POLICY FOR EVALUATION OF THE PERFORMANCE OF THE BOARD OF DIRECTORS OF SHREM INFRA INVEST PRIVATE LIMITED

PREAMBLE

Shrem Infra Invest Private Limited (the "Company") believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior, in consonance with the Company's Code of Conduct for Board and Senior Management Personnel.

The honesty, integrity and sound judgement and performance of the Directors and the senior management are key criteria for success and for building a good reputation of the Company. Each Director and executive in the senior management are expected to comply with the letter and spirit of this Policy for Evaluation of the Performance of the Board of Directors ("Policy").

OBJECTIVES AND PRUPOSE:

The purpose of the Board Evaluation Framework is enumerated below:

1.To formulate criteria for determining qualifications, positive attributes and independence of a Director.
2. Criteria for evaluation of Independent Directors and the Board and policy for Board diversity.
3. To facilitate the identification of the areas of concern and the areas to be focused upon for enhancing the functioning of the Board.

This Policy is framed as per requirement of Sections 134, 178 of the Companies Act, 2013 ("Act") read with applicable Rules under the Act and Regulation 19 or other applicable regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 ("Listing Regulations")

DEFINITIONS:

Board of Directors shall mean in relation to a company, the collective body of the Directors of the company.

Independent Director shall mean an independent director referred to in sub-section (6) of section 149 of the Companies Act, 2013 and Regulation 16 of SEBI LODR 2015.

Policy shall mean this Policy for evaluation of performance of the Board of the Company.

EVALUATION FACTOR

The Nomination and Remuneration Committee (NRC) shall carry out an evaluation of performance of every Director. The evaluation of performance of the Independent Directors (IDs) shall also be carried out by the entire Board of Directors excluding the Director being evaluated in the same way as it is for the Executive Directors of the Company except the

Director getting evaluated.

The Committee has laid down the criteria for evaluation of performance of Non-independent Directors, Independent Directors, Chairman and the Board. Template for the same is provided as Annexure.

1. Attendance and contribution at Board and Committee meetings.

2. His / her stature, appropriate mix of expertise, skills, behaviour, experience, leadership qualities, sense of sobriety and understanding of business, strategic direction to align company's value and standards.

3. His / her knowledge of finance, accounts, legal, investment, marketing, foreign exchange / hedging, internal controls, risk management, assessment and mitigation, business operations, processes and corporate governance.

4. His / her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.

5. Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.

6. Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity and probity.

7. Recognize the role which he / she is expected to play, internal board relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board.

8. His / her global presence, rational, physical and metal fitness, broader thinking, vision on corporate social responsibility etc.

9. Understanding financial statements and business performance, raising of finance, best source of finance, working capital requirement, forex dealings, geopolitics, human resources etc.

10. His / her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.

11. His / her contribution to enhance overall brand image of the Company.

Further to the above, the appraisal of each Director of the Company shall be done on the basis of the rating against each criteria as described here below. The rating scale shall be 1 to 10 (1 being lease effective and 10 being most effective).

Criteria's for Performance Evaluation	Sub-Criteria of Evaluation of Performance	Rating
Based on job profile	1. Knowledge of job profile.	
	2. Skills required to perform or to execute the job profile.	
Based on responsibilities and obligations	1. Attendance and participation in the meetings.	
	2. Expert opinions in respect of the serious issues.	
Based on strategies	1. Strategies formulated and successfully implemented.	
	2. Various directions provided in the best interest of the Company on key issues.	
Based on performance management	1. Financial performance.	
	2. Achievement of domestic or international awards.	
Based on risk management	1. Avoidance of high financial risk while executing the functions and duties.	
	2. Avoidance from any other high risk.	
Based on core governance and compliance management	1. Review of detailed compliances applicable under the various laws, rules and regulations.	
	2. Reviewing whether the business is running legally or not.	
Based on expansion and diversification	1. New successfully executed business expansions.	
	2. New successfully executed business diversifications.	
Based on conflict-of-interest of management	1. Strategy to resolve the conflict of interest in other Directors.	
	2. Strategy to resolve the conflict of interest in other employees.	
Based on financial and operational control mechanism	1. Control on financial dealings.	
	2. Control on internal operational activities.	
Based on maintaining of corporate culture and moral values	1. Initiatives to maintaining corporate culture of the Company	
	2. Initiatives to maintaining moral values of the Company	
Based on maintaining high level of integrity and ethics	1. Initiative to maintaining high level of integrity.	
	2. Initiative to maintain high level of ethics.	
Based on compliance with the Code of Conduct for Board of Directors and Senior	1. Functioning of duties and responsibilities as per the Code of Conduct for Board of Directors and senior management personnel.	
	2. Abidance and behavior in accordance with Code of Conduct for Board of Directors and Senior Management Personnel.	

