



SUNIL HEALTHCARE LIMITED

CIN: L24302DL1973PLC189662

Vijay Tower, 38E/252-A, Shahpur Jat, Panchsheel park commercial complex, New Delhi-110049

BOARD'S EVALUATION POLICY



1. PREAMBLE

Sunil Healthcare Limited (herein after referred to as “SHL”) is a professionally managed organization. In order to set high ethical standards and good Corporate Governance practices and to adhere to the covenant of the Companies Act, 2013, it becomes imminent for the organization to undertake on evaluation of performance of the Board regularly and to do it for constructive reasons. Board’s self-evaluation is simply an organized process by which the Board will regularly re-examine its collective and individual performance, and identify plans for improvement.

2. APPLICABILITY

This Board Evaluation Policy shall apply to:

- The Chairman & Managing Director, all Directors of the Company, whether Executive or Non-Executive including Independent and Nominee Directors; (hereinafter referred to as “Board Members” / “Director”). The process shall be applicable from the date of appointment as Director till the date he/she continues to be on the Board.
- All committees of the Board e.g. Audit Committee/Nomination and Remuneration Committee, Corporate Social Responsibility Committee and other Committees of the Board, as constituted from time to time.

3. OBJECTIVE

The process for Board’s evaluation will help to maintain a high level of performance. Key objectives for evaluation of performance are hereunder:

- To ensure effective and efficient Board operations.
- To provide greater clarity with regard to Board Member’s roles and responsibilities.
- To identify ways to improve the Board’s functioning and operations.
- To solicit feedback and reflect on the Board’s performance.
- To measure adequacy of Board’s compositions.
- To provide equal opportunities to each member to comment on Board’s operations.
- To measure the efficiency of the Board Committees meetings.

4. Questionnaire Based Evaluation: The Board’s Evaluation Process shall be based on Questionnaires which will set broad parameters for appraisal of Chairman and Managing Director, Directors, Independent Directors, Board and its Committees.

The details questionnaires are designed keeping in view the evaluation criteria from different points of view, which are as under:



1. Board Evaluation:

The performance of the Board shall be evaluated by all the Directors as per Form in **Annexure 1** by putting tick (✓) in the rating scale 1 to 4.

Rating Scale 1to 4 represents as under:

1. Not upto the expectation
2. Needs Improvement
3. Meets expectation
4. Exceeds Expectation

2. Individual Evaluation

The performance of the Individual Director (Executive, Non-Executive and Independent Director) shall be appraised self as per **Annexure 2** by putting tick (✓) in rating 1 to 4

Rating 1 to 4 represent as under:

1. Not upto the expectation
2. Needs Improvement
3. Meets expectation
4. Exceeds Expectation

3. Non-Executive Director and Independent Director Evaluation:

The performance of Non-Director shall be appraised by other Directors, **other than** directors being evaluated, as per **Annexure 3 in Part A** by putting tick (✓) in rating 1 to 4.

4. Performance Evaluation for Managing Director The performance of Managing Director shall be appraised as per **Annexure 4** by putting tick (✓) in rating 1 to 4 by all the Directors other than Managing Director, whose performance is being evaluated:

Rating Scale 1to 4 represents as under:

1. Not upto the expectation
2. Needs Improvement
3. Meets expectation
4. Exceeds Expectation

5 Performance Evaluation for Chairman

The performance of The Chairman shall be appraised in Form **Annexure 5** by putting tick (✓) in rating 1 to 4 by all the Directors other than Chairman,;

Rating 1 to 4 represent as under:

1. Not upto expectation
2. Needs improvement
3. Meets expectation
4. Exceeds Expectation

6. Performance Evaluation Committees of the Board

The performance of the Committees of the Board shall be appraised in Form as per **Annexure 6** by putting tick (✓) in rating 1 to 4 by all the Directors.

