

VEGEPRO FOODS & FEEDS LIMITED

I. BOARD OF DIRECTORS

- **Composition**

The Board consists of 4 Members, of whom 2 (two) are Non-Executive Independent Directors, 1 (one) Executive Chairman, and 1 (one) is a Non-Executive, Non-Independent Director. The size and composition of the Board conforms to the requirements of Clause 49 of the Listing Agreement with Stock Exchanges. The details of the Board of Directors

Name of the Directors	Category
Mr. Shyam Sunder Sharma (Chairman)	Executive & Non Independent
Mr. Sanjay Rawka	Non-Executive Independent
Mr. Mahesh Kumar Gupta	Non-Executive Independent
Mrs. Babita Umang Nagori	Non-Executive & Non-Independent

II. AUDIT COMMITTEE

The Audit Committee, constituted in line with the composition as prescribed by the code of Corporate Governance, presently comprise of Mr. M. K. Gupta (Chairman) Mr. Sanjay Rawka and Mrs. Babita Umang Nagori. The scope of the Committee includes:-

- a) To review internal control systems, nature and scope of audit as well as post audit discussions.
- b) To review quarterly, half-yearly and annual statements.
- c) Reviewing with the management, external auditors, and the adequacy of internal control systems.
- d) To recommend to the Board on any matter relating to Financial Management including audit report.
- e) To oversee Company's financial reporting process and disclosure of financial information.

The composition of the Audit Committee is given below:

Name of Members	Category
Mr. M.K.Gupta (Chairman)	Non-Executive & Independent
Mr. Sanjay Rawka	Non-Executive & Independent

Mrs. Babita Umang Nagori	Non-Executive & Non-Independent

III. STAKEHOLDER'S/ INVESTORS' GRIEVANCE COMMITTEE

Stakeholders' Grievance Committee has been formed for redressal of Investors complaints like transfer of shares, non-receipts of annual report, non-receipt of declared dividend, issue of duplicate certificates, transfer & transmission of shares & allied transactions.

The Committee oversees the performance of **M/s. C B Management Services Pvt. Ltd.**, the Registrars and Share Transfer Agents of the Company and recommends measures to improve the level of investor related services. All the share transfer/transmission cases approved by the Registrars are reported to the Committee. The Committee also keeps a close watch on disposal status of all complaints/grievances of shareholders.

The Composition of the committee is given below:

Name of Members	Category
Mr. M.K. Gupta (Chairman)	Non Executive & Independent
Mr. Sanjay Rawka	Non Executive & Independent
Mrs. Babita Umang Nagori	Non-Executive & Non-Independent

IV. NOMINATION AND REMUNERATION COMMITTEE

The purpose of the committee is to oversee the Company's nomination process for senior management and specifically to identify, screen and review individual's qualified to serve as EDs, NEDs and IDs consistent with the criteria approved by the Board, Nominees for election at the AGM of the shareholders.

The composition of the committee members is given below:

Name of Members	Category
Mr. M.K. Gupta (Chairman)	Non Executive & Independent
Mr. Sanjay Rawka	Non Executive & Independent
Mrs. