POLICY ON EVALUATION OF PERFORMANCE OF DIRECTORS AND THE BOARD OF DOCMODE HEALTH TECHNOLOGIES LIMITED

1. OBJECTIVE:

This Policy aims to:

1.1. Ensure compliance of the applicable provisions of the Companies Act, 2013 ("the Act") and the Listing Regulation entered into with the Stock Exchanges (as amended or reenacted from time to time) relating to the evaluation of performance of the Directors and the Board

1.2. adopt best practices to manage the affairs of the Company in seamless manner. (iii) achieve good corporate governance as well as sustained long-term value creation for stakeholders. (iv) This will be effective from 17^{th} February, 2023.

2. DEFINITIONS EVALUATION FACTORS:

2.1. **"The Act"**: The Act shall mean The Companies Act, 2013;

2.2. "**The Company**": The Company shall mean Docmode health Technologies Limited.

2.3. "**The Director**" or "**The Board**": The Director or the Board, in relation to the Company, shall mean and deemed to include the collective body of the Board of Directors of the Company including the Chairman of the Company.

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

2.5. **"The Policy**" or "**This Policy**": The policy or this Policy shall mean the Policy for Evaluation of performance of Board of Directors of the Company.

2.6. **"The Committee**" or "**This Committee**": The Committee or this Committee shall mean the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of Section 178 of Companies Act, 2013.

3. EVALUATION FACTORS:

The Nomination and Remuneration Committee ("NRC") shall carry out the evaluation of performance of every Director. The evaluation of performance of the Independent Directors (IDs) shall also be carried out by the entire Board of Directors excluding the Director being evaluated in the same way as it is for the Executive Directors of the Company except the Director getting evaluated. Evaluation performance should be carried out at least once in a year.

While evaluating the performance of the Non-Executive Directors ("NEDs"), the following parameters shall be considered: (a) Attendance at meetings of the Board and Committees thereof, (b) Participation in Board Meetings or Committee thereof, (c) Contribution to strategic decision making, (d) Review of risk assessment and risk mitigation, (e) Review of financial statements, business performance. (f) Contribution to the enhancement of brand image of the Company.

While evaluating the performance of the Chairman and Managing Director, the Nomination and Remuneration Committee shall always consider the appropriate benchmarks set as per industry standards, the performance of the individual and also of the Company.

Evaluation of performance shall be carried out at least once a year.

The Company shall provide suitable training to the Non-Executive Directors including Independent Directors. Any other need based training shall also be provided.

The Board of Directors shall pay regards to the following parameters for the purpose of evaluating the performance of a particular Director:

In respect of each of the evaluation factors, various aspects have been provided to assist with the evaluation process in respect of performance of Board itself, and of its committees and individual Directors as, such evaluation factors may vary in accordance with their respective functions and duties.

Appraisal of each Director of the Company shall be based on the criteria as mentioned herein below.

Rating Scale:

Performance	**Rating**
Satisfactory	1
Not Satisfactory	0

The Company has chosen to adopt the following Board Performance Evaluation Process:

INDEPENDENT DIRECTORS:

Some of the specific issues and questions that should be considered in a performance evaluation of Independent Director, in which the concerned Director being evaluated shall not be included, are set out below:

Name of Director being assessed: ______________________

No.	**Assessment Criteria**	**Rating**	**Remarks/ Comments**
1.	Professional qualifications, prior experience, knowledge competency of the member and sufficient understanding about the Company		
2.	Attendance and participations in the meetings		
3.	Raising of concerns to the Board		
4.	Safeguard of confidential information		

5	Rendering independent, unbiased opinion and resolution of issues at meetings		
6.	Initiative in terms of new ideas and planning for the Company		
7.	Safeguarding interest of whistle-blowers under vigil mechanism		
8.	Timely inputs on the minutes of the meetings of the Board and Committees, if any		

INDIVIDUAL DIRECTORS (INCLUDING MANAGING DIRECTOR, WHOLE TIME DIRECTOR, NON-INDEPENDENT DIRECTORS, ETC.)

