



OMAX AUTOS LIMITED

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Policy for Evaluation of the Performance of the Board of Directors

Renewed as per Board Meeting held on 02.11.2023

1. INTRODUCTION

As one of the most important functions of the Board of Directors is to oversee the functioning of company's top management, this policy aims at establishing a procedure for conducting periodical evaluation of directors' performance and formulating the criteria for determining qualification, positive attribute and independence of each and every director of the company in order to effectively determine issues relating to remuneration of every director, key managerial personnel and other employees of the company. This policy further aims at ensuring that the committees to which the Board of Directors has delegated specific responsibilities are performing efficiently in conformity with the prescribed functions and duties. In addition, the Nomination and Remuneration Committee shall carry out the evaluation of performance of every director, key managerial personnel in accordance with the criteria laid down.

2. OBJECTIVE

The object of this policy is to formulate the procedures and also to prescribe and lay down the criteria to evaluate the performance of the entire Board of the Company.

3. RESPONSIBILITY

(i) Responsibility of the Board

It shall be the duty of the chairperson of the board, who shall be supported by a Company Secretary to organize the evaluation process and accordingly conclude the steps required to be taken. The evaluation process will be used constructively as a system to improve the directors' and committees' effectiveness, to maximize their strength and to tackle their shortcomings.

The Board of Directors shall undertake the following activities on an annual basis

- The board as a whole shall discuss and analyze its own performance during the year together with suggestions for improvement thereon, pursuant to the performance objectives.
- Review performance evaluation reports of various committees along with their suggestions on improving the effectiveness of the committee. Also, the requirement of establishing any new committees shall be reviewed by the Board on an annual basis.
- Review the various strategies of the company and accordingly set the performance objectives for directors.
- Ensure that adequate disclosure is made with regard to performance evaluation in the Board's Report.

(ii) Responsibility of the Nomination & Remuneration Committee

It shall evaluate the performance of individual Directors of the Company as per its terms of and the Nomination and Remuneration Policy of the Company framed in accordance with the provisions of section 178 of the Companies Act, 2013

(iii) Responsibility of Independent Directors

Independent Directors are duty bound to evaluate the performance of non-independent directors and Board as a whole. The independent directors of the Company shall hold at least one meeting in a year to review the performance of non-independent directors, performance of

the chairperson of the Company and Board as a whole, taking into account the views of executive directors and non-executive directors.

The independent directors at their separate meetings shall:

- (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;
- (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.

Evaluation of Independent Director shall be carried on by the entire Board of Directors of the Company except the Director getting evaluated.

(iv) POLICY REVIEW

Subject to the approval of Board of Directors, 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.

(v) DISCLOSURE

In accordance with the requirement under the Act, disclosure regarding the manner in which the performance evaluation has been done by the Board of Directors of its own performance, performance of various committees of directors and individual directors’ performance will be made by the Board of Directors 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 Policy has been made available on Company’s official website and the key features of this Policy have also been included in the corporate governance statement contained in the annual report of the Company.

(vi) EVALUATION FACTORS

The Board of Directors shall pay regards to the following parameters for the purpose of evaluating the performance of a particular director: In respect of each of the evaluation factors, various aspects have been provided to assist with the evaluation process in respect of performance of Board itself, and of its committees and individual directors as, such evaluation factors may vary in accordance with their respective functions and duties. Evaluation of Independent Director shall be carried on by the entire Board in the same way as it is done for the Executive Directors of the Company except the Director getting evaluated.

**OMAX AUTOS LIMITED
EVALUATION FORM
FOR FINANCIAL YEAR**

(Please read the instructions carefully before filling up the form)

The directors are required to fill the evaluation form to evaluate the functioning of Board of Directors, its Committees and individual directors. This evaluation form has been devised to rate the Board, its Committees and directors by assigning appropriate rating between 1 to 5 on each criterion; 1 in rating scale being 'Poor' and 5 being 'Outstanding'. While rating the directors are required to consider various traits/factors mentioned in the respective Reference Notes annexed hereto.

1. Evaluation of Board of Directors:

| Sl. No. | Criteria | Reference Note | Rating (1 to 5) | Remarks |
|---------|------------------------------------|----------------|-----------------|---------|
| 1.1 | Board Composition & Quality | 1.1 | | |
| 1.2 | Board Meetings and Procedures | 1.2 | | |
| 1.3 | Board Development | 1.3 | | |
| 1.4 | Board Strategy and Risk Management | 1.4 | | |
| 1.5 | Board and Management Relations | 1.5 | | |
| 1.6 | Succession Planning | 1.6 | | |

2. Evaluation of Managing Director / Executive Director

| Criteria | Ref. Note | Rating (1 to 5) | | | |
|---------------------------------------|-----------|------------------------|-------------------------|-------------------------|--------------------------|
| | | Mrs. Sakshi Kaura, JMD | Mr. Tavinder Singh, WTD | Mr. Devashish Mehta JMD | Mr. Jatender Kumar Mehta |
| Leadership | 2.1 | | | | |
| Strategy Formulation | 2.2 | | | | |
| Strategy execution | 2.3 | | | | |
| Financial planning / Performance | 2.4 | | | | |
| External Relations | 2.5 | | | | |
| Human Resources Management/ Relations | 2.6 | | | | |
| Product/Service Knowledge | 2.7 | | | | |
| Personal Qualities | 2.8 | | | | |

3. Evaluation of Non-Executive Independent Director

| Sl. No. | Criteria | Reference Note | | | |
|---------|---|----------------|--------------------|-------------------|---------------------|
| | | | Mr. Bharat Kaushal | Dr. Nipun Khurana | Mr. Ram Kumar Chugh |
| 3.1 | Participation at Board/Committee Meetings | 3.1 | | | |
| 3.2 | Managing Relationship | 3.2 | | | |
| 3.3 | Knowledge and Skill | 3.3 | | | |
| 3.4 | Personal Attributes | 3.4 | | | |
| 3.5 | Criteria of Independence | 3.5 | | | |

4. Evaluation of Board Committees

| Sl. No. | Criteria | Ref. Note | Rating (1 to 5) | | | | Remarks |
|---------|---|-----------|-----------------|---------------------------------------|----------------|-------------------------------------|---------|
| | | | Audit Committee | Nomination and Remuneration Committee | CSR Committees | Stakeholders Relationship Committee | |
| 4.1 | Function and Duties | 4.1 | | | | | |
| 4.2 | Observing Committees terms of reference | 4.2 | | | | | |
| 4.3 | Management Relations | 4.3 | | | | | |
| 4.4 | Committee Meetings and Procedures | 4.4 | | | | | |

5. Chairperson Assessment

| Sl. No. | Criteria | Reference Note | Rating (1 to 5) | Remarks |
|---------|-------------------------|----------------|-----------------|---------|
| 5.1 | Managing Relationships | 5 | | |
| 5.2 | Leadership | | | |
| 5.3 | Effective Participation | | | |
| 5.4 | Positive image | | | |
| | | | | |

Name:

Date: