POLICY FOR FORMULATION OF CRITERIA FOR EVALUATION OF PERFORMANCE OF THE BOARD OF DIRECTORS OF

BE SWASTH HEALTHCARE LIMITED

1. INTRODUCTION

Be Swasth Healthcare Limited (the "Company") recognises the importance of conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior, in consonance with the Code of Conduct for the Board and the Senior Management (the "Code").

Therefore, the Company has formulated and adopted this policy for evaluation of the performance of the board of directors (the "Board") of the Company (the "Policy") to comply with various applicable provisions under the Companies Act, 2013, as amended (the "Companies Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the " Listing Regulations") and also the formal annual evaluation made by the Board of its own performance (self-appraisals) and that of its committees and individual directors as mentioned in clause (p) of sub-section (3) of Section 134 of the Companies Act.

2. DEFINITIONS

i. "Act" means the Companies Act, 2013, as amended from time to time and the rules made thereunder.
ii. "Company" means Be Swasth Healthcare Limited.
iii. "Committee" shall mean the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of Section 178 of the 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 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 from time to time.
vii. "Policy" shall mean this Policy for Evaluation of performance of Board of Directors of the Company.

3. OBJECTIVES

The objective of this Policy is to formulate the procedures and prescribe the criteria to evaluate the performance of the Board. The Policy is to assess and enhance the effectiveness of the Board as a whole. An Individual director is assessed on his/ her effective contribution and commitment to the role and responsibilities as a director.

4. EVALUATION OF PERFORMANCE

The Committee shall evaluate the performance of each Director as per 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 Paragraph 6 of this Policy.

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 criterion and sub-criteria.

The NRC Chairman would convene an Annual Independent Director (ID) meeting to review performance of the Board as a whole. (In the same meeting the IDs will also review the performance of the non-independent Non-Executive Directors (NEDs) and Chairman)

Evaluation of the independent directors of the Company shall be carried out by the Board, excluding the independent director being evaluated. Report of the ID meeting is to be provided to the Chairman of the Board by the NRC Chairman

The following shall be evaluated:

(i) The performance of the directors

(ii) Fulfilment of the independence criteria as specified in the SEBI Listing Regulations

(iii) Their independence from the Company and other directors and there is no conflict of interest

5. CRITERIA FOR EVALUATION OF PERFORMANCE

A) Board Evaluation

- The structure and composition of the Board and its committees are appropriate and aligned with the scale and nature of the business.

- The Board possesses a clear understanding of the Company’s mission and actively contributes to long-term strategic planning and direction.

- Adequate measures are in place to ensure that newly appointed Board members receive timely and comprehensive orientation.

- Board meeting agendas are well-structured and balanced, ensuring sufficient attention is given to key and critical matters.

- The Board acknowledges its responsibility in policy formulation and periodically reviews and updates policies as required.

- The Board evaluates and approves the operating budget and business plan, and ensures consistent monitoring of performance against the same.

- Discussions during Board meetings are constructive, lead to clear decisions with actionable outcomes, and are conducted in a professional and respectful manner.

- Newly inducted Board members actively participate in orientation programs to familiarize themselves with the Company, its operations, and their roles and responsibilities.

B) Evaluation of Individual Directors (including Independent Directors)

- Attendance and meaningful participation in Board and committee meetings.

- Demonstration of expertise, experience, leadership qualities, professional conduct, and alignment with the Company’s values and strategic objectives.

- Knowledge and understanding of key areas such as finance, accounting, legal matters, investments, marketing, foreign exchange, risk management, internal controls, business operations, and corporate governance.

- Ability to promote a high-performance culture and contribute to insightful, constructive, and well-informed discussions.

- Effectiveness in decision-making, including the ability to respond positively and implement decisions in a transparent manner.

- Maintenance of open and effective communication with management and fellow Board members, upholding integrity and ethical standards.

- Clear understanding of their role and responsibilities, and the ability to make objective and collective decisions in the best interest of the Company.

- Some indicative areas for evaluation of IDs include:

  - Attendance (as captured from records of meetings)
  - Contribution at Board meetings
  - Guidance/ support to management outside Board/ committee meetings

- Demonstration of sound judgment, mental and physical fitness, and a balanced perspective including on corporate social responsibility initiatives.