Some of the specific issues and questions that should be considered in a performance evaluation of Individual Director, in which the concerned Director being evaluated shall not be included, are set out below:

Name of Director being assessed: ______________________

No.	Assessment Criteria	Rating	Remarks/ Comments
1.	Professional qualifications, prior experience, knowledge competency of the member and sufficient understanding about the Company		
2.	Whether the person has sufficient understanding and knowledge of the entity and the sector in which it operates		
3.	Attendance and participations in the meetings		
4.	How the person fares across different competencies as identified for effective functioning of the entity and the Board (The entity may list various competencies and mark all directors against every such competency)		
5.	Whether the person understands and fulfills the functions to him/her as assigned by the Board and the law		
6.	Whether the person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.)		
7.	Initiative in terms of new ideas and planning for the Company		
8.	Whether the person is adequately committed to the Board and the entity.		
9.	Whether the person is able to function as an effective team- member		
10.	Timely inputs on the minutes of the meetings of the Board and Committees, if any		

CHAIRMAN:

No.	Assessment Criteria	Rating	Remarks/ Comments
1	Professional qualifications, prior experience, knowledge competency of the member and sufficient understanding about the Company		
2	Whether the Chairman displays efficient leadership, is open- minded, decisive, courteous, displays professionalism, able to coordinate the discussion, etc. and is overall able to steer the meeting effectively		
3	Whether the Chairman is impartial in conducting discussions, seeking views and dealing with dissent, etc		
4	Whether the Chairman is sufficiently committed to the Board and its meetings		
5	Whether the Chairman is able to keep shareholders' interest in mind during discussions and decisions		

BOARD OF DIRECTORS:

Some of the specific issues and questions that should be considered in a performance evaluation of the entire Board by Independent Directors, are set out below:

No.	Assessment Criteria	Ratings	Remarks/ Comments
I.	**Structure of the Board:**		
1.	The Board of Directors of the Company is effective in decision making.		
2.	The Board as a whole has directors with a proper mix of competencies to conduct its affairs effectively		
3.	There is sufficient diversity in the Board on the parameters of Gender / background / competence / experience etc.		
4.	The process of appointment to the Board of directors is clear and transparent and includes provisions to consider diversity of thought, experience, knowledge and perspective in the Board of directors.		
II.	**Meetings of the Board:**		
5.	Whether meetings are being held on a regular basis.		
6.	Whether Notice and Agenda of the Meeting is circulated properly with sufficient content and adequate information?		
7.	Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues		

8.	Timely inputs on the Minutes, maintenance, approvals and circulation of the meetings of the Board and Committee's, if any		
III.	**Functions of the Board:**		
9.	The Board of Directors is effective in developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.		
10.	The Company's systems of control are effective for identifying material risks and reporting material violations of policies and law		
11.	The Board reviews the organization's performance in carrying out the stated mission on a regular basis.		
12.	The Board of Directors is effective in providing necessary advice and suggestions to the Company's management.		
13.	Is the Board as a whole up to date with latest developments in the regulatory environment and the market?		
14.	The Board effectively and appropriately leads and facilitates the Board meetings and the policy and governance work of the Board.		
15.	The Board appropriately considers internal audit reports, management's responses, and steps towards improvement.		
16.	Whether the Board ensures the integrity of the entity's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.		
17.	The Board oversees the role of the Independent Auditor from selection to termination and has an effective process to evaluate the Independent Auditors' qualifications and performance.		
18.	The Board considers the Independent Audit plan and provides recommendations.		
19.	The Board regularly reviews the grievance redressal mechanism of investors, details of grievances received, disposed of and those remaining unresolved.		
20.	The Board monitors and manages potential conflicts of interest of management, members of the Board of directors and shareholders, including misuse of corporate assets and abuse in related party transactions.		
21.	The Board facilitates the Independent Directors to perform their role effectively as a member of the Board		

	of directors and also a member of a committee of Board of directors and any criticism by such directors is taken constructively.		

COMMITTEES OF BOARD:

The Board has constituted the following committees:

1. Audit Committee;
2. Nomination and Remuneration Committee; and
3. Stakeholders Relationship Committee

For evaluating the performance of each Committee, the Board of Directors shall pay regards to the following aspects as set out in the annexure below:

No.	Assessment Criteria	Ratings	Remarks/ Comments
1.	Adequate independence of the Committee is ensured from the Board.		
2.	Whether the mandate, composition and working procedures of committees of the Board of directors is clearly defined and disclosed		
3.	Committee Meetings are conducted in a manner that encourages open communication, meaningful participation and timely resolution of issues.		
4.	The Committees have been structure properly and regular meetings are being held.		
5.	The Committee has fulfilled its functions as assigned by the Board and laws as may be applicable.		
6.	Timely inputs on the Minutes of the Meetings.		

REVIEW:

The Nomination and Remuneration Committee may amend the Policy, if required, to ascertain its appropriateness as per the needs of the Company. The Policy may be amended by passing a resolution in a meeting of the Committee.

DISCLOSURE:

In accordance with the requirement under the Companies Act, 2013, Rules framed thereunder and SEBI (LODR) Regulations, 2015, disclosures will be made in the Board Report regarding the manner in which the performance evaluation has been done by the Board of Directors of its own performance, performance of various Committees of Directors and individual Directors. The Company shall disclose the evaluation criteria in its Annual Report. The Policy will be available in the public domain i.e. on the website of the Company.