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Name of document	**Directors Performance Evaluation Policy**
Applicability	**Rama Petrochemicals Limited**
Effective date	**May 27, 2025**

1. Introduction:

Various provisions of the Companies Act, 2013 and rules made there under and other applicable provisions have imposed clear and significant responsibilities and obligation on the Independent Directors and Non Independent Directors to monitor and evaluate the performance of Directors, Chairperson and the Board of Directors. In order to align with the provisions of section 178, Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made there under the Board of Directors of Rama Petrochemicals Limited (RPCL) has formulated criteria and policy to evaluate the performance of the Independent Directors and Non Independent Directors of the Company.

2. Definitions:

(i) **"Act"** shall mean the Companies Act, 2013 and rules made thereunder (as amended from time to time);

(ii) **"Company"** means Rama Petrochemicals Limited.

(iii) **"Directors"** or **"Board"** in relation to the Company shall mean and be deemed to include the collective body of the Board of Directors of the Company including the Chairperson of the Company. The term Board shall be deemed to include Committees of the Board for the purpose of this Policy.

(iv) **Independent Director** means directors appointed by the Company under the provision of sub section 6 of section 149 of the Act and other applicable provisions, if any.

(v) **"Nomination and Remuneration Committee" ['Committee']** shall mean the Nomination and Remuneration Committee of the Board of Directors of the Company as constituted under the provisions of the Companies Act, 2013.

(vi) **Non Independent Directors** means directors other than Independent Directors but include executive and non- executive directors.

(vii) **"Policy"** shall mean this Directors Performance Evaluation Policy of the Company.

3. Evaluation Process and Criteria:

The Independent Directors and Non Independent Directors will comply with the evaluation process and criteria specified in the Policy. The evaluation process will be conducted on annual basis.

a. Self Evaluation:

Each Board member shall assess his/her performance as per the designated Self-evaluation form.

b. Evaluation of Independent Directors:

i. The entire Board (excluding the Director being evaluated) shall conduct performance evaluation of all the Independent Directors.

ii. The following parameters will be considered in the assessment and evaluation of performance for the Independent Directors:

(1) Uphold ethical standards of integrity and probity;
(2) act objectively and constructively while exercising his / her duties;
(3) exercise his/ her responsibilities in a bona fide manner in the interest of the company;
(4) devote sufficient time and attention to his/ her professional obligations for informed and balanced decision making;
(5) not allow any extraneous considerations that will vitiate his / her exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
(6) not abuse his / her position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
(7) refrain from any action that would lead to loss of his/ her independence;
(8) where circumstances arise which make an independent director lose his / her independence, the independent director must immediately inform the Board accordingly;
(9) Assist the company in implementing the good corporate governance practices.
(10) Possess and demonstrate:
    (a) specialized professional knowledge, qualifications and experience as deemed fit by the Board;
    (b) requisite domain knowledge, judgement, experience and accountability in the decision making process of the Board;
(11) Contribute and value add to the board's compositions in effective strategizing of plans and its implementation to the operations and needs of the Company;
(12) bring an objective view in the evaluation of the performance of Board;
(13) assess and evaluate the performance of management vis a vis performance of the Company and monitor the reporting of performance;
(14) bring in professional expertise, experience and independent judgment on Board's deliberation(s) on various aspects such as strategy planning, performance, risk management;
(15) protect the interests of all stakeholders and balance the conflicting interest of the stakeholders;
(16) review, determine and approve remuneration of executive directors, key managerial personnel and senior management and recommend remedial measures, if necessary;
(17) Mediate and settle matters involving interest of the company vis a vis conflict between management and shareholder's interest;
(18) Any other parameter / criteria as may be determined by the Committee, from time to time.

c. Evaluation of Non Independent Directors:

i. The Independent directors of the Company shall hold at least one meeting in a year, without the attendance of Non Independent Directors and members of management. All the Independent Directors of the Company shall strive to be present at such meeting.

