



**PRIME FRESH LIMITED**

**POLICY ON BOARD DIVERSITY**

## **1. INTRODUCTION**

This Policy on Board Diversity (the “Policy”) for the Board of Directors (the “Board”) of PRIME FRESH LIMITED (the “Company”) has been formulated by the Nomination and Remuneration Committee (“NRC”) in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) to assure that the Board is fully diversified and comprises of an ideal combination of Executive and Non-Executive Directors, including Independent Directors, with diverse backgrounds.

## **2. SCOPE**

This Policy applies to the composition of the Board only and does not apply to diversity in relation to the employees of the Company.

## **3. POLICY STATEMENT**

The Company believes that a diverse Board will enhance the quality of the decisions made by the Board by utilizing the different skills, qualification, professional experience, gender, knowledge etc. of the members of the Board, necessary for achieving sustainable and balanced growth of the Company. At the time of appointments of person as a Board Member, NRC and the Board of Directors shall consider this Policy on Board Diversity.

The strength the Directors on the Board shall be in compliance with the provisions of the Articles of Association of the Company. The Board of Directors of the Company shall have an optimum combination of Executive, Non-Executive and Independent Directors with at least one Woman Director. The composition of the Board shall be in compliance with the requirements of the Articles of Association of the Company, the Companies Act, 2013, Rules made thereunder and SEBI Listing regulations as amended from time to time.

## **4. ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE**

The NRC, inter alia, is responsible for reviewing and assessing the composition of the Board as well as for identifying and recommending appropriately qualified candidature(s), to hold Directorship in the company, to the Board of Directors where if need be.

## **5. REVIEW OF POLICY**

The NRC will review this Policy periodically and recommend appropriate revisions to the Board. The Board reserves the right to amend this Policy from time to time based on changing requirements as prescribed by SEBI/Stock Exchange(s) or any other appropriate Statutory Authority.

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