ZINEMA MEDIA AND ENTERTAINMENT LIMITED

CIN: L93190TN1984PLC096136

Registered Office – New Door Number 57, Old Door No.57, Sathya dev Avenue MRC Nagar, Raja Annamalaipuram, Chennai: 600028

Policy for Performance Evaluation of Board and Directors

Last Amended on: May 30, 2026

PERFORMANCE EVALUATION OF BOARD AND DIRECTORS

1. INTRODUCTION & OBJECTIVE:

The Board of Directors ("the Board") of **ZINEMA MEDIA AND ENTERTAINMENT LIMITED** ("the Company") has formulated this policy to comply with the requirements of the Section 178(2) of the Companies Act, 2013 ("the Act"), read with Section 134(3)(p) and Section 149 of the Act, Schedule IV to the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI - LODR").

The Policy has been framed with an objective to maintain a proactive and effective Board and sets out manner for effective evaluation of performance of the Board, its committees and individual directors based on the guidelines prescribed by the Securities and Exchange Board of India.

2. MANNER/FREQUENCY/ CRITERIA OF PERFORMANCE EVALUATION

A. Evaluation at Independent Directors' Meeting

The independent directors of the Company shall hold at least one meeting in a financial year without the presence of the non-Independent Directors of the Company and members of management to:

(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; and
(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.

All Independent Directors shall strive to attend such meeting.

B. Evaluation at Board of Directors Meeting

The evaluation of independent directors shall be done by the entire board of directors which shall include – (a) performance of the directors, excluding the director being evaluated and (b) fulfilment of the independence criteria as specified in the Act and the SEBI - LODR and their independence from the management. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

The performance of evaluation of non-independent directors shall be done by the entire board of directors, excluding the director being evaluated.

The Board shall take into consideration the following criteria's for the purpose of evaluating the performance of Independent directors, Non-Independent directors, Managing Director & CEO, Chairman, the Board itself, and of its committees. The list of evaluation criteria is indicative and it may be required to be amended from time to time with the changes in the duties of the directors

on account of change in laws, rules, Company's Strategy, industry benchmark, etc. Change in criteria of performance evaluation, if any, shall be recommended by the Chairman of the Board and/or Chairperson of the Nomination and Remuneration Committee.

The performance evaluation will generally be carried out on annual basis. However, based on the requirement such as extension/continuation of tenure, re-appointment of the director, etc., the performance evaluation may be conducted more than once in a year.

During the evaluation of performance of any director/committee/Board, if it is observed that there is further scope of improvement the Board/ Nomination and Remuneration Committee may suggest the Action Plan to address the matters and timelines to implement the Action Plan. The Company will organise resources.

3. CRITERIA FOR EVALUATION

The criteria for evaluation are laid out in the relevant Annexures. These include quantitative questions along with an option to provide qualitative comments. Each of the questions have the following four options:

OUTSTANDING/VERY GOOD/GOOD/SATISFACTORY

I. Evaluation of performance of Independent Directors

Criteria for Evaluation					
Sr. No.	**Particulars**	**Rating Scale [please tick (√) mark]**			
		Outstanding	**Very Good**	**Good**	**Satisfactory**
1	Commitment to Company's vision				
2	Level of participation at Board/Committee Meeting				
3	Level of engagement and contribution				
4	Independence of judgement				
5	Understands duties, responsibilities, qualifications, disqualifications & liabilities as an Independent Director				
6	Upgrades knowledge /information pertaining to business of the Company in which the Company is engaged in				
7	Ensures implementation of good corporate governance practices				
8	Enhancing long term shareholders' value				
9	Professional approach				
10	Provides guidance and counsel to senior management in strategic matters				

11	Rendering independent and unbiased opinion at the meetings				
Overall rating of performance of Independent Director					

II. Evaluation of performance of Non-Executive Non-Independent Director except Managing Director and CEO

Criteria for Evaluation					
Sr. No.	**Particulars**	**Rating Scale [please tick (√) mark]**			
		Outstanding	**Very Good**	**Good**	**Satisfactory**
1	Commitment to Company's vision				
2	Level of Participation at Board / Committee Meeting				
3	Level of engagement and Contribution				
4	Ensures implementation of good corporate governance practices				
5	Enhancing long term shareholders' value				
6	Professional approach				
7	Provides guidance and counsel to senior management in strategic matters				
8	Initiatives in terms of new ideas and planning towards growth of the Company				
Overall rating of performance of Non-Executive Director except Managing Director & CEO					

III. Evaluation of performance of Managing Director and CEO

Criteria for Evaluation					
Sr. No.	**Particulars**	**Rating Scale [please tick (√) mark]**			
		Outstanding	**Very Good**	**Good**	**Satisfactory**
1	Commitment to Company's vision				
2	Leadership				
3	Implementation of good corporate governance				
4	Initiative in terms of new ideas and planning for the Company				
5	Reporting of frauds, violation etc.				

