

BOARD PERFORMANCE EVALUATION POLICY

MONEYVIEW LIMITED

(Formerly known as Moneyview Private Limited and Whizdm Innovations Private Limited)

Approved by	Board of Directors
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Policy owner department	Compliance
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Board Performance Evaluation Policy

1. Preamble

The Board of Directors (the “**Board**”) of Moneyview Limited¹ (the “**Company**”), acknowledges its intention to establish and follow “best practices” in Board governance to fulfill its fiduciary obligation to all the stakeholders. To this end, the Company has adopted the Board Performance Evaluation Policy.

This Policy is to regulate the evaluation of the Board (including the Independent Directors) based on the laws and regulations applicable on the Company.

2. Purpose

This Policy is framed as per requirement of Sections 134(3)(p), 178(2), Schedule IV of the Companies Act, 2013 (“**Act**”) read with applicable rules under the Act and in compliance with the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”). The purpose of the Board evaluation is to give all members of the Board an opportunity to evaluate and discuss the Board’s performance with candor and from multiple perspectives. 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.

3. Definitions

“**Act**” means Companies Act, 2013 including the rules framed there under and any statutory amendment(s) or modification(s) or circular(s) or notification(s) or order(s) thereof for the time being in force.

“**Board**” means Board of Directors of the Company.

“**Chairperson**” means Chairperson of the Board.

“**Company**” means Moneyview Limited (Formerly known as Moneyview Private Limited and Whizdm Innovations Private Limited).

“**Committee(s)**” means Committees of the Board.

“**Independent Director**” shall mean an independent director as defined under section 2(47) read with Section 149(5) of the Act.

“**Nomination and Remuneration Committee**” or “**NRC**” means Nomination and Remuneration Committee of Board of Directors of the Company constituted under provisions of Act.

“**Policy**” means this Board Performance Evaluation Policy.

“**SEBI Listing Regulations**” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any notifications or circulars issued thereunder, and as amended or replaced from time to time.

¹ Formerly known as Moneyview Private Limited and Whizdm Innovations Private Limited.

4. Role of the NRC

As per the provisions of the Act and SEBI Listing Regulations:

- 4.1. The NRC shall formulate criteria for evaluation of performance of Board including Independent Directors;
- 4.2. The NRC shall carry out the process of evaluation of every director's performance; and
- 4.3. The NRC shall recommend to the Board whether to extend or continue the term of appointment of the directors (including Independent Directors), on the basis of the report of performance evaluation of such Directors.

5. Performance Evaluation Framework

5.1. The performance evaluation framework consists of three parts as below:

- Performance Evaluation of Committees;
- Performance Evaluation of the Board as a whole; and
- Performance Evaluation of individual directors (including Independent Directors and chairperson, if any).

5.2. The performance evaluation of the Board, Committees, Chairperson, if any and directors will be done on an annual basis. The NRC and Board will specifically discuss the evaluation at least once a year.

6. Performance Evaluation Process

6.1. Performance Evaluation of the Board and Committees

The performance evaluation of the Board and the Committees shall be carried out by each of the Board / Committee members, as may be the case, in the manner and basis the questionnaire as set out in **Annexure A** and **B**, respectively.

6.2. Performance evaluation of Chairperson, if any

The performance evaluation of the Chairperson, if any, shall be carried out by the Independent Directors taking into account the views of executive directors and non-executive directors, in the manner and basis the questionnaire provided in **Annexure C**.

6.3. Performance evaluation of Independent Directors

The performance evaluation of Independent Directors shall be carried out by the entire Board excluding the Independent Director(s) being evaluated, in the manner and basis the questionnaire provided in **Annexure D**.

6.4. Performance evaluation of Individual Directors

The performance evaluation of individual directors shall be carried out by the peer directors, in the manner and basis the questionnaire provided in **Annexure E**.

