

COMMITTEES OF BOARD OF DIRECTORS

Audit Committee

Our Company has constituted the Audit Committee in accordance with Section 177 and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines. Further, the Audit Committee was constituted by way of a Board resolution dated June 28, 2024. The audit committee presently consists of the following Directors of the Board:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Mohit Bhandari	Chairman	Non-Executive Independent Director
Mrs. Khushboo Patodi	Member	Non-Executive Independent Director
Mr. Brij Mohan Maheshwari	Member	Non-Executive Independent Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries. The scope and function of the Audit Committee and its terms of reference shall include the following:

- A. Tenure:** The Audit Committee shall continue to function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.
- B. Meetings of the Committee:** The committee shall meet at least four times in a year and not more than 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one-third of the members of the committee, whichever is higher but there shall be the presence of a minimum of two Independent Directors at each meeting.
- C. Role and Powers:** The Role of the Audit Committee together with its powers as Part C of Schedule II of the SEBI Listing Regulations, 2015 as amended and the Companies Act, 2013 shall be as under:
1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
 2. Recommendation for appointment, remuneration, and terms of appointment of auditors of the listed entity;
 3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
 4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
 5. Reviewing, with the management, the half-yearly 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 (c) 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;
 - modified opinion(s) in the draft audit report;
 6. 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/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of the audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. 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;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. The Audit Committee may call for the comments of the auditors about internal control systems, and the scope of the audit, including the observations of the auditors and review of financial statements before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
16. Discussing with the statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussion to ascertain any area of concern;
17. 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;
18. Discussion with statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussion to ascertain any area of concern;
19. The Audit Committee shall have the authority to investigate any matter concerning the items specified in section 177(4) of the Companies Act 2013 or referred to it by the Board.
20. 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;
21. To review the functioning of the whistle-blower mechanism;
22. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience, background, etc., of the candidate; and;
23. The Audit committee shall oversee the vigil mechanism.
24. The Audit Committee will facilitate KMP/auditor(s) of the Company to be heard in its meetings.
25. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015.

Further, the Audit Committee shall mandatorily review the following:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters/letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal, and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- f) Statement of deviations:
 - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

- Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Stakeholders Relationship Committee

Our Company has constituted the Stakeholders Relationship Committee in terms of Section 178 sub section (5) and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meeting of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the meeting of Board of Directors dated June 28, 2024. The Stakeholders Relationship Committee presently consists of the following Directors of the Board:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Brij Mohan Maheshwari	Chairman	Non-Executive Independent Director
Mr. Mohit Bhandari	Member	Non-Executive Independent Director
Mrs. Khushboo Patodi	Member	Non-Executive Independent Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

- A. Tenure:** The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholders Relationship Committee as approved by the Board.
- B. Meetings:** The Stakeholders Relationship Committee shall meet at such intervals as may be prescribed under the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The quorum shall be two members present.
- C. Terms of Reference:** Redressal of shareholders' and investors' complaints, including and in respect of:
 - Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced, or where the space at back for recording transfers has been fully utilized.
 - Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
 - Review the process and mechanism of redressal of Shareholders'/Investor's grievances and suggest measures for improving the system of redressal of Shareholders'/Investors' grievances.
 - Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of the annual report, and any other grievance/complaints with Company or any officer of the Company arising out in the discharge of his duties.
 - Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolve them.
 - Oversee the implementation and compliance of the Code of Conduct adopted by the Company for the prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
 - Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
 - Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

Nomination and Remuneration Committee

Our Company has constituted Nomination and Remuneration Committee in terms of Section 178, Schedule V and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines, in the meeting of the Board of Directors held on June 28, 2024. The Nomination and Remuneration Committee presently consists of the following Directors of the Board:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Mohit Bhandari	Chairman	Non-Executive Independent Director
Mrs. Khushboo Patodi	Member	Non-Executive Independent Director
Mr. Brij Mohan Maheshwari	Member	Non-Executive Independent Director

