



DSM FRESH FOODS LIMITED
CIN: U52203DL2015PLC280514

CHARTER OF THE NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was formed by the Board of Directors, at the meeting held on July 16, 2024. As on the date of the Prospectus the Nomination and Remuneration Committee comprised of:

Name of the Director	Designation in the Committee	Nature of Directorship
Suman Chaudhary	Chairman	Independent Director
Achal Kapoor	Member	Independent Director
Priya Aggarwal	Member	Non-Executive Non-Independent Director

The Company Secretary and Compliance Officer of the Company will act as the secretary of the Committee.

The role of the Nomination and Remuneration Committee includes, but is not restricted to, the following:

1. Formulation of the criteria for determining qualification, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of the Board of Directors.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria, laid down, and recommend to the Board of Directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

The Meetings of the Committee shall be held at such regular intervals as may be required.

The quorum will be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater, including at least one independent director.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall cease to be a member of this committee.