ROTOMAG ENERTEC LIMITED

(Formerly known as "Rotomag Motors and Controls Private Limited")

(U34100GJ1993PLC020063)

POLICY FOR EVALUATION OF THE PERFORMANCE OF THE BOARD OF DIRECTORS

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1. INTRODUCTION

The Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour, in consonance with the Company's Code of Conduct for Board and Senior Management Personnel. Honestly, integrity and sound judgement and performance of the Directors and the senior management are key criteria for success and for building a good reputation for the Company. Each Director and executive in the senior management is expected to comply with the letter and spirit of this Policy. Any actual or potential violation of this above code and this Policy by the Directors would be the matter of serious concern for the Company.

Therefore, the Company has formulated this Policy to comply with various provisions under the Act and the Listing Regulations and also the formal annual evaluation made by the Board of its own performance (self-appraisals) and that of its committees and individual Directors as mentioned under Companies Act, 2013, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"). The Policy is based on the SEBI circular dated January 5 2017 which provides further clarity on the process of board evaluation ("**SEBI Guidance Note**"). The Committee shall evaluate the performance of each Director as per subsection (2) of Section 178 of the Act and based on the functions of the Independent Directors as indicated under Schedule IV (as per section 149) annexed to the Act and the rules made thereunder. This Policy has been approved and adopted by the Board of the Company on **12th June 2025**.

2. DEFINITION

i. "the Act": means the Companies Act, 2013, as amended from time to time and the rules made thereunder;
ii. "the Company": means Rotomag Enertec Limited. (formerly known as Rotomag Motors and Controls Pvt. Ltd.)
iii. "the Director" means directors of the Company.
iv. "the Board": the Board of Directors of the Company including the chairman of the Company.
v. "the Independent Director": shall mean an Independent Director as defined under section 2 (47) to be read with section 149 (6) of the Act.
vi. "the Policy" or "this Policy": shall mean the Policy for Evaluation of performance of Board of Directors of the Company.
vii. "the Committee" or "this Committee": shall mean the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of Section 178 of Act and the Listing Regulations.
viii. "Listing Regulations": means Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

3. OBJECTIVE

The Object of this policy is to formulate the procedures and prescribe the criteria to evaluate the performance of the entire Board of the Company. Further, to adopt best practices to manage the affairs of the Company in a seamless manner and ensure sustained long term value creation for stakeholders by achieving good corporate governance.

4. VARIOUS KINDS OF PERFORMANCE EVALUATION

A. APPRAISAL SYSTEM

The Committee shall finalize the criteria every year before appraisal of directors takes place. The recommended criteria are given in **Annexure I** annexed hereto. However, these are not mandatory and recommendation only. The Committee may adopt, amend, modify, drop any criteria for any or all directors during any year. The appraisal of each Director of the Company shall be based on the criteria as mentioned herein below. This appraisal is mandatory and will be done under the provision of the clause (p) of subsection (3) of Section 134 of the Act.

B. EVALUATION OF THE PERFORMANCE

The Committee shall evaluate the performance of each Director of the Company under the Nomination and Remuneration Policy of the Company framed in accordance with the provisions of section 178 of the Act and based on their functions as mentioned in the Code of Conduct of the Directors and Senior Management Personnel and the criteria for the evaluation of the performance as prescribed in the clause 6 of this Policy.

Evaluation of the 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 Independent Director who gets evaluated.

Based on the performance evaluation of each and every Director and the chairman of the Company, the Committee shall provide the ratings based on each criteria and sub-criteria.

C. EFFECTIVENESS OF THE BOARD

Based on the ratings given by the Committee to each Director, the overall effectiveness of the Board shall be measured and accordingly the Board shall decide the appointments, re-appointments and removal of the non-performing Directors of the Company.

5. SEPARATE MEETING FOR EVALUATION OF PERFORMANCE OF BOARD MEMBERS

Evaluation of the executive Directors of the Company shall be carried out by entire Board except the executive Director being evaluated. The meeting for the purpose of evaluation of performance of Board members shall be held at least once in a year and the Company shall disclose the criteria laid down by the Committee for performance evaluation on its website for the reference and also in the annual report of the Company.

6. CRITERIA FOR EVALUATION OF PERFORMANCE

The Committee has laid down the criteria for evaluation of performance of executive Directors, Independent Directors, Chairman and the Board:

1. Attendance and contribution at Board and Committee meetings.

2. His/her expertise, skills, behavior, experience, leadership qualities and understanding of business, strategic direction to align company's value and standards.

3. His/her knowledge of finance, accounts, legal, marketing, internal controls, risk management, business operations, processes and corporate governance.

4. His/her ability to create a performance culture that derives value creation and a high quality of debate with robust and probing discussions.

5. Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.

6. Open channels of communication with executive management and other colleagues on Board to maintain high standards of integrity and probity.

7. Recognize the role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board.

8. His/her global presence, rational, physical and mental fitness, broader thinking, vision on corporate social responsibility etc.