Rating 1 to 4 represent as under:

1. Not upto expectation
2. Need improvement
3. Meets expectation
4. Exceeds Expectation

5. Follow-through: Based on the results of the Evaluation process and the suggestions and feedbacks provided, a concrete action plan for action shall be undertaken for improvements performance and operations.

6. Confidentiality: The assessment procedure shall be open and transparent. However assessment results, in particular assessments of directors' performance shall be kept confidential. The results of the process shall not be disclosed to anyone except to the Board of Directors by placing a report on the appraisal results in the Board Meeting.

7. PROCESS FLOW

- a. The Board's Secretariat shall initiate the process for Board's Evaluation in consultation with the Nomination and Remuneration Committee in the first quarter (preferably in the month **April to May**), subsequent to end of the financial year.
- b. The necessary Form shall be circulated by the Secretariat in the first quarter, (Preferably in the month of **June**) subsequent to end of the financial year.
- c. The respective Directors shall fill the respective Form and after signing it return to the Secretariat, within 20 days from the date of its circulation (preferably in the month of **July**),
- d. The Board's Secretariat shall prepare a summary of result of the performance of evaluation based on the rating assigned.
- e. All the activities shall be completed by the Board's Secretariat within 20 working days after the receipt of the completed questionnaires from the Directors.



- f. The results of the Board Evaluation Process shall be placed in the meeting of the Nomination cum Corporate and Remuneration Committee for their recommendation to the Board; thereafter it shall be placed in the Board Meeting for approval held not later than in the second quarter (Preferably in the month of **July to September**) subsequent to end of financial year .
- g. The Board of Directors shall take necessary steps to implement the action plan developed
- h. After putting the result of appraisal in the Board Meeting, Review of the performance of the Chairman, Board as whole, the Committees of the Board and performance of Non-Independent Directors shall be done by the Independent Directors in their separate meeting held within nine months from the end of the financial year.

8. REVIEW, AMENDMENTS AND WAIVERS OF THE BOARD EVALUATION POLICY

The Board evaluation Policy shall be reviewed by the Nomination and Remuneration Committee subject to approval of the Board as and when required but once at least every three years for its adequacy and for any amendment, if any required. Any waiver from the process to a Board member shall be with prior approval of the board of Directors.

The Board Evaluation Policy is recommended by the Nomination and Remuneration Committee in its meeting held on July 27, 2018 and further approved the Board of Directors in their Meeting held on August 13, 2018.

This policy shall supersede the earlier process adopted for Board Evaluation by the Company and shall be **effective from the date, 1st day of April, 2018 and first evaluation to be done for financial year 2017-18 under this policy and all the process for first time evaluation under this policy must be completed within 6 months from the final approval of the Board,** subsequent Board Evaluation shall be done as per timelines mentioned in the policy.

For and on behalf of the Board

SUNIL HEALTHCARE LIMITED


ANIL KUMAR KHAITAN
CHAIRMAN & MANAGING DIRECTOR
DIN: 00759951



(Board Evaluation Policy)

1	The Board has a succession plan for the Chairperson and the Chief Executive Officer/ Managing Director and makes changes as per regulatory requirements.				
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	Exceeds Expectation	Meets Expectation	Need Improvement	Not upto the expectation
Overall rating of Board Performance				

Suggestions, if any.

1

2

Date:

Signature:

Place:

Name of the Director:



ANNEXURE-2

Self-Evaluation Form of the Director

The self-Evaluation of a Director shall be done by putting tick (✓) at rating scale from 1 to 4.

