

# BOARD EVALUATION POLICY

**Dr. Agarwal's Health Care Limited**

Regd. Office: 1st Floor, Buhari Towers, No.4, Moores Road, Off Greams Road, Near Asan Memorial School, Chennai - 600 006.

---

**Corporate Office**

3rd Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Near Asan Memorial School, Chennai - 600 006.

Tel: +91 44 4378 7777 | +91 44 4378 7778 | CIN: U85100TN2010PLC075403 | GST No: 33AADCD4418M1ZO

Email: [info@dragarwal.com](mailto:info@dragarwal.com) | Website: [www.dragarwals.co.in](http://www.dragarwals.co.in)

## 1. Introduction:

The board of directors (the “**Board**”) of Dr. Agarwal’s Health Care Limited (the “**Company**”) has, adopted this Board Evaluation Policy (“**Policy**”) to comply with the various provisions of the Securities and Exchange Board of India (“**SEBI**”) and the Companies Act, 2013 (“**Companies Act**”).

Performance evaluation of Directors and Board as a whole and its committees to be carried out in the last quarter of every financial year

## 2. Object:

The Policy has been framed with an objective to ensure individual directors of the Company and the Board as a whole, work efficiently and effectively in achieving their functions, for the benefit of the Company and its stakeholders. Accordingly, the Policy provides guidance on evaluation of the performance, on an annual basis, of:

(i) individual Directors (including the Chairperson and Independent Directors of the Company (“Independent Directors”)).

(ii) the Board as a whole; and

(iii) various committees of the Board (“Board Committees”).

## 3. Manner of Evaluation:

### Evaluation of Individual Directors

Performance of individual Directors of the Company (including the Chairperson and Independent Directors) shall be evaluated, on an annual basis, by the Board as a whole (excluding the Director being evaluated) and in carrying out its evaluation, the Board shall keep in mind the evaluation parameters notified by the Company from time to time.

While evaluating the performance of individual Directors, the Board shall always consider the appropriate benchmarks set as per industry standards, the performance of the individual Director, the performance of the Company and the role of the individual Director within the Company. Further, the Board shall determine whether to extend or continue the term of appointment of each Independent Director, on the basis of the report of performance evaluation of Independent Directors.

### Evaluation of the Board

The Board shall, on an annual basis, evaluate its own performance keeping consider the appropriate benchmarks set as per industry standards and/or as notified by the Company from time to time.

### Evaluation of the Board Committees

#### Dr. Agarwal’s Health Care Limited

Regd. Office: 1st Floor, Buhari Towers, No.4, Moores Road, Off Greams Road, Near Asan Memorial School, Chennai - 600 006.

---

#### Corporate Office

3rd Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Near Asan Memorial School, Chennai - 600 006.

Tel: +91 44 4378 7777 | +91 44 4378 7778 | CIN: U85100TN2010PLC075403 | GST No: 33AADCD4418M1ZO

Email: info@dragarwal.com | Website: www.dragarwals.co.in

The Board shall, on an annual basis, evaluate the performance of each Board Committee as per the evaluation parameters consider the appropriate benchmarks set as per industry standards and/or as notified by the Company from time to time.

### **Criteria for Evaluation**

The criteria for evaluation should be as per industry standard and/or as notified by the Company from time to time. These may include quantitative questions along with an option to provide qualitative comments. The Committee has laid down the criteria for evaluation of performance of executive Directors, Independent Directors, Chairman and the Board: Attendance and contribution at Board and Committee meetings.

1. Attendance and contribution at Board and Committee meetings.
2. His / her stature, appropriate mix of expertise, skills, behaviour, experience, leadership qualities, sense of sobriety and understanding of business, strategic direction to align company's value and standards.
3. His / her knowledge of finance, accounts, legal, investment, marketing, foreign exchange / hedging, internal controls, risk management, assessment and mitigation, business operations, processes and corporate governance.
4. His / her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.
5. Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.
6. Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity and probity.
7. Recognize the role which he / she is expected to play, internal board relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board.
8. His / her global presence, rational, physical and mental fitness, broader thinking, vision on corporate social responsibility etc.
9. Quality of decision making on source of raw material / procurement of roughs, export marketing, understanding financial statements and business performance, raising of finance, best source of finance, working capital requirement, forex dealings, geopolitics, human resources etc.
10. His / her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.
11. His / her contribution to enhance overall brand image of the Company.