6	Safeguarding of interest of whistle blowers under vigil mechanism				
7	Professional skills, problem solving, and decision-making				
8	Enhancing long term shareholders value				
9	Safeguard the interest of all other stakeholders				
10	Strategy formulation				
11	Strategy execution				
12	Accurately identifying and analyzed problems and issues confronting the Company.				
13	Financial planning/performance				
14	Openness to ideas of senior management				
15	Ensuring the effectiveness of organizational performance				
16	Human resources management/ relations				
17	External relationship including effective interaction with media, industry forums, regulatory bodies, etc.				
18	Product/Service knowledge				
19	Personal qualities				
20	Ensuring that the Board is kept informed about all the issues concerning the Company				
Overall rating of performance of Managing Director & CEO					

IV. Evaluation of performance of Chairman

Criteria for Evaluation					
Sr. No.	**Particulars**	**Rating Scale [please tick (√) mark]**			
		Outstanding	**Very Good**	**Good**	**Satisfactory**
1	Leadership				
2	Commitment to Company's vision				
3	Independence of judgment				
4	Ensuring maximum participation and contribution by each Board member & openness to ideas				
5	Ensuring implementation of good corporate governance practices				
6	Enhancing long term shareholders' value				

7	Safeguard the interest of all other stakeholders				
8	Professional approach				
9	Provides guidance and counsel to senior management in strategic matters				
10	Provides overall direction to Board towards achieving Company's objectives				
11	Maintaining critical balance between the views of different Board Members				
12	Ensures effective interaction with Shareholders in the Annual General Meeting				
13	Manages meetings effectively and promotes a sense of participation in all the Board meetings.				
14	Promotes effective participation of all Board members in the decision making process.				
Overall rating of performance of Chairman					

V. Evaluation of performance of Board

Criteria for Evaluation					
Sr. No.	**Particulars**	**Rating Scale [please tick (√) mark]**			
		Outstanding	**Very Good**	**Good**	**Satisfactory**
1	Board composition & quality				
2	Frequency of Board Meetings and procedures				
3	Board and management relations				
4	Commitment to Company's vision				
5	Level of engagement and contribution				
6	Implementation of good corporate governance				
7	Framing/Reviewing policies on periodic basis				
8	Deliberation's at Board Meeting				
9	Enhancing long term shareholders' value				
10	Safeguard the interest of all other stakeholders				
11	Openness to ideas				
12	The amount of time spent on discussions on strategic and general issues and engagement with management in the strategic planning process				
13	How effectively does the Board works collectively as a team in the best interest of the				

	company?				
14	The actions arising from board meetings are properly followed up and reviewed in subsequent board meetings.				
15	Monitoring the implementation of the long term strategic goals.				
16	Monitoring the company's internal controls and compliance with applicable laws and regulations.				
17	Approval of annual budget of the Company and comparison of annual financial results vis-à-vis budget on annual basis.				
Overall rating of Board Performance					

VI. Evaluation of performance of the Committee

Criteria for Evaluation					
Sr. No.	**Particulars**	**Rating Scale [please tick (√) mark]**			
		Outstanding	**Very Good**	**Good**	**Satisfactory**
1	Composition of Committees				
2	Frequency of meetings of Committee				
3	Participation of members in Committee meetings				
4	Implementation of terms of reference				
5	Feedback to the Board				

4. FEEDBACK

The Chairman or any person suitably appointed by the Board shall give [a written assessment/ and oral feedback] to:

(i) Each Director separately;
(ii) The entire Board; and
(iii) Each Board Committee.

Provided in case the members are not comfortable with open individual assessment, provision for confidentiality may be made where possible.

5. POLICY REVIEW

Subject to the approval of the Board, the Nomination and Remuneration Committee reserves its right to review and amend this Policy, if required, to ascertain its appropriateness as per the needs

of the Company. The Policy may be amended by passing a resolution at a meeting of the Nomination and Remuneration Committee.

6. DISCLOSURE

In accordance with the requirements under the SEBI - LODR and the Companies Act, disclosure regarding the manner in which the performance evaluation has been done by the Board of its own performance, performance of various Board Committees and individual Directors will be made by the Board in the Board's report. Further, the Board's report containing such statement will be made available for the review of shareholders at the general meeting of the Company. The key features of this Policy will be included in the corporate governance statement contained in the annual report of the Company.

For Zinema Media and Entertainment Limited
Sd/-
Managing Director