

## **BOARD COMMITTEES**

### **AUDIT COMMITTEE**

The Audit Committee comprises of three Directors. All of them, including the Chairperson, are independent Directors. The composition of the Audit Committee is as under:

- Mr. Krishan Lall Khetarpaul, Chairperson
- Dr. Kailash Chandra Varshney, Member
- Mr. Kuldeep Singal, Member

The Audit Committee performs functions in accordance with provisions of the Companies Act, 2013, SEBI (Listing & Other Disclosure Requirements) Regulations, 2015 and the functions, if any, assigned to it by the Board of Directors from time to time. These functions include reviewing Quarterly and Annual Financial Statements, approval of Related Party Transactions, recommending appointment and terms and reference of Statutory Auditors and appointing and fixing terms of reference of Internal Auditors.

### **THE NOMINATION & REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee comprises of three Directors. All of them, including the Chairperson, are independent Directors. The composition of the Nomination & Remuneration Committee is as under:

- Mr. Kuldeep Singal, Chairperson
- Dr. Kailash Chandra Varshney, Member
- Mr. Krishan Lall Khetarpaul, Member

The Nomination & Remuneration Committee performs functions in accordance with provisions of the Companies Act, 2013, SEBI (Listing & Other Disclosure Requirements) Regulations, 2015 and the functions, if any, assigned to it by the Board of Directors from time to time. These functions include recommending/approving remuneration and terms of appointment of Key Managerial Personnel and recommending appointment/re-appointment of directors.

### **THE STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Stakeholders' Relationship Committee comprises of the following members :

- Dr. Shiv Kumar Khandelwal, Independent Director
- Mr. Surinder Kumar Verma, Company Secretary

The Committee reviews the redressal of grievances of security holders of the Company, including investors' complaints related to transfers and transmissions, annual reports and other share related matters; the periodicity and effectiveness of the share transfer process, regulatory certifications, depository related issues and activities of the Registrar and Transfer Agent. The Company enjoys an extremely high level of investor satisfaction, which is reflected in the very insignificant number of investor complaints.

### **THE FINANCE COMMITTEE**

The Finance Committee comprises of the following members:

- Mr. Jai Kishan Garg, Chairperson
- Mr. Ramnik Garg, Member
- Dr. Shiv Kumar Khandelwal, Member (Independent Director)
- Mr. Naresh Kumar, Member (Independent Director)

The Finance Committee has been empowered by the Board to exercise borrowing powers, invest surplus funds of the Company and grant loans, give guarantee or provide security in respect of loans.

### **THE RE-ORGANISATION COMMITTEE**

The Re-Organisation Committee comprises of the following Members:

- Mr. Jai Kishan Garg, Chairperson
- Mr. Manish Garg, Member
- Mr. Naresh Kumar, Member (Independent Director)

The function of the Re-Organisation Committee is to make an in-depth study into the current corporate structure of the Company, its business segments including their profits/cash flow statements and put forth its proposals whether and to what extent benefits, if any, will accrue to the Company if its capital, business activities, debt and assets/liabilities of are re-aligned with the pattern of cash flows of the these business segments considering its revenue mix so that both these segments grow independently.

### **THE CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**

The CSR Committee comprises of the following members:

- Mr. Jai Kishan Garg, Chairperson
- Dr. Shiv Kumar Khandelwal, Member (Independent Director)
- Mr. Naresh Kumar, Member (Independent Director)

The function of CSR Committee is to recommend to the Board a CSR policy and incur expenditure on CSR activities previously approved by the Board.