Nomination and Remuneration Committee ("Committee") of Priority Jewels Limited ("the Company") in view of the various provisions of the Companies Act, 2013 ("Act") and rules notified thereunder, and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company has delegated a significant amount of responsibility to the Independent Directors and Board of Directors. In order to meet their fiduciary responsibility to be prudent in making such a delegation, the Committee recognizes that it has a duty to carefully monitor and evaluate the Independent Directors and Board of Directors ("Board"), it has appointed.

## **2. Frequency and Timing:**

Pursuant to Section 134(3)(p) of the Act, it can be inferred that there has to be a formal annual evaluation of the performance of the Board and that of its various committees ("Board Committees") and of individual directors. The Company shall undertake annual evaluation either in accordance with the financial year.

## **3. Manner of Evaluation:**

### **Evaluation of Individual director**

The Committee and the entire Board (excluding the director being evaluated) shall carry out the evaluation of performance of individual director of the Company.

In addition, the Independent Directors shall hold a separate meeting at least once in any given year, without the presence of the non-Independent Directors of the Company, to review the performance of such non-Independent Directors.

The evaluation of the individual director shall be carried out based on the questionnaire and feedback form which forms part as *Annexure A* to this Policy.

### **Evaluation of the Board**

The Board shall carry out its own performance evaluation.

In addition, the Independent Directors in its meeting, without the presence of the non-Independent Directors of the Company, to review the performance of Board.

The evaluation of the Board shall be carried out based on the questionnaire and feedback form which forms part as *Annexure B* to this Policy.

### **Evaluation of Board Committees**

The Board and the Independent Directors in its meeting, without the presence of the non-Independent Directors of the Company, shall carry out the evaluation of the performance of each Board Committee based on the questionnaire and feedback form which forms part as *Annexure C* to this Policy.

### **Action Plan**

Once responses from all the Directors have been received, a summary of results of the Board evaluation will be placed before the Nomination and Remuneration Committee. Based on the feedback from each member, an average rating for each question will be obtained. All questions with average rating of 4.5 or less have been identified as areas for reflection and action planning. These are not necessarily the problem areas but definitely the areas where processes/ practices can be improved to meet the best governance standards and the Board may devise a plan to address such identified areas ("Action Plan"). While identifying the areas for reflections, proposed actions should be suggested for consideration of the evaluation panel. In some areas, suggestions from the evaluation panel are required to be provided.

The Action Plan should carry in detail the following:

- i. The nature of actions, including training and skill building, required to be undertaken to address the identified areas.
- ii. Timeline within which the actions detailed in the Action Plan shall be completed.
- iii. Persons responsible for the implementation of the Action Plan.
- iv. Resources required to achieve the objectives set out in the Action Plan.

The Board must review the actions set out in the Action Plan within a specific time period.

#### **4. Review and Monitoring:**

The Committee shall review and monitor from time to time the implementation of this Policy to ensure its effectiveness and may also recommend changes, if any, to the Board for ensuring effective performance evaluation.

#### **5. Amendment:**

The Board may amend the Policy as and when it deems necessary either pursuant to any change in law or otherwise. The Board shall be free to devise and implement any supplementary or other policies and guidelines in respect hereof for better implementation of this Policy.

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**Annexure-A**

**PERFORMANCE EVALUATION OF THE INDIVIDUAL DIRECTORS**

Appraisal of the Individual directors shall be based on the criteria and parameters as laid down hereunder:

**Name of the Individual director being evaluated:**

Sr. No	CRITERIA FOR EVALUATION	RATING	REMARKS (IF ANY)
<b>I</b>	<b>PERSONAL TRAITS</b>		
1	Provides Strategic Vision		
2	Performance and behavior engenders mutual trust and respect		
3	Displays utmost level of Professionalism and integrity		
4	Creates a brand image for the Company		
<b>II</b>	<b>INVOLVEMENT</b>		
1	Regularly attends the meetings of the Board or committees		
2	Adequate advance preparation for the meetings		
3	Participates in a constructive manner at the meetings		
4	Provides valuable inputs during discussions on critical matters		
5	Assertiveness and ability to pose tough questions and defend his/ her ideas with proper reasoning		
6	Guidance to the board on his/ her areas of expertise		
7	Actively discusses on ensuring compliance with applicable laws by the Company		
<b>III</b>	<b>PROFESSIONAL INDEPENDENCE</b>		
1	Brings forth voluntarily, any matters requiring disclosure		
2	Intimates the board of any issues, which may affect independence or in case of independent director, fulfilment of the independence criteria as specified under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 and their independence from the management		
3	Compliance with Code of Conduct		
4	Compliance with Insider Trading Regulations.		

