

COMMITTEE COMPOSITION AND ITS CHARTER

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

• **AUDIT COMMITTEE**

The Audit Committee was constituted vide Board resolution dated 04th November, 2024, pursuant to Section 177 of the Companies Act, 2013. The composition of the audit committee is as follows:

Name of Director	Designation in the Committee	Nature of directorship
Mr. Hatish Kataria	Chairman	Independent Director
Mr. Hirdesh Madan	Member	Managing Director (Executive Director)
Mr. Karan Vir Bindra	Member	Independent Director

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

The audit committee at its discretion shall invite the finance director or head of the finance function, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee. The audit committee may meet without the presence of any executives of the Company.

The role of the Audit Committee shall include the following:

- (a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible.
- (b) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- (c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- (d) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause I of sub-section 3 of Section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same

- Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions
 - Qualifications in the draft audit report.
- (e) Reviewing, with the management, the half-yearly financial statements before submission to the board for approval
- (f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document//notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or
- (g) rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- (h) Review and monitor the auditor's independence and performance, and the effectiveness of the audit process.
- (i) Approval or any subsequent modification of transactions of the company with related parties.
- (j) Scrutiny of inter-corporate loans and investments.
- (k) Valuation of undertakings or assets of the company, wherever it is necessary.
- (l) Evaluation of internal financial controls and risk management systems.
- (m) Reviewing, with the management, the performance of statutory and internal auditors, and the adequacy of the internal control systems.
- (n) Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage, and frequency of internal audit.
- (o) Discussion with internal auditors any significant findings and follow up thereon.
- (p) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- (q) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- (r) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- (s) To review the functioning of the Whistle Blower mechanism.
- (t) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- (u) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term “related party transactions” shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to the provision of the Companies Act, the said audit committee shall have such additional functions/features as is contained in this clause.

Further, the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management.
3. Management letters/letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The appointment, removal, and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

• NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was constituted vide Board resolution dated 04th November, 2024, pursuant to Section 178 of the Companies Act, 2013. The composition of the Nomination and Remuneration Committee is as follows:

Name of Director	Designation in the Committee	Nature of directorship
Mr. Hatish Kataria	Chairman	Independent Director
Ms. Prerna Kalra	Member	Independent Director
Mr. Sanjay Kumar	Member	Non- Executive Director

The Company Secretary and Compliance Officer of the Company would act as the secretary of the Nomination and Remuneration Committee.

Scope and terms of reference :

The scope of the Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- (i) Formulation of the criteria for determining qualifications, positive attributes, and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel, and other employees.
- (ii) Formulation of criteria for evaluation of Independent Directors and the Board.
- (iii) Devising a policy on Board diversity.

- (iv) 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 their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
- (v) To recommend to the Board, the remuneration packages i.e., salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc. of the executive directors.
- (vi) To implement, supervise and administer any share or stock option scheme of our Company; and
- (vii) To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

• STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee was constituted vide Board resolution dated 04th November, 2024, pursuant to Section 178 of the Companies Act, 2013. The composition of the stakeholders' relationship committee is as follows:

Name of Director	Designation in the Committee	Nature of directorship
Mr. Deepak Kumar	Chairman	Non-Executive Director
Mr. Hirdesh Madan	Member	Managing Director (Executive Director)
Mr. Hatish Kataria	Member	Independent Director

The Company Secretary and Compliance Officer of the Company would act as the secretary of the Stakeholder's Relationship Committee.

The Stakeholders' Relationship Committee shall inter alia undertake following roles:

- i. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- ii. Review of measures taken for effective exercise of voting rights by shareholders.
- iii. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- iv. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- v. Such other matters as may be required to be carried out by the Stakeholders Relationship Committee pursuant to amendment under any law, from time to time.