9. Quality of decision making on different areas of business operation like marketing, material procurement, and understanding financial statements and business performance, raising of finance, working capital requirement, human resources etc.

10. His/her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and risk management systems in place.

11. His/her contribution to enhance overall brand image of the Company.

7. PROCEDURE TO RATE THE PERFORMANCE

Based on evaluation criteria, the Committee and the Board shall rate the performance of the each and every Director. The performance rating shall be given within minimum 1 and maximum 10 categories, the rating 1 being least effective and 10 being most effective. Based on the rating of performance the Board can decide the strategy to extend or continue the term of appointment or to introduce new candidate as a member of the Board or Retirement of the member based on his/her performance rating as to create and maintain the most effective and powerful top level management of the Company for its future growth, expansion, diversification and also to maximize the returns on investments to the stakeholders of the Company.

COMPANY – BOARD MEMBER FEEDBACK

Our Company believes in value for its stakeholders through ethical processes and integrity. The Board plays a very important role in ensuring the Company's performance is monitored and timely inputs are given to enhance its performance and set the right direction for growth. Hence it is important that every individual Board member effectively contributes in the Board deliberations.

Name of the Director: _____

Rating scale shall be 1 to 10 (1 being least effective and 10 being most effective)

No.	Question	Rating	Remark
1	Participation and attendance in Board and Committee meetings actively and consistently		
2	Prepare adequately for Board and Committee meetings		
3	Contributes to strategy and other areas impacting company's performance		
4	Brings his/her experience and credibility to bear on the critical areas of performance of the organization		
5	Keeps updated knowledge of his/her areas of expertise and other important areas		
6	Communicates in open and constructive manner		
7	Gives fair chance to other members to contribute, participates actively in the discussions and in consensus oriented		
8	Helps to create brand image of the Company and helps the company wherever possible to resolve issues, if any		
9	Actively contributes towards growth of the Company		
10	Conduct himself/herself in a manner that is ethical and consistent with the laws of land		
Total Rating			

Note: Rating 9 and above- excellent, between 7 to 8- Very good, between 6-7- Good, between 3 to 5- Satisfactory and less than 3-Unsatisfactory.

Annexure I

CRITERIA FOR EVALUATION

Rating scale shall be 1 to 10 (1 being lease effective and 10 being most effective)

Criteria's Performance For Evaluation	Sub-Criteria of Evaluation of Performance	Rating
Based on job profile	1. Knowledge of job profile	
	2. Skills required to perform or to execute the job profile	
Based on responsibilities and obligations	1. Attendance and participation in the meetings	
	2. Expert opinions in respect of the serious issues	
Based on strategies	1. Strategies formulated and successfully implemented	
	2. Various Directions provided in the best interest of the Company on key issues	
Based on performance management	1. Performance of the Company on the stock exchanges	
	2. Performance	
	3. Achievement of domestic or international award	
Based on Risk Management	1. Avoidance of high financial risk while executing the functions and duties	
	2. Avoidance from any other high risk	
Based on Talent Management	1. Achievement in respect of successful negotiations	
	2. Level of talent retained at low, mid and top level	
Based on Governance and Compliance Management	1. Review of detailed compliances applicable under the various laws, rules and regulations	
	2. Reviewing whether the business is running legally or not	
Based on conflict-of-interest management	1. Strategy to resolve the conflict of interest in other Directors	
	2. Strategy to resolve the conflict of interest in other employees	
Based on financial and operational Control mechanism	1. Control on financial dealings.	
	2.Control on internal operational activities	
Based on maintaining of corporate culture	1. Initiatives to maintaining corporate culture of the Company	

and moral values	2. Initiatives to maintaining moral values of the Company	
Based on maintaining high level of integrity and ethics	1. Initiative to maintaining high level of integrity	
	2. Initiative to maintain high level of ethics	
Based on maintaining high level of integrity and ethics	1. Initiative to maintaining high level of integrity	
	2. Initiative to maintain high level of ethics	
Based on compliance with the Code of Conduct for Board of Directors and Senior Management Personnel	1. Functioning of duties and responsibilities as per the Code of Conduct for Board of Directors and Senior Management Personnel	
	2. Abidance and behaviour in accordance with Code of Conduct for Board of Directors and Senior Management Personnel	
Based on the in-general knowledge and skills	1. Skills required for carrying out business activities	
	2. Communication skills and quick responsiveness	
Based on maintaining high level of integrity and ethics	1. Initiative to maintaining high level of integrity	
	2. Initiative to maintain high level of ethics	
Based on compliance with the Code of Conduct for Board of Directors and Senior Management Personnel	1. Functioning of duties and responsibilities as per the Code of Conduct for Board of Directors and Senior Management Personnel	
	2. Abidance and behavior in accordance with Code of Conduct for Board of Directors and Senior Management Personnel	
Based on the in-general knowledge and skills	3. Skills required for carrying out business activities	
	4. Communication skills and quick responsiveness	

Name of the Policy	Policy for evaluation of the performance of the Board of Directors
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Document Owner	Mr. Priyank Tuiwala Company Secretary
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