

CAMPUS ACTIVEWEAR LIMITED

DIRECTORS' PERFORMANCE EVALUATION POLICY

1. BACKGROUND

Corporate Governance is both a tradition and a way of life at Campus Activewear Limited.

The Company believes that continuous performance evaluation of individual Directors, Board and its Committees, will strengthen their effectiveness and enable Board members, individually and collectively, to assess themselves and develop the key skills required to meet foreseeable requirements. In line with this and pursuant to the Companies Act, 2013 (The Act), Rules made thereunder, and entered into by the Company with Stock Exchanges, the Nomination and Remuneration Committee ("NRC") has framed this Directors' Performance Evaluation Policy ('Policy'). This Policy is intended to annually assess the performance of the Directors individually, Board as a whole, Committees of the Board and Chairperson of the Company/Board of Directors.

2. EFFECTIVE DATE

Based on the recommendation of the NRC, this Policy has been approved by the Board on 18.04.2022.

3. PROCEDURE

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time (SEBI LODR) provides that the independent directors of the Company are required to hold at least one meeting in a financial year, without the attendance of non-independent directors and members of management. At such meeting the independent directors are required to:
 - (a) review the performance of non-independent directors and the Board as a whole;
 - (b) review the performance of the Chairperson of the company, taking into account the views of the executive directors and non-executive directors;
 - (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- The NRC is required to evaluate the performance of each Director;
- The performance evaluation of independent directors is required to be done by the entire Board, excluding the director being evaluated

The evaluation process will be used constructively and the Board will act on the results to improve board effectiveness, maximise strengths and tackle weaknesses.

A. Performance Evaluation of Board

- Evaluation of the Board will be carried out by each Director. The evaluation process will consider factors which the Directors, as evaluators, will consider. Each Director will assign score (on scale of 1 to 5, with 5 being the highest) to each of criteria. A list of factors of evaluation is enclosed at **Annex-A**.
- The responses of Directors will be collated and summarized. The aggregate of scores assigned by each Director to all factors will then be divided by the product of (maximum possible score for each factor, number of directors evaluating and total number of factors). Based on this, a percentage will be computed which would reflect the score of the Board.
- A Report on the responses would be prepared and submitted to the Chairperson of the Board.
- Independent Directors, in their separate meeting, as envisaged in Clause VII of Schedule IV to the Act and SEBI (LODR) Regulations, 2015, will also discuss the performance evaluation of the Board and submit their report to the Chairperson of the Board.
- Both Reports will then be discussed by the Board.

B. Performance Evaluation of Board Committees

- Evaluation of Committees will be carried out by each member of that Committee (“**Member**”). The evaluation process will consist of a number of factors which the Members, as evaluators, will consider for their respective Committee separately. Each Member will assign score (on scale of 1 to 5, with 5 being the highest) to each of the criteria. A list of the factors of evaluation is enclosed at **Annex-B**.
- The Members will submit their responses to the Chairperson of the Board.
- Chairperson will then get the responses of the Members collated and summarized. The aggregate of scores assigned by all the Members to all factors will then be divided by the product of (maximum possible score for each factor, number of Members evaluating and total number of factors). Based on this, a percentage will be computed which will reflect the score of the Committee.
- The Report will then be discussed by the Board.

C. Performance Evaluation of Individual Directors

- NRC will supervise the overall process of evaluation of each individual Director.
- Evaluation of Independent Director will be carried out by all other Directors on the Board excepting the concerned Director himself. The evaluation process will consist

of a number of factors which the Directors, as evaluators will consider in relation to the Independent director. Each Director will assign score (on scale of 1 to 5, with 5 being the highest) to each of the criteria. A list of factors is enclosed at **Annex-C1**.

