

BOARD EVALUATION POLICY OF D-LINK (INDIA) LIMITED

Introduction

The Board acknowledges its intention to establish and follow “best practices” in board governance in order to fulfill its fiduciary obligation to the Company. Fundamental to sound governance is the practice of undertaking a board evaluation on an annual basis.

Purpose

The purpose of the Board self-evaluation is to give all Board members an opportunity to evaluate and discuss the Board’s performance with candor and from multiple perspectives. The evaluation will be maintained whether or not the Board is functioning well as a way to ensure continuous improvement in the way the Board conducts its business. The Board believes the evaluation will lead to a closer working relationship among Board members, greater efficiency in the use of the Board’s time, and increased effectiveness of the Board as a governing body.

The operations of the Company are managed under the direction of the Board within the framework set by Companies Act, 2013, the equity Listing Agreement and the Articles of Association of the Company. The Board is also governed by Internal codes/ procedures prescribed by the Company from time to time.

Process for evaluation

The process will be initiated each year by the Chairman of the Board. At the Board’s discretion, a person designated by the Board, with staff assistance, will co-ordinate the Board self-evaluation or an external consultant may be appointed to assist with this process. Copies of the board evaluation form will be distributed to each Board Member approximately 4 (four) weeks before the scheduled self-evaluation. Board members shall complete the forms and return them to the Chairman or board designee or the consultant within 2 (two) weeks of receipt of the forms.

Results will be tabulated and analyzed prior to the meeting and presented in a summary report to include composite scoring. The individually completed surveys will also be preserved and presented to the Board. Written comments will be attributed to individual

Board members to facilitate discussion. Input will also be gathered from the executive staff and shared in aggregated form during the evaluation.

The Board will discuss areas that are working well, and those that need attention. The Board will then decide if changes in its governance practices and policies need to be made going forward. Staff and/or the governance consultant will work with the Board or Board designee to implement necessary changes.

The meeting will be held in accordance with open meetings requirements and in a manner that is most constructive and useful to the Board.

The evaluation form will consist of two parts: A Board Member Self Evaluation and an Overall Board Evaluation. In the Board Member Self Evaluation, each Board member is encouraged to be introspective about the personal responsibility of being a fiduciary; it need not be completed or submitted for tabulation. In the Overall Board Evaluation, each Board member will be asked to provide written inputs and which will be submitted for evaluation.

Evaluation Criteria

The Board has adopted the evaluation criteria that are attached to this policy. These may be changed at any time by the Board.

Board Members Self- Evaluation

Evaluate the following statements in relation to your involvement as a Board Member and provide a rating mechanism:

- I attend the Board and Committee meetings I am expected to attend, and I arrive on time and stay until meetings conclude.
- I contribute to the discussion in a meaningful and helpful way, listening to others and making my points concisely.
- I fully understand my fiduciary duties and act for the benefit of all members
- I make an effort to be educated on the aspects of the business of the Company that I do not understand
- I am adequately well-versed on real estate, media, investment and broking businesses.

- I avoid conflicts of interest and ask questions if I am unsure if a conflict exists.
- I read the materials distributed before the Board meeting so I can constructively participate and make timely decisions.
- I work with the other Board members as a team, striving for consensus when it is called for.
- I understand that certain work requests of staff and outside consultants need to be agreed to by the Board and I act accordingly.
- I work with the other Directors in a way that creates an atmosphere of trust and cooperation.
- I communicate governance and ethical problems to the Chairman of the Board.

Overall Board Evaluation

Evaluate the following statements in relation to overall Board performance and provide a rating mechanism:

- The Board knows and understands the Company's mission and reflects this understanding when addressing key issues throughout the year.
- The Board engages in long-range strategic thinking and planning.
- The Board has achieved what it set out to accomplish the past year.
- The Board stays abreast of issues and trends affecting the plan, using this information to assess and guide the organization over the long term.
- The Board ensures that new Board members receive a prompt, thorough orientation.
- Board meetings are conducted in a manner that ensures open communication, meaningful participation, and sound resolution of issues.
- The Board meeting agendas are well-balanced, allowing appropriate time for the most critical issues.
- The Board and Committee meetings are of reasonable length.
- The composition, terms of reference, roles and responsibilities of the committees are in line with the prevalent regulations and are actively adhered to by the members
- The Committees are comprised of the right number and type of members.
- The Committees are effective, focusing on pertinent topics and allocating reasonable time.

- The Committees report back to the Board as they should and do not exceed their authority.
- The Board recognizes its policy-making role, and reconsiders and revises policies as necessary.
- The Board is consistent about being prepared for meetings and staying engaged.
- The Board receives timely, accurate, and useful information upon which to make decisions.
- The Board as a whole (and Board members as individuals) evaluates its performance on an annual basis and in a meaningful way.
- The Board reviews and adopts a reasonable operating budget that is followed and monitored throughout the year.
- Board goals, expectations, and concerns are promptly, candidly, and effectively communicated to the Chairman of the Board.
- The Board anticipates issues and does not often find itself reacting to “crisis” situations.
- The Board speaks in “one voice” when directing or delegating to staff and Board members respect the majority votes on issues.
- The Board brings discussions to a conclusion with clear direction to staff.
- The Board is collegial and polite during meetings.