7. Process of evaluation

- 7.1. Copies of the evaluation forms as mentioned at **Annexures A, B, C, D and E** will be distributed to each Board/Committee member, at least 1 (one) month before the meeting at which the evaluation is to be considered. Board/Committee members shall complete the forms and return them to the Company Secretary within 10 (ten) days from the receipt of the forms.
- 7.2. Rating scale: The rating shall be based on the scales set out in the relevant evaluation forms attached to this Policy.
- 7.3. Results will be tabulated and analyzed prior to the meeting and presented in a summary report to include composite scoring.
- 7.4. The individual evaluation inputs from each of the Board / NRC member(s) will also be preserved and presented to the Board and the NRC during the meeting scheduled for evaluation.
- 7.5. Based on the results, the Board will decide if changes to its governance practices and policies need to be made.

8. Evaluation by Independent Directors under Schedule IV of the CA 2013

In addition to the Board/Committee evaluations, the Independent Directors shall hold at least 1 (one) meeting in a financial year without the attendance of the non-independent directors and members of management and shall:

- 8.1. Review the performance of non-independent directors and the Board as a whole;
- 8.2. Review the performance of the Chairperson, if any, taking into account the views of executive directors and non-executive directors; and
- 8.3. 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.

9. Compliance and Reporting

In accordance with the Act and the SEBI Listing Regulations, the Board shall conduct formal annual evaluation of its own performance, the performance of its Committees and individual directors. Disclosures regarding the manner in which such evaluation has been conducted shall be made in the Board's report, as may be required under applicable law.

The NRC will be responsible for implementation and compliance under this Policy.

10. Review & Effective Date of the Policy:

The Board has adopted this Policy basis the recommendation by the NRC. Modification may be necessary, among other reasons, to maintain compliance with regulations, recommendation of the NRC and, or accommodate organizational changes within the Company. This Policy will come into effect from the date of approval by the Board.

ANNEXURE A

CRITERIA FOR EVALUATION OF BOARD AS A WHOLE (to be filled in by the members of the Board)

Every question needs to be evaluated on a 5-point scale as given below:

Unsatisfactory	Needs Improvement	Satisfactory / Meets expectations	Very Good	Excellent
1	2	3	4	5

Evaluation Criteria	Rating
The Board knows and understands the Company’s mission and engages in long-range strategic thinking and planning.	
The process of appointment to the Board of Directors is clear, transparent, and considers diversity in thought, experience, knowledge, perspective, and gender	
The Board has a proper mix of competencies and qualifications to conduct its affairs effectively and productively	
The meetings are being held on a regular basis and with sufficient frequency to undertake its duties properly	
The agenda is circulated well before the meeting, contains all relevant information to take decisions on matters and the quality of the agenda/Board papers is up to the mark	
The Board discusses every issue comprehensively, depending on the importance of the subject and with an environment that encourages free-flowing discussions and healthy debate and contribution by everyone	
Outstanding items from previous meetings are followed up and addressed in subsequent agendas	
The Board functions constructively as a team, with open communication and collaboration	
The minutes of meetings are recorded accurately, circulated timely, and approved in accordance with set procedures	
The Board reviews and guides the overall corporate strategy, major plans of action, annual budgets and business plans, sets performance objectives, monitors implementation and corporate performance, and oversees major capital expenditures, acquisitions and divestments	
The Board ensures the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards	

The Board regularly reviews high-risk issues impacting the organization and monitors conflicts of interest	
The Board regularly evaluates its performance and makes improvements to its governance practices as needed	
Comments/Remarks:	

Signature with Date:

Name of Director: _____

ANNEXURE B

CRITERIA FOR EVALUATION OF COMMITTEES (to be filled in by the respective Committee Members)

Every question needs to be evaluated on a 5-point scale as given below:

Unsatisfactory	Needs Improvement	Satisfactory / Meets expectations	Very Good	Excellent
1	2	3	4	5

Evaluation Criteria	Rating
The Committees are comprised of the right number and type of members and are effective.	
The composition, terms of reference, roles and responsibilities of the committees are in line with the applicable laws and are actively adhered to by the members.	
The Committee meeting agendas are well- balanced, allowing appropriate time for the most critical issues and the Board receives timely, accurate, and useful information upon which to make decisions.	
Committee meetings are conducted in a manner that ensures open communication, meaningful participation, and sound resolution of issues.	
Conflict/differences of opinion between members are managed constructively	
Independence of the Committee from the Board maintained, ensuring it functions effectively and fulfils its responsibilities without undue influence	
Comments/Remarks:	

