

PREMIER ROAD CARRIERS LIMITED

POLICY FOR EVALUATION OF THE PERFORMANCE OF THE BOARD OF DIRECTORS

1. PREFACE:

The Board of Directors (the "Board") of Premier Road Carriers Limited (hereinafter referred as 'PRCL' or the 'Company') has adopted a Board Performance Evaluation Policy (hereinafter referred as "Policy") under the provisions of the Companies Act, 2013 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").

This Policy provides a framework for governance and reporting of the performance evaluation of the Board of Directors of the Company as defined in this policy.

The provisions of this Policy are designed to govern the disclosure requirements to ensure transparency in the conduct of business activities in the best interest of the Company and its shareholders and to comply with the statutory provisions in this regard.

2. POLICY OBJECTIVES:

This Policy is intended to provide guidance to the Board of Directors and Senior Management Personnel to manage the affairs of the Company in an ethical manner. The purpose of this Policy is to recognize Directors' performance and provide a mechanism for reporting of the said performance; and to develop a culture of transparency in the system.

Board performance evaluation is designed to:

- A.** annually assess how well directors are discharging their responsibilities; collectively by assessing the Board's effectiveness; and individually by assessing the quality of a Director's contribution to general discussions, business proposals and governance responsibilities;
- B.** (b) regularly evaluate the Directors' confidence in the integrity towards the Company, the quality of the discussions at Board meetings, the credibility of the reports and information received;
- C.** enable Board members, individually and collectively, to develop the key skills required to meet foreseeable circumstances with timely preparation, agreed strategies and appropriate development goals.

3. DEFINITIONS:

"**Act**" means the Companies Act, 2013 and rules made thereunder as amended from time to time.

"**Board**" means the Board of Directors of the Company for the time being in force.

"**Company**" shall mean Premier Road Carriers Limited, 14th Floor, Suite no. 1405, Om Towers, 32, Chowringhee Road, Kolkata – 700071

4. METHODOLOGY OF CARRYING PERFORMANCE EVALUATION:

- (a) The Board, through its Nomination and Remuneration Committee, will review and evaluate the:
- 1) performance of the Board;
 - 2) performance of Chairman and the Managing Directors;
 - 3) performance of Executive Directors if any;
 - 4) performance of Non-Executive Directors;
 - 5) performance of Independent Directors;
 - 6) Performance of Committees

PREMIER ROAD CARRIERS LIMITED

(b) Performance should be assessed quantitatively and qualitatively, as appropriate, based on the strategic plans and the role/position description.

(c) The Board as a whole will discuss and analyze the performance collectively of each director and its own performance during the year including suggestions for change or improvement, as well as any skills, education or development required over the forthcoming year.

(d) The Chairman & Managing Director will assess the performance of key executives and will provide a report to the Board for review.

5. DISCLOSURE:

The provisions of this Policy can be amended/modified by the Board of Directors of the Company from time to time and all such amendments/modifications shall take effect from the date stated therein.

The Company Secretary of the Company shall be responsible for disclosure/dissemination of information under this policy to the shareholders of the Company by way of disclosure in Annual Report and through its website.

This policy has been issued under the authority of the Board of Directors of Premier Road Carriers Limited and shall remain in force unless the Board resolves otherwise or issue a cancellation or modification thereof.
