



# **Prataap Snacks Limited**

## **Board Diversity Policy**

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## **1. Purpose**

Prataap Snacks Limited (“the Company”) recognizes that a diverse Board enhances effectiveness, decision-making, and corporate governance. This Board Diversity Policy (“the Policy”) aims to set out a framework to promote diversity in the composition of the Board of Directors.

## **2. Philosophy**

The Company believes that a well-diversified Board—reflecting a balanced mix of skills, experience, backgrounds, and perspectives—promotes strategic guidance, robust governance, and effective oversight. Diversity fosters innovation, strengthens leadership, and ensures that the Board remains aligned with dynamic business and stakeholder expectations.

## **3. Background & Regulatory Framework**

This Policy is formulated in accordance with the applicable provisions of:

- The Companies Act, 2013
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)

## **4. Objectives of the Policy**

The objectives of this Policy are to:

- Ensure an optimal mix of skills, competencies, experience, gender balance, and backgrounds on the Board.
- Strengthen leadership diversity to support long-term value creation and sustainable performance.
- Improve quality of discussions, risk oversight, and strategic decision-making.
- Fulfil regulatory requirements under the Companies Act and SEBI LODR.
- Foster governance practices aligned with large, professionally managed companies.

## **5. Scope & Applicability**

This Policy applies to the Board of Directors of the Company and covers:

- Appointment and re-appointment of all Directors
- Executive, Non-Executive, and Independent Directors
- Succession planning considerations

## **6. Dimensions of Diversity**

The Company will consider a combination of the following diversity parameters to ensure a balanced Board:

### **(a) Gender Diversity**

- The Company shall ensure representation of women on the Board in accordance with legal requirements.
- The Company endeavours to progressively enhance gender balance at the Board level.

## (b) Skills, Competence & Experience

The Board should collectively possess appropriate competencies, including:

- FMCG / food processing domain expertise
- Business strategy and leadership
- Finance, accounting, audit, and tax
- Legal, regulatory, governance and compliance
- Sales, marketing, brand and consumer insights
- Manufacturing, supply chain and operations
- Risk management and internal controls
- Human resources, organisation development and people management
- ESG, sustainability and CSR
- Technology, digital transformation and data governance

## (c) Educational & Professional Background

A range of educational qualifications and professional specialisations—including management, finance, economics, law, engineering, food technology, public policy, and related fields—will be encouraged.

## (d) Age & Tenure Diversity

The Company values a mix of age groups and Board tenures to balance experience with fresh perspectives.

## (e) Industry & Functional Diversity

A diverse combination of industry exposures and functional expertise enhances well-rounded Board discussions and strengthens oversight.

## (f) Geographic & Cultural Diversity

Directors with exposure to different regions and markets contribute diverse cultural and geographical insights, supporting a broader understanding of stakeholder expectations.

## (g) Diversity of Thought & Perspective

The Company values cognitive diversity, including different leadership experiences, viewpoints, and problem-solving styles.

## 7. Role of the Nomination & Remuneration Committee (NRC)

The NRC shall:

- Periodically review the structure and composition of the Board.
- Identify gaps and recommend candidates consistent with this Policy.
- Assess individuals on merit, integrity, skills, experience, and alignment with diversity attributes.
- Ensure an appropriate mix of Executive, Non-Executive, and Independent Directors.
- Maintain and periodically review a Board Skills and Competency Matrix.
- Oversee Board-level succession planning.

## 8. Criteria for Appointment & Re-appointment of Directors

While recommending a Director, the NRC and the Board shall consider:

- Ethical standards, integrity, and independence
- Alignment with Company values and culture
- Proven leadership & strategic thinking
- Professional competence and relevant experience
- Fitment with the Board Diversity & Skills Matrix
- Regulatory requirements for Independent Directors
- Ability to devote adequate time to Board responsibilities

## 9. Board Evaluation & Continuous Improvement

- The Policy's effectiveness will be assessed through the annual Board evaluation process.
- Feedback from Directors will be used to enhance Board composition and diversity.
- Insights will be incorporated into future appointments.

## 10. Monitoring & Reporting

- The NRC shall be responsible for monitoring the implementation of this Policy.
- The Board shall periodically evaluate its composition and effectiveness with reference to the diversity parameters.
- Material changes in Board composition shall be appropriately disclosed in the Annual Report.

## 11. Review of the Policy

The Policy shall be reviewed periodically based on:

- Changes in applicable laws and regulations
- Business requirements
- Evolving governance practices

Any amendments shall be recommended by the NRC and approved by the Board.

## 12. Effective Date

This Board Diversity Policy is approved by the Board of Directors of Prataap Snacks Limited and is effective from the date of its approval.

Reviewed on: November 4, 2025

Approved on: November 4, 2025



Mr. Arvind Mehta  
Chairman of the Board

