

LAXYO LIMITED
(FORMERLY KNOWN AS LAXYO ENERGY LIMITED)

**POLICY FOR EVALUATION OF PERFORMANCE OF BOARD, ITS COMMITTEES AND
DIRECTORS**

Laxyo Limited (Formerly known as Laxyo Energy Limited)
Registered Office: Plot No. 2, County Park, Mahalaxmi Nagar, MR-5,
Indore, Madhya Pradesh, India, 452010

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**POLICY FOR THE EVALUATION OF PERFORMANCE OF THE BOARD, ITS
COMMITTEES AND DIRECTORS**

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1. INTRODUCTION:

The Company conducts its business under the directions of the Board of Directors operating within the framework laid down by the Companies Act, 2013 (the “Act”), the Listing Agreement, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and the Memorandum and Articles of Association. The Company’s Board of Directors is committed to act in good faith, in the best interest of the Company and its stakeholders. This Policy aims to ensure compliance with the applicable provisions of the Act, SEBI LODR Regulations and the Listing Agreement relating to evaluation of performance of the Directors and the Board and its Committees.

2. DEFINITIONS:

The definitions of some of the key terms used in this Policy are given below:-

- a) “The Act” means the Companies Act, 2013;
- b) “The Company” means Laxyo Limited.
- c) “The Board” means the collective body of the Board of Directors of the Company.
- d) “Independent Director” means an Independent Director as defined under section 2(47) of the Act.
- e) “The Policy” or “This Policy” means the policy for evaluation of performance of the Board as a whole, its Committees, Non-Independent Directors and Independent Directors.

3. OBJECTIVE:

The objective of this policy is to lay down the criteria for evaluation of performance of the Board and its Committees, Non-Independent Directors and the Independent Directors (“IDs”), in the best interest of the various stakeholders.

4. EVALUATION PROCESS:

The evaluation of performance of the Board, its Committees and the directors individually shall be carried out in the following manner:

- The IDs shall hold at least one meeting in a year to review the performance of the non-independent directors, performance of Chairperson of the Company and the Board as a whole, taking into account the views of executive directors and non-executive directors as required under Schedule IV of the Act.
- Pursuant to the provisions of Section 178 of the Act, the Nomination and Remuneration Committee (“NRC”) shall carry out the evaluation of performance of every Director.

- The evaluation of performance of the Independent Directors shall be carried out by the entire Board of Directors excluding the Director being evaluated as required under Schedule IV of the Act.
- Pursuant to the provisions of Section 134(3)(p) of the Act, the Board shall evaluate its own performance and also that of its Committees.
- Evaluation of performance shall be carried out once in a year.
- The legal framework under the Companies Act, 2013 for evaluation of performance of Non- Independent Directors, Independent Directors, the Board and its Committees is enclosed as Annexure A.
- Pursuant to Regulation 17(10) of the SEBI LODR Regulations, the evaluation of independent directors is required to be done by the Board which shall include –
 - i. performance of the directors; and
 - ii. fulfillment of the independence criteria as specified in these regulations and their independence from the management

Provided that in the above evaluation, the directors who are subject to evaluation shall not participate.

5. CRITERIA FOR EVALUATION OF PERFORMANCE OF THE BOARD, AS A WHOLE:

The feedback form containing the criteria for evaluation of performance of the Board as a whole is attached to this policy as Annexure I.

6. CRITERIA FOR EVALUATION OF PERFORMANCE OF COMMITTEES OF THE BOARD:

The Board has constituted the following committees:-

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. CSR Committee;
4. Stakeholders' Relationship Committee; and
5. Risk Management Committee.

The Board will separately evaluate the performance of each of the aforesaid Committees. The feedback form containing the criteria for evaluation of performance of Committees of the Board is attached to this policy as Annexure II.

7. CRITERIA FOR EVALUATION OF PERFORMANCE OF NON-INDEPENDENT DIRECTORS:

The Non-Independent Directors can be classified as Non-Executive Directors and Executive Directors. The feedback form containing the criteria for evaluation of performance of the Non-Independent Non-Executive Directors is attached to this policy as Annexure III. The feedback form containing the criteria for evaluation of performance of the Executive Directors is attached to this policy as Annexure IV.

8. CRITERIA FOR EVALUATION OF PERFORMANCE OF INDEPENDENT DIRECTORS:

The feedback form containing the criteria for evaluation of performance of Independent Directors is attached to this policy as Annexure V.

9. EVALUATION RESULT:

The evaluation of performance of the Board, its Committees and directors individually shall be carried out on the basis of feedback forms (Annexures I to V) attached to this policy. The said feedback forms contain certain suggested parameters which may be considered while evaluating the performance of the Board, its Committees and the concerned director by putting a '√' in the column of 'Generally Agreed' or 'Generally Not Agreed', as the case may be.

