The Board of Directors in its meeting held on August 21, 2024 approved and adopted the revised Policy for the Evaluation of Performance of the Board of Directors.

POLICY FOR EVALUATION OF PERFORMANCE OF THE BOARD OF DIRECTORS

FABINDIA LIMITED

CIN: U74899DL1976PLC008436

Registered Office: Plot no. 10, Local Shopping Complex,Sector B Pocket-7, Vasant Kunj, New Delhi 110070

Adopted on: August 21, 2024

Approved by: Board of Directors

Name: William Nanda Bissell
Designation: Managing Director

Signature: ……Sd/-……..

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FABINDIA LIMITED

POLICY FOR EVALUATION OF PERFORMANCE OF THE BOARD OF DIRECTORS

1. Backdrop

This "Policy for Evaluation of Performance of the Board of Directors" (hereinafter referred to as the "Policy") is being laid out in pursuance of Section 178(2) read with Schedule IV to the Companies Act, 2013 (hereinafter referred to as "the Act") and other applicable provisions, if any, including any statutory enactments/ amendments thereto, as may take place from time to time.

The Board of the Company has adopted this Policy to provide a broad framework to establish and follow "best practices" in the governance of the Board of the Company and to fulfill its fiduciary obligation to the Company.

The purpose of this Policy is to specify the manner for effective evaluation of performance of Board, its Committees and individual Directors to be carried out by the Board, and review its implementation and compliance. This Policy prescribes the criteria to evaluate the performance of the entire Board of the Company, its Committees and individual Directors and the procedure for accomplishing the same.

The purpose of the evaluation of the Board of the Company is to achieve persistent and consistent improvement in the governance of the Company at the Board level with the participation of all concerned stakeholders in an environment of harmony.

2. Manner and modalities of Evaluation

Though reporting under Section 134(3)(p) of the Act is not mandatory for the Company, it can be inferred from the said provision that there has to be a formal annual evaluation of the performance of the Board and that of its various Committees (Board Committees) and of individual directors. Hence, the Company may undertake annual evaluation every financial year.

Evaluation of Individual Director

The entire Board (excluding the director being evaluated) shall carry out the evaluation of performance of individual director of the Company.

In addition, the Independent Directors shall hold a meeting at least once in every financial year, without the presence of the non-independent directors of the Company, to review the performance of such non-independent Directors.

The evaluation of the individual director shall be carried out based on the questionnaire and feedback form which forms part as *Annexure A* to this Policy.

Evaluation of the Board

The Board shall carry out its own performance evaluation.

In addition, the Independent Directors in their meeting, without the presence of the non- Independent Directors of the Company, shall review the performance of Board.

The evaluation of the Board shall be carried out based on the questionnaire and feedback form which forms part as *Annexure B* to this Policy.

Evaluation of the Chairman of the Board

The Independent Directors in their meeting shall review the performance of the Chairman of the Board taking the views of the executive and non-executive Directors of the Company.

Evaluation of Board Committees

The Board shall carry out the evaluation of the performance of each Board Committee based on the questionnaire and feedback form which forms part as *Annexure C* to this Policy.

3. Review and Monitoring

The Nomination and Remuneration Committee of the Board of the Company shall review and monitor from time to time the implementation of this Policy to ensure its effectiveness and may also recommend changes, if any, to the Board for ensuring effective performance evaluation.

4. Amendments

This Policy, as amended herein, will be applicable to the Company w.e.f. 21st August, 2024. The Board of the Company, in consultation with the Nomination and Remuneration Committee, may review and amend this Policy as and when it deems necessary either pursuant to any change in law or otherwise. The Board shall be free to devise and implement any supplementary or other policies and guidelines in respect hereof for better implementation of this Policy.

Annexure A

EVALUATION OF INDIVIDUAL DIRECTOR

S. No.	Parameter for Evaluation	Assessment
01	Area of knowledge, such as relating to Product, Finance, Purpose, Legal, Investors etc.	
02	Contribution during meetings	
03	Contributions in Jury's / Committee's / subsidiaries' affairs	
04	Understanding of Fabindia's Vision, Mission and Values	
05	Understanding of their responsibilities under law as directors	
06	Support to the Managing Director and Executive Vice Chairman in managing the affairs of the Company.	
07	General Observations	(Text field)

Assessment parameters are:

- Approaching desired level or
- At desired level or
- Exceeds desired level

Annexure B

EVALUATION OF BOARD

S. No.	Parameter for Evaluation	Assessment
01	Does the Board has a good mix of backgrounds, capabilities and experience to address issues that come up before it and to provide guidance to the Company's strategic and operating issues when needed?	
02	Is the size and composition of the Board appropriate?	
03	Does the Board functions in such a way to engage its members in constructive free and frank discussion?	
04	Whether the difference in opinion is constructively resolved to reach a better outcome for the Company?	
05	Are Board members reasonably well informed about business and industry trends?	
06	Does the Board devote adequate time to discharging its duties?	
07	Does the Board perform its respective roles as per the good corporate governance practices?	
08	Are the Board processes compliant of various statutory provisions; transparent in content and context; and follow good corporate governance and ethical practices.	
09	Are Board Processes including scheduling of meetings, frequency of meetings, quality and timeliness of agenda papers and minutes of meetings, quality of minutes and timely circulation done to a high standard and legally compliant manner?	
10	Suggestions for improving the effectiveness of the Board	
11	General Observations/suggestions for Board purposes	(Text field)

Assessment parameters are:

- Approaching desired level or
- At desired level or
- Exceeds desired level

Annexure C

EVALUATION OF BOARD COMMITTEES

Name of the Committee: Audit/Nomination & Remuneration/Corporate Social Responsibility/Stakeholders' Relationship Committee/Committee of Directors/Finance Committee (please tick the relevant Committee name)

S. No.	Parameter for Evaluation	Assessment
01	Does the Committee has a good mix of backgrounds, capabilities and experience to address issues that come up before it and to provide guidance to the Company's strategic and operating issues when needed?	
02	Is the size and composition of the Committee appropriate?	
03	Does the Committee functions in such a way to engage its members in constructive free and frank discussion?	
04	Whether the difference in opinion is constructively resolved to reach a better outcome for the Company?	
05	Are Committee members reasonably well informed about business and industry trends?	
06	Does the Committee devote adequate time to discharging its duties?	
07	Does the Committee perform its respective roles as per the good corporate governance practices?	
08	Are the Committee processes compliant of various statutory provisions; transparent in content and context; and follow good corporate governance and ethical practices.	
09	Are Committee Processes including scheduling of meetings, frequency of meetings, quality and timeliness of agenda papers and minutes of meetings, quality of minutes and timely circulation done to a high standard and legally compliant manner?	
10	Suggestions for improving the effectiveness of the Committees	
11	General Observations/suggestions for Committee purposes	(Text field)

Assessment parameters are:

- Approaching desired level or
- At desired level or
- Exceeds desired level