- Capability to oversee management performance and ensure the adequacy and integrity of financial controls and systems, while maintaining appropriate engagement with stakeholders.

- Contribution towards strengthening and enhancing the Company's reputation and brand value.

- Adherence to high standards of integrity, ethics, and compliance with the Company's Code of Conduct.

C) **Committee Evaluation**

- Committees are appropriately constituted with the right mix and number of members, ensuring effectiveness in functioning.

- The composition, scope, roles, and responsibilities of committees comply with applicable laws and are diligently followed by members.

- Committee agendas are well-planned and balanced, with timely provision of accurate and relevant information to support informed decision-making by the Board.

- Committee meetings are conducted effectively, encouraging open dialogue, active participation, and well-reasoned resolution of issues.

EVALUATION TOOL

Score	Rating
5	Outstanding
4	Exceeds Expectation
3	Meets Expectation
2	Needs Improvement
1	Poor

Category	S. No.	Criteria	1	2	3	4	5
Board Composition & Quality	**1**	**Board has appropriate expertise, and experience**	☐	☐	☐	☐	☐
	2	**Mix of industry knowledge and diversity**	☐	☐	☐	☐	☐
	3	**Transparent appointment process**	☐	☐	☐	☐	☐
	4	**Roles and responsibilities documented**	☐	☐	☐	☐	☐
	5	**Independent directors act independently**	☐	☐	☐	☐	☐
	6	**Integrity and conflict management**	☐	☐	☐	☐	☐
	7	**Understanding of strategy, risks, controls**	☐	☐	☐	☐	☐
	8	**Understanding of legal obligations**	☐	☐	☐	☐	☐
	9	**Goal setting and performance evaluation**	☐	☐	☐	☐	☐
	10	**Stakeholder identification and communication**	☐	☐	☐	☐	☐
	11	**Compliance monitoring**	☐	☐	☐	☐	☐
	12	**Succession plan exists**	☐	☐	☐	☐	☐
	13	**Committees with defined roles**	☐	☐	☐	☐	☐
	14	**Investor grievance mechanism review**	☐	☐	☐	☐	☐
Board Meetings & Procedures	**1**	**Annual calendar planned in advance**	☐	☐	☐	☐	☐
	2	**Agenda quality and clarity**	☐	☐	☐	☐	☐
	3	**Timely information sharing**	☐	☐	☐	☐	☐
	4	**Attendance and participation**	☐	☐	☐	☐	☐
	5	**Meeting frequency adequate**	☐	☐	☐	☐	☐
	6	**Video conferencing facility**	☐	☐	☐	☐	☐
	7	**Quality of discussions**	☐	☐	☐	☐	☐
	8	**Accuracy of minutes**	☐	☐	☐	☐	☐

Category	S. No.	Criteria	1	2	3	4	5
	9	Updates between meetings	☐	☐	☐	☐	☐
	10	Independent directors' meetings	☐	☐	☐	☐	☐
	11	Secretarial support	☐	☐	☐	☐	☐
	12	Understanding of D&O insurance	☐	☐	☐	☐	☐
	13	Recording of resolutions	☐	☐	☐	☐	☐
Board Development	1	Induction program effectiveness	☐	☐	☐	☐	☐
	2	Communication of development opportunities	☐	☐	☐	☐	☐
Board Strategy & Risk Management	1	Focus on long-term strategy	☐	☐	☐	☐	☐
	2	Future readiness of plans	☐	☐	☐	☐	☐
	3	Risk understanding and mitigation	☐	☐	☐	☐	☐
	4	Periodic review of strategy	☐	☐	☐	☐	☐
	5	Risk framework review	☐	☐	☐	☐	☐
	6	Monitoring long-term goals	☐	☐	☐	☐	☐
	7	Internal controls and compliance	☐	☐	☐	☐	☐
	8	Vigil mechanism	☐	☐	☐	☐	☐
Board & Management Relations	1	Sets tone and direction	☐	☐	☐	☐	☐
	2	Policy framework	☐	☐	☐	☐	☐
	3	Performance monitoring	☐	☐	☐	☐	☐
	4	Awareness of company issues	☐	☐	☐	☐	☐
	5	Reviews deviations	☐	☐	☐	☐	☐
	6	Culture and values	☐	☐	☐	☐	☐
	7	Communication effectiveness	☐	☐	☐	☐	☐
	8	Management independence	☐	☐	☐	☐	☐