ii. The Independent Directors in the meeting shall, *inter-alia:*

1. review the performance of Non Independent Directors and the Board as a whole;
2. review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
3. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

iii. The parameters used in the evaluation of performance of Non Independent Directors are:

(1) upholds ethical standards of integrity and probity;
(2) acts objectively and constructively while exercising his / her duties;
(3) exercises his / her responsibilities in a bona fide manner in the interest of the company;
(4) devotes sufficient time and attention to his / her professional obligations for informed and balanced decision making;
(5) does not abuse his / her position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
(6) Possesses and demonstrates:
(a) good repute, ethical standard of integrity and specialized professional knowledge, qualifications and experience ;
(b) requisite domain knowledge, judgement, and accountability in the decision making process of the Board;
(7) brings in professional expertise and experience to carry out and help the management on various aspects such as strategy planning, performance, risk management and operations of the Company;
(8) contributes and adds value to the management's compositions in order to provide to the Company and its board as an effective support to the operations and needs of the Company;
(9) is a person who has not been sentenced to imprisonment for any period, or to a fine exceeding one thousand rupees, for the conviction of an offence under any of the following Acts, namely:
   a. the Indian Stamp Act, 1899;
   b. the Central Excise Act, 1944;
   c. the Industries (Development and Regulation) Act, 1951;
   d. the Prevention of Food Adulteration Act,1954;
   e. the Essential Commodities Act, 1955;
   f. the Companies Act, 2013;
   g. the Securities Contracts (Regulation) Act, 1956;
   h. the Wealth Tax Act, 1957;
   i. the Income Tax Act, 1961;
   j. the Customs Act, 1962;
   k. the Competition Act, 2002;
   l. the Foreign Exchange Management Act, 1999;

m. the Sick Industries Companies (Special Provisions) Act, 1985;
n. the Securities and Exchange Board of India Act, 1992;
o. the Foreign Trade (Development and Regulations) Act, 1992;
p. the Prevention of Money-laundering Act, 2002

(10) he had not been detained for any period under the Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974;

(11) a person who has completed the age of twenty-one years and has not attained the age of seventy years. In the event any person who has attained the age of seventy years then appointment of such person shall be approved by a special resolution passed by the company in general meeting;

(12) a person who is resident of India.

(13) Any other parameter / criteria as may be determined by the Committee, from time to time.

d. Evaluation Form

i. The Company Secretary will be responsible for the distribution of the evaluation forms on annual basis. The Company Secretary will conduct or oversee the ministerial duties to prepare, send, collect and tabulate the evaluation form and schedule conference calls or necessary meetings to facilitate the evaluation.

ii. All Board members' comments provided in the evaluation form of the Board / other Board member(s) will be anonymous.

e. Outcome of Evaluation

The results of the evaluation and comments, if any, presented on the evaluation form will be reported to the Board / Committee for deliberation(s).

f. Communication

i. The Board will evaluate, discuss and collate the results of the evaluation process.

ii. The Board will meet and intimate the evaluation results to the Independent Director and the Non Independent Directors.

iii. The Independent Director and the Non Independent Directors shall be provided an opportunity to address the Board regarding his or her final evaluation results, or submit a written response to the Board to be kept as an attachment with the written evaluation results.

g. Confidentiality

The discussions held during the Board meeting shall be kept confidential among those who attend the meetings. The written evaluation results are strictly confidential.

The discussions held during the Board meeting and the written evaluation results are not public records and are confidential in nature. The written evaluation results shall form part of the confidential personnel file of the Independent Director & Non Independent Director.

h. Disclosure of the Policy

The Company shall disclose the criteria for performance evaluation in its Annual Report for better corporate governance.

i. General:

a. Any or all provisions of the this Directors' Evaluation Policy would be subject to revision/ amendment as may be made from time to time in the Companies Act, 2013 or any other applicable law.

b. The Board reserves the right to review the policy from time to time based and make suitable modifications, as may be necessary.

For RAMA PETROCHEMICALS LIMITED

HARESH D. RAMSINGHANI
MANAGING DIRECTOR
DIN 00035416