Composition of various committees of Board of Directors

List of Board of Directors:

S. no.	Name of Director	Designation
1	Mr. Rishi Das	Chairman, Executive Director & CEO
2	Ms. Meghna Agarwal	Executive Director & COO
3	Mr. Anshuman Das	Non-Executive Director
4	Mr. Sandeep Singhal	Nominee Director (Non-Executive)
5	Mr. Ishwar Subramanian	Independent Director
6	Mr. Naveen Tewari	Independent Director
7	Mr. Rahul Matthan	Independent Director
8	Ms. Sachi Krishana	Independent Director

1. **Audit Committee**

S. no.	Name of Director	Designation	Position in the committee
1	Mr. Ishawar Subramanian	Independent Director	Chairperson
2	Ms. Sachi Krishana	Independent Director	Member
3	Mr. Rishi Das	Chairman, Executive Director & Chief Executive Officer	Member

Terms of Audit Committee

The scope and function of the Audit Committee is in accordance with Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations. Its terms of reference are as follows:

The Audit Committee shall have powers, which should include the following:

a) To investigate any activity within its terms of reference;

b) To seek information from any employee of the Company;

c) To obtain outside legal or other professional advice;

d) To secure attendance of outsiders with relevant expertise if it considers necessary; and

e) Such powers as may be prescribed under the Companies Act, and SEBI Listing Regulations, as amended.

Role of Audit Committee

The role of the Audit Committee shall include the following:

a) Oversight of the Company's financial reporting process, examination of the financial statements and the auditors report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

b) Recommendation for appointment, re-appointment and replacement, removal, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor , of the Company and the fixation of audit fee;

c) Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company;

d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

i. 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;

ii. Changes, if any, in accounting policies and practices and reasons for the same;

iii. Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;

iv. Significant adjustments made in the financial statements arising out of audit findings;

v. Compliance with listing and other legal requirements relating to financial statements;

vi. Disclosure of any related party transactions; and

vii. Qualifications / modified opinion(s) in the draft audit report.

e) Reviewing, with the management, the quarterly, half yearly and annual financial statements before submission to the Board for approval;

f) Recommending to the board of directors, the appointment or removal of the external auditor, fixation of audit fees and approval for payment of any other services;

g) 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 utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, 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;

h) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

i) Formulating a policy on related party transactions, which shall include materiality of related party transactions;

j) Approval or any subsequent modification 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;

Explanation: The term “related party transactions” shall have the same meaning as provided in Regulation 2(1)(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act;

k) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

l) Scrutiny of inter-corporate loans and investments;

m) Valuation of undertakings or assets of the Company, wherever it is necessary;

n) Evaluation of internal financial controls and risk management systems;

o) Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

p) 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;

q) Discussion with internal auditors of any significant findings and follow up there on;

r) 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;

s) Discussion 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;

t) 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;

u) Reviewing the functioning of the whistle blower mechanism;

v) Approval of the appointment of the Chief Financial Officer of the Company ("CFO") (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;

w) Carrying out any other functions as provided under under the provisions of the Companies Act, the SEBI Listing Regulations, equity listing agreements and/or any other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties;

x) To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time;

y) Overseeing a vigil mechanism established by the Company, providing for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee for directors and employees to report their genuine concerns or grievances;

z) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;

aa) Reviewing the utilization of loans and/or advances from/investment by the Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as per the SEBI Listing Regulations and applicable law;

cc) Identification of list of key performance indicators and related disclosures in accordance with the SEBI (ICDR) Regulations, 2018, as amended, for the purpose of the Company's proposed initial public offering;

dd) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

ee) Such roles as may or prescribed under the Companies Act, the SEBI Listing Regulations or other applicable laws.

ff) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;

The Audit Committee shall mandatorily review the following information:

(a) Management discussion and analysis of financial condition and results of operations;

(b) Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;

(c) Internal audit reports relating to internal control weaknesses;

(d) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;

(e) Statement of deviations:

i. 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 Listing Regulations; and

ii. annual statement of funds utilised for purposes other than those stated in the issue document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

2. Stakeholders' Relationship Committee

S. No.	Name of Director	Designation	Position in the committee
1	Ms. Sachi Krishana	Independent Director	Chairperson
2	Mr. Rishi Das	Chairman, Executive Director & Chief Executive Officer	Member
3	Ms.. Meghna Agarwal	Executive Director & COO	Member

Terms of Stakeholders' Relationship Committee

The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The terms of reference of the Stakeholders' Relationship Committee shall include the following:

a) Redressal of all security holders' and investors' grievances including complaints related to transfer/transmission of shares, non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialization and rematerialization of shares, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., and assisting with quarterly reporting of such complaints;

b) Reviewing of measures taken for effective exercise of voting rights by shareholders;

c) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

d) Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

e) Reviewing the 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;

f) Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;

g) Considering and specifically looking into various aspects of interest of shareholders, debenture holders or holders of any other securities;

h) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

i) To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board from time to time;

j) To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company;

k) To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s) or agent(s); and

g) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, the SEBI Listing Regulations, or any other applicable laws.

3. Nomination and Remuneration Committee

S. No.	Name of Director	Designation	Position in the committee
1	Ms. Sachi Krishana	Independent Director	Chairperson
2	Mr. Anshuman Das	Non-Executive Director	Member
3	Mr. Rahul Matthan	Independent Director	Member

Terms of Nomination and Remuneration Committee

The scope and function of the Nomination, Remuneration and Compensation Committee is in accordance with Section 178 of the Act read with Regulation 19 of the SEBI Listing Regulations. The terms of reference of Nomination and Remuneration Committee shall include the following:

(i) Formulation of 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;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that

(a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

(ii) Formulation of criteria for evaluation of performance of independent directors and the Board;

(iii) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate 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 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 an 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.

(iv) Devising a policy on Board diversity;

(v) Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal, and carrying out evaluation of every director's performance (including independent director);

(vi) The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

(vii) Analysing, monitoring and reviewing various human resource and compensation matters;

(viii) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(ix) Recommending the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);

(x) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(xi) 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;

(xii) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(xiii) Administering, monitoring and formulating the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws ("**ESOP Scheme**")

(a) Determining the eligibility of employees to participate under the ESOP Scheme;

(b) Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;

(c) Date of grant;

(d) Determining the exercise price of the option under the ESOP Scheme;

(e) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;

(f) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

(g) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;

(h) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

(i) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;

(j) The grant, vest and exercise of option in case of employees who are on long leave;

(k) Allow exercise of unvested options on such terms and conditions as it may deem fit;

(l) The procedure for cashless exercise of options;

(m) Forfeiture/ cancellation of options granted;

(n) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:

a) the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
b) for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
c) the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

(xiv) Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

(xv) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

(a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;

(b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended; and

(c) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, by the Company and its employees, as applicable;

(xvi) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee;

(xvii) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

4. Corporate Social Responsibility Committee

S. No.	Name of Director	Designation	Position in the committee
1	Mr. Rishi Das	Chairman, Executive Director & Chief Executive Officer	Chairperson

2	Mr. Sandeep Singhal	Nominee (Non-Executive) Director	Member
3	Mr. Rahul Matthan	Independent Director	Member

Terms of Corporate Social Responsibility Committee

The scope and function of the Corporate Social Responsibility Committee is in accordance with Section 135 of the Act. The terms of reference of the Corporate Social Responsibility Committee shall include the following:

(i) To formulate and recommend to the Board, a corporate social responsibility policy stipulating, amongst others, the guiding principles for selection, implementation and monitoring the activities as well as formulation of the annual action plan, which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;

(ii) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

(iii) To recommend the amount of expenditure to be incurred for the corporate social responsibility activities, being at least two percent of the average net profits of the Company made during the three immediately preceding financial years in pursuance of its corporate social responsibility and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;

(iv) To formulate and recommend to the Board, an annual action plan in pursuance to the corporate social responsibility policy, which shall include the following, namely:

(a) the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Companies Act, 2013;

(b) the manner of execution of such projects or programmes as specified in Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014;

(c) the modalities of utilisation of funds and implementation schedules for the corporate social responsibility projects or programmes;

(d) monitoring and reporting mechanism for the implementation of the corporate social responsibility projects or programmes; and

(e) details of need and impact assessment, if any, for the corporate social responsibility projects undertaken by the company.

Provided that the Board may alter such plan at any time during the financial year, as per the recommendations of the Corporate Social Responsibility Committee, based on the reasonable justification to that effect.