- Evaluation of the Non-Independent Director (Non-Executive and Executive Directors) will be carried out by all other Directors on the Board excepting the concerned Director himself. The evaluation process will consist of number of factors which the Directors, as evaluators will consider in relation to the individual Non-Independent Director. Each Director will assign score (on scale of 1 to 5, with 5 being the highest) to each of the criteria. A list of factors of evaluation is enclosed at **Annex-C2**
- Each Director will submit his responses in relation to other Directors on the Board to NRC.
- NRC will then get the responses of Directors which will be collated for each Director and summarized. The aggregate of scores assigned by all Directors to all factors will then be divided by the product of (maximum possible score for each factor, number of directors evaluating and total number of factors). Based on this, a percentage would be computed which would reflect the score of each individual Director.
- NRC will submit a report of:
 - Independent Directors to the Chairperson of the Board.
 - Non-Independent Directors to the Independent Directors for review in their separate meeting.
- Independent Directors in their separate meeting will review the report of performance of Non-Independent Directors received from NRC and submit their report alongwith the report of NRC to the Chairperson of the Board.
- The Reports will then be discussed by the Board.
- The re-appointment of Independent Directors shall be on the basis of their performance evaluation reports.

D. Performance Evaluation of Chairperson of the Company / Board

- Evaluation of the Chairperson will be carried out by Independent Directors. The Independent Directors will take into account the views of Executive Directors and Non-Executive Directors. The evaluation process will consist of number of factors which the Directors, as evaluators, will consider in relation to Chairperson. Each Director will assign score (on scale of 1 to 5, with 5 being the highest) to each of the criteria. A list of factors of evaluation is enclosed at **Annex-D**.
- The aggregate of scores assigned by all directors to all factor will then be divided by the product of (maximum possible score for each factor, number of directors evaluating and total number of factors). Based on this, a percentage would be computed which would reflect the score of the Chairperson.

- Independent Directors will submit their report to the Board which will then be discussed by the Board.

4. REVIEW / AMENDMENT

The NRC will review this Policy regularly and assess its effectiveness. Based on the recommendation of the NRC the Board may amend, abrogate, modify or revise any or all clauses of this Policy in accordance with the Act and SEBI LODR.

5. DISCLOSURE / REPORTING

The results of evaluations will be shared with the Board as a whole.

The Annual Report will include:

- Guidelines followed by the NRC in evaluation of Directors.
 - Methodology adopted in conducting performance evaluation of the Board, its Committees, individual directors and of the Chairperson of the Company / Board.
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BOARD OF DIRECTORS-SELF EVALUATION SURVEY

	Considerations	5 Very Good	4 Good	3 Avg	2 Fair	1 Poor
1	Required experience and expertise to support the Company in achieving its strategy					
Comments						
2	Clear understanding of the importance of maintaining corporate reputation and creation of shareholder value					
Comments						
3	Appropriate composition of Board and its committees, right combination of knowledge, skills and domain expertise to maximise performance in the light of future strategy					
Comments						
4	Abreast with latest developments in the regulatory environment, industry and the market					
Comments						
5	Regular monitor and evaluation of progress towards strategic goals and assesses operational performance					
Comments						
6	Establishment of Committee structure to enable clear focus on the important issues facing the Company					
Comments						
7	Effective interface of Board with committees					
Comments						

8	Adherence to good corporate governance practices					
Comments						
9	Presence of appropriate proportion of Independent Directors.					
Comments						
10	Understanding key risks faced by business and its mitigation plan(s)					
Comments						
11	Discussion of industry's best and next practices regularly discussed vis-a-vis company strategy					
Comments						
<p>General Questions:</p> <p>Is the Board addressing the right topics and do you think there are topics that should be addressed by the Board that are currently not being addressed?</p> <p>Please state if there is(are) any additional point(s) on which you believe the Board should focus its attention next year.</p> <p>Please suggest any ways in which you feel the working of the Board could be more effective and productive.</p>						

Signature : _____

Name : _____

Date : _____

COMMITTEE(S)-SELF EVALUATION SURVEY

	Considerations	5 Very Good	4 Good	3 Avg	2 Fair	1 Po or
1	Full and common understanding of its roles and responsibilities					
Comments						
2	Effective contribution of Committee vis-a-vis assigned roles & responsibilities					
Comments						
3	Improvement of overall effectiveness of Board by Committee					
Comments						
3	Appropriate composition of Committee with right mix of knowledge and skills to maximise performance in the light of future strategy					
Comments						
4	Effective addressing of issues by the Committee and communication with other Committees, the Board, Management Team, Company Employees and others					
Comments						
5	Abreast with latest developments in the regulatory environment and the market pertaining to its area					
Comments						

