



**INDO US**  
**BIO-TECH LIMITED**

(AN ISO CERTIFIED COMPANY)  
CIN LO1122GJ2004PLC043550



AMENDED & ADOPTED POLICY

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

PURSUANT TO THE CIRCULAR FROM SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) RELEASED ON 9 MAY 2018, THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (AMENDMENT) REGULATIONS, 2018 (SEBI (LODR) (AMENDMENT) REGULATIONS, 2018, THE BOARD OF DIRECTORS IN THE BOARD MEETING HELD ON 30<sup>TH</sup> MAY 2019 HAVE AMENDMEND THIS POLICY EFFECTIVE FROM 1<sup>ST</sup> APRIL, 2019.

THIS ADOPTED POLICY IS PLACED ON WEBSITE OF THE COMPANY  
[www.indousagriseeds.com](http://www.indousagriseeds.com)

**BY THE ORDER OF THE BOARD OF DIRECTORS  
FOR INDO US BIO-TECH LIMITED**

**JAGDISH D AJUDIA**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 01745951**



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## **DIRECTORS' PERFORMANCE EVALUATION POLICY OF INDO US BIO-TECH LIMITED**

### **1. INTRODUCTION:**

Indo Us Bio-Tech Limited (hereinafter referred to as "the Company") believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour, in consonance with the Company's Code of Conduct policy for its employees and also for the Board of Directors. The honesty, integrity and sound judgement and performance of the Directors and the Senior Management are key criteria for the success and for building a good reputation of the Company.

### **2. APPLICABILITY:**

The board of directors (the "Board") of Indo Us Bio-Tech Limited ("Company") has, basis the recommendation of the Nomination and Remuneration Committee, adopted this board evaluation policy ("Policy") to comply with the various provisions under Regulation 19 and Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and the Companies Act, 2013 ("Companies Act").

The Company's Board of Directors is dedicated to act in good faith; exercise their judgment on an informed basis and in the best interest of the company and its stakeholders. Accordingly, the present policy for performance evaluation is being put into place in accordance with the requirements of section 178 of the Companies Act, 2013 which provides that a policy is to be formulated and recommended to the Board, setting the criteria, based on which the performance of every director including the performance of the Board as a whole shall be assessed by the Board of Directors of the Company. Such an evaluation procedure will provide a fine system of checks and balances on the performance of the directors and will ensure that they exercise their powers in a rational manner. With an aim to maintain a proactive and effective Board, the Board is committed to a continuing process of recommending and laying down the criteria to evaluate the performance of the entire Board of the Company.

This policy, which is framed to encourage open and frank evaluations of performance of Directors of Indo Us Bio-Tech Limited, lays down the guidelines and mechanism for undertaking programmes of evaluation.

### **3. DEFINITIONS:**

- A. "the Act" : The Act shall mean The Companies Act, 2013
- B. "the Company" : The Company shall mean Indo Us Bio-Tech Limited.

C. "the Director" or "the Board": The Director or the Board, in relation to the Company, shall mean and deemed to include the collective body of the Board of Directors of the Company including the Chairman of the Company.

D. "the Independent Director": The Independent Director shall mean an Independent Director as defined under section 2 (47) to be read with section 149 (5) of the Act.

E. "the Policy" or "this Policy": The policy or This Policy shall mean the Policy for Evaluation of performance of Board of Directors of the Company.

F. "the Committee" or "this Committee": The Committee or This Committee shall mean the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of Section 178 of Companies Act, 2013.

#### **4. OBJECTIVE**

The Object of this policy is to formulate the procedures and also to prescribe and lay down the criteria to evaluate the performance of the entire Board of the Company.

#### **5. EVALUATION OF PERFORMANCE:**

The Committee shall evaluate the performance of each Board of Directors of the Company with reference of the authority under the Nomination and Remuneration Policy of the Company framed in accordance with the provisions of section 178 of the Companies Act, 2013 and based on their functions as mentioned in the Code of Conduct of the Directors and the criteria for the evaluation of the performance as prescribed in this policy.

Evaluation of the Executive / Non -Executive Directors of the Company shall be carried out by entire Board except the Director being evaluated.

Evaluation of Independent Director shall also be carried on by the entire Board in the same way as it is done for the Executive Directors of the Company except the Director getting evaluated.

The meeting for the purpose of evaluation of performance of Board Members shall be held at least once in a year and the Company shall disclose the criteria laid down by the Nomination and Remuneration Committee for performance evaluation on its web site for the reference and also in the Annual Report of the Company.

Based on the performance evaluation of each and every Director and the Chairman of the Company, the Committee shall provide the ratings based on each criteria and sub-criteria. The detail process of evaluation and ratings thereon are mentioned in this policy respectively.

#### **6. EFFECTIVENESS OF THE BOARD:**

Based on the ratings given by the Nomination & Remuneration Committee to each Director, the overall effectiveness of the Board shall be measured and accordingly the Board shall decide the Appointments, Re-appointments and Removal of the non-performing Directors of the Company.