(v) Identifying and appointing the corporate social responsibility team of the Company and delegate responsibilities to such team and supervise proper execution of all delegated responsibilities;

(vi) To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

(vii) To take note of the compliances made by implementing agency (if any) appointed for the corporate social responsibility of the Company;

(viii) To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred or perform such responsibilities as may be required by the corporate social responsibility committee in terms of the provisions of Section 135 of the Companies Act; and

Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

5. IPO Committee

S. no.	Name of Director	Designation	Position in the committee
1	Mr. Rishi Das	Chairman, Executive Director & Chief Executive Officer	Chairperson
2	Ms. Meghna Agarwal	Executive Director & COO	Member
3	Mr. Sandeep Singhal	Nominee (Non-Executive) Director	Member

Terms of IPO Committee

The scope and function of IPO Committee is accordance to Offer as permitted under applicable law. The term of reference of the IPO Committee shall include following:

a) To make applications to seek clarifications and obtain approvals from, where necessary, the SEBI, the Stock Exchanges, RBI, the Registrar of Companies or any other statutory or governmental authorities as may be required, in connection with the Offer and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and incorporate such modifications/amendments/alterations/corrections as may be required in the DRHP, the RHP and the prospectus;

b) To invite the existing shareholders of the Company to participate in the Offer by offering for sale the Equity Shares held by them at the same price as in the Offer;

c) All actions as may be necessary in connection with the Offer, including extending the Bid/Offer period, revision of the Price Band, in accordance with the Applicable Laws;

d) To appoint and enter into arrangements with the BRLMs, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, advisors to the Offer, escrow collection bank(s) to the Offer, registrars to the Offer, sponsor bank(s), refund bank(s) to the Offer, public Offer account bank(s) to the Offer, advertising agencies, legal counsel, monitoring agency, grading agency, auditors, independent chartered accountants, industry data providers, and any other agencies or persons or intermediaries to the Offer and to negotiate and finalise and amend the terms of their appointment, including but not limited to execution of the BRLMs' mandate letter, negotiation, finalisation, execution and, if required, amendment of the Offer Agreement with the BRLMs and the Underwriting Agreement with the underwriters;

e) To negotiate, finalise, settle, execute and deliver or arrange the delivery of Offer Agreement, Registrar Agreement, Syndicate Agreement, Underwriting Agreement, Cash Escrow and Sponsor Bank Agreement, Monitoring Agency Agreement and all other documents, deeds, agreements, memorandum of understanding, and any notices, supplements and corrigenda thereto, as may be required or desirable and other instruments whatsoever with the registrar to the Offer, legal advisors, auditors, Stock Exchanges, BRLMs and any other agencies/intermediaries in connection with the Offer with the power to authorise one or more officers of the Company to negotiate, execute and deliver all or any of the aforestated documents;

f) To finalise, approve, adopt, deliver and arrange for, in consultation with the BRLMs, submission of the draft red herring prospectus ("**DRHP**"), the red herring prospectus ("**RHP**"), the prospectus, abridged prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient) and application forms, the preliminary and final international wrap and any amendments, supplements, notices or corrigenda thereto for the issue of Equity Shares including incorporating such alterations/corrections/modifications as may be required by SEBI, RoC, or any other relevant governmental and statutory authorities or in accordance with all Applicable Law;

g) To approve the relevant restated financial statements to be issued in connection with the Offer;

h) To seek, if required, the consent and waivers from the lenders of the Company, industry data providers, 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 Offer or any actions connected therewith;

i) To open and operate bank account(s) of the Company in terms of the Cash Escrow and Sponsor Bank Agreement, as applicable and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

j) To authorise and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;

k) To approve code of conduct suitable insider trading policy, whistle blower/vigil mechanism policy, risk management policy and other corporate governance requirements, as may be considered necessary or as required under Applicable Laws for the Board, officers of the Company and other employees of the Company;

l) To authorise any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Offer;

m) To approve suitable policies in relation to the Offer as may be required under Applicable Laws;

n) To approve any corporate governance requirement that may be considered necessary by the Board or the IPO Committee or as may be required under Applicable Laws, in connection with the Offer;

o) To authorise and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer;

p) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act or as may be required by the regulations issued by SEBI and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

q) To determine and finalise the bid opening and bid closing dates (including bid opening and closing dates for anchor investors), floor price/price band for the Offer, the Offer Price for anchor investors, approve the basis for allocation/allotment and confirm allocation/allotment of the Equity Shares to various categories of persons as disclosed in the DRHP, the RHP and the prospectus, in consultation with the BRLMs;