Criteria's for Performance Evaluation	Sub-Criteria of Evaluation of Performance	Rating
Management Personnel		
Based on the in-general knowledge and skills	1. Skills required for carrying out business activities.	
	2. Communication skills and quick responsiveness.	

EVALUATION OF INDEPENDENT DIRECTOR:

shall be carried on by the entire Board which shall include –

(a) performance of the Directors; and

(b) fulfilment of the independence criteria as specified in the Schedule IV of the Companies Act 2013 and the Listing Regulations as to their independence from the management. The Directors who are subject to evaluation shall not be allowed to participate.

Based on the performance evaluation of each and every Director and the Chairman of the Comapny, the Committee shall provide the ratings based on each criteria and sub-criteria.

PROCEDURE TO RATE THE PERFORMANCE

Based on evaluation criteria, the Committee and the Board shall rate the performance of the each and every Director. The performance rating shall be given within minimum 1 and maximum 10 categories, the rating 1 being least effective and 10 being most effective.

Based on the rating of performance the Board can decide the strategy to extend or continue the term of appointment or to introduce new candidate as a member of the Board or retirement of the member based on his/her performance rating.

EFFECTIVENESS OF THE BOARD

Based on the ratings given by the Committee to each Director, the overall effectiveness of the Board shall be measured and accordingly the Board shall decide the appointments, re-appointments and removal of the non-performing Directors of the Company.

SEPARATE MEETING FOR EVALUATION OF PERFORMANCE OF BOARD MEMBERS

Evaluation of the non-independent Directors shall be carried out by entire Board except the non-independent Director being evaluated. The meeting for the purpose of evaluation of performance of Board members shall be held at least once in a year and shall disclose the criteria laid down by the Committee for performance evaluation on the web site of the Company.

REVIEW OF THE POLICY

The Nomination and Remuneration Committee, subject to the approval of the Board, shall review this Policy at least annually and may amend it as necessary to ensure its continued appropriateness to the Company's needs.

This Criteria was adopted by the board of directors of Shrem Infra Invest Private Limited on 04th April, 2026.

For Shrem Infra Invest Private Limited

_____
Nitan Chhatwal
Director
DIN: 00115575

Annexure

PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS:

Name of the Director: _____

Rating scale shall be 1 to 10 (1 being least effective and 10 being most effective):

Question	Rating	Remark
1. Participation and attendance in Board and Committee meetings actively and consistently		
2. Prepare adequately for Board and Committee meetings		
3. Contributes to strategy and other areas impacting the Company's performance		
4. Brings his/her experience and credibility to bear on the critical areas of performance of the organization		
5. Keeps updated knowledge of his/her areas of expertise and other important areas.		
6. Communicates in open and constructive manner.		
7. Gives fair chance to other members to contribute, participates actively in the discussions and in consensus oriented.		
8. Helps to create brand image of the Company and helps the company wherever possible to resolve issues, if any.		
9. Actively contributes towards growth of Company.		
10. Conduct himself/herself in a manner that is ethical and consistent with the laws of land.		
Total Ratings		

[Note: Rating 90 and above - excellent, between 75 to 89 - Very good, between 60 - 74 - Good, between 35 to 59 - Satisfactory and less than 35 - Unsatisfactory]