

LAMOSAIC INDIA LIMITED

POLICY OF EVALUATION OF PERFORMANCE OF THE BOARD OF DIRECTORS

(Adopted at the Board Meeting held on 02nd November, 2023)

1. INTRODUCTION

Lamosaic India Limited (hereinafter referred to as “the Company”) believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior, in consonance with the Company’s Code of Conduct Policy for its Board of Directors and Senior Management Personnel. The honesty, integrity and sound judgment and performance of the Directors and the Senior Management are key criteria for the success and for building a good reputation of 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 Code by the Board Directors would be the matter of serious concern for the Company.

Thus, it is a Challenge for the Board to prevent Crisis in the Company they govern. Performance evaluation is a key means by which Boards can recognize and correct corporate governance problem and add real value to the Company.

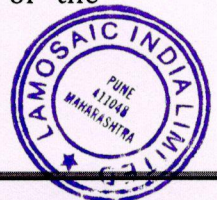
“Behavioral psychologists and organizational learning experts agree that people and organisations cannot learn without feedback. No matter how good a Board is, it is bound to get better if it is reviewed intelligently.”

2. APPLICABILITY

Therefore, the Company has adopted this Policy to comply with various provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended (“**the SEBI LODR**”) and also the formal annual evaluation made by the Board of Directors of its own performance (self-appraisals) and that of its Committees and individual Directors as mentioned under the clause (p) of sub-section (3) of Section 134 of the Companies Act, 2013. The Nomination and Remuneration Committee shall evaluate the performance of each Board of Director as per sub-section (2) of Section 178 of the Companies Act, 2013 and based on the functions of the Board of Directors as indicated under Schedule IV (as per Section 149) annexed to the Companies Act, 2013 and the Rules made thereunder.

The Company’s Board of Directors is dedicated to act in good faith; exercise their judgment on an informed basis and in the best interest of the Company and its Stakeholders. Accordingly, the present Policy for performance evaluation is being put into place in accordance with the requirements of Section 178 of the

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Companies Act, 2013 which provides that a policy is to be formulated and recommended to the Board, setting the criteria, based on which the performance of every Director including the performance of the Board as a whole shall be assessed by the Board of Directors of the Company. Such an evaluation procedure will provide a fine system of checks and balances on the performance of the Directors and will ensure that they exercise their powers in a rational manner. With an aim to maintain a proactive and effective Board, the Board is committed to a continuing process of recommending and laying down the criteria to evaluate the performance of the entire Board of the Company.

This Policy, which is framed to encourage open and frank evaluations of performance of Directors of **Lamosaic India Limited**, lays down the guidelines and mechanism for undertaking programmes of evaluation, and it is titled as the **“Policy of Evaluation of Performance of Board of Directors”**.

3. **DEFINITIONS**

A. **“the Act”**

The Act shall mean the Companies Act, 2013.

B. **“the Company”**

The Company shall mean **Lamosaic India Limited**.

C. **“the Director” or “the Board”**

The Director or the Board, in relation to the Company, shall mean and deemed to include the collective body of the Board of Directors of the Company including the Chairman of the Company.

D. **“the Independent Director”**

The Independent Director shall mean an Independent Director as defined under Section 2 (47) to be read with Section 149 (5) of the Companies Act, 2013 and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

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E. “the Policy” or “this Policy”

The Policy or this Policy shall mean the Policy of Evaluation of Performance of Board of Directors of the Company.

F. “the Committee” or “this Committee”

The Committee or this Committee shall mean the Nomination and Remuneration Committee of the Board of Directors of the Company constituted under the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

4. 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.

5. EVALUATION OF PERFORMANCE

The Committee shall evaluate the performance of each Director and Senior Management of the Company on the basis of the criteria of the evaluation and rating of performance as per this Policy.

Based on the performance evaluation of each and every Director and Senior Management of the Company, the Committee shall provide the ratings based on each criteria and sub-criteria. The detailed process of evaluation and ratings thereon are mentioned in this Policy.

Evaluation of an 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.