**Rating:** On a scale of 1 to 5 with 1 being least effective and 5 being highly effective. The aggregate score so obtained would then be divided by the no. of questions (15) to arrive at the final rating.

**Final Rating:**

*The final ratings of all the other directors (excepting himself) rating the director would then be aggregated and divided by the no. of directors providing feedback to arrive at the final rating at the Board level.*

Note 1: Additional comments and suggestions for improvement of the individual director on any of the criteria/parameters, if any, to be provided in the 'Remarks' column to this questionnaire.

Note 2: The Independent Directors of the Company shall evaluate the non-independent director in a meeting without the attendance of the non-independent directors and the management.

**Annexure-B**

**PERFORMANCE EVALUATION OF THE BOARD**

Appraisal of the Board shall be based on the criteria and parameters as laid down hereunder:

<b>Sr. No</b>	<b>CRITERIA FOR EVALUATION</b>	<b>RATING</b>	<b>REMARKS (IF ANY)</b>
<b>I</b>	<b>STRUCTURE</b>		
	Diversity of the Board (In terms of Experience, knowledge, expertise, gender etc.)		
	Appropriate number of total directors and Independent directors		
	Adequate set of Committees		
	Committees are appropriately constituted with the desired skill sets		
<b>II</b>	<b>FUNCTIONAL DYNAMICS</b>		
	Annual Calendar is communicated in advance		
	Agenda and Board papers are circulated well in advance and are informative		
	Effectiveness of the Board Is appropriate, timely and unbiased information of the right quality provided; -Are sufficient board and committee meetings being held to enable consideration of issues;		
	Directors have access to any additional information		
	Participation of directors is balanced		
	Quality of interactions with the Managing Director and Executive Directors		
	Meeting environment is conducive to discussions and expression of opinions		
	The long term strategy is set after discussions		
	Response to any problems/ crisis management and guidance		
<b>III</b>	<b>GOVERNANCE/MONITORING</b>		
	Social/ environmental/ sustainability considerations in strategy of the Company		
	Approach to Governance		
	Review of various policies and terms of reference of committees		

	Review of the functioning of various committees		
	Information dissemination to the Board and outside		
	Performance monitoring of the Company and suggestion vis- a- vis benchmarking against similar companies		
<b>IV</b>	<b>BOARD RELATIONSHIPS</b>		
	Inter personal and with the Core Management team		

**Rating:** On a scale of 1 to 5 with 1 being least effective and 5 being highly effective. The aggregate score so obtained would then be divided by the no. of questions (20) to arrive at the final rating.

**Final Rating:**

**The final ratings of all the directors rating would then be aggregated and divided by the no. of directors providing feedback to arrive at the final rating of the Board.**

Note: The views and suggestions for improvement of the Board on any of the criteria/parameters, would be taken up at the Board and sincere efforts to implement the same would be carried out.

### Annexure-C

#### PERFORMANCE EVALUATION FOR THE COMMITTEES OF THE BOARD

Appraisal of the Board Committees shall be based on the criteria and parameters as laid down hereunder:

Name of the Committee:

Sr. No.	Criteria for Evaluation	Rating	Remarks (If any)
<b>I</b>	<b>STRUCTURE</b>		
	Mandate and Composition (In terms of mandate, composition, and working procedures of the committees of the Board are clearly defined and discussed etc.)		
	Appropriate number of total directors and Independent directors		
	The frequency of such meetings is enough for the committee to undertake its duties properly		
	Appropriately constituted with the desired skill sets		
<b>II</b>	<b>FUNCTIONAL DYNAMICS</b>		
	The committee has fulfilled its functions as assigned by the Board and laws as may be applicable.		
	Agenda and discussion papers are circulated well in advance and are informative		
	The committee is able to finish discussion and decision on all agenda items in the meetings		
	The committee discusses every issue comprehensively and depending on the importance of the subject		
	All members actively participate in the discussions		
	Meeting environment is conducive to discussions and expression of opinions		
<b>III</b>	<b>GOVERNANCE</b>		
	The minutes of the committee are circulated to all the committee members		
	The independence of the committee is ensured from the Board.		
	The committee's recommendations and contributions towards the Company		
	Overall, the committee functions constructively as a team.		

**Rating:** On a scale of 1 to 5 with 1 being least effective and 5 being highly effective. The aggregate score

so obtained would then be divided by the no. of questions (15) to arrive at the final rating.

**Final Rating:**

**The final ratings of all the directors rating would then be aggregated and divided by the no. of directors providing feedback to arrive at the final rating of the Board.**

Note: The views and suggestions for improvement of the Committees of the Board on any of the criteria/parameters, would be taken up at the Committee and sincere efforts to implement the same would be carried out.

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