

Rudra Gas Enterprise Limited

Reg. Office : B-702, The Capital Building, Science City Road, opp.

Hetarth Party Plot, Ahmedabad - 380060 Gujarat

Email: rudragasenterprise@gmail.com, rudra.paldi@gmail.com

Website: www.rudragasenterprise.com

(M) +91 70699 95994

CIN U40104GJ2015PLC084419



CERTIFIED TRUE COPY OF BOARD RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF RUDRA GAS ENTERPRISE LIMITED HELD ON MONDAY, 04TH SEPTEMBER, 2023 AT 04.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT B-702, THE CAPITAL BUILDING, SCIENCE CITYROAD,OPP. HETARTH PARTY PLOT, AHMEDABAD-380060, GUJARAT.

Currently the Board has Five (5) Directors. In compliance with the requirements of Companies Act, 2013, our Company has Two (2) Executive Directors, One (1) Non-Executive women Director and Two (2) Independent Directors on the Board.

Composition of Board of Directors is set forth in the below mentioned table:

| Sr. No. | Name of Directors | Designation | Status | DIN |
|---------|-----------------------------|-------------------------------|----------|----------|
| 1 | Kush Sureshbhai Patel | Managing Director | Chairman | 07257552 |
| 2 | Kashyap Sureshbhai Patel | Executive Director | Member | 07257549 |
| 3 | Manjulaben Sureshbhai Patel | Non- Executive Women Director | Member | 07257553 |
| 4 | Paresh Laxminarayan Sharma | Independent Director | Member | 08637219 |
| 5 | Jayshri Yogesh Raval | Independent Women Director | Member | 10168710 |

Constitution of Committees

Our company has constituted the following Committees of the Board;

1. Audit Committee;
2. Stakeholders Relationship Committee;
3. Nomination and Remuneration Committee;
4. CSR Committee; and
5. Prevention of Sexual Harassment (POSH Committee)

Details of composition, terms of reference etc. of each of the above committees are provided hereunder;

1. Audit Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its meeting held on 04th September, 2023 constituted Audit Committee.

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The constitution of the Audit Committee is as follows:

| Name of the Directors | Status | Nature of Directorship |
|----------------------------|----------|----------------------------|
| Paresh Laxminarayan Sharma | Chairman | Independent Director |
| Jayshri Yogesh Raval | Member | Independent Women Director |
| Kush Sureshbhai Patel | Member | Managing Director |

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of Reference

The Role of Audit Committee not limited to but includes: -

1. The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
2. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
3. Examination of financial statement and auditors' report thereon including interim financial result before submission to the Board of Directors for approval;
 - a. Changes, if any, in accounting policies and practices and reasons for the same
 - b. Major accounting entries involving estimates based on the exercise of judgment by management
 - c. Significant adjustments made in the financial statements arising out of audit findings
 - d. Compliance with listing and other legal requirements relating to financial statements
 - e. Disclosure of any related party transactions
 - f. Qualifications in the draft audit report.
4. Approval or any subsequent modification of transactions of the Company with related party;

Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof;

Provided further that in case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;

Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;

5. Reviewing, with the management, and monitoring the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted

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- by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
6. Scrutiny of Inter-corporate loans and investments;
 7. Reviewing and discussing 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;
 8. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
 9. Valuation of undertakings or assets of the company, where ever it is necessary;
 10. Evaluation of internal financial controls and risk management systems and reviewing, with the management, performance of internal auditors, and adequacy of the internal control systems; and
 11. To look 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;
 12. Approval of appointment of 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 & background, etc. of the candidate; and
 13. Carrying out any other function as assigned by the Board of Directors from time to time.

Review of Information

- i. Management discussion and analysis of financial condition and results of operations;
- ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weaknesses; and
- v. The appointment, removal and terms of remuneration of the Internal Auditor.
- vi. Annual statement of funds utilized for purpose other than those stated in the offer document/prospectus.

Powers of Committee

- i. To investigate any activity within its terms of reference;
- ii. To seek information from any employees;
- iii. To obtain outside legal or other professional advice; and
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Quorum and Meetings

The audit committee shall meet as and when required to discuss and approve the items included in its role. The quorum of the meeting of the Audit Committee shall be one third of total members of the Audit Committee or 2, whichever is higher, subject to minimum two Independent Director shall present at the Meeting.

2. Stakeholders Relationship Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on 04th September, 2023, constituted Stakeholders Relationship Committee.