6. EFFECTIVENESS OF THE BOARD

Based on the ratings given by the Nomination and Remuneration 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, if any.

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7. MEETING FOR EVALUATION OF PERFORMANCE OF THE BOARD MEMBERS

The Meeting for the purpose of evaluation of performance of the Board Members shall be held at least once in a year and the Company shall disclose the criteria laid down by the Nomination and Remuneration Committee for performance evaluation on its website for the reference and also in the Annual Report of the Company.

8. CRITERIA FOR EVALUATION OF PERFORMANCE

The following parameters are herein provided for the purpose of evaluating the performance:

(A) FOR INDEPENDENT DIRECTORS

Some of the specific issues and concerns that should be considered in the performance evaluation of an Independent Director (the exercise in which the concerned Director being evaluated shall not be included) are set out below:

- i. Attendance and participations in the Meetings and timely inputs on the Minutes of the Meetings;
- ii. Adherence to ethical standards and code of conduct of the Company and disclosure of non-independence, as and when it exists and disclosure of interest;
- iii. Raising of valid concerns to the Board and constructive contribution to resolution of issues at the Meetings;
- iv. Interpersonal relations with other Directors and the Management;
- v. His / her stature, appropriate mix of expertise, skills, behavior, experience, leadership qualities, sense of sobriety and understanding of business, strategic direction to align Company's value and standards;
- vi. His / her knowledge of finance, accounts, legal, investment, marketing, foreign exchange / hedging, internal controls, risk management, assessment and mitigation, business operations, processes and Corporate Governance;

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- vii. His / her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions;
- viii. Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency;
- ix. Open channels of communication with the Executive Management and other colleague on the Board to maintain high standards of integrity and probity;
- x. 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;
- xi. His / her global presence, rational, physical and mental fitness, broader thinking, vision on corporate social responsibility etc.;
- xii. Quality of decision making on source of raw material / procurement of roughs, export marketing, understanding financial statements and business performance, raising of finance, best source of finance, working capital requirement, forex dealings, geopolitics, human resources etc.;
- xiii. His / her ability to monitor the performance of the Management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external Stakeholders;
- xiv. His / her contribution to enhance overall brand image of the Company.

9. **PROCEDURE TO RATE THE PERFORMANCE**

Based on evaluation criteria, the Nomination and Remuneration Committee and the Board shall rate the performance of the each and every Director. The performance rating shall be given within minimum One (01) and maximum Ten (10) categories, the rating One (01) being least effective and Ten (10) being most effective.

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Based on the rating of performance the Board can decide the strategy to extend or continue the term of the 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.

10. REPORTING TO THE BOARD

The report on the evaluation process undertaken by the Nomination and Remuneration Committee shall be placed before the Board of Directors and it shall be approved by the Board of Directors in their Board Meeting.

11. DISCLOSURE THROUGH ANNUAL REPORT OF THE COMPANY

The Company will disclose the details of its Board's Performance Evaluation processes in its Board's Report and the key features of the Policy would also be included in the Corporate Governance Report contained in the Annual Report of the Company. Further, the Board's Report containing such statement will be made available to the Shareholders at the General Meeting of the Company. The Policy will be available in the public domain i.e. on the website of the Company.

12. GENERAL

In case of any doubt with regard to any provision of the Policy and also in respect of matters not covered herein, a reference to be made to the Managing Director or the Secretarial Department of the Company. In all such matters, the interpretation and decision of the Managing Director of the Company shall be final.

Any or all provisions of this Policy would be subject to revision / amendment in accordance with the guidelines on the subject as may be issued by the Government, from time to time.

The Board of Directors of the Company reserves the right to review the Policy from time to time based on changing needs and aspirations of the target beneficiaries and make suitable modifications, as may be necessary.

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Any subsequent amendment / modification in the Regulations issued by the Securities and Exchange Board of India / the Companies Act, 2013 and / or any other applicable laws in this regard shall automatically apply to this Policy. The same shall be added / amended / modified from time to time by the Board of Directors of the Company with due procedure.

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*Janie. S. Jaiswal*