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

- A. Tenure:** The Nomination and Remuneration Committee shall continue to function as a committee of the Board until otherwise resolved by the Board.
- B. Meetings:** The committee shall meet as and when the need arises for a review of Managerial Remuneration. The quorum for the meeting shall be one-third of the total strength of the committee or two members, whichever is higher but there shall be the presence of at least one Independent Director at each meeting. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.
- C. Role of Terms of Reference:**
- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal, and evaluate every director's performance;
 - Formulate the criteria for determining the qualifications, positive attributes, and independence of a director and recommend to the Board a policy relating to the remuneration for directors, KMPs, and other employees;
 - Formulation of criteria for evaluation of performance of independent directors and the board of directors;
 - Devising a policy on diversity of the board of directors;
 - Whether to extend or continue the term of appointment of the independent director, based on the report of performance evaluation of independent directors;
 - Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights;
 - Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
 - Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose;
 - Decide the amount of Commission payable to the Whole-Time Directors;
 - Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.; and

- To formulate and administer the Employee Stock Option Scheme.

Corporate Social Responsibility Committee

Our Company has re-constituted the Corporate Social Responsibility Committee ("CSR Committee") as per the applicable provisions of the Companies Act, 2013 vide Resolution dated June 28, 2024. The CSR Committee comprises of the following Directors:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Brij Kishore Goyal	Chairman	Chairman & Managing Director
Mr. Gopal Goyal	Member	Whole Time Director
Mr. Mohit Bhandari	Member	Non-Executive Independent Director

The scope and function of the Committee and its terms of reference shall include the following:

- To formulate and recommend to the Board a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013.
- To recommend the amount of expenditure to be incurred on the CSR activities as per the provisions of the Companies Act, 2013, and the CSR Rules.
- To monitor the Corporate Social Responsibility Policy of the company from time to time and institute a transparent monitoring, mechanism for the implementation of the CSR projects, programs, and activities undertaken by the Company.
- To review and approve annual budgets and project-wise outlays with respect to the CSR activities pursuant to the approval of the Board.
- To review and recommend the Annual CSR report for the Board's approval and for public disclosure as per regulatory requirements.
- To ensure compliance with the applicable disclosure requirements relating to the CSR activities pursuant to the Companies Act, 2013 and the rules made thereunder.
- To periodically update the Board on the status of the CSR activities including the expenditure incurred and accomplishments.
- To review and reassess the adequacy of the CSR Policy and propose any modifications/ amendments for the Board's approval as and when required.
- To formulate and monitor the CSR Plan, evaluation methodology, documentation, and institutionalization of the CSR activities.
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment, or modification as may be applicable.

The Committee shall meet as and when required and the quorum for the meeting shall be two directors or one-third of the total number of members of the committee, whichever is greater subject to at least one independent director present, and the minutes of the Committee shall be signed by the Chairman of the Committee and such minutes shall be presented before the next Board Meeting.

IPO Committee

The IPO Committee of our board was constituted by our Board of Directors by a Board resolution dated June 28, 2024. The IPO Committee is constituted as following:

Name of the Director	Nature of Directorship
Mr. Brij Kishore Goyal	Managing Director

Mr. Yash Goyal	Executive Director
Mrs. Khushboo Patodi	Non-Executive Independent Director

The scope and function of the Committee and its terms of reference shall include the following:

- To decide on the size timing pricing and all the terms and conditions of the issue of the Equity shares for the issue including the number of the Equity shares for the issue (including any reservation and rounding off in the event of any oversubscription) price any discount with the applicable law and to accept any amendments, modifications, variations, alterations thereto and allotting equity shares to pursuant to the basis of allocation to successful bidders.
- To appoint and enter into arrangements with BRLM/LM, underwriters to the issue, syndicate members to the issue, brokers to the issue, escrow collection bankers to the issue, refund bankers to the issue, registrar(s), legal advisor, advertising agency and other agencies or persons or intermediaries to the issue and to negotiate, finalize and amend the terms of their appointment, including but not limited to mandate letter with BRLM/LM, negotiation, finalization and execution and if required amendment of the issue agreement with BRLM/LM etc.
- To negotiate, finalize, settle, execute, and deliver or arrange the delivery of the Syndicate agreements, underwriting agreements, escrow agreements, share escrow agreements, agreements with the registrar to the issue and the advertising agency and all other documents, deeds, agreements, memorandum of understating and other instruments whatsoever with the registrar to the issue, legal advisors, auditors, stock exchange, BRLM/LM and any other intermediaries in connection with the issue with the power to authorize one or more officer of the company to execute all or any of the aforesaid documents or any amendments thereto.
- To finalize, settle, approve, and adopt the DRHP/DP, RHP/FP, the Prospectus the Bid Cum Application Form, any amendments, supplements, notices or corrigenda thereto, for the issue of Equity Shares and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/modifications as may be required by SEBI, ROC or any other relevant government and statutory authorities.
- To make an application to seek clarifications and obtain approvals from if necessary the RBI, FIPB, SEBI, ROC, or any statutory or government authorities in connection with the issue and wherever necessary, incorporate such modification/amendments/alterations/corrections as may be required In the DRHP, PHP, Prospectus.
- To approve any corporate governance requirements that may be considered necessary by the Board or IPO Committee or as may be required under the applicable Laws or the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended and listing agreements to be entered into by the company with the relevant stock exchange.
- To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under applicable Laws and SEBI Listing Regulations.
- To seek if required the consent of the lender to the company and its subsidiary, parties with whom the company has entered into various commercial and other agreements all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in relation to the issue or any actions connected therewith.
- To open and operate bank accounts of the Company in terms of the escrow agreements for handling refunds for the issue and to authorities one or more officers of the company to execute all documents/deeds as may be necessary in this regard.
- To open and operate bank account of the Company in the terms of section 40(3) of the Companies Act, 2013 as amended and to authorities, one or more directors/officers of the company to execute all documents/deeds as may be necessary in this regard.
- To determine and finalize the bid opening and bid closing (including bid opening and bid closing dates for anchor investors) or any extensions thereof the floor price/price band for the issue (including issue

price for anchor investors) approve the basis of allotment and confirm allocation/allotment of the equity shares to various categories of persons as disclosed in the DRHP, RHP, Prospectus, in consultation with the BRLM/LM and the selling shares(to the extent applicable) and do all such acts and things as may be necessary and expedient for and identical and ancillary to the issue including any alteration, addition or making any variations in relation to the issue.

- To issue receipts /allotment letters/ confirmations of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practice and regulations, including listing on relevant stock exchange, with power to authorize one or more directors/officers of the company to sign all or any of the aforesaid documents.
- To make applications for listing of the Equity Shares in the relevant stock exchange for the listing of the Equity shares of the Company and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange in connection with obtaining such listing.
- To do all such deeds and acts as may be required to dematerialize the equity shares of the company and to sign and/or modify as the case may be agreements and/or such other documents as may be required with NSDL, CDSL, RTA and other such agencies as may be required in this connection and to authorize one or more officer of the Company to negotiate, finalize, settle, execute, deliver all or any of the aforesaid documents.
- To authorize and approve the incurring of expenditure and payments of fees, commission, brokerage, and remuneration of expenses in connection with the issuer.
- To authorize and approve notices, advertising in relation to the issue in consultation with relevant intermediaries appointed for the issue.
- To withdraw DRHP, PHP, and the Issue at any stage if deemed necessary.
- To settle all questions, difficulties or doubts that may arise in regard to such issue allotment as it may in its absolute discretion deem fit.
- To settle any question difficulty or doubt that may arise in connection with the issue including the issue and allotment of the Equity shares as aforesaid and to further delegate the powers confined hereunder subject to such restrictions and limitations as it may deem fit and in the interest of the Company and to extent allowed under applicable laws and to do all such acts and deeds in connection therewith and identical thereto as the Committee may in its absolute discretion deem fit.
- To negotiate finalize settle execute and deliver any and all other documents or instruments and do or cause to be done any and all acts or things as the IPO Committee may deem necessary appropriate or advisable in order to carry out the purpose and intent of the forgoing or in connection with the issue and any documents or instruments so executed and delivered or acts and thing done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing.
- To take all actions as may be necessary or authorized in connection with the offer for sale.
- To delegate any of the powers mentioned in (i) to (xxi) to any director or officer of the Company.

Two Members of the committee shall form the quorum for the meeting of the IPO Committee.