r) To issue receipts/allotment letters/confirmation of allocation 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 practices and regulations, including listing on the Stock Exchanges, with power to authorise one or more officers of the Company to sign all or any of the aforestated documents;

s) To withdraw the DRHP or the RHP or not to proceed with the Offer at any stage, if considered necessary and expedient, in accordance with Applicable Laws;

t) To make applications for listing of Equity Shares on the Stock Exchanges and to execute and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;

u) To do all such deeds and acts as may be required to dematerialise the Equity Shares and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Company to execute all or any of the aforestated documents;

v) To do all such acts, deeds, matters and things and execute all such other documents, etc., as it may, in its absolute discretion, deem necessary or desirable for the Offer, in consultation with the BRLMs, including without limitation, determining the anchor investor portion and allocation to anchor investors, finalising the basis of allocation and allotment of Equity Shares to the successful allottees and credit of Equity Shares to the demat accounts of the successful allottees in accordance with Applicable Laws;

w) To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment and matters incidental thereto as it may deem fit and to delegate such of its powers as may be deemed necessary and permissible under Applicable Laws to the officials of the Company;

x) To take such action, give such directions, as may be necessary or desirable as regards the Offer and to do all such acts, matters, deeds and things, including but not limited to the allotment of Equity Shares against the valid applications received in the Offer, as are in the best interests of the Company;

y) To approve the expenditure in relation to the Offer;

z) To negotiate, finalise, settle, execute and deliver any and all other documents or instruments and doing or causing 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 purposes and intent of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing; and

aa) To submit undertaking/certificates or provide clarifications to or obtain approvals and seek exemptions, if necessary, from the Securities Exchange Board of India and the Stock Exchanges where the Equity Shares of the Company are proposed to be listed.

5. Management Sub Committee

S. no.	Name of Director	Designation	Position in the committee
1	Mr. Rishi Das	Chairman, Executive Director & Chief Executive Officer	Chairperson
2	Ms. Meghna Agarwal	Executive Director & COO	Member
3	Mr. Anshuman Das	Non-Executive Director	Member

Terms of Management Sub Committee

The terms of reference of the Management Sub Committee shall be as follows:

a) To pass necessary resolutions w.r.t. borrowing of funds as approved by the Board of Directors from any Banks, financial institutions, group companies or associate entities, affiliates other body corporate/ entities, by any which way and in any manner upto Rs 200 crore (outstanding at any point of time) and create

or modify mortgage, hypothecation, assignment, lien, or charge on the movable or immovable properties, project receivables or any other assets of the Company as may be required by the lenders.

b) To invest/ disinvest funds of the Company, to make investments and acquire by way of subscription, purchase/sale / transfer or otherwise, shares or securities of any other body corporate, partnership firm, LLP as authorized by the Board and to make investments in liquid funds, bonds, units of Mutual Funds and other investments as authorized by the Board.

c) To comply with routine statutory and regulatory procedures and pass necessary resolutions in this regard for authorisations from time to time on respective matters.

d) To open/operate/ modify/ close various bank accounts for day-to-day business operations of the Company.

e) To delegate/ provide authority to various officials of the Company for business operations of the Company including signing of agreements, deeds, applications and other documents.

6. Risk Management Committee

S. no.	Name of Director	Designation	Position in the committee
1	Mr. Rishi Das	Chairman, Executive Director & Chief Executive Officer	Chairperson
2	Ms. Meghna Agarwal	Executive Director & COO	Member
3	Ms Sachi Krishana	Independent Director	Member

Terms of Risk Management Committee

The terms of reference of the Risk Management Committee shall be as follows:

a. To formulate a detailed risk management policy which shall include:

b. framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, Environmental, Social and Governance (ESG) related risks), information, cyber security risks or any other risk as may be determined by the committee;

c. measures for risk mitigation including systems and processes for internal control of identified risks; and

d. business continuity plan.

e. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of our Company;

f. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

g. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

h. To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;

i. The appointment, removal and terms of remuneration of the Chief Risk Officer shall be subject to review by the Risk Management Committee;

j. To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;

k. Laying down risk assessment and minimization procedures and the procedures to inform Board of the same;

l. Framing, implementing, reviewing and monitoring the risk management plan for our Company and such other functions, including cyber security, as may be delegated by the Board; and

m. Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Risk Management Committee.

****