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The constitution of the Stakeholders Relationship Committee is as follows:

| Name of the Directors | Status | Nature of Directorship |
|----------------------------|----------|----------------------------|
| Paresh Laxminarayan Sharma | Chairman | Independent Director |
| Jayshri Yogesh Raval | Member | Independent Women Director |
| Kush Sureshbhai Patel | Member | Managing Director |

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of Reference

To supervise and ensure;

- i. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares;
- ii. Redressal of shareholder and investor complaints like transfer of Shares, non-receipt of balance sheet, non-receipt of declared dividends etc.;
- iii. Issue duplicate/split/consolidated share certificates;
- iv. Dematerialization/Rematerialization of Share;
- v. Review of cases for refusal of transfer / transmission of shares and debentures;
- vi. Reference to statutory and regulatory authorities regarding investor grievances and to otherwise ensure proper and timely attendance and redressal of investor queries and grievances; Provided that inability to resolve or consider any grievance by the Stakeholders Relationship Committee in good faith shall not constitute a contravention of Section 178 of Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof.
- vii. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

Quorum and Meetings

The Stakeholders Relationship Committee shall meet as and when require to discuss and approve the items included in its role. The quorum shall be one third of total members of the Stakeholders Relationship Committee or 2 members, whichever is higher.

3. Nomination and Remuneration Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on 04th September, 2023 constituted Nomination and Remuneration Committee.

The constitution of the Nomination and Remuneration Committee is as follows:

| Name of the Directors | Status | Nature of Directorship |
|-----------------------------|----------|------------------------------|
| Paresh Laxminarayan Sharma | Chairman | Independent Director |
| Jayshri Yogesh Raval | Member | Independent Women Director |
| Manjulaben Sureshbhai Patel | Member | Non-Executive Women Director |

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Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of reference**Role of Nomination and Remuneration Committee not limited to but includes: -**

- 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;
- ii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iii. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- iv. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance.

Quorum and Meetings

The Committee is required to meet at least once a year. The quorum necessary for a meeting of the Nomination and Remuneration Committee is one third of total members of the Nomination and Remuneration Committee or 2 members, whichever is higher.

4. CSR COMMITTEE:

The Board of Directors of our Company has, in pursuance to provisions of Section 135 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its Meeting held on 04th September, 2023 constituted CSR Committee.

The constitution of the CSR Committee is as follows:

| Name of the Directors | Status | Nature of Directorship |
|----------------------------|----------|----------------------------|
| Paresh Laxminarayan Sharma | Chairman | Independent Director |
| Jayshri Yogesh Raval | Member | Independent Women Director |
| Kush Sureshbhai Patel | Member | Managing Director |

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of reference**Role of CSR Committee not limited to but includes: -**

1. 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;

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2. To review and recommend the amount of expenditure to be incurred on the CSR related activities to be undertaken by the Company;
3. To institute a transparent monitoring mechanism for the implementation of the CSR projects , programs and activities undertaken the Company from time to time;
4. 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;

Quorum and Meetings

The CSR Committee shall meet as and when require to discuss and approve the items included in its role. The quorum shall be one third of total members of the CSR Committee or 2 members, whichever is higher.

5. Prevention of Sexual Harassment (POSH Committee)

The Board of Directors of our Company has, in pursuance to provisions of “The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013” and rules framed thereunder (hereinafter “the Act”). The reference shall always be made to the Act and the provisions of the Act shall prevail, in its Meeting held on 04th September, 2023 constituted POSH Committee.

The constitution of the POSH Committee is as follows:

| Name of the Directors | Status | Nature of Directorship |
|-----------------------------|-------------------|------------------------------|
| Jayshri Yogesh Raval | Presiding Officer | Independent Director |
| Manjulaben Sureshbhai Patel | Member | Non-Executive Women Director |
| Paresh Laxminarayan Sharma | Member | Independent Women Director |
| Kush Sureshbhai Patel | Member | Managing Director |

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

Terms of reference

Role of POSH Committee not limited to but includes: -

- To take note of the complaints of sexual harassment at the workplace;
- To inquire into the complaints so received;
- To inform the employer and coordinate with her/him in implementing appropriate action(s);
- To maintain strict confidentiality throughout the process;

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**RUDRA GAS
ENTERPRISE**

- To submit reports annually on any case relating to harassment of women at workplace.

Quorum and Meetings

The POSH Committee shall meet as and when require to discuss and approve the items included in its role. The minimum quorum for all POSH Committee proceedings is three out of which the Presiding Officer and the external member must be present.

CERTIFIED TO BE TRUE
For, RUDRA GAS ENTERPRISE LIMITED


KUSH PATEL
MANAGING DIRECTOR
DIN: 07257552

