

CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF DIRECTORS



**Formulated by Nomination and Remuneration Committee of
Ganesh Grains Limited**



The Nomination and Remuneration Committee of the Board (the “Committee”) is responsible for evaluating the qualifications of each director candidate and of those directors who are to be nominated for election by shareholders at each annual general meeting, and for recommending duly qualified director nominees to the full Board for election.

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.

RESPONSIBILITY OF THE BOARD

The Board of Directors shall undertake the following activities on an annual basis

- The board as a whole shall discuss and analyze its own performance during the year together with suggestions for improvement thereon, pursuant to the performance objectives.
- Review performance evaluation reports of various committees along with their suggestions on improving the effectiveness of the committee. Also, the requirement of establishing any new committees shall be reviewed by the Board on an annual basis.
- Review the various strategies of the company and accordingly set the performance objectives for directors.
- Ensure that adequate disclosure is made with regard to performance evaluation in the Board’s Report.

The overall ability and experience of individual candidates should determine their suitability. The qualification criteria set forth herein to describe the qualities and characteristics are desired for the Board as a whole and for Board members individually.

A. Qualifications of Managing Director/ Independent Directors / Directors:

An Independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company’s business. The Board has not established specific minimum age, education or years of business experience for Board members, but, in general, expects a candidate to have extensive experience and proven record of professional success, leadership and the highest level of personal and professional ethics, integrity and values.

In its evaluation, the Committee shall consider the Board size and composition of the Board according to the following guidelines:

Further with respect to Board composition as a whole and the Board Committees, the required number of directors who qualify as “independent” pursuant to applicable rules and the Independence Standards as per the provisions of Companies Act, 2013 (as may be amended from time to time) shall be maintained.

B. Positive Attributes of Managing Director/ Independent Directors / Directors

A director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold code of business ethics and compliance; act objectively and constructively;

exercise his responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices. The Committee shall also consider the personal qualities of each director candidate to be able to make a substantial active contribution to Board deliberations. The director candidate must be willing to commit, as well as have, sufficient time available to discharge the duties of Board membership.

The Committee shall also consider its policies as well as all other relevant facts and circumstances in making its recommendations to the Board.

C. Criteria for determining 'Independence' status of Independent Director:

The following would be the independence review procedure and criteria to assist the Committee evaluate the independence of Directors for recommending to the Board for appointment.

A Director is independent if the Board affirmatively determines that the Director does not have a direct or indirect material relationship with the Company, including its affiliates or any member of senior management. "Affiliate" shall mean any company or other entity that controls, is controlled by, or is under common control with the Company.

An Independent director should meet the requirements of the Companies Act, 2013 and the regulations prescribed by the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) Regulations, 2015 (as amended from time to time) concerning independence of directors.

Independence Review Procedures

1. Annual Review

The Independent director's independence will be determined by the Board on an annual basis upon the declarations made by such Directors as per the provisions of the Companies Act, 2013

2. Individual Director Independence Determinations

All determinations of independence shall be made on a case-by-case basis for each Director after consideration of all the relevant facts and circumstances and the criteria prescribed under the Companies Act, 2013 read with Rules made thereunder.

3. Notice of Change of Independent Status Each independent director has an affirmative obligation to inform the Board of any change in his/her Independent Status to the Board immediately.