

## Composition of Board and Committees w.e.f August 12, 2024

### Board of Directors

1. Shri Yogesh Chander Munjal (Chairperson - Managing Director - Executive Director)
2. Shri. Hitoshi Fukagawa (Joint Managing Director, Executive Director)
3. Shri Kazuhiro Nishioka (Non-Executive Director)
4. Shri Ashok Kumar Munjal (Independent director)
5. Smt. Kavita Venugopal (Independent director)
6. Smt. Neetika Batra (Independent Director)

### 01 Audit Committee

1. Smt. Neetika Batra (Chairperson - Independent Director)
2. Shri Ashok Kumar Munjal (Member - Independent Director)
3. Smt. Kavita venugopal (Member - Independent Director)

### **ROLES & DUTIES (TERMS OF REFERENCE):**

The Audit Committee shall play the following role:

- The recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- Examination of the financial statement and the auditor's report thereon.
- Approval or any subsequent modification of transaction of the Company with the related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertaking or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Monitoring the end use funds raised through public offers and related matters.

The Audit Committee shall receive comments from the auditors:

- About the internal control system
- About the scope of audit.
- Observation of the auditors about the audit.
- Review of financial statement before submission to the board of directors.
- Discuss on related issue with the internal auditors.
- Discuss on related issue with statutory auditors.
- Discuss on related issue with the management.

The Audit Committee shall have the following authorities and powers:



- Audit committee shall have the authority to investigate into any matter which is related to Section 177 (4) of Companies Act, 2013.
- Audit committee shall have power to obtain professional advice from external sources on any matter which is related to section 177(4) of Companies Act, 2013 and have full access to information contained in the records of the Company.

The Audit Committee shall hear the Auditors and key managerial personnel of the Company when it considers the audit report but the auditors and key managerial personnel shall not have the right to vote.

The Audit Committee will have roles, duties, functions and powers etc as mentioned in the Companies Act, 2013, Rules and Regulations made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **02 Share Transfer/ Stakeholders Relationship Committee**

1. Smt. Neetika Batra (Chairperson -Non- Executive Independent Director)
2. Shri Ashok Kumar Munjal (Member - Independent Director)
3. Shri Yogesh Chander Munjal (Member - Executive Director)
4. Shri Hitoshi Fukagawa (Member —Executive Director)

### **ROLES & DUTIES (TERMS OF REFERENCE):**

- To approve/REFERENCE use/reject registration of transfer/transmission/transposition of shares.
- To authorize Officers of the company to approve/reference use/reject registration of transfer/transmission/transposition of shares.
- To allot shares on exercise of stock options and to authorize issue of Share Certificates.
- To authorize:
  - Issue of duplicate share certificates and issue of share certificates after split/consolidation/ re-materialization of shareholding.
  - Printing of Share Certificates.
  - Affixation of Common Seal of the Company on Share Certificates of the Company.
- iv. Directors/ Managers/ Officers /Signatories for signing/endorsing Share Certificate.
- v. Necessary applications /corporate actions to Stock Exchanges and Depositories arising out of and incidental to the exercise of options by the employee."



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In addition to above the Share Transfer/Stakeholders Relationship Committee will have Roles, Duties, Functions and Powers etc as mentioned in the Companies Act, 2013, Rules and Regulations made there under and Listing Regulations”

### **03 Nomination & Remuneration Committee**

1. Shri Ashok Kumar Munjal (Chairperson -Independent Director)
2. Smt. Neetika Batra (Member - Independent Director)
3. Smt. Kavita Venugopal (Member - Independent Director)
4. Shri Yogesh Chander Munjal (Member- Executive Director)

#### **ROLES & DUTIES (TERMS OF REFERENCE):**

- to identify persons who are qualified to become directors and who may be appointed as senior management personnel of the company i.e. who are members of its core management team excluding Board of Directors, comprising all members of management one level below the executive directors, including the functional heads in accordance with the criteria laid down; recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- To formulate the criteria for determining qualification positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- to formulate the criteria for evaluation of performance of independent directors and the board of directors;
- to devise a policy on diversity of board of directors;
- to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors”

The Nomination and Remuneration Committee shall, while formulating the policy shall ensure that:

- Relationship of remuneration to performance is clear and meets appropriate performance benchmark.
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reference Electing short and long-term performance objectives appropriate to the working of the company and its goals.
- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.”



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In addition to above the Nomination and Remuneration Committee will have Roles, Duties, Functions and Powers etc as mentioned in the Companies Act, 2013, Rules and Regulations made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

#### **04 Corporate Social Responsibility Committee**

1. Shri Yogesh Chander Munjal (Chairperson - Executive Director)
2. Shri Ashok Kumar Munjal (Member - Independent Director)
3. Shri Hitoshi Fukagawa (Member —Executive Director)

#### **ROLES & DUTIES (TERMS OF REFERENCE):**

- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- To monitor the CSR policy of the Company from time to time;
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

In addition to above the CSR Committee will have Roles, Duties, Functions and Powers etc as mentioned in the Companies Act, 2013, Rules and Regulations made thereunder and Listing Regulations.

#### **05 Risk Management Committee**

1. Shri Yogesh Chander Munjal (Chairperson - Executive Director)
2. Shri Ashok Kumar Munjal (Member - Independent Director)
3. Shri Hitoshi Fukagawa (Member —Executive Director)
4. Smt. Kavita Venugopal (Member - Independent Director)

#### **ROLES & DUTIES (TERMS OF REFERENCE):**

1. The Risk Management Committee to periodically assess risks to the effective execution of business strategy and review key leading indicators in this regard;
2. Oversee implementation of policy & evaluate adequacy of risk management systems;
3. Review/recommend to the Board about framing, implementing and monitoring of the risk management plan of the Company;
4. The Committee shall evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner;
5. The Committee may form and delegate authority to sub-committees when appropriate. It can coordinate activities with other committees, in case of any overlap—majorly with the Audit Committee;
6. The Committee shall review and reassess the adequacy of this Charter once in every two years and recommend any proposed changes to the Board for approval;



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7. The Committee shall make regular reports to the Board, including with respect to risk management and minimization procedures;
8. Review of appointment, removal and terms of remuneration of the Chief Risk Officer (if any);
9. The Committee will be responsible for such other items as may be prescribed by the applicable laws or the Board in compliance with applicable laws;

Any other matter related to the above which committee may feel relevant.



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