

EFFECTIVE DATE:

The Policy shall come into effect on: **December 15, 2025**

POLICY FOR EVALUATION OF PERFORMANCE OF BOARD OF DIRECTORS

INTRODUCTION:

This policy is formulated in accordance with Section 178, Section 134(3)(p) of the Companies Act, 2013 read with relevant rules framed thereunder, as amended ("**the Act**"), compliance of Regulation 17 and 19 read with Part D of the Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), each as amended from time to time.

Symbiotec Pharmalab Limited is committed to deal with all stakeholders with full transparency and fairness, ensuring adherence all laws and regulations and achieving highest standards of corporate governance.

As one of the most important functions of the Board of Directors ("**Board**") is to oversee the functioning of company's performance, this policy aims to establish a procedure for conducting periodical evaluation of the Board, its various committees and each director's performance and formulating criteria for the same. The Nomination and Remuneration Committee shall formulate criteria for evaluation of the performance of all members of the Board.

DEFINITIONS:

- a) "**Act**" means the Companies Act, 2013 and the rules framed thereunder, as amended from time to time.
- b) "**Board of Directors**" shall mean the Board of Directors of the Company.
- c) "**Company**" means Symbiotec Pharmalab Limited.
- d) "**Independent Director**" shall mean an Independent Director as defined under Section 2(47) read with Section 149(6) of the Act.
- e) "**LODR Regulations**" means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- f) "**Nomination and Remuneration Committee or NRC or the committee**" means the committee constituted by the Board of Directors of the Company in accordance with section 178 of the Act and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as constituted from time to time.

g) “Policy” means Policy on Evaluation of Performance of Board of Directors.

h) “SEBI” means the Securities and Exchange Board of India.

All other words and expressions used but not defined in this Policy, shall have the same meaning as defined in the Companies Act, 2013, SEBI (LODR) Regulations, 2015 or any other applicable law or regulation to the extent applicable to the Company.

PERFORMANCE EVALUATION FRAMEWORK FOR BOARD AND INDIVIDUAL DIRECTORS:

❖ Mechanism and Approach:

The process will be initiated each year at the Board’s discretion, the Company Secretary or any other authorised person designated by the Board, will co- ordinate the Board self-evaluation or an external consultant may be appointed to assist with this process.

❖ Evaluation:

- The evaluation of performance of the Independent Directors (IDs) shall be carried out by the entire Board of Directors and shall include:
 - a) Performance of the Directors; and
 - b) Fulfilment of the independence criteria as specified in the LODR and their independence from the management.

Provided that in the above evaluation, the directors who are subject to evaluation shall not participate.

- The evaluation of board of directors consist of:
 - a) Self-evaluation of board members
 - b) Evaluation of board as a whole
 - c) Committee Evaluation

Provided that in the self-evaluation of board members, the directors who are subject to evaluation shall not participate.

- The Independent Directors shall hold at least one meeting in a year, without the attendance of non-Independent Directors and members of management; and in this meeting they shall:
 - 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 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.
 - d) Evaluation performance should be carried out at least once in a year and the evaluation report shall be placed before the Board of Directors.
- The evaluation of the directors shall be carried out based on the questionnaires as annexed as Annexure-1 and Annexure-2. The filed questionnaires shall be return to the Company Secretary or any other authorised person designated by the board.

❖ **Board and NRC Discussion:**

The NRC will carry out an evaluation of every director's performance. For this purpose, the NRC would review the filled questionnaires received. The NRC would provide feedback to the Board on its evaluation of every director's performance and feedback.

The Board will discuss areas that are working well, and those that need attention and take note of the suggestion received (if any) from the separate meeting of independent directors. The Board will then decide if changes in its governance practices and policies need to be made. Company Secretary or any other authorised person designated by the board will work to implement necessary changes.

REVIEW OF THIS POLICY:

This policy is framed based on the provisions of the Act and the requirements of the LODR Regulations. In the event of any conflict between the provisions of this Policy and of the Act or LODR Regulations or any other statutory enactments, rules, the provisions of such Act or LODR Regulations or statutory enactments, rules shall prevail over this Policy.

Any subsequent amendment / modification in the LODR Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy. Any changes or modification on the Policy as recommended by the Nomination and Remuneration Committee would be presented for approval of the Board of Directors.

Annexure-1

Self-Evaluation of Board Members (including committee):

Name of the Director						
Designation						
For each criteria, please tick the response that best describes your opinion:						
EVALUATION FACTOR		Outstanding	Exceeds Expectations	Meets Expectations	Needs Improvement	Cannot Say
KNOWLEDGE AND SKILL						
1.	Understands duties, responsibilities, qualifications, disqualifications and liabilities as a director.					
2.	Brings relevant experience to the board and uses it effectively					
3.	Understands the vision and mission of the company, strategic plan and key issues.					
4.	Director understands governance, regulatory, financial, fiduciary and ethical requirements of the Board /Committee.					
5.	Director actively and successfully refreshes his/ her knowledge and skills and up to date with the latest developments in areas such as corporate governance framework, financial reporting and the industry and market conditions.					
DILIGENCE AND PARTICIPATION						
1.	Regularly and constructively attend board, committee and general meetings.					
2.	Contributions add value to the decision making.					
3.	Encourages other members to contribute their opinions.					
4.	Raises appropriate issues at meetings and asking the appropriate questions for clarity.					
5.	Maintains confidentiality					
6.	Abides by the legal obligations and code of conduct.					
7.	Director proactively contributes into development of strategy and to risk management of the Company.					
MANAGING RELATIONSHIP						
1.	Director's performance and behaviour promotes mutual trust and respect within the Board / Committee.					
2.	Director is effective and successful in managing relationships with fellow Board members and senior management.					
LEADERSHIP TEAM						
1.	Listens attentively to the contributions of others.					
2.	Shares good interpersonal relationship with other directors.					
3.	Supportive and cooperative.					
4.	Safeguard the interest of all stakeholders in the decision making.					
5.	Personal values are in congruence with that of the company.					