Overall Rating of Board Performance ____

Comments ____

Suggestions for Improvement

a) ____________________________

b) ____________________________

c) ____________________________

Name of Director ____________________________

Signature ____________________________

Date ____________________________

Part II

Director Self-Assessment / Peer Review Table

Score	Meaning
1	Poor
2	Needs Improvement
3	Meets Expectations
4	Exceeds Expectations
5	Outstanding

S. No.	Criteria	1	2	3	4	5
	KNOWLEDGEABLE					
1	duties, responsibilities, qualifications, disqualifications and liabilities as a director	☐	☐	☐	☐	☐
2	Brings relevant experience to the board and uses it effectively	☐	☐	☐	☐	☐
3	Understands vision, mission, strategic plan and key issues	☐	☐	☐	☐	☐
4	Keeps updated on trends, risks, opportunities and competitive factors	☐	☐	☐	☐	☐
5	Participates in professional development programs	☐	☐	☐	☐	☐
6	Management communication enhances company-specific understanding	☐	☐	☐	☐	☐
	DILLIGENCE AND PARTICIPATION					
1	Regularly attends board, committee, and general meetings	☐	☐	☐	☐	☐
2	Prepares in advance for meetings	☐	☐	☐	☐	☐
3	Communicates clearly and persuasively	☐	☐	☐	☐	☐
4	Exercises independent judgment	☐	☐	☐	☐	☐
5	Encourages improvements in board processes	☐	☐	☐	☐	☐
6	Encourages participation from others	☐	☐	☐	☐	☐
7	Raises relevant issues and asks meaningful questions	☐	☐	☐	☐	☐
8	Adds value to decision making	☐	☐	☐	☐	☐
9	Ensures dissent is recorded when necessary	☐	☐	☐	☐	☐
10	Maintains confidentiality	☐	☐	☐	☐	☐
11	Complies with legal obligations and code of conduct	☐	☐	☐	☐	☐
12	Reports unethical behaviour or suspected fraud	☐	☐	☐	☐	☐

PART III

NON-EXECUTIVE DIRECTOR AND INDEPENDENT DIRECTOR EVALUATION FORM

Score	Meaning
1	Poor
2	Needs Improvement
3	Meets Expectations
4	Exceeds Expectations
5	Outstanding

Name of Director: ______________________________

Category: Independent / Non-Executive

S. No.	Evaluation Factor	1	2	3	4	5
	Participation at Board / Committee Meetings					
1	Director comes well prepared and informed for meetings	☐	☐	☐	☐	☐
2	Ability to remain focused at governance level	☐	☐	☐	☐	☐
3	Contributions are high quality and innovative	☐	☐	☐	☐	☐
4	Promotes mutual trust and respect within Board/Committee	☐	☐	☐	☐	☐
5	Effectively manages relationships with board members and senior management	☐	☐	☐	☐	☐
6	Understands governance, regulatory, financial, fiduciary, and ethical requirements	☐	☐	☐	☐	☐
7	Keeps knowledge updated (governance, financial reporting, industry trends)	☐	☐	☐	☐	☐
8	Listens and considers views of others	☐	☐	☐	☐	☐

S. No. Suggestions

a) ____

b) ____

Authorization

Name of Director ___________________________

Signature ___________________________

Date ___________________________

6) CONFLICT IN POLICY

In the event of any conflict between the Companies Act, 2013 or the SEBI regulations or any other statutory enactments (“Regulations”) and the provisions of this Policy, the Regulations shall prevail over this Policy.

7) AMENDMENTS

Any subsequent amendment/modification in the Companies Act, SEBI Listing Regulations and/or other applicable laws in this regard shall automatically apply to the Policy.

8) REVIEW OF POLICY

The Board has the power to review this Policy annually on recommendation by the Nomination and Remuneration Committee.