

## **COMPOSITION OF COMMITTEES OF BOARD OF DIRECTORS**

### **AUDIT COMMITTEE**

As a measure of Good Corporate governance and providing assistance to Board of Directors, an Audit Committee has been reconstituted for the purpose of meeting the requirements of revised Clause 49 of the Listing Agreement and applicable provisions of Companies Act, 2013. Audit Committee consist all its members as the Independent Directors and discharge its responsibility in an effective and efficient manner for smooth functioning of the company and it's Management. The Audit Committee inter-alia has the following mandate in terms of Clause 49 of the Listing Agreement.

#### **Terms of reference of the Audit Committee**

The terms of reference of Audit Committee are as under:

- Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fee and approval of payment of any other services:
- Reviewing with management, the annual financial statement before submission to the Board for approval, with particular reference to (a) Matters required to be included in the Directors Responsibility Statement as per Section 134(3)(c) of the Companies Act, 2013; (b) Changes in the Accounting policies and practices & the reasons for the same; (c) Compliance with listing & other legal requirements relating to financial statements; (d) Disclosure of any related party transactions; (e) Qualifications in the draft audit report if any.
- Discussing with external auditors before the audit commences on the nature and scope of audit, as well as having post-audit discussion to ascertain any area of concern,
- Reviewing the management discussion and analysis of the financial conditions and results of operations.
- Reviewing with the management and the statutory auditors anticipated changes in the Accounting Standards.
- Reviewing the Company's financial and risk management policies;
- Undertake such other functions as may be entrusted to it by the Board from time to time.

### **COMPOSITION OF AUDIT COMMITTEE**

<b>DIN</b>	<b>Name of the Member</b>	<b>Address</b>	<b>Category</b>	<b>Status</b>
03614872	Shri Harbhajan Singh Khanuja	101 Rani Sati Appt, 2-B, Prem Nagar, Indore, 452007, Madhya Pradesh, India	Non Executive Independent Director	Chairman
06949992	Smt. Jasmeet Kaur Bhatia	119 Rani Bagh, Khandwa Road,, Indore, 452001, Madhya Pradesh, India	Non Executive Independent Director	Member
00645965	Dr. Surendra Singh	House No. 762, Sector -4, Gurgaon, 122001, Haryana, India	Non Executive Independent Director	Member

## **NOMINATION & REMUNERATION COMMITTEE**

The Board of Directors of the Company changed the nomenclature of the “Remuneration Committee” of the Company to “Nomination and Remuneration Committee” and also modified its terms of reference to comply with the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement. All the members of the committee are Non Executive independent directors. The terms of reference and constitution of Stakeholders' Relationship Committee of the Company are as mentioned below:

### **Terms of reference**

- To formulate a Nomination and Remuneration Policy on:
  - determining qualifications, positive attributes and independence of a director.
  - guiding remuneration of Directors, Key Managerial Personnel (“KMP”) and other employees and Board diversity.
- Recommend Nomination and Remuneration Policy to the Board.
- Identify candidates who are qualified to become Directors.
- Identify persons who are qualified to become Senior Management (Senior Management of the Company means employees of the Company who are Divisional Heads and Corporate Functional Heads).
- Recommend to the Board the appointment and removal of Directors and Senior Management.
- Lay down the process for evaluation of the performance of every Director on the Board.
- The Chairman of the Committee to attend the General Meeting to respond to the queries of shareholders.

## **COMPOSITION OF NOMINATION & REMUNERATION COMMITTEE**

<b>DIN</b>	<b>Name of the Member</b>	<b>Address</b>	<b>Category</b>	<b>Status</b>
03614872	Shri Harbhajan Singh Khanuja	101 Rani Sati Appt, 2-B, Prem Nagar, Indore, 452007, Madhya Pradesh, India	Non Executive Independent Director	Chairman
06949992	Smt. Jasmeet Kaur Bhatia	119 Rani Bagh, Khandwa Road,, Indore, 452001, Madhya Pradesh, India	Non Executive Independent Director	Member
00645965	Dr. Surendra Singh	House No. 762, Sector -4, Gurgaon, 122001, Haryana, India	Non Executive Independent Director	Member

## **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Board of Directors of the Company changed the nomenclature of "Shareholders'/Investor' Grievances Committee" to "Stakeholders' Relationship Committee" and also modified its terms of reference to comply with the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The terms of reference and constitution of Stakeholders' Relationship Committee of the Company are as mentioned below:

### **Terms of Reference:**

- Approval of transfer of shares and issue of duplicate/split/consolidation/sub-division of shares certificates.
- Monitor redressal of investors'/shareholders'/security holders' grievances.
- Oversee the performance of the Company's Registrar and Transfer Agents.
- Recommend methods to upgrade the standard of services to investors.
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/amendment or modification as may be applicable.

## **COMPOSITION OF STAKEHOLDERS' RELATIONSHIP COMMITTEE**

<b>DIN</b>	<b>Name of the Member</b>	<b>Address</b>	<b>Category</b>	<b>Status</b>
03614872	Shri Harbhajan Singh Khanuja	101 Rani Sati Appt, 2-B, Prem Nagar, Indore, 452007, Madhya Pradesh, India	Non Executive Independent Director	Chairman
06949992	Smt. Jasmeet Kaur Bhatia	119 Rani Bagh, Khandwa Road,, Indore, 452001, Madhya Pradesh, India	Non Executive Independent Director	Member
00645965	Dr. Surendra Singh	House No. 762, Sector -4, Gurgaon, 122001, Haryana, India	Non Executive Independent Director	Member