10. CONFIDENTIALITY:

The results of performance evaluation shall be kept strictly confidential until and unless any regulatory authority directs for disclosure of the same. The minutes of the meetings and the documents with respect to performance evaluation shall be kept with the company secretary.

11. EFFECTIVE DATE:

This Policy has been approved by the Board of Directors and is effective from February 18, 2026.

12. REVIEW AND AMENDMENTS:

The Nomination and Remuneration Committee, subject to the approval of the Board of Directors, reserves the right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. Any amendment to any applicable law, rules and regulations will become applicable on the Code and/or the Policy and shall supersede anything mentioned in the Code and/or the Policy.

13. DISCLOSURE:

The policy shall be continuously hosted on the website of the Company after the approval of the Board of Directors and after every amendment/updating thereof.

In accordance with the requirement of Section 134(3)(p) of the Act, disclosure regarding the manner in which the performance evaluation has been done by the Board of Directors of its own performance and the performance of its Committees, and individual directors performance will be made by the Board of Directors in its Report.

Annexure A

Legal framework under the Companies Act, 2013 for the evaluation of Performance of the Board,
its Committees and Directors

The relevant sections of the Companies Act, 2013 which deal with performance evaluation are given below for ready reference:

(A) Section 178 of the Companies Act, 2013

The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.

(B) Schedule IV of the Companies Act, 2013 – Code for Independent Directors

Separate meetings:

- (1) 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;
- (2) All the independent directors of the company shall strive to be present at such meeting;
- (3) The meeting shall:
 - (a) review the performance of non-independent directors and the Board as a whole;
 - (b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
 - (c) 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.

Evaluation mechanism:

- (1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

(2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

SECTION 134 OF THE COMPANIES ACT, 2013

There shall be attached to statements laid before a company in general meeting, a report by its Board of Directors, which shall include—

- in case of a listed company and every other public company having such paid-up share capital as may be prescribed, a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors.

LAXYO LIMITED
FEEDBACK FORM FOR EVALUATION OF PERFORMANCE OF BOARD

<u>CRITERIA</u>	Generally Agreed	Generally Not Agreed
<p>A. Composition and quality</p> <p>Assessing considerations:- Board members – There is optimum combination of knowledge, experience and skills. Directors demonstrate integrity and credibility. They are well informed about Company's working and the external environment relating to the business.</p>		
<p>B. Process and Procedures</p> <p>Assessing considerations:- Consensus taken from all Board members before deciding dates for board meetings well in advance. The number of meetings held in a year and gap between two meetings is appropriate. Meetings allow for extensive discussion and deliberation before arriving at decisions. The directors disclose personal interest, if any, in transactions and abstain from voting where required. Appropriate recording of minutes of meetings. Timely circulation of the minutes to all members and seeking their confirmation and suggestions before finalizing the same.</p>		
<p>C. Functioning of the Board</p> <p>Assessing considerations:- Board is aware of its role and has a clear understanding of company's goals. Board members provide direction on strategic and key business parameters. Effectively reviews the risks and provide direction to mitigate the same. Ensure that the management implements best practices and governance. Desired attention is given and time spent on deliberating issues of significance to Company's performance given the fast changing business environment. Deliberations with committees, management, auditors are encouraged. Mutual trust and respect exists amongst the directors inter-se which makes the Board an effective and cohesive governing body. Views of board members are respected and deliberated for effective functioning of the Board. The board effectively discharges its responsibilities under the Companies Act 2013, SEBI</p>		

LODR Regulations and other applicable laws.		
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Note: Please put (✓) mark in the appropriate box.

Evaluated by:

Signature :

Name of the Director :

Date :

Overall Comments / areas of improvement, if any _____

ANNEXURE II

LAXYO LIMITED

FEEDBACK FORM FOR EVALUATION OF PERFORMANCE OF COMMITTEES OF BOARD

<u>CRITERIA</u>	Generally Agreed	Generally Not Agreed
<p>A. Composition and quality</p> <p>Assessing considerations:- Composition of the Committee is in conformity with the provisions of the Companies Act and SEBI LODR Regulations. Committee members have appropriate understanding, experience and are committed to the objectives of the relevant committee. They are well informed about Company's working and the external environment relating to the business.</p>		
<p>B. Process and Procedures</p> <p>Assessing considerations:- Consensus taken from all Committee members before deciding dates for Committee meetings well in advance. Number of meetings held in a year and gap between two meetings is appropriate. Meetings allow sufficient time for extensive discussions and deliberations before arriving at decisions. Appropriate recording of minutes of meetings. Timely circulation of the minutes to all members and seeking their confirmation and suggestions before finalising the same.</p>		
<p>C. Functioning of the Committee</p> <p>Assessing considerations:- Committee meetings are conducted effectively and adequate time is given to deliberate issues of significance to Company's performance, sustainability and its alignment to statutory requirements and stakeholders' interest. Ensure that the management implements best practices and governance. Deliberations with fellow committee members, management, auditors (wherever applicable), are encouraged. The Board is apprised of the progress made on matters relating to the committee and future course of action is suggested. The Committee effectively discharges its responsibility under the Companies Act 2013, SEBI LODR Regulations, other applicable laws and in accordance with the terms of reference laid down by the Board.</p>		

Note: Please put (√) mark in the appropriate box.

