



**NORBEXI INDUSTRIES**

Limited

CIN - U55101MH2016PTC273960

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## ***NORBEXI INDUSTRIES LIMITED***

**(CTS No. 1182 & House Number 28, South Canal Road, Gokulpeth,  
Nagpur, Nagpur, Maharashtra, India, 440010)**

**CIN: U52292MH2016PLC273960**

### ***DIRECTORS' PERFORMANCE EVALUATION POLICY***

***Approved by Board of Directors at its meeting held  
on 02<sup>nd</sup> January, 2026.***



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## 1. Introduction

The Company believes in good corporate governance and transparent working.

As required under the Companies Act, 2013, the performance of:

- The Board of Directors
- Board Committees
- Individual Directors (including Independent Directors)

must be evaluated every year.

This Policy explains how such evaluation will be done.

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## 2. Objective of the Policy

The purpose of this Policy is:

- To evaluate the performance of the Board and its members
  - To improve effectiveness and decision-making
  - To ensure accountability and transparency
  - To decide continuation or re-appointment of Directors
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## 3. Legal Requirement

As per the Companies Act, 2013:

- The Nomination and Remuneration Committee (NRC) must evaluate the performance of every Director.
  - Independent Directors must meet separately at least once in a year.
  - Independent Directors shall evaluate:
    - Performance of non-independent directors
    - Performance of the Board as a whole
    - Performance of the Chairperson
  - The Directors' Report must mention that evaluation has been carried out.
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## 4. Evaluation Process



## A. Annual Evaluation

The evaluation process will be conducted once every year.

The Chairman or Company Secretary will coordinate the process. If required, an external consultant may assist.

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## B. Evaluation of the Board

The Board will be evaluated based on:

- Understanding of Company's mission and goals
- Strategic planning and decision-making
- Effectiveness of meetings
- Quality of discussions
- Timely receipt of information
- Overall governance practices

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## C. Evaluation of Committees

Each Committee will be evaluated based on:

- Proper composition
- Clear roles and responsibilities
- Effectiveness in decision-making
- Reporting to the Board
- Compliance with applicable laws

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## D. Evaluation of Individual Directors

Each Director will be evaluated based on:

- Attendance and participation in meetings
- Preparation before meetings
- Contribution to discussions
- Knowledge and expertise
- Independent judgment
- Ethical conduct
- Avoidance of conflict of interest



- Teamwork and cooperation
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### **E. Self-Evaluation**

Each Director will complete a self-evaluation form.

Directors will honestly review:

- Their personal performance
  - Their contribution to Board discussions
  - Their commitment to Company objectives
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### **F. Evaluation of Independent Directors**

- Independent Directors shall meet separately once in a year.
  - They will review:
    - Performance of non-independent directors
    - Performance of the Chairperson
    - Quality of information provided by management
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The entire Board (excluding the concerned Independent Director) will evaluate each Independent Director for continuation of term.

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## **5. Role of Nomination and Remuneration Committee (NRC)**

The NRC shall:

- Review evaluation results
  - Provide feedback to the Board
  - Recommend re-appointment, continuation, or removal of Directors
  - Suggest improvements in Board functioning
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## **6. Discussion and Improvement**

After evaluation:





- The Board will discuss strengths and areas of improvement.
- Necessary changes in policies, governance practices, or processes may be implemented.

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## 7. Reporting

The Directors' Report shall include:

- A statement confirming that formal annual evaluation has been conducted.

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## 8. Review of Policy

This Policy will be:

- Reviewed annually
- Amended if required
- Updated in case of any change in law

If there is any conflict between this Policy and applicable law, the law shall prevail.