PARTICIPATION AT BOARD/ COMMITTEE MEETINGS						
1.	Director comes well prepared and informed for the Board / committee meeting(s).					
2.	Director demonstrates a willingness to devote time and effort to understand the Company and its business and a readiness to participate in events outside the meeting room, such as site visits?					
3.	Director has ability to remain focused at a governance level in Board/ Committee meetings.					
4.	Director's contributions at Board / Committee meetings are of high quality and innovative.					
5.	Director's proactively contributes in to development of strategy and to risk management of the Company.					
RELATIONSHIPS WITH THE BOARD						
1.	The Director has built strong working relationships with Board members and has worked closely and cooperatively with the board.					
PERSONAL QUALITIES						
1.	The director has attained an image that reflects positively on the company, as well as demonstrated a personality, outlook, and attitude that wins trust and support from all stakeholders.					
2.	The director has maintained a high standard of ethics and integrity.					
OVERALL RATING OF PERFORMANCE						
Outstanding		Exceeds Expectations		Meets Expectations		Need Improvement
						Can't Say
COMMENTS, IF ANY						
Name of Director					
Signature					
Date					

Annexure-2

Evaluation of Board as a Whole (including its committee):

For each criteria, please tick the response that best describes your opinion:						
EVALUATION FACTOR		Outstanding	Exceeds Expectations	Meets Expectations	Needs Improvement	Cannot Say
BOARD ACCOUNTABILITY, QUALITY, QUANTITY AND TIMELINESS OF INFORMATION						
1.	The Board has appropriate qualifications, expertise and experience to meet the best interests of the company.					
2.	The quality, quantity and timeliness of flow of information is appropriate between the company management and the Board. The same is necessary for the board to perform their duties effectively and reasonably.					
3.	The process of appointment to the board of directors is clear and transparent.					
4.	All the independent directors are independent in true letter and spirit i.e. whether the independent Director has given declaration of independence and they exercise their own judgement, voice their concerns and act freely from any conflicts of interests.					
5.	The Board has set its goals and measures its performance against them on annual basis.					
6.	The Board understands the legal requirements and obligations under which they act as a Board, i.e. by laws, corporate governance manual etc. and discharge their functions accordingly.					
7.	The Board has the proper number of committees as required by legislation and guidelines, with well-defined terms of reference and reporting requirements.					
BOARD MEETING , COMMITTEE MEETINGS AND PROCEDURE						
1.	The Board Meeting and committee meetings agenda and related background papers are concise and provide information of appropriate quality and detail.					
2.	The information is received by Board members or committee members sufficiently in advance for proper consideration.					
3.	Adequacy of attendance and participation by the Board Members or committee members at the Board Meetings.					
4.	Frequency of Board Meeting or committee meeting is adequate.					
5.	The facility for video conferencing for conducting meetings is robust.					

6.	Adequate and timely inputs are taken from the members of the Board or committee prior to setting of the agenda for the meetings.					
7.	The Board meetings or committee meetings encourage a high quality of discussion and decision making.					
8.	The amount of time spent on discussions on strategic and general issues is sufficient					
9.	The minutes of meetings are clear, accurate, consistent, complete and timely and records dissenting views.					
10.	The processes are in place for ensuring that the board is kept fully informed on all material matters between meetings (including appropriate external information e.g., emerging risks and material regulatory changes).					
11.	Adequacy of the separate meetings of independent directors.					
12.	Appropriateness of secretarial support made available to the Board.					
13.	All proceedings and resolutions of the Board or Committee are recorded accurately, adequately and on a timely basis.					
STANDARDS OF CONDUCT						
1.	Directors disclose personal interests in transactions and abstain from voting where appropriate.					
BOARD STRATEGY AND RISK MANAGEMENT						
1.	The Board has sufficient understanding of the risk attached with the business structure and the Board uses appropriate risk management framework and whether board reviewed and understood the risks provided in the internal audit report and the management is taken sufficient steps to mitigate the risk.					
2.	The Board evaluates the strategic plan/ policies periodically to assess the Company's performance, considers new opportunities and responds to unanticipated external developments.					
3.	Monitoring the implementation of the long-term strategic goals.					
4.	Monitoring the company's internal controls and compliance with applicable laws and regulations.					
5.	Appropriateness of effective vigil mechanism.					
BOARD AND MANAGEMENT RELATIONS						
1.	The Board has approved comprehensive policies and procedures for smooth conduct of all material activities by Company.					
2.	The Board is well informed on all issues (short and long-term) being faced by the Company					
3.	The Board sets a corporate culture and the values by which executives shall behave.					
4.	The Board and the management are able to actively access each other and exchange information.					
5.	The level of independence of the management from the Board is adequate.					
STAKEHOLDER VALUE AND RESPONSIBILITY						

1.	The Board treats shareholders and stakeholders fairly where decisions of the board of directors may affect different shareholder/ stakeholder groups differently.					
2.	The Board regularly reviews the corporate social responsibility initiatives of the entity and contribution to society, environment etc.					

OVERALL RATING OF BOARD PERFORMANCE

Outstanding	Exceeds Expectations	Meets Expectations	Need Improvement	Can't Say

COMMENTS, IF ANY

Please Suggest three things that could improve Board's Performance

1.
2.
3.

Name of Director

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Signature

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Date

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