

List of the Board of Directors

S. No.	Name of Director	Designation
1.	Vinod Kumar Mariyappan	Whole-time director
2.	Basavaraju Kanakatte Shivakumar	Managing Director
3.	Mihir Kumar Pradhan	Chairman and Director
4.	Aniruddh Kumar	Independent Director
5.	Jayanthi Amarnath Bhagath	Independent Director
6.	Dayananda Swamy Mallikarjunappa	Independent Director

1. Audit Committee

Composition of Audit committee:

Name	Position in the Committee	Designation
Mr. Dayananda Swamy Mallikarjunappa	Chairperson	Independent Director
Mrs. Jayanthi Amarnath Bhagath	Member	Independent Director
Mr. Aniruddh Kumar	Member	Independent Director
Mr. Basavaraju Kanakatte Shivakumar	Permanent Invitee	Managing Director

Terms of reference specified hereunder:

A. Tenure of the Committee: The Audit 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 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 one hundred and twenty day 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 presence of minimum two Independent members at each meeting. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries.

C. Power of the Committee:

The Audit Committee shall have powers, including the following:

- to investigate any activity within its terms of reference;
- to seek information from any employee;
- to obtain outside legal or other professional advice;
- to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- To have full access to information contained in records of Company.

D. Role of the Committee:

The Role of Audit Committee together with its powers as per Part C of Schedule II of SEBI Listing Regulation and Companies Act, 2013 shall be as under:

The role of the Audit Committee shall include the following:

- 1) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- 2) Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
- 3) Approving payments to the 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, with particular reference to:
 - a. 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;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications and modified opinions in the draft audit report.
- 5) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- 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. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
- 7) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- 8) Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the Company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- 13) Reviewing the adequacy of 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) Discussing with internal auditors on any significant findings and follow up thereon;
- 15) 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;
- 16) Discussing 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;
- 17) Looking 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;
- 18) Reviewing the functioning of the whistle blower mechanism;
- 19) Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
- 20) Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹1,00 crore million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- 21) Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- 22) Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

Further, the Audit Committee shall mandatorily review the following:

1. management discussion and analysis of financial condition and results of operations;
2. management letters / letters of internal control weaknesses issued by the statutory auditors;
3. internal audit reports relating to internal control weaknesses;
4. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
5. statement of deviations:
 - a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

2. Stakeholders relationship committee

Composition of Stakeholders relationship committee:

Name	Position in the Committee	Designation
Mr. Dayananda Swamy Mallikarjunappa	Chairperson	Independent Director
Mr. Basavaraju Kanakatte Shivakumar	Member	Managing Director
Mr. Mihir Kumar Pradhan	Member	Chairman and ED
Mr. Vinod Kumar Mariyappan	Member	Whole Time Director

Terms of reference specified hereunder:

A. Tenure of the committee:

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 of the committee:

The Stakeholder Relationship Committee shall meet at least once in a year. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.

C. Scope and terms of reference:

The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI Listing Regulations, 2015 and Companies Act, 2013 shall be as under:

1. to consider and resolve grievances of 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.;
2. to review of measures taken for effective exercise of voting rights by shareholders;
3. review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. to review 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;
5. Such other functions / roles as may be delegated to the Committee by the Board and/or as may be required under applicable laws.

3. Nomination and Remuneration committee

Composition of Nomination and Remuneration committee:

Name	Position in the Committee	Designation
Mr. Dayananda Swamy Mallikarjunappa	Chairperson	Independent Director
Mrs. Jayanthi Amarnath Bhagath	Member	Independent Director
Mr. Aniruddh Kumar	Member	Independent Director
Mr. Mihir Kumar Pradhan	Member	Chairman and ED

Terms of reference specified hereunder:

A. Tenure: The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Meetings of the committee: The committee shall meet as and when the need arises, subject to at least once in a year. The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.

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. Scope and Terms of reference: The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:

- 1) formulating 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;
- 2) Evaluating 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 of directors of the Company 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 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.
- 3) Formulation of criteria for evaluation of the performance of independent directors and the Board;
- 4) Specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- 5) devising a policy on diversity of the Board;

- 6) identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal;
- 7) determining 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;
- 8) recommending to the Board, all remuneration, in whatever form, payable to senior management; and
- 9) Such other functions / roles as may be delegated to the Committee by the Board and/or as may be required under applicable laws.

4. Corporate Social Responsibility Committee

Composition of Corporate Social Responsibility committee:

Name	Position in the Committee	Designation
Mr. Dayananda Swamy Mallikarjunappa	Chairperson	Independent Director
Mr. Basavaraju Kanakatte Shivakumar	Member	Managing Director
Mr. Mihir Kumar Pradhan	Member	Chairman and ED
Mr. Vinod Kumar Mariyappan	Member	Whole Time Director

Terms of reference specified hereunder:

1. Formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
2. Recommend the amount of expenditure to be incurred on the CSR activities
3. Monitor the implementation of the CSR Policy of the Company from time to time.
4. Perform such other functions as may be necessary or appropriate for the performance of its duties.
5. 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 or as may be necessary or appropriate for the performance of its duties

5. Internal Operational Committee

Composition of Internal Operational committee:

Name	Position in the Committee	Designation
Mr. Vinod Kumar Mariyappan	Member	Whole Time Director
Mr. Mihir Kumar Pradhan	Member	Chairman and WTD
Mr. Basavaraju Kanakatte Shivakumar	Member	Managing Director

Terms of reference specified hereunder:

1. Purpose and Objectives:

Clearly state the committee's primary goals and objectives, such as improving operational efficiency, streamlining processes, or addressing specific operational challenges.

2. Scope of Authority:

Define the boundaries of the committee's authority, including which areas of the organization it has oversight over and what decisions it can make.

3. Membership and Roles:

Specify the committee's composition, including the roles and responsibilities of each member, such as chairperson, secretary, and other members.

4. Meeting Procedures:

Outline how meetings will be conducted, including frequency, agenda format, quorum requirements, and decision-making processes.

5. Reporting Structure:

Define who the committee reports to and how it will communicate its findings and recommendations.

6. Decision-Making Process:

Specify how decisions will be made, whether by consensus, majority vote, or other methods, and how disagreements will be resolved.

7. Review and Amendment:

Establish a process for regularly reviewing and amending the ToR to ensure it remains relevant and effective.