6	Appropriate, timely communication of right and quality information to Committee, and management's responsiveness to requests for clarification or amplification					
Comments						
7	Sufficient Committee meetings of appropriate length held to enable proper consideration of issues					
Comments						
8	Redressal of Complaints and Grievances					
Comments						
9	Compliance with laws, charter documents, ethical standards and Code of conducts					
Comments						
<p>General Questions:</p> <p>Is the Committee addressing the right topics and do you think there are topics that should be addressed by the Committee that are currently not being addressed?</p> <p>Please state if there is(are) any additional point(s) on which you believe the Committee should focus its attention next year.</p> <p>Please suggest any ways in which you feel the working of the Committee could be more effective and productive.</p>						

Signature : _____

Name : _____

Date : _____

EVALUATION SURVEY OF MR. / MS. _____ - INDEPENDNT DIRECTOR

S. No.	Considerations	5 Very Good	4 Good	3 Avg	2 Fair	1 Poor
1	Attendance and participations in the meetings					
Comments						
2	Initiative in terms of new ideas and planning for the Company					
Comments						
3	Raising of concerns to the Board					
Comments						
4	Rendering independent, unbiased opinion and resolution of issues at meetings					
Comments						
5	Initiative in terms of new ideas and planning for the Company					
Comments						
6	Interaction with fellow Board members, senior					

	management and other stakeholders					
Comments						
7	Latest developments in his/her areas of expertise vis-a-vis industry and market conditions?					
Comments						
8	Follow good corporate governance practices and timely inputs on minutes of meetings of Board and Committee?					
Comments						
9	Safeguard confidential information of the Company and interest of whistle-blowers under vigil mechanism?					
Comments						
Any other important matter you may want to highlight.						

Signature : _____

Name : _____

Date : _____

EVALUATION SURVEY OF MR. / MS. _____ - NON-INDEPENDENT (NON-EXECUTIVE AND EXECUTIVE DIRECTOR)

S. No.	Considerations	5 Very Good	4 Good	3 Avg	2 Fair	1 Poor
1	Leadership initiative					
Comments						
2	Initiative in terms of new ideas and planning for the Company					
Comments						
3	Professional skills, problem solving, and decision-making					
Comments						
4	Compliance with policies of the Company, ethics, Policy on Code of Conduct for Prohibition of Insider Trading, etc.					
Comments						
5	Reporting of frauds, violation etc.					
Comments						

6	Safeguarding of interest of whistle blowers under vigil mechanism					
Comments						
7	Timely inputs on the minutes of the meetings of the Board and Committee, if any					
Comments						
Any other important matter you may want to highlight.						

Signature : _____

Name : _____

Date : _____

EVALUATION SURVEY OF CHAIRPERSON OF THE BOARD

S. No.	Considerations	5 V. Good	4 Good	3 Avg	2 Fair	1 Poor
1	Demonstrating effective leadership of the Board					
Comments						
2	Overall rating of Chairperson in terms of competence, enthusiasm and contributions to the Board's work					
Comments						
3	Constructive relationships and communications with the Board					
Comments						
4	Performance of the Chairperson in terms of focus, use of time and overall efficiency of Board meetings					
Comments						
5	Adequate processes for settling agenda enabling Board members to raise issues and concerns					
Comments						
6	Ability of Chairperson to manage Board's agenda, responding to changing circumstances as necessary					
Comments						
7	Encouragement of Chairperson for wider and detailed discussion on important issues					
Comments						

8	Performance in accordance with Company's values and beliefs					
Comments						
9	Encouragement in submitting feedback on Chairman's performance					
Comments						
Any other important matter you may want to highlight.						

Signature : _____

Name : _____

Date : _____