SN	Criteria	1	2	3	4
A. KNOWLEDGEABLE					
1	Understands duties and responsibilities as a director.				
2	Brings relevant experience to the board and uses it.				
3	Understands the vision and mission of the company, strategic plan and key issues.				
4	Staying abreast of issues, trends and risks (including opportunities and competitive factors) affecting the company, and using this information to guide the company's performance.				
5	The management communications are sufficient to enhance company specific updates.				
B. DILIGENCE & PARTICIPATION					
1	Regularly and constructively attends board, committee and general meetings.				
2	Prepares in advance for board and committee meetings.				
3	Communicates opinions and concerns in a clear manner.				
4	Uses Independent judgment in relation to decision making.				
5	Facilitates and encourages change to improve board processes.				
6	Listen to opinion of other members.				
7	Raises appropriate issues at meetings and seek clarity.				
8	Contributes to the decision making and gets dissent recorded.				
9	Maintains confidentiality.				
10	Abides by the legal obligations and code of conduct.				
11	Draws attention to concerns about unethical behavior, and fraud.				
C. LEADERSHIP TEAM					
1	Listens attentively to contributions of others.				
2	Initiates discussions on issues in company's interest.				
3	Shares good interpersonal relationship with other directors.				
4	Supportive and cooperative.				
5	Insists on receiving information necessary for decision making to all the directors.				
6	Safeguard the interest of all stakeholders in the decision making.				

Place:

Date:

Signature:

Name of Director:



NON-EXECUTIVE DIRECTOR AND INDEPENDENT DIRECTOR EVALUATION FORM
(PEER REVIEW - by Directors other than director being
evaluated; shall be done by putting tick (v) in rating 1 to 4)

Name of the Director being evaluated : _____;

Category: Independent/ Non-executive

Part-A

SN	EVALUATION FACTOR	Ratings			
		1	2	3	4
A. Participation at Board/ Committee Meetings					
1	Director comes prepared and informed for the Board/ committee meeting(s).				
2	Director to devote time and effort to understand the Company and its business and to participate in events outside the meeting room, such as site visits.				
B. Managing Relationship					
1	Director's performance and behavior promotes mutual trust and respect within the Board/ Committee.				
2	Director is effective and successful in managing relationships with fellow Board members/ senior management?				
C. Knowledge and Skill					
1	Director understands the governance, regulatory, and ethical requirements of the Board/ Committee.				
2	Director is able to present his/ her views convincingly.				
3	Director listens and takes on Board the views of other members of Board.				

D. Personal Attributes



(Board Evaluation Policy)

1	Director has maintained high standard of ethics and integrity.				
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	Exceeds Expectation	Meets Expectation	Needs Improvement	Not upto the expectation
Overall rating of Committee Performance				

Suggestions, if any.

1

2

Place:
Date:

Signature:
Name of Director

PART-B: Applicable Only for Independent Director in addition to Part A

SN	EVALUATION FACTOR	Ratings			
		1	2	3	4
1	Director upholds standards of integrity and probity.				
2	Director exercises independent judgement.				
3	Director maintains high level of confidentiality.				

	Exceeds Expectation	Meets Expectation	Need Improvement	Not upto the expectation
Overall rating of Board Performance				

Suggestions, if any.

1

2

Place:
Date:

Signature:
Name of Director



Annexure 4

Board Evaluation Form of MD/ED

Evaluation of the performance of the Managing Director/ Executive Director shall be done by all directors by putting tick (✓) at rating scale from 1 to 4.

SN	EVALUATION FACTOR	Ratings			
		1	2	3	4
A. Leadership					
1	The MD/ ED has made efforts to his/ her vision and strategy into feasible business or operational plans.				
2	The MD/ ED has accurately communicated his/ her concept, vision, strategies, and directions for the Company to stakeholders.				
3	The MD/ ED has motivated and encouraged high employee morale and loyalty to the Organisation, and facilitated team-building.				
4	The MD/ ED is open to constructive suggestions.				
5	The MD/ ED is an initiator, setting high working standards.				
B. Strategy Formulation					
1	The MD/ ED has developed clear mission statements, policies, and strategic plans.				
2	The MD/ ED has accurately identified and analyzed problems and issues confronting the Company.				
3	The MD/ ED has accurately determined key success factors.				
4	The MD/ ED has assured that Company's resources and budgets are aligned to the implementation of the				



	organization's strategic plan.				
5	The MD/ ED has established processes for the monitoring and controlling works.				

