

**PERFORMANCE EVALUATION POLICY OF THE BOARD OF DIRECTORS OF
W.S. INDUSTRIES (INDIA) LIMITED**

1. INTRODUCTION:

W.S. Industries (India) Limited (“the Company”) has put in place, a Code of Conduct policy to be observed by its Board of Directors and Senior Management Personnel.

In compliance with Clause 49 of the Listing Agreement and also the Companies Act, 2013, this Performance Evaluation Policy is being framed by Nomination and Remuneration Committee (NRC).

2. OBJECTIVE:

The Object of this policy is to formulate procedures and also to the criteria to evaluate the performance of the Board and its Board Members of the Company.

3. VARIOUS KINDS OF PERFORMANCE EVALUATION:

A. EVALUATION OF THE PERFORMANCE:

The NRC shall evaluate the performance of executive Directors of the Company on the basis of the Evaluation criteria in clause 5 of this Policy.

Evaluation of the Chairman shall be done by Independent Directors of the NRC (*since all independent directors are members of the NRC*) .

Evaluation of Independent Directors shall be conducted by the entire Board except the Director getting evaluated.

B. MEASUREMENT OF BOARD EFFECTIVENESS:

Based on the ratings given by the NRC to each Director, the overall effectiveness of the Board shall be measured.

4. WHEN:

Performance of executive directors & the Chairman – along with the accounts meeting of the Board

Performance of independent directors – along with the meeting for finalizing the various reports for the Annual Report

Performance of the Board & the Committees – along with the meeting for finalizing the various reports for the Annual Report

5. CRITERIA FOR EVALUATION OF PERFORMANCE:

The Nomination and Remuneration Committee has laid down the evaluation criteria in **Annexure - 1**

6. AMENDMENTS :

The Company reserves its right to amend or modify this Policy as may be considered appropriate at any time.

ANNEXURE - 1

Criteria for Evaluation

Name of the Director: _____

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

Sl.No	Question	Rating	Remark
1	Participation and attendance in Board and Committee Meetings actively and consistently		
2	Prepares adequately for Board and Committee Meetings		
3	Contributes to strategy and relevant aspects impacting company's performance		
4	Knowledge of his/her areas of expertise adequacy		
5	Communicates in open and constructive manner		
6	Gives fair chance to other members to contribute, participates actively in the discussions and is consensus oriented		
7	Helps to create brand image of the Company and helps the company wherever possible to resolve issues, if any		
8	Actively contributes toward positive growth of the Company		
9	Conduct himself/herself in the Company's affairs in a ethical and legally complaint manner		
	Total Ratings		

Note : % achievement exceeding 60% would indicate a positive performance.