

**POLICY ON BOARD DIVERSITY  
OF  
PRISTINE LOGISTICS & INFRAPROJECTS LIMITED**

Date of approval Board of Directors : March 22, 2022  
Effective Date : The Policy will be effective upon listing of securities of the Company on stock exchanges.

**INTRODUCTION**

- i. The Securities and Exchange Board of India (“**SEBI**”) issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the '**Listing Regulations**') on September 2, 2015, effective from December 1, 2015, with an aim to consolidate and streamline the provisions of existing listing agreements thereby ensuring better enforceability.
- ii. Pursuant to Regulation 19(4) read with Part D of the Schedule II of the Listing Regulations, as amended, the nomination and remuneration committee of the board of directors of a listed entity is required to devise a policy on diversity of board of directors. In compliance with the SEBI Listing Regulations, the Company has formulated the policy on diversity of board of directors.
- iii. This policy on Board Diversity (“**Policy**”) for the Board of Directors (“**Board**”) of Pristine Logistics & Infraprojects Limited (“**Company**”) has been formulated by the Board, based on the recommendation of the Nomination and Remuneration Committee (“**NRC**”) in accordance with the 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.

**PURPOSE**

This Policy is largely framed to address the importance of a diverse Board in harnessing the unique and individual skills and experiences of the members in a way that collectively benefits the organization and business as a whole. The basic essence of the Policy is to provide a framework for leveraging on the differences within the expertise of the Board, offering a broad range of perspectives that are directly relevant to the business.

**DEFINITIONS**

For the purpose of this Policy the following terms shall have the meanings assigned to them hereunder:

- i. **“Board”** means the board of directors of the Company;
- ii. **“Committee”** means the nomination and remuneration committee of the Board;
- iii. **“Companies Act”** means the Companies Act, 2013, read with the rules thereunder, as amended;
- iv. **“Director”** means a member of the Board; and
- v. **“Company”** means Pristine Logistics & Infraprojects Limited.

Words and expressions used and not defined in this Board Diversity Policy shall have the meaning ascribed to them in the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996, as amended, or the Companies Act and rules and regulations made thereunder.

#### **SCOPE & EFFECTIVE DATE**

- i. The Policy applies to the composition of the Board only and does not apply to diversity in relation to the employees of the Company.
- ii. This Policy would take effect upon listing of the securities of the Company in the stock exchange(s).

#### **THE POLICY**

The Company believes and recognizes that diversification in the Board will enhance the quality of the decisions by utilizing different perspective, skills, qualifications, professional experiences, knowledge, gender, ethnicity, background and other distinguished qualities etc. of the members of the Board.

The Company also believes that appointments on the Board should be based on merit that complements and expands the skills, experience and expertise of the Board as a whole taking into account discrete characteristics reflected in the individual members, that the Board might consider relevant to function effectively and efficiently.

The composition of the Board shall be in accordance with the Articles of Association of the Company, the Companies Act, 2013, as amended, Listing Regulations as well as other statutory, regulatory and contractual obligations of the Company.

In the process of attaining a diverse Board based on the aforementioned criteria, the following norms needs to be assessed:

#### **A. OPTIMUM COMPOSITION**

- i. The Board shall have an optimum combination of executive and non-executive directors and not less than fifty per cent of the Board of Directors shall comprise of non-executive directors.
- ii. At least half of the Board should comprise of Independent Directors (where the Chairman of the Board is executive) or at least one-third of the Board should comprise of Independent Directors (where the

Chairman of the Board is non-executive).

- iii. The Company shall continue to have at least one-Woman Director on the Board to ensure that there is no gender inequality on the Board.

#### B. FUNCTIONAL DIVERSITY

- i. Appointment of Directors to the Board should be based on specific needs and business of the Company. Appointment should be done based on the qualification, knowledge, experience and skill of the proposed appointee which is relevant to the business of the Company.
- ii. Knowledge and experience in domain areas such as finance, legal, risk management, other industry etc., should be duly considered while making appointments to the Board level.
- iii. While appointing Independent Directors, care should be taken as to the independence of the proposed appointee.
- iv. Directorships in other companies may also be taken into account while determining the candidature of a person.

#### C. STAKEHOLDER DIVERSITY

The Company may also have Directors on its Board representing the interest of any financial institution or any other person in accordance with the provisions of its articles of and/ or any agreement between the Company and the nominating agency.

#### **ROLE OF NOMINATION AND REMUNERATION COMMITTEE**

- i. The Nomination, Remuneration Committee ("**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, as and when the need arises.
- ii. In reviewing Board composition, NRC will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.

#### **REVIEW OF THE POLICY**

The NRC Committee will review this Policy annually and recommend appropriate revisions to the Board.