C. Strategy execution

1	The MD/ ED has established an effective organization structure, ensuring to focus on key functions.				
2	The MD/ ED has organized and delegated work.				
3	The MD/ ED has timely and effectively executed strategies.				
4	The MD/ ED has ensured that the Company's operations complied with requirements with pertinent laws and regulations.				

D. Financial Planning/ Performance

1	The MD/ ED possesses a good understanding of the company's financial measures relevant to its business.				
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E. Relationship with the Board

1	The MD/ ED has a goal working relationships with Board members.				
2	The MD/ ED has been available to individual Board members whenever necessary, to support the board in its governance duties.				

F. External Relations

1	The MD/ ED has encouraged corporate social responsibility and community involvement to promote a positive image of the Company.				
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**G. Human Resources Management/
Relations**

2	The MD/ ED has created and maintained an organizational culture and climate which attracts, keeps and motivates staff.				
3	The MD/ ED effectively monitors procedures pertaining to human resources, including appraisal process and rewarding systems.				

H. Succession

1	The MD/ ED has effectively reviewed the Company's succession plan, and, if appropriate, made necessary changes.				
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I. Product/ Service Knowledge

1	The MD/ ED has demonstrated a thorough knowledge and understanding of key aspects of the Company's products and services.				
2	The MD/ ED has a good understanding of the company's business model and allocation of its resources, business and industry environment.				
3	The MD/ ED has regularly demonstrated creativity and initiative.				

J. Personal Qualities

1	The MD/ ED has exercised good judgment in dealing with sensitive issues.				
2	The MD/ ED has shown skills at analyzing and addressing problems, challenges and conflicts.				



3	The MD/ ED has maintained a high standard of ethics and integrity.				
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	Exceeds Expectation	Meets Expectation	Needs Improvement	Not upto the expectation
Overall rating of MD/ ED's performance				

Suggestions, if any.	
1	
2	
Place: Date:	Signature Name of Director

Annexure-5

EVALUATION FORM -CHAIRMAN

The Chairman Evaluation form shall be completed by all the Directors by putting tick (v) at rating scale from 1 to 4.

SN	EVALUATION FACTOR	RATINGS			
		1	2	3	4
A. Managing Relationships					
1	The Chairperson actively manages shareholders, board, management and employee relationships and interests.				
2	The Chairperson meets with potential providers of equity and debt capital, required.				
3	The Chairperson manages meetings effectively and promotes participation in all the Board meetings.				
B. Leadership					
4	The Chairperson is an effective leader.				



5	The Chairperson encourages participation of all Board Members in the decision making process.				
6	The Chairperson continuously promotes the positive image of the Company.				
7	The Chairperson ensures continuing exposures to the directors.				

	Exceeds Expectation	Meets Expectation	Needs Improvement	Not upto the expectation
Overall rating of Chairperson's performance				

Suggestions, if any.

1

2

Place:

Signature:

Date:

Name of Director

Annexure-6

EVALUATION FORM-COMMITTEES OF THE BOARD

The Evaluation of the committees shall be completed by all the Directors by putting tick (✓) at rating scale from 1 to 4.

SN	Criteria	Ratings			
		1	2	3	4
A. Function and Duties					
1	The Committee of the Board are appropriately constituted and roles are defined.				
2	The level of responsibility delegated by the Board to each of the committees is appropriate.				
3	The reporting by each of the Committees to the Board is sufficient.				
4	Whether the terms of reference are adequate to serve committee's purpose?				



5	The committee regularly reviews its mandate and performance.				
6	Committee takes effective measures to perform its functions.				

B. Management Relations

1	Committee gives constructive suggestions and recommendation.				
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C. Committee Meetings and Procedures

1	Committee meetings have been organized properly and procedures were followed in this regard?				
2	The frequency of the Committee meetings is adequate.				

	Exceeds Expectation	Meets Expectation	Needs Improvement	Not upto the expectation
Overall rating of Board performance				

Suggestions, if any.

1

2

Place:
Date:

Signature:
Name of Director

