

PERFORMANCE EVALUATION POLICY

Date of approval Board of Directors : March 22, 2022
Effective Date : The Policy will be effective from the date of approval of the Board of Directors

INTRODUCTION

In an endeavor to safeguard the interest of stakeholders at large, the Companies Act, 2013, (“**Act**”) provides that the board of directors (“**Board**”) of every listed company and such other class of companies, as may be prescribed, must constitute a Nomination and Remuneration Committee that shall, *inter alia*, evaluate the performance of the senior management of the company regularly.

Pristine Logistics & Infraprojects Limited (the “**Company**”) has accordingly constituted the Nomination and Remuneration Committee under Section 178 of the Act and Regulation 19 read with Part D of Schedule II, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Nomination and Remuneration Committee has to formulate a policy setting out the criteria based on which the performance of each and every director, the Board as a whole, and the key managerial personnel (KMPs) and other senior employees of the Company shall be evaluated.

Based on such performance evaluation, remuneration of directors, key managerial personnel (KMPs) and other senior employees of the Company shall be determined and the term of appointment of an independent director may be continued or extended.

This policy aims at establishing a procedure for conducting periodical evaluation of directors’ 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 director, key managerial personnel and other employees of the Company (this “**Policy**”).

This Policy further aims at ensuring that the committees to which the Board of the Company has delegated specific responsibilities are performing efficiently in conformity with the prescribed functions and duties.

For these purposes, the Nomination and Remuneration Committee shall be responsible to identify the persons who are qualified to become directors and who may be appointed in the senior management of the Company and recommend to the Board their appointment and removal.

Accordingly, the Nomination and Remuneration Committee of the Company shall carry out the evaluation of performance of every director, the Board as a whole, key managerial personnel and other employees in accordance with the criteria contained herein below.

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.

Rating Scale

Scale	Performance
5	Exceptionally good
4	Good
3	Satisfactory
2	Needs Improvement
1	Unacceptable

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: _____

S. No.	Rating Criteria	Rating
1.	Attendance and participations in the meetings	
2.	Raising of concerns to the Board	
3.	Safeguard of confidential information	
4.	Rendering independent, unbiased opinion and resolution of issues at meetings	
5.	Initiative in terms of new ideas and planning for the Company	
6.	Safeguarding interest of whistle-blowers under vigil mechanism	
7.	Timely inputs on the minutes of the meetings of the Board and Committee’s, if any	
	Overall Performance	

NON – INDEPENDENT DIRECTORS / EXECUTIVE DIRECTORS

Some of the specific issues and questions that should be considered in a performance evaluation of Chairman and Managing Director/Non-Independent Director/Executive Director by Independent Directors, in which the concerned director being evaluated shall not be included, are set out below:

Name of Director being assessed: _____

S. No.	Rating Criteria	Rating
1.	Compliance with Articles of Association, Companies Act & other Laws	
2.	Participation and attendance in meetings of Board and committees, if any	
3.	Punctuality	
4.	Attendance and presence in general meetings	
5.	Leadership skills	
6.	Strategic Planning-financial & business	
7.	Operational Performance of the Company	
8.	Monitoring performance against plans	
9.	Steps initiated towards Branding of the Company	
10.	Exercising duties diligently	
11.	Leadership skills	
12.	Updation of skills and knowledge	
13.	Motivating employees, providing assistance & directions	
14.	Seeking expert opinion, when required	
15.	Establishment of internal control processes	
16.	Supervising & training the staff members	
17.	Team work attributes	
18.	Safeguard of confidential information	
19.	Professional Conduct	
20.	Role & Functions	
	Overall performance	

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:

S. No.	Rating Criteria	Rating
1.	The Board of Directors of the Company is effective in decision making	
2.	The Board of Directors is effective in developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities	
3.	The Company’s systems of control are effective for identifying material risks and reporting material violations of policies and law	
4.	The Board of Directors is effective in providing necessary advice and suggestions to the Company’s management	
5.	Is the Board as a whole up to date with latest developments in the regulatory environment and the market?	
6.	The information provided to Directors prior to Board Meetings meets the expectations in terms of length and level of detail	
7.	The Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues	
8.	The Board Chairman effectively and appropriately leads and facilitates the Board meetings and the policy and governance work of the Board	
9.	The Board appropriately considers internal audit reports, management’s responses, and steps towards improvement	
	Overall performance	

COMPANY SECRETARY

Some of the specific issues and questions that should be considered in a performance evaluation:

S. No.	Rating Criteria	Rating
1.	Compliance with Article of Association, Companies Act & other laws	
2.	Compliance with ethical standards & code of conduct of Company	
3.	Reporting to the Board about compliance with applicable laws	
4.	Ensuring compliance with secretarial standards	
5.	Assistance to the board of directors	
6.	Discharge of duties assigned by Board	
7.	Success of meetings convened	
8.	Preparation of minutes	
9.	Attendance & presence in meeting of board, committees of Board and general meeting	
10.	Assistance in obtaining required approvals form Board, shareholders, Government and other authorities	
11.	Representation before various regulators on behalf of the company	
12.	Advising Board on corporate governance and compliance thereunder	
	Overall performance	

OTHER KEY MANAGERIAL PERSONNEL AND SENIOR EMPLOYEES

Some of the specific issues and questions that should be considered in a performance evaluation:

Name of other key managerial personnel/senior employee being assessed: _____

S. No.	Rating Criteria	Rating
1.	Compliance with laws	
2.	Compliance with ethical standards & code of conduct of Company	
3.	Fulfilment of roles and responsibilities granted to them	
4.	Achievement of target fixed	
5.	Punctuality and other personality related aspects	
6.	Preparation of Annual Accounts	
7.	Preparation of financial information & risk management	
8.	Follow up action based on reports of Internal and Statutory Audit	
9.	Reporting on Frauds, violations of laws	
10.	Safeguard of confidential information	
	Overall performance	

COMMITTEES OF BOARD

The Board of the Company has constituted certain committees of the Board including the following:

1. Audit Committee;
2. Stakeholders Relationship Committee;
3. Nomination and Remuneration Committee; and
4. Corporate Social Responsibility (CSR) Committee

For evaluating the performance of each committee, the Board shall consider the following aspects:

S. No.	Rating Criteria	Rating
1.	Compliance with Articles of Association, Companies Act & other Laws	
2.	Committee Meetings are conducted in a manner that encourages open communication, meaningful participation and timely resolution of issues.	
3.	Attendance and presence in meetings of committees	
4.	Punctuality	
5.	Redressal of complaints & grievances	
6.	Coordination with other committees and Board of Directors	
7.	Fulfillment of roles & responsibilities	
8.	Seeking expert opinion, when required	
9.	Adherence to Company's policies and internal procedures	
	Overall Performance	

REMUNERATION

Based on the aforesaid criteria of evaluation of performance of directors, company secretary and other key managerial personnel and senior employees, their remuneration shall be determined and reviewed from time to time.

DISCLOSURE

This Policy and evaluation criteria shall be disclosed in the annual report of the Company and posted on the website of the Company, if required under the Companies Act, 2013 and rules thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any other regulatory requirements.

AMENDMENTS

Subject to the approval of Board of the Company, the Nomination and Remuneration Committee reserves its right to review and amend this Policy, if required, to ascertain its appropriateness as per the needs of the Company. This Policy may be amended by adopting a resolution at a meeting of the Nomination and Remuneration Committee which shall then be recommended to the Board for approval.