Signature with Date:

Name of Director: _____

ANNEXURE C

CRITERIA FOR EVALUATION OF CHAIRPERSON, IF ANY (to be filled in by the Independent Directors)

Name of the Chairperson being evaluated: _____

Every question needs to be evaluated on a 5-point scale as given below:

Unsatisfactory	Needs Improvement	Satisfactory / Meets expectations	Very Good	Excellent
1	2	3	4	5

Evaluation Criteria	Rating
The Chairperson of the Board guides the Board in meeting as per requirements under the Companies Act and other applicable laws/regulations	
The Chairperson conducts the Board meetings in a respectful and efficient manner facilitating open and productive discussion.	
The Chairperson is accessible to Directors. He communicates and consults with Directors between Board Meetings, if required.	
The Chairperson provides confidential and constructive feedback to Directors to help them enhance their contribution and effectiveness.	
The Chairperson is open to receive feedback and suggestions from Directors to enhance Board's and his/her own effectiveness.	
The Board Chairperson acts as an effective bridge between the Board and the Committee Chairpersons.	
Comments/Remarks:	

Signature with Date:

Name of Director: _____

ANNEXURE D

CRITERIA FOR EVALUATION OF INDEPENDENT DIRECTORS (to be filled in by all the Board Members)

Name of the Director being evaluated: _____

Every question needs to be evaluated on a 5-point scale as given below:

Unsatisfactory	Needs Improvement	Satisfactory / Meets expectations	Very Good	Excellent
1	2	3	4	5

Evaluation Criteria	Rating
Helps in bringing an independent judgment to bear on the Board's deliberations	
Brings an objective view in the evaluation of the performance of Board and management	
Undertakes to regularly update and refresh his skills, knowledge, and familiarity with the Company	
Seeks appropriate clarification / information and, where necessary, takes appropriate professional advice and opinion of outside experts at the expense of the Company	
Strives to attend all meetings of the Board of Directors / Board committees of which he is a member/general Meetings	
Communicates governance and ethical problems to the Chairman of the Board.	
Pays sufficient attention and ensure that adequate deliberations are held before approving related party transactions.	
Ensures that the Company has an adequate and functional vigil mechanism.	
Satisfies himself on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible.	
Assists in determining appropriate Policy of remuneration of executive directors, key managerial personnel, and other employees.	
Refrains from any action that may lead to loss of his independence and immediately informs the Board where circumstances arise which makes him lose his independence.	

Adheres to all other standards of the Code for Independent Directors as per the Schedule IV to the Companies Act, 2013	
Assists the Company in implementing the best corporate governance practices	
Prepares for the Board meeting by reading the materials distributed before the Board meeting.	
Comments/Remarks:	

Signature with Date:

Name of Director: _____

ANNEXURE E

CRITERIA FOR EVALUATION OF INDIVIDUAL DIRECTORS (to be filled in by members of the Board)

Name of the Director being evaluated: _____

Every question needs to be evaluated on a 5-point scale as given below:

Unsatisfactory	Needs Improvement	Satisfactory / Meets expectations	Very Good	Excellent
1	2	3	4	5

Evaluation Criteria	Rating
The Director attends the Board and Committee meetings and contributes to the discussion in a meaningful and helpful way, listening to others and making their points concisely.	
The Director prepares adequately for the meetings, is succinct, to the point and contributes effectively to the deliberations	
The Director understands their fiduciary duties and acts for the benefit of all members.	
The Director understands and keeps abreast with the external operating environment of the Company.	
The Director is adequately well-versed on Company's business.	
The Director makes efforts to be educated on the aspects of the business of the Company that they do not understand.	
The Director works with the other Board members as a team, striving for consensus when it is called for.	
The Director works with the other Directors in a way that creates an atmosphere of trust and cooperation.	
The Director communicates governance and ethical problems to the Chairman of the Committee / Board.	
The Director understands the Company's strategic direction and critical issues and prompts as well as contributes to the board discussion on strategic issues.	
The Director seeks opportunities for self-development and is open to feedback as well as takes action to rectify	
Comments/Remarks:	

Signature with Date:

Name of Director: _____