## **4. Feedback**

### **Dr. Agarwal's Health Care Limited**

Regd. Office: 1st Floor, Buhari Towers, No.4, Moores Road, Off Greams Road, Near Asan Memorial School, Chennai - 600 006.

---

### **Corporate Office**

3rd Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Near Asan Memorial School, Chennai - 600 006.

Tel: +91 44 4378 7777 | +91 44 4378 7778 | CIN: U85100TN2010PLC075403 | GST No: 33AADCD4418M1ZO

Email: [info@dragarwal.com](mailto:info@dragarwal.com) | Website: [www.dragarwals.co.in](http://www.dragarwals.co.in)

The Chairman or any person suitably appointed by the Board shall give a written assessment/ an oral feedback to:

- (i) each Director separately;
- (ii) the entire Board; and
- (iii) each Board Committee.

Provided in case the members are not comfortable with open individual assessment, provision for confidentiality may be made where possible.

## 5. Action Plan

5.1 Once responses from all the Directors have been received, a summary of results of the Board evaluation will be placed before the Concern Committee or Board. Based on the feedback from each member.

These are not necessarily the problem areas but definitely the areas where processes/ practices can be improved to meet the best governance standards and the Board may devise a plan to address such identified areas ("**Action Plan**"). While identifying the areas for reflections, proposed actions should be suggested for consideration of the evaluation panel. In some areas, suggestions from the evaluation panel are required to be provided.

5.2 The Action Plan should carry in detail the following:

- (i) The nature of actions, including training and skill building, required to be undertaken to address the identified areas.
- (ii) Timeline within which the actions detailed in the Action Plan shall be completed.
- (iii) Persons responsible for the implementation of the Action Plan.
- (iv) Resources required to achieve the objectives set out in the Action Plan.

5.3 The Board must review the actions set out in the Action Plan within a specific time period.

## 6. Policy Review

Subject to the approval of the Board, the Company reserves its right to review and amend this Policy, if required, to ascertain its appropriateness as per the needs of the Company. The Policy may be amended by passing a resolution at a meeting of the Board.

## 7. Disclosure

In accordance with the requirements under the SEBI and the Companies Act, disclosure regarding the manner in which the performance evaluation has been done by the Board of its own performance, performance of various Board Committees and individual Directors will be

---

### Dr. Agarwal's Health Care Limited

Regd. Office: 1st Floor, Buhari Towers, No.4, Moores Road, Off Greams Road, Near Asan Memorial School, Chennai - 600 006.

#### Corporate Office

3rd Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Near Asan Memorial School, Chennai - 600 006.

Tel: +91 44 4378 7777 | +91 44 4378 7778 | CIN: U85100TN2010PLC075403 | GST No: 33AADCD4418M1ZO

Email: [info@dragarwal.com](mailto:info@dragarwal.com) | Website: [www.dragarwals.co.in](http://www.dragarwals.co.in)



made by the Board in the Board's report. Further, the Board's report containing such statement will be made available for the review of shareholders at the general meeting of the Company. The key features of this Policy will be included in the corporate governance statement contained in the annual report of the Company.

**Dr. Agarwal's Health Care Limited**

Regd. Office: 1st Floor, Buhari Towers, No.4, Moores Road, Off Greams Road, Near Asan Memorial School, Chennai - 600 006.

---

**Corporate Office**

3rd Floor, Buhari Towers, No.4 Moores Road, Off Greams Road, Near Asan Memorial School, Chennai - 600 006.

Tel: +91 44 4378 7777 | +91 44 4378 7778 | CIN: U85100TN2010PLC075403 | GST No: 33AADCD4418M1ZO

Email: [info@dragarwal.com](mailto:info@dragarwal.com) | Website: [www.dragarwals.co.in](http://www.dragarwals.co.in)