Evaluated by:

Signature :

Name of the Director :

Date :
Overall Comments / areas of improvement, if any _____

LAXYO LIMITED
FEEDBACK FORM FOR EVALUATION OF PERFORMANCE OF NON-INDEPENDENT
DIRECTORS - NON-EXECUTIVE.

<u>CRITERIA</u>	Name of the Director being evaluated	
	Generally Agreed	Generally Not Agreed
<p>A. Professional competence</p> <p>Assessing considerations:- Possesses relevant qualification(s), experience and background. Demonstrates integrity, credibility and business acumen. Awareness about company's business and overall external environment. Awareness about industry best practices and governance requirements. Ability to assess risks and mitigate the same. Understanding about the critical issues affecting the Company.</p>		
<p>B. Participation in meetings</p> <p>Assessing considerations:- Quality and Value of contribution in Board/Committee Meetings. Strategic inputs for improvement of the business. Fairness and cordial relations with fellow board members. Helps in implementing and sustaining good governance practices and focuses on compliance. Helps take informed and balanced decisions particularly in case of conflicting interests. Communicates meaningfully in an open and constructive manner. Preparedness for meetings and attendance.</p>		
<p>C. Ethics and Compliance</p> <p>Assessing considerations:- Commitment to Company's values, belief and ethics. Manages conflict of interest in the best interest of the company. Maintains confidentiality. Adherence to Code of Conduct.</p>		

Note: Please put (✓) mark in the appropriate box.

Evaluated by:

Signature :

Name of the Director :

Date :

Overall Comments/areas of improvement, if any_____

LAXYO LIMITED
FEEDBACK FORM FOR EVALUATION OF PERFORMANCE OF NON-INDEPENDENT
DIRECTORS - EXECUTIVE

<u>CRITERIA</u>	Name of the Director being evaluated	
	Generally Agreed	Generally Not Agreed
<p>A. Professional competence</p> <p>Assessing considerations:- Possesses relevant qualification(s), experience and background. Demonstrates integrity and credibility. Business knowledge (evolves and executes a well- conceived strategy), Functional knowledge, Risk Mitigation, People Development, Analytical abilities and Brand Equity.</p>		
<p>B. Participation in meetings</p> <p>Assessing considerations:- Communication of critical information to the Board in a transparent and timely manner. Quality and Value of contribution in Board/Committee Meetings. Strategic inputs for improvement of the business. Fairness and cordial relations with fellow board members and respect towards Company's management team.</p> <p>Helps in implementing and sustaining good governance practices and focuses on compliance. Helps take informed and balanced decisions particularly in case of conflicting interests. Communicates meaningfully in an open and constructive manner. Preparedness for meetings and attendance.</p>		
<p>C. Ethics and Compliance</p> <p>Assessing considerations:- Commitment to Company's values, belief and ethics. Manages conflict of interest in the best interest of the company. Maintains confidentiality. Adherence to Code of Conduct. Compliance with all applicable laws, rules and regulations.</p>		

Note: Please put (✓) mark in the appropriate box.

Evaluated by:
Signature :

Name of the Director :

Date :

Overall Comments/areas of improvement, if any _____

LAXYO LIMITED
FEEDBACK FORM FOR EVALUATION OF PERFORMANCE OF INDEPENDENT DIRECTORS

<u>CRITERIA</u>	Name of the Director being evaluated:	
	Generally Agreed	Generally Not Agreed
<p>A. Professional competence</p> <p>Assessing considerations:- Possesses relevant qualifications, experience, background and credibility. Have overall perspective of Company's business and able to relate it with overall external environment.</p> <p>Understands the critical issues affecting the Company. Able to direct the management on compliance and guide them on identifying and mitigating risks.</p>		
<p>B. Participation in meetings</p> <p>Assessing considerations:- Quality and Value of contribution in Board/Committee Meetings. Strategic inputs for improvement of the business. Fairness and cordial relations with fellow board members and respect towards Company's management team. Translates wider experience to the Company's context. Preparedness for meetings and attendance. Helps in implementing and sustaining good governance practices and focuses on compliance. Communicates meaningfully in an open and constructive manner.</p>		
<p>C. Ethics and Compliance</p> <p>Assessing considerations:- Commitment to Company's values, belief and ethics. Manages conflict of interest in the best interest of the company.</p> <p>Maintains confidentiality. Adherence to Code of Conduct.</p>		

Note: Please put (✓) mark in the appropriate box.

Evaluated by:

Signature :

Name of the Director :

Date :

Overall Comments/areas of improvement, if any _____