CONTINENTAL CONTROLS LIMITED

BOARD PERFORMANCE EVALUATION POLICY

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❖ INTRODUCTION

In accordance with the Act and the Listing Regulations, the Board of the Company, has adopted a policy for evaluation of the performance of the Board.

❖ DEFINITIONS

"Act" shall mean the Companies Act, 2013 and the rules made thereunder, as amended.

"Board" shall mean the board of directors of the Company.

"Company" shall mean Continental Controls Limited.

"Director" shall mean a director of the Company, and includes an independent director of the Company.

"Listing Regulations" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

"Nomination and Remuneration Committee" shall mean the committee constituted or re constituted by the Board, as the case may be, according to the provisions of Section 178 of the Act and the Listing Regulations.

"Policy" shall mean this policy for the evaluation of the performance of the Board.

❖ APPLICABILITY

The Policy applies to the Board of Directors of the Company

❖ EFFECTIVE DATE

The Policy shall come into force with effect from April 12, 2025.

❖ POLICY STATEMENT

This Policy has been adopted for undertaking the following functions:

a) Review the pre-determined role of the Board and Directors as set out in the Company's Memorandum and Articles of Association;

b) Annually assess how well Directors are discharging their responsibilities, collectively by assessing the Board's effectiveness, and individually by assessing the quality of a Director's contribution to general discussions, business proposals and governance responsibilities;

c) Annually assess the performance of Directors in discharging their responsibilities. This is achieved by collectively assessing the Board's effectiveness and by individually assessing the quality of a Director's contribution to general discussions, business proposals and governance responsibilities;

d) Regularly evaluate the Directors' confidence in the integrity of the Company, the quality of the discussions at Board meetings, the credibility of the reports and information they receive, the level of interpersonal cohesion between Board members and the degree of Board knowledge; and

e) Enable Board members, individually and collectively, to develop the key skills required to meet foreseeable requirements with timely preparation, agreed strategies and appropriate development goals.

❖ PROCEDURE FOR BOARD PERFORMANCE EVALUATION

a) The chairperson will meet with each director separately seeking input in relation to:

i. the performance of the Board;

ii. the performance of each Board committee;

iii. the performance of individual Director;

iv. the performance of the managing director and whole-time Director

v. their own performance.

b) Performance should be assessed quantitatively (and qualitatively, as appropriate) against criteria contained in the Directors' appointment letter, strategic plans and the role / position description.

c) The chairperson will collate the input and provide an overview report for discussion by the Board.

d) The Board as a whole will discuss and analyse its own performance during the year including suggestions for change or improvement, as well as any skills, education or development required over the forthcoming year.

❖ PROCEDURE FOR BOARD PERFORMANCE EVALUATION OF CHAIRPERSON

The chairperson shall present his or her performance objectives for the upcoming year to the non-executive directors for their approval. At the end of the year, the non-executive directors shall meet privately to discuss the chairperson's performance for the current year against his or her performance objectives.

❖ PROCEDURE FOR BOARD PERFORMANCE EVALUATION OF EXECUTIVE DIRECTORS

This policy is to ensure the Executive Directors execute the Company's strategy through the efficient and effective implementation of the business objectives. In order to accomplish this:

i. Each year the Board will review the Company's strategy.

ii. Following such a review the Board will set the organizational performance objectives based on qualitative and quantitative measures.

iii. These objectives will be reviewed to ensure they remain consistent with the Company's priorities and the changing nature of the Company's business.

iv. These objectives will form part of the performance targets for the Executive Director.

v. Performance against these objectives will be reviewed annually by the Board and will reflect in the Executive Director's remuneration review.

❖ BOARD COMMITTEES

This Policy is to ensure committees to which the Board has delegated responsibilities are performing efficiently and effectively in accordance with the duties and responsibilities set out in its terms of reference.

Each year, the Board will undertake the following activities:

i. The Board will review the necessity of establishing any committees and delegating certain of its responsibilities to the committee.

ii. The Board will review the committees' achievements during the year based on their duties.

iii. The Board will review the terms of reference of the committees from time to time to ensure that they are in accordance with applicable law.

❖ SELF EVALUATION

The Board should assess its own performance in relation to the Board's key responsibilities, which include:

i. meeting the business expectation and strategic planning;

ii. discharging the board's legal and ethical obligations;

iii. monitoring entity performance;

iv. monitoring and reviewing the performance of the chief executive; and

v. managing relationships with stakeholders.

❖ POLICY REVIEW AND AMENDMENTS

The Board reserves the power to review and amend this Policy from time to time. All provisions of this Policy would be subject to revision / amendment in accordance with applicable law as may be issued by relevant statutory, governmental and regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.

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