POLICY FOR EVALUATION OF THE PERFORMANCE OF THE BOARD OF DIRECTORS

OF

Online Instruments (India) Limited
(Formerly Online Instruments (India) Private Limited)

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1. Introduction

Online Instruments (India) Limited (formerly known as Online Instruments (India) Private Limited) (the "**Company**") believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour, in consonance with the Company's code of conduct for board and senior management personnel. Honestly, integrity and sound judgement and performance of the directors and the senior management are key criteria for success and for building a good reputation of the Company. Each director and executive in the senior management are expected to comply with the letter and spirit of policy for evaluation of the performance of the board of directors ("**this Policy**"). Any actual or potential violation of this above code of conduct for board and senior management personnel and this Policy by the directors would be matter of serious concern for the Company.

Therefore, the Company has formulated this Policy to comply with various provisions under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and also the formal annual evaluation made by the board of directors of this Company ("**Board**") of its own performance (self-appraisals) and that of its committees and individual Directors as mentioned under the clause (p) of sub-section (3) of Section 134 of the Companies Act, 2013. The Committee shall evaluate the performance of each director as per sub section (2) of Section 178 of the Companies Act, 2013 and based on the functions of the independent directors as indicated under Schedule IV (as per Section 149) annexed to the Companies Act, 2013.

2. Definitions

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

ii. "**Company**" means Online Instruments (India) Limited (Formerly Online Instruments (India) Private Limited).

iii. **"Committee"** shall mean the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of Section 178 of Act.

iv. "**Director**" or "**Board**" means the Director or the Board, in relation to the Company, and deemed to include the collective body of the Board of Directors of the Company including the Chairman of the Company.

v. "**Independent Director**" shall mean an Independent Director as defined under Section 2(47) to be read with Section 149 (5) of the Act.

vi. "**Listing Regulations**" means Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

vii. "**Nomination and Remuneration Committee**" or "**NRC**" means the Nomination and Remuneration Committee of the Board constituted pursuant to the provisions of Section 178 of the Act and Regulation 19 of the Regulations.

viii. "**Policy**" shall mean this Policy for Evaluation of performance of Board of Directors of the Company.

3. Objective

The object of this Policy is to formulate the procedures and prescribe the criteria to evaluate the performance of the entire Board. Further, to adopt best practices to manage the affairs of the Company in a seamless manner and ensure sustained long-term value creation for stakeholders by achieving good corporate governance.

4. Various Kinds of Performance Evaluation

A. APPRAISAL SYSTEM:

Appraisal of each Director of the Company shall be based on the criteria mentioned in Clause 6 of this Policy. This appraisal is mandatory and will be done under the provision of the clause (p) of sub section (3) of Section 134 of the Act. The said appraisal shall be undertaken at least once annually.

B. EVALUATION OF THE PERFORMANCE

The Committee shall evaluate the performance of each Director under the nomination and remuneration policy of the Company framed in accordance with the provisions of Section 178 of the Act and based on their functions as mentioned in the code of conduct of the directors and senior management personnel and the criteria for the evaluation of the performance as prescribed in clause 6 of this Policy.

Evaluation of Independent Director shall be carried on by the entire Board which shall include -

(a) performance of the Directors; and
(b) fulfilment of the independence criteria as specified in the Listing Regulations and their independence from the management. The Directors who are subject to evaluation shall not be allowed to participate.

Based on the performance evaluation of each and every Director and the chairman of the Company, the Committee shall provide the ratings based on each criteria and sub-criteria.

C. EFFECTIVENESS OF THE BOARD

Based on the ratings given by the Committee to each Director, the overall effectiveness of the Board shall be measured and accordingly the Board shall decide the appointments, re-appointments and removal of the non-performing Directors of the Company.

5. SEPARATE MEETING FOR EVALUATION OF PERFORMANCE OF BOARD MEMBERS

Evaluation of the executive Directors shall be carried out by the entire Board except for the executive Director being evaluated. The meeting for the purpose of evaluation of performance of the Board members shall be held at least once in a year, and the Company shall disclose the criteria laid down by the Committee for performance evaluation on its web site for reference and also in the annual report of the Company.

6. CRITERIA FOR EVALUATION OF PERFORMANCE

The Committee has laid down the criteria for evaluation of performance of executive Directors, Independent Directors, Chairman and the Board:

1. Participation and attendance in Board and Committee meetings actively and consistently;
2. Prepare adequately for Board and Committee meetings;
3. Contributes to strategy and other areas impacting the company's performance;
4. Brings his/her experience and credibility to bear on the critical areas of performance of the organization;
5. Keeps updated knowledge of his/her areas of expertise and other important areas;
6. Communicates in open and constructive manner;
7. Gives a fair chance to other members to contribute, participates actively in the discussions and in consensus oriented;
8. Helps to create brand image of the Company and helps the company wherever possible to resolve issues, if any
9. Actively contributes towards growth of the Company;
10. Conduct himself/herself in a manner that is ethical and consistent with the laws of land.

7. Amendment

The Committee periodically shall review this Policy and shall also have the power to amend any of the provisions of this Policy, substitute any of the existing provisions with a new provision or replace this Policy entirely with a new Policy. The Committee may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy. In case of any modification/amendment /re-enactment of any existing acts, rules, regulations, guidelines etc. or an enactment of any new act, rules, regulations, guidelines, etc., which are inconsistent with this Policy, then such modified/amended / re-enacted provision or new provisions shall prevail over the Policy.

EFFECTIVE DATE OF POLICY

This policy is adopted by the Board of Directors in its meeting held on **March 10, 2026.**

For Online Instruments (India) Limited
(Formerly Online Instruments (India) Private Limited)

For Online Instruments (India) Limited

Shivanand Mallappa Mahashetti
Managing Director
DIN: 01180544

Authorised Signatory

COMPANY – BOARD MEMBER FEEDBACK

The Company believes in value for its stakeholders through ethical processes and integrity. The Board plays a very important role in ensuring the Company's performance is monitored and timely inputs are given to enhance its performance and set the right direction for growth. Hence it is important that every individual Board member effectively contributes to the Board deliberations.

Name of the Director: _____

Rating scale shall be 1 to 10 (1 being least effective and 10 being most effective)

Question	Rating	Remark
1. Participation and attendance in Board and Committee meetings actively and consistently		
2. Prepare adequately for Board and Committee meetings		
3. Contributes to strategy and other areas impacting company's performance		
4. Brings his/her experience and credibility to bear on the critical areas of performance of the organization		
5. Keeps updated knowledge of his/her areas of expertise and other important areas		
6. Communicates in an open and constructive manner		
7. Gives fair chance to other members to contribute, participates actively in the discussions and in consensus oriented.		
8. Helps to create brand image of the Company and helps the company wherever possible to resolve issues, if any		
9. Actively contributes towards growth of the Company		
10. Conduct himself/herself in a manner that is ethical and consistent with the laws of land		
Total Ratings		

Note: Rating 90 and above- excellent, between 75 to 89- Very good, between 60-74- Good, between 35 to 59- Satisfactory and less than 35-Unsatisfactory

8. PROCEDURE TO RATE THE PERFORMANCE

Based on evaluation criteria, the Committee and the Board shall rate the performance of the each and every Director. The performance rating shall be given within minimum 1 and maximum 10 categories, the rating 1 being least effective and 10 being most effective. Based on the rating of performance the Board can decide the strategy to

extend or continue the term of appointment or to introduce new candidate as a member of the Board or retirement of the member based on his/her performance rating as to create and maintain the most effective and powerful top level management of the Company for its future growth, expansion, diversification and also to maximize the returns on investments to the stakeholders of the Company.