

1. Role of the Board of Directors

The primary role of the Board is that of trusteeship to protect and enhance shareholders' value through strategic direction to the Company. The Board exercises its duties with care, skill, diligence and affirms compliance in terms of the Companies Act, 2013, SEBI (LODR) and other applicable legislations in the best possible manner, as regards functioning of the Board, its Committee's and the Organisation, in general.

2. Broad terms of reference and functions of the Board

The following are generally provided to the Board of Directors:

- a. Annual strategies and operating plans.
- b. Capital budgets and updates thereon.
- c. Quarterly and half yearly unaudited financial results of the Company, it's subsidiary and joint venture.
- d. Audited financial results of the Company.
- e. Minutes of the meetings of the Board Committees.
- f. Information on recruitment and remuneration of Senior Executives, just below the level of the Board.
- g. Risk mitigation plans and updates.
- h. Show cause, demand, prosecution and penalty notices, which are materially important.
- i. Fatal or serious accidents, dangerous occurrences; any material effluent or pollution problems.
- j. Any material default in financial obligation by the Company/substantial non payment of goods sold by the Company.
- k. Details of any joint venture/collaboration agreement.
- l. Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- m. Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order or strictures on the Company or any adverse view regarding another enterprise that can have a negative impact on the Company.
- n. Significant labour problems & their proposed solution.
- o. Any significant development in human resources/ industrial relations front like signing of wage agreement, implementation of voluntary retirement scheme etc.
- p. Sale of material nature of investments, subsidiaries, assets etc. which are not in the normal course of business.
- q. Quarterly details of foreign exchange exposures and steps taken by the Management to limit the risk of adverse exchange rate movement.
- r. Non-compliance of any regulatory, statutory or listing requirements and shareholder services such as unclaimed dividends, delay in share transfers etc.
- s. Updates on the working of subsidiary and joint venture.

3. Composition

Name	Designation	Category
Mrs. N Malkani Nagpal	Chairman	Promoter
Mr. Harish P Ledwani	Managing Director	Executive
Mr. Aditya T Malkani	Executive Director	Promoter and Executive
Mr. Navroze S Marshall	Director	Non-Executive and Independent
Mr. Santosh Janakiram	Director	Non-Executive and Independent
Mr. Rafique Abdul Malik	Director	Non-Executive and Independent

4. Director's identification number (DIN)

Name	DIN
Mr. A T Malkani	01585637
Mrs. N Malkani Nagpal	00031985
Mr. Aditya T Malkani	00040629
Mr. Navroze S Marshall	00085754
Mr. Santosh Janakiram	06801226
Mr. Rafique Abdul Malik	00521563