

Policy for Evaluation of the Performance of the Board of Directors

Zota Health Care Limited

The Company **Zota Health Care Limited** is required to adhere to the regulations made both by the Companies Act, 2013 and Securities and Exchange Board of India (Listing obligations and Disclosure requirement) Regulations, 2015. Where any stipulation is common between the regulations, more stringent of the two shall be complied with.

This Policy will be applicable to the Company w.e.f. **September 10, 2016**

INTRODUCTION

As one of the most important functions of the Board of Directors is to oversee the functioning of company's top management, this policy aims at establishing a procedure for conducting periodical evaluation of director's performance and formulating the criteria for determining qualification, positive attribute and independence of each and every director of the company in order to effectively determine issues relating to remuneration of every director, key managerial personnel and other employees of the company. This policy further aims at ensuring that the committees to which the Board of Directors has delegated specific responsibilities are performing efficiently in conformity with the prescribed functions and duties. In addition, the Nomination and Remuneration Committee shall carry out the evaluation of performance of every director in accordance with the criteria laid down.

OBJECTIVE

The object of this policy is to formulate the procedures and also to prescribe and lay down the criteria to evaluate the performance of the entire Board of the Company.

RESPONSIBILITY

Responsibility of the Board

It shall be the duty of the chairperson of the board, who shall be supported by a Company Secretary to organize the evaluation process and accordingly conclude the steps required to be taken. The evaluation process will be used constructively as a system to improve the director's and committee's effectiveness, to maximise their strength and to tackle their shortcomings

The Board of Directors shall undertake the following activities on an annual basis

- The board as a whole shall discuss and analyse its own performance during the year together with suggestions for improvement thereon, pursuant to the performance objectives.
- Review performance evaluation reports of various committees along with their suggestions on improving the effectiveness of the committee. Also, the requirement of establishing any new committees shall be reviewed by the Board on an annual basis.

- Review the various strategies of the company and accordingly set the performance objectives for directors.
- Ensure that adequate disclosure is made with regard to performance evaluation in the Board's Report.

Responsibility of the Nomination & Remuneration Committee

It shall evaluate the performance of individual Directors of the Company as per its terms of Nomination and Remuneration Policy of the Company framed in accordance with the provisions of section 178 of the Companies Act, 2013

Responsibility of Independent Directors

Independent Directors are duty bound to evaluate the performance of non-independent directors and Board as a whole. The independent directors of the Company shall hold at least one meeting in a year to review the performance of non-independent directors, performance of the chairperson of the Company and Board as a whole, taking into account the views of executive directors and non-executive directors.

The independent directors at their separate 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 of Independent Director shall be carried on by the entire Board of Directors of the Company except the Director getting evaluated.

POLICY REVIEW

Subject to the approval of Board of Directors, the "Nomination and Remuneration Committee" reserves the 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 at a meeting of the Nomination and Remuneration Committee.

DISCLOSURE

In accordance with the requirement under the Act, disclosure regarding the manner in which the performance evaluation has been done by the Board of Directors of its own performance, individual director's performance will be made by the Board of Directors 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 Policy has been made available on Company's official website and the key features of this Policy have also in the annual report of the Company.