

**RAW EDGE INDUSTRIAL SOLUTIONS LIMITED**

**CIN No: L46201MH2005PLC240892**

# **POLICY FOR EVALUATION OF THE PERFORMANCE OF THE BOARD OF DIRECTORS**

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## **PREAMBLE**

This Performance Evaluation Policy (the "Policy") is designed to provide a framework for evaluating the performance of the Board of Directors, its committees, and Key Management Personnel (KMP) of Raw Edge Industrial Solutions Limited (the "Company").

The Policy incorporates the latest provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, and best governance practices, including Environmental, Social, and Governance (ESG) principles.

## **OBJECTIVE**

The primary objectives of this Policy are:

- To improve the overall effectiveness of the Board and Committees.
- To ensure directors and KMP contribute to achieving the Company's strategic and ESG goals.
- To align individual and collective performance with regulatory standards and stakeholder expectations.

## **RESPONSIBILITY**

### **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 director's and committee's effectiveness, to maximize their strength and to tackle their short comings.

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

- The board as a whole shall discuss and analyses 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.

## **Responsibility of the Nomination & Remuneration Committee**

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

## **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 meeting 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 are necessary for the Board to effectively and reasonably perform their duties.
- D. Contribute to identifying ESG risks and implementing mitigation measures.

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

## **Evaluation Criteria**

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 individual directors. 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 being evaluated.

Appraisal of each Director of the Company shall be based on the criteria as mentioned herein below.

<b>Performance</b>	<b>Rating</b>
Excellent	4
Very Good	3
Good	2
Satisfactory	1
Not Satisfactory	0

**Evaluation of Independent Directors**

While evaluating the performance of Independent Directors following points needs to be considered.

**Name of the Director being assessed:** \_\_\_\_\_

Sr. No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Attendance and participations in the meetings		
2.	Raising of concerns to the Board		
3.	Safeguard of confidential information		
4.	Rendering independent, unbiased opinion and resolution of issues at meetings.		
5.	Initiative in terms of new ideas and planning for the Company.		
6.	Safeguarding interest of whistle-blowers under vigil mechanism.		
7.	Timely inputs on the minutes of the meetings of the Board and Committee's, if any.		
8.	Contribution to ESG compliance and corporate governance.		

**Evaluation of Non-Independent Directors/ Executive Directors**

While evaluating the performance of Non-Independent Directors/ Executive Directors following points needs to be considered:

**Name of the Director being assessed:** \_\_\_\_\_

Sr. No.	Assessment criteria	Rating	Remarks/ Comments
1.	Leadership initiative		
2.	Initiative in terms of new ideas and planning for the Company		
3.	Professional skills, problem solving and decision making		
4.	Compliance with policies of the Company, ethics, Code of Conduct etc.		
5.	Reporting of frauds, violations etc.		
6.	Safeguarding of interest of whistle blowers under vigil mechanism.		
7.	Timely inputs of the minutes of the meetings of the Board and Committee, if any.		

**Evaluation of Board of Directors**

While evaluating the Performance of the Board of Directors as a whole, following points needs to be considered:

Sr. No.	Assessment criteria	Rating	Remarks/ Comments
1.	The Board of Directors of the company is effective in decision making.		
2.	The Board of Directors is effective in developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.		
3.	The Company’s systems of control are effective for identifying material risks and reporting material violations of policies and law.		
4.	The Board reviews the organization’s performance in carrying out the stated mission on a regular basis.		
5.	The Board of Directors is effective in providing necessary advice and suggestions to the company’s management.		
6.	Is the board as a whole up to date with latest developments in the regulatory environment and the market?		
7.	The information provided to directors prior to Board meetings meets your expectations in terms of length and level of detail.		
8.	Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.		
9.	The Board Chairman effectively and appropriately leads and facilitates the Board meetings and the policy and governance work of the board.		
10.	The Board appropriately considers internal audit reports, management’s responses, and steps towards improvement.		
11.	The Board oversees the role of the independent auditor from selection to termination and has an effective process to evaluate the independent auditor’s qualifications and performance.		
12.	The board considers the independent audit plan and provides recommendations.		
13.	Contribution to ESG compliance and corporate governance.		



**Evaluation of Key Management Personnel and Senior Executives**

While evaluating the performance of Key Management Personnel and Senior Executives following points shall be kept in mind:

Sr. No.	Assessment criteria	Rating	Remarks/Comments
1.	Abidance and behavior in accordance with ethical standards & code of conduct of Company.		
2.	Interpersonal and communication skills		
3.	Team work attributes		
4.	Safeguard of confidential information		
5.	Compliance with policies of the Company, ethics, code of conduct, etc.		
6.	Leadership in implementing sustainable and innovative practices		

**POLICY REVIEW**

Subject to the approval of Board of Directors, the “Nomination and Remuneration Committee” reserves the 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 at a meeting of the Nomination and Remuneration Committee

**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, individual director’s 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 in the annual report of the Company

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(This policy is revised by the Board of Directors at their meeting held on 02nd May,2025 and effective from 02nd May, 2025)