

**CRITERIA FOR PERFORMANCE
EVALUATION**

OF

HEXA TRADEX LIMITED

Performance Evaluation

The Performance Evaluation shall contain the details of Board's self-evaluation framework (including all Committees of the Board and individual directors). The Board is committed to assessing its own performance as a Board in order to identify its strengths and areas in which it may improve its functioning.

To that end, the Committee shall establish the following processes for evaluation of performance of Independent Director, Non- Executive Director and the Board:

1. Once a year, the Board will conduct a self-evaluation. It is the responsibility of the Chairman of the Board, supported by the Company Secretary of the Company, to organise the evaluation process and act on its outcome;
2. The Committee shall formulate evaluation criteria for the Board and the Non-Executive and Independent Directors
3. which shall be broadly based on:
 - a) Evaluation Criteria for Non-Executive and Independent Directors Contribution and effectiveness in:
 - Corporate governance.
 - Leadership through vision and values.
 - Strategic thinking and decision making.
 - Commercial and business acumen.
 - Teamwork.
 - Contribution to resolution of divergent views.
 - Proactive participation.
 - Time commitment.
 - b) Evaluation Criteria for the Board as a whole:
 - **Board Role:** Adequacy of processes which monitor business performance, Board member interaction with management, adequacy of Board knowledge, adequacy of business strategy, Board being informed, evaluation process for executives and Directors.
 - **Board Membership:** Appropriateness of balance and mix of skills, size of Board, contribution of individual Board members, adequacy of performance feedback to Board members, adequacy of procedures dealing with inadequate performance by a Board member.

• **Practice and Procedure:** Board's effectiveness in use of time, whether Board allowed sufficient opportunity to adequately assess management performance, Board's ability to keep abreast of developments in the wider environment which may affect DDT, adequacy of meeting frequency and duration.

4. The Board / Independent Directors shall be asked to complete the evaluation forms and submit the same to the Chairman.

Disclosure and Dissemination

- i. The Policy shall be disclosed in the Board's report to shareholders of the Company at the annual general meeting.
- ii. The annual report of the Company would specify the details of remuneration paid to Directors.

The Company is required to publish its criteria of making payments to non-executive Directors in its annual report. Alternatively, this may also be put up on the Company's website and reference be drawn in the annual report.

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