

GEM SPINNERS INDIA LIMITED
CIN : L17111TN1990PLC019791

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BOARD EVALUATION POLICY

1. INTRODUCTION

This policy is being laid down to enable transparent and effective performance evaluation of the Directors of Gem Spinners India Limited (**the Company**) and to lay down the process for undertaking performance evaluation. The Company believes that performance evaluation is an important aspect through which corporate governance challenges can be addressed and value enhancement is ensured .

The evaluation of Board of Directors involves board members undertaking a comprehensive review of their own performance, identifying their strengths and areas for improvements.

To enable the overall process of performance evaluation of the Individual Directors as well as collective performance of the Board, the Nomination and Remuneration Committee of the Company, has defined a framework for evaluating the Board effectiveness. This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and the revised Clause 49 of the Listing Agreement.

2. PURPOSE

The primary objective of the Policy is to lay down a framework and define standards for the evaluation of the Board as a whole and each Director individually with a view to enhance the effectiveness of the Board as a whole. Individual Board members are evaluated based on their effective contribution and commitment to their role and responsibilities as Directors. The Board evaluation process shall be administered by the Nomination and Remuneration Committee.

3. SCOPE OF EVALUATION

The performance evaluation process shall encompass the following:

- a. Peer evaluation of all Directors including the Independent Directors and Executive Directors
- b. Performance Evaluation of the Chairman of the Board and
- c. Performance Evaluation of the Board and Committees

The performance evaluation process shall be based upon both quantitative and qualitative criteria as approved by the Nomination and Remuneration Committee with the Chairman of the Nomination and Remuneration Committee administering the overall process.

4. PERIODICITY OF THE PERFORMANCE EVALUATION PROCESS

The performance evaluation process would be conducted on an annual basis. Based on the reports submitted, the Nomination and Remuneration Committee shall determine key areas for improvement and decide upon the necessary remedial actions.

5. REVIEW OF POLICY

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.