

GARWARE MARINE INDUSTRIES LIMITED (GMIL)

BOARD PERFORMANCE EVALUATION POLICY

1. PREFACE:

The Board of Directors (the "Board") of Garware Marine Industries Limited (hereinafter referred as 'GMIL' or the 'Company') has adopted a Board Performance Evaluation Policy (hereinafter referred as "Policy") under the provisions of the Companies Act, 2013 read with Clause 49 of the Listing Agreement with the Stock Exchanges.

This Policy provides a framework for governance and reporting of the performance evaluation of the Board of Directors of the Company as defined in this policy.

The provisions of this Policy are designed to govern the disclosure requirements to ensure transparency in the conduct of business activities in the best interest of the Company and its shareholders and to comply with the statutory provisions in this regard.

2. POLICY OBJECTIVES:

This Policy is intended to provide guidance to the Board of Directors and Senior Management Personnel to manage the affairs of the Company in an ethical manner. The purpose of this Policy is to recognize Directors performance and provide a mechanism for reporting of the said performance; and to develop a culture of transparency in the system.

Board performance evaluation is designed to:

- (a) annually assess how well directors are discharging their responsibilities; collectively by assessing the Board's effectiveness; and individually by

assessing the quality of a Director's contribution to general discussions, business proposals and governance responsibilities;

- (b) regularly evaluate the Directors' confidence in the integrity towards the Company, the quality of the discussions at Board meetings, the credibility of the reports and information received;
- (c) enable Board members, individually and collectively, to develop the key skills required to meet foreseeable circumstances with timely preparation, agreed strategies and appropriate development goals.

3. DEFINITIONS:

"Act" means the Companies Act, 2013 and rules made thereunder as amended from time to time.

"Board" means the Board of Directors of the Company for the time being in force.

"Company" shall mean Garware Marine Industries Limited having its registered office situated at 102, Buildarch Wisteria, Ram Maruti Road, Dadar (W), Mumbai-28.

4. METHODOLOGY OF CARRYING PERFORMANCE EVALUATION:

- (a) The Board, through its Nomination and Remuneration Committee, will review and evaluate the:
 - 1) performance of the Board;
 - 2) performance of Chairman;
 - 3) performance of Executive Directors if any;
 - 4) performance of Non-Executive Directors;
 - 5) performance of Independent Directors;
 - 6) Performance of Committees
- (b) Performance should be assessed quantitatively and qualitatively, as appropriate, based on the strategic plans and the role/position

description.

- (c) The Board as a whole will discuss and analyze the performance collectively of each director and its own performance during the year including suggestions for change or improvement, as well as any skills, education or development required over the forthcoming year.
- (d) The Chairman will assess the performance of key executives and will provide a report to the Board for review.

5. DISCLOSURE:

This Policy shall come into force with effect from 1st April, 2014.

The provisions of this Policy can be amended/ modified by the Board of Directors of the Company from time to time and all such amendments/ modifications shall take effect from the date stated therein.

The Company Secretary of the Company shall be responsible for disclosure/dissemination of information under this policy to the shareholders of the Company by way of disclosure in Annual Report and through its website.

This policy has been issued under the authority of the Board of Directors of Garware Marine Industries Limited and shall remain in force unless the Board resolves otherwise or issue a cancellation or modification thereof.

Date : 05.11.2014

Place : Mumbai