



Formerly known as: SS Retail Private Limited & SS Communication & Services Pvt. Ltd. CIN - U51599PN2016PLC164991

REGD Office : 399, 'E' Basant Bahar Road, Ratikamal Complex, Kolhapur, Maharashtra, India- 416003 Mob: +91 8600 666 111. Email - info@ssmobile.com

## BOARD EVALUATION POLICY

Email: [compliance@ssmobile.com](mailto:compliance@ssmobile.com)

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### 1. PREAMBLE

The Board of Directors (the "Board") of SS Retail Limited (the "Company") acknowledges its responsibility to ensure good corporate governance through transparency, accountability, and performance oversight. Pursuant to Section 178 and Schedule IV of the Companies Act, 2013, and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), this policy establishes a framework for evaluating the performance of the Board, Committees, Directors, and the Chairperson.

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### 2. OBJECTIVE

The objectives are to:

- Evaluate the effectiveness of the Board and its Committees in fulfilling their governance roles.
- Assess the contribution of individual Directors, including Independent Directors and Executive Directors.
- Strengthen decision-making, accountability, and stakeholder confidence.
- Enhance the overall effectiveness of the governance framework.

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### 3. DEFINITIONS

For the purpose of this Policy:

- **"Act"** means the Companies Act, 2013 and the Rules framed thereunder, including any amendments.
- **"Board"** means the Board of Directors of SS Retail Limited.
- **"Committee"** means a Committee constituted by the Board in compliance with the Act and/or SEBI LODR.
- **"Director"** means a member of the Board, including Executive, Non-Executive, and Independent Directors.
- **"Independent Director"** means a Director as defined under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR.





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- **“Chairperson”** means the Chairperson of the Board of the Company.
- **“Nomination and Remuneration Committee (NRC)”** means the committee constituted under Section 178 of the Act and Regulation 19 of SEBI LODR.
- **“Policy”** means this Board Evaluation Policy, as amended from time to time.

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#### 4. APPLICABILITY

This policy applies to:

- The Board as a whole.
- All Committees of the Board.
- Individual Directors (Executive, Non-Executive, Independent).
- The Chairperson.

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#### 5. EVALUATION PROCESS

- Conducted annually, preferably in the first quarter following the financial year.
- Overseen by the NRC.
- **Types of evaluation carried out:**
  - **Evaluation of the Board as a whole** – by Independent Directors in line with Schedule IV, Part VII of the Companies Act, 2013, covering its composition, effectiveness, quality of discussions, decision-making, and governance oversight.
  - **Evaluation of the Chairperson** – by Independent Directors in line with Schedule IV, Part VIII of the Companies Act, 2013, focusing on leadership style, strategic guidance, and ability to promote an open and effective Board culture.
  - **Evaluation of Independent Directors** – by the Board of Directors (excluding the Director being evaluated) in accordance with Schedule IV, Part VIII, assessing judgment, fairness, integrity, objectivity, and contributions to Board processes.
  - **Evaluation of Non-Independent Directors (Executive/Non-Executive)** – by Independent Directors, focusing on governance, operational and financial oversight, compliance, and strategic contributions.
  - **Evaluation of Committees of the Board** – by all Directors, reviewing the adequacy of constitution, effectiveness of functioning, and their contribution to overall Board decision-making.





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- In accordance with Schedule IV of the Companies Act, 2013, the Independent Directors shall meet separately at least once a year, without the attendance of non-independent directors and members of management, to evaluate the performance of non-independent directors, the Board as a whole, and the Chairperson
- Facilitated by the Company Secretary, who will circulate forms, collect feedback, compile results, and present findings.
- Evaluations will use structured questionnaires (Annexed to this Policy).

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## 6. CONFIDENTIALITY

- All responses will be kept strictly confidential.
- Consolidated evaluation reports will be shared only with the NRC and the Board.

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## 7. OUTCOME

- Findings will be reviewed by the NRC, which may recommend training, corrective actions, or governance process changes, or whether to extend or continue the term of appointment of a Director/Independent Director, in line with Schedule IV of the Companies Act, 2013.
- The Nomination and Remuneration Committee shall ensure that the outcome of the evaluation process is considered while recommending the reappointment of directors and in succession planning, in compliance with Section 178 of the Companies Act, 2013.
- The Board will disclose a statement in its Board's Report regarding the manner of evaluation.

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## 8. REVIEW AND AMENDMENTS

This Policy shall be reviewed at least once every three years or earlier, if required due to regulatory amendments or evolving governance practices.

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**Date of Approval by the Board:05/09/2025**

**Effective Date:05/09/2025**





## Annexures – Evaluation Forms

### Form 1: Board Evaluation (By Independent Directors)

#### Rating Scale:

1 = Needs Improvement | 2 = Meets Expectations | 3 = Exceeds Expectations

S. No.	Parameter	Rating (1–3)	Comments
1	Composition: Adequate diversity, expertise, and experience.		
2	Independence of Independent Directors.		
3	Integrity, transparency, and confidentiality of members.		
4	Understanding of vision, mission, and strategy.		
5	Legal and fiduciary responsibilities are effectively discharged.		
6	Monitoring of corporate governance, compliance, and ESG.		
7	Quality and timeliness of meeting agendas.		
8	Frequency and effectiveness of meetings.		
9	Adequate secretarial and technological support.		
10	Constructive discussions and decision-making.		

Signature of Director: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_



## Form 2: Individual Director Evaluation (Peer-to-Peer)

(To be completed by Directors other than the one being evaluated)

S. No.	Parameter	Rating (1–3)	Comments
1	Understanding of duties and strategic responsibilities.		
2	Inclusiveness and team spirit.		
3	Attendance and participation in Board/Committee meetings.		
4	Independent judgment, fairness, and confidentiality.		
5	Alignment with Company's values and ethics.		
6	Contribution to informed decision-making.		

Evaluator Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_



### Form 3: Evaluation of Independent Directors

(To be completed by other Directors)

S. No.	Parameter	Rating (1–3)	Comments
1	Preparedness and active participation in meetings.		
2	Engagement in business understanding (incl. site visits).		
3	Acts in the interest of stakeholders.		
4	Promotes trust and respect within the Board.		
5	Knowledge of governance, compliance, and fiduciary duties.		
6	Continuous knowledge/skill enhancement.		
7	Ethical standards and integrity.		
8	Monitoring management and Board performance.		

Evaluator Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_



#### Form 4: Evaluation of Executive/Non-Independent Directors

(To be completed by Independent Directors)

S. No.	Parameter	Rating (1-3)	Comments
1	Governance and compliance effectiveness.		
2	Operational management capabilities.		
3	Financial oversight and performance monitoring.		
4	Risk management initiatives.		

Evaluator Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_



### Form 5: Evaluation of the Chairperson

(To be completed by Independent Directors)

S. No.	Parameter	Rating (1–3)	Comments
1	Leadership effectiveness and inclusiveness.		
2	Strategic vision and guidance.		
3	Decision-making capability.		
4	Adaptability to changing business environment.		

Evaluator Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_





### Form 6: Evaluation of Board Committees

(To be completed by all Directors for each Committee – Audit, NRC, SRC, CSR, Risk Management, ESG, Finance, etc.)

S. No.	Parameter	Rating (1–3)	Comments
1	Constitution as per law and adequacy of expertise.		
2	Effectiveness in discharging functions.		
3	Quality and frequency of meetings.		
4	Contribution of Committee to Board decisions.		
5	Monitoring of follow-up actions.		

Evaluator Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Committee Evaluated: \_\_\_\_\_

Date: \_\_\_\_\_

