

## DETAILS OF BOARD COMMITTEES

### 1. Audit Committee

Pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has constituted the Audit Committee of the Board.

The Audit Committee consists of the following members:

Sr. No.	Name of Director	Designation	Category
1.	Mr. Vinod Kumar Kathuria	Chairman	Independent Director
2.	Mr. A. K. Mittal	Member	Managing Director
3.	Mr. Ashish Vyas	Member	Independent Director

#### **Terms of Reference of the Audit Committee, inter alia, includes the following:**

- i. Oversight of the Company's financial reporting process and disclosures of financial information to ensure that the financial statements are correct, sufficient and credible;
- ii. Monitoring the Statutory Auditors independence, performance and appointment and their remuneration. Also recommend the change in Auditors, if felt necessary;
- iii. Reviewing, with the Management, the annual financial statements and auditor's report thereon before submission to the Board for approval;
- iv. Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;
- v. Evaluation of internal financial controls and risk management systems;
- vi. Reviewing, with the management, performance of statutory auditors and internal auditors, adequacy of the internal control systems;
- vii. Discussion with internal auditors of any significant findings and follow up there on;
- viii. 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;
- ix. Review, approval and disclosure of any related party transaction;
- x. Monitoring end use of the funds of the Company;
- xi. To review the functioning of the Whistle Blower/Vigil mechanism; and
- xii. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- xiii. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding INR 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- xiv. To review compliance with the provisions of Insider Trading Regulations at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.
- xv. 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.

- xvi. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
- xvii. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- xviii. any other terms of reference as may be specified from time to time in the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 2. Nomination and Remuneration Committee

Pursuant to Section 178 (1) of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, the Board of Directors has constituted the Nomination and Remuneration Committee of the Board.

The Nomination and Remuneration Committee consists of the following members:

Sr. No.	Name of Director	Designation	Category
1.	Mr. Ashish Vyas	Chairman	Independent Director
2.	Mr. Vinod Kumar Kathuria	Member	Independent Director
3.	Ms. Aditi Mittal	Member	Non-Executive Director

### Terms of Reference of the Nomination and Remuneration Committee, inter alia, includes the following:

- i. Recommend persons to the Board for appointment and removal as Directors, KMPs and Senior Management Personnel and their remuneration.
- ii. Carry out performance evaluation of all Directors, Committee, KMPs and Senior Management Personnel.
- iii. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- iv. Monitoring the Nomination and Remuneration policy.
- v. To decide on the commission of the Directors and/or other incentives payable, taking into account the individual's performance as well as that of the Company, if any.
- vi. Recommend to the board, all remuneration, in whatever form, payable to senior management.
- vii. 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.
- viii. 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.
- ix. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a) use the services of an external agencies, if required;
  - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c) consider the time commitments of the candidates
- x. any other terms of reference as may be specified from time to time in the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 3. Stakeholders' Relationship Committee

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, the Board of Directors has constituted Stakeholders' Relationship Committee of the Board.

The Stakeholders' Relationship Committee consists of the following members:

Sr. No.	Name of Director	Designation	Category
1.	Ms. Aditi Mittal	Chairperson	Non-Executive Director
2.	Mr. Ashish Vyas	Member	Independent Director
3.	Mr. Ashish Agarwal	Member	Whole-time Director

#### **Terms of Reference of the Stakeholders' Relationship Committee, inter alia, includes the following:**

- i. Resolving the grievances of the security holders of the listed entity 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 listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- iv. Review of the various measures and initiatives taken by the listed entity 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. any other terms of reference as may be specified from time to time in the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### 4. Corporate Social Responsibility Committee

Pursuant to Section 135 of the Companies Act, 2013, the Board of Directors has constituted Corporate Social Responsibility Committee of the Board.

The Corporate Social Responsibility Committee consists of the following members:

Sr. No.	Name of Director	Designation	Category
1.	Mr. A. K. Mittal	Chairman	Managing Director
2.	Mr. Ashish Vyas	Member	Independent Director
3.	Mr. Ashish Agarwal	Member	Whole-time Director

**Terms of Reference of the Corporate Social Responsibility Committee, inter alia, includes the following:**

- i. Formulating and recommending to the Board, CSR policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013;
- ii. Making recommendation on the amount of expenditure to be incurred on CSR activities;
- iii. Instituting a transparent monitoring mechanism for implementation of the CSR activities to be undertaken by the Company;
- iv. Other activities/ functions as provided under the applicable provisions of the Companies Act, 2013 and rules made thereunder.