



GONERIL INVESTMENT & TRADING COMPANY LIMITED

CIN : L67120WB1982PLC035494

Registered Office :

“Temple Chambers”6, Old Post Office Street, 4th Floor, Kolkata-700 001

Phone No.: 033 2230-7373/2248-3854

E-mail : goneril1982@gmail.com Website : www.goneril.in

Directors Performance Evaluation Policy

• Introduction:

- The Chairman informed that the Companies Act 2013 requires performance evaluation of individual directors – including independent directors, self-evaluation of performance of the Board of Directors (“Board”) and the committees of the Board (“Committees”). In order to align with the provisions of section 178, Schedule IV and other applicable Provisions and Rules made there under and acting on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of Goneril Investment & Trading Company Ltd. has formulated criteria and policy to evaluate the performance of the Independent Directors and Non Independent Directors of the Company (Directors Performance Evaluation Policy) as follows:
- As required under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 role of Nomination and Remuneration Committee will be as follows:
 - (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors, a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
 - (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
 - (3) devising a policy on diversity of board of directors;
 - (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
 - (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

• Scope and Purpose:

The criteria for performance evaluation of the Board as stated above are drawn for fulfillment of the above objectives.

• Criteria

➤ Criteria for Evaluation – Non-Executive Directors

The following criteria are identified for performance evaluation:

- **Attendance:** The attendance at the meetings of the Board and Committees, while not being the primary basis, would have a significant bearing on the other criteria;
- **Effective Participation:** The quality and level of participation at meetings, contribution to the discussions and the impact on the decision making process would be ascertained;
- **Domain Knowledge:** The higher level of expertise and knowledge of each director in certain domains is expected to contribute to the decision making process and the decisions taken;
- **Access to Management outside Board Meetings:** The level of access for discussions, advice and inputs on occasions other than Board meetings would be considered;



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- **Objectiveness:** The objectiveness with which the proposals are assessed and suggestions/advice made at the Board meetings and thereby make an impact on the deliberations would be important;
- **Collaboration:** Each Director would need to work in a spirit of collaboration within the Board and its Committees to ensure harmony and seamless decision making;
- **Compliance with Code of Conduct:** The compliance with the code of conduct applicable to the directors is a primary requirement and needs no added emphasis;
- **Challenging Management appropriately:** Constructive challenges to the proposals and strategies placed before the Board by the management is required to ensure that complacency does not set in and fresh thinking is encouraged; and
- **Additional Contribution:** There could be occasion where the director has made contribution over and beyond those stated above, which has made a significant difference in the quality and level of involvement.

➤ **Criteria for Evaluation – Executive Directors**

The following criteria are identified for performance evaluation:

- **Attendance:** The attendance at the meetings of the Board and its Committees, while not being the primary basis, would have a significant bearing on the other criteria;
- **Effective Participation:** The quality and level of participation at meetings, contribution to the discussions and the impact on the decision making process would be ascertained;
- **Domain Knowledge:** The higher level of expertise and knowledge of each director in certain domains is expected to contribute to the decision making process and the decisions taken;