**7. CRITERIA FOR EVALUATION OF PERFORMANCE:**

The following parameters are herein provided for the purpose of evaluating the performance:-

**(A) FOR INDEPENDENT DIRECTORS**

Some of the specific issues and concerns that should be considered in the performance evaluation of an Independent Director's, (the exercise in which the concerned director being evaluated shall not be included) are set out below:

1. Attendance and participations in the Meetings and timely inputs on the minutes of the meetings
2. Adherence to ethical standards & code of conduct of Company and disclosure of non - independence, as and when it exists and disclosure of interest
3. Raising of valid concerns to the Board and constructive contribution to resolution of issues at meetings
4. Interpersonal relations with other directors and management.
5. Objective evaluation of Board's performance, rendering independent, unbiased opinion
6. Understanding of the Company and the external environment in which it operates and contribution to strategic direction.
7. Safeguarding interest of whistle-blowers under vigil mechanism and Safeguard of confidential information

**(B) FOR CHAIRMAN / WTD / MD / NON- EXECUTIVE DIRECTOR**

Some of the specific issues and concerns that should be considered in a performance evaluation of Chairman / WTD / MD / Non-Executive Director are set out below.

1. Attendance, participations in the Meetings and timely inputs on the minutes of the meetings
2. Contribution towards growth of the Company including actual vis-à-vis budgeted performance
3. Leadership initiative, like new ideas and planning towards growth of the Company and steps initiated towards Branding of the Company
4. Adherence to ethical standards & code of conduct of Company
5. Team work attributes and supervising & training of staff members
6. Compliance with policies, Reporting of frauds, violation etc. and disclosure of interest
7. Safeguarding of interest of whistle blowers under vigil mechanism and Safeguard of confidential information

**(C) FOR THE BOARD (as a whole)**

The Nomination and Remuneration Committee has laid down the certain general criteria for evaluation of the performance of the Board, Committees and the Individual Directors:-

1. Attendance and contribution at Board and Committee meetings
2. His/her stature, appropriate mix of expertise, skills, behaviour, experience, leadership qualities, sense of sobriety and understanding of business, strategic direction to align company's value and standards.
3. His/her knowledge of finance, accounts, legal, investment, marketing, foreign exchange/hedging, internal controls, risk management, assessment and mitigation, business operations, processes and Corporate Governance.
4. His/her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.
5. Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.
6. Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity and probity.
7. Recognize the role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board.
8. His/her global presence, rational, physical and mental fitness, broader thinking, vision on corporate social responsibility etc.
9. Quality of decision making on source of raw material/procurement of roughs, export marketing, understanding financial statements and business performance, raising of finance, best source of finance, working capital requirement, forex dealings, geopolitics, human resources etc.
10. His/her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.
11. His/her contribution to enhance overall brand image of the Company.

**8. EVALUATION OF COMMITTEES OF BOARD**

The Board has constituted the following committees:

1. Audit Committee;

2. Nomination and Remuneration Committee; and
3. Stakeholders/ Shareholder Relationship Committee

For evaluating the performance of each Committee, the Board of Directors shall pay regards to the following aspects as set out in the annexure below:

**Audit Committee (for Audit Committee members only)**

1. Committee Meetings are conducted in a manner that encourages open communication, meaningful participation and timely resolution of issues.
2. Timely inputs on the Minutes of the Meetings

**Nomination and Remuneration Committee (For Nomination and Remuneration Committee members only)**

1. Committee Meetings are conducted in a manner that encourages open communication, meaningful participation and timely resolution of issues.
2. Timely inputs on the Minutes of the Meetings

**Stakeholders/ Shareholders Relationship Committee (For Stakeholders / Shareholders Relationship Committee members only)**

1. Committee Meetings are conducted in a manner that encourages open communication, meaningful participation and timely resolution of issues.
2. Timely inputs on the Minutes of the Meetings

## **9. PROCEDURE TO RATE THE PERFORMANCE**

Based on evaluation criteria, the Nomination & Remuneration Committee and the Board shall rate the performance of the each and every Director. The performance rating respective to the table stated below. Based on the rating of performance the Board can decide the strategy to extend or continue the term of appointment or to introduce new candidate as a member of the Board or Retirement of the member based on his/her performance rating as to create and maintain the most effective and powerful top level management of the Company for its future growth, expansion,

diversification and also to maximize the returns on investments to the stakeholders of the Company.

**RATING SCALE:**

SCALE	PERFORMANCE
1	SURPASSES EXPECTATIONS
2	MEETS EXPECTATIONS
3	BELOW EXPECTATIONS

**10. REPORTING TO THE BOARD**

The report on the evaluation process undertaken by the Nomination and Remuneration Committee shall be placed before the Board of Directors and it shall be approved by the Board of Directors in their meeting.

**11. DISCLOSURE THROUGH ANNUAL REPORT**

The Company will disclose the details of its Board Performance Evaluation Processes in its Board's Report and the key features of the Policy would also be included in the Corporate Governance Report contained in the Annual Report of the Company.

Further, the Board's report containing such statement will be made available to shareholders at the general meeting of the Company. The Policy will be available on the website of the Company.

**12. GENERAL**

In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference to be made to Managing Director or the Secretarial Department of the Company. In all such matters, the interpretation & decision of the Managing Director shall be final.

Any or all provisions of the this Directors' Performance Evaluation Policy would be subject to revision/ amendment in accordance with the guidelines on the subject as may be issued from Government, from time to time.

The Board of Directors of the Company reserves the right to review the policy from time to time based on changing needs and aspirations of the target beneficiaries and make suitable modifications, as may be necessary.

For, INDO US BIO-TECH LIMITED



Managing Director