



COMMITTEES OF THE BOARD

Procedure at Committee Meetings

The Company's guidelines relating to Board meetings are applicable to Committee meetings as far as practicable. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its function. Minutes of proceedings of Committee meetings are circulated to the Directors and placed before Board meetings for noting.

Audit Committee

The Committee deals with accounting matters, financial reporting and internal controls. The power, role, responsibilities and terms of reference of the Audit Committee are as prescribed under Section 177 of the Companies Act, 2013 and also as provided in Regulation 18, Schedule II, Part-C of SEBI (LODR) Regulations, 2015.

**Composition, Meeting and Attendance during the year**

Name of the Director	Independent/ Non-executive	Chairman/Member	No. of Meeting	
			Held during the year	Attended
Sri A.Venkatesh	Independent	Chairman	6	6
Sri A.T.Gowda	Independent	Member	6	6
Sri B.K.Agarwal,	Non-Executive	Member	6	6

Six meetings of the Audit Committee were held during the year as on 6th August 2021, 14th August 2021, 13th October 2021, 13th November 2021, 14th December 2021 and 7th February 2022.

The Chairman of the Audit Committee attended the last Annual General Meeting held on 31st August, 2021.

Nomination and Remuneration Committee

The Committee reviews and approves the salaries, commission, service agreements and other employment conditions of the Executive Directors, Key Managerial Personnel (KMP). The power, role, responsibilities and terms of reference of the Committee are as prescribed under Section 178 of the Companies Act, 2013 and also as provided in Part- D(A) of Schedule II of SEBI (LODR) Regulations, 2015.

Name of the Director	Independent/Non-Executive	Chairman/Member	No. of Meeting	
			Held during the year	Attended
Sri A.Venkatesh	Independent	Chairman	3	3
Sri A.T.Gowda	Independent	Member	3	3
Sri B.K.Agarwal	Non-Executive	Member	3	3

Three meeting of the Nomination and Remuneration Committee were held during the year as on 13th October, 2021, 7th February 2022 and 25th March, 2022.

The Chairman of the NRC attended the last Annual General Meeting held on 31st August, 2021.

Performance evaluation criteria for Independent Director

The Nomination and Remuneration Committee of the Board has laid down the following performance evaluation criteria for the Independent Directors:

1. Active participation and contribution to discussion in Board Meetings.
2. Effective Knowledge and expertise of the directors towards the growth and betterment of the Company.
3. Commitment to the highest ethical standards and values of the Company
4. Compliance with the policies of the Company and other applicable laws and regulations
5. Independence of Behaviour and judgment
6. Impact and influence

Performance evaluation of the Independent Directors has been done by the entire Board of Directors excluding the evaluated Director and the same form the basis to determine whether to extend or continue the tenure of appointment of Independent Directors.



Stakeholders' Relationship Committee

The term of reference of 'Stakeholders Relationship Committee' as per provisions of Section 178 of the Companies Act, 2013 and Part-(D)(B) of Schedule II of SEBI (LODR) Regulations, 2015 is to look into various issues relating to shareholders including the redressal of shareholders complaints, share transfers/transmission/issue of duplicate shares etc.

Composition, Meeting and Attendance during the year

Name of the Director	Designation	Category of Director	No. of Meeting	
			Held during the year	Attended
Mr. A. T. Gowda	Chairman	Independent	1	2
Mr. B. K. Agarwal	Member	Non-Executive	1	1
Mr. K. K. Agarwal*	Member	Executive	1	0
Mr. Ashoke Agarwal**	Member	Executive	1	1

*Mr. Kamal Kumar Agarwal ceased to be director of the Company with effect from 10.03.2022, consequently he ceased to be member of the SRC.

**Mr. Ashoke Agarwal was appointed as member of SRC by the Board in its meeting held on 25.03.2022.

One Meeting of the Stakeholders Relationship Committee was held during the year as on 25th March 2022.

The Chairman of the SRC was present at the last Annual General Meeting held on 31st August, 2021.

During the year one complaint was received from the Shareholders by SCORES and there was no out-standing complaints as on 31st March, 2022.

The Company Secretary acts as Secretary to all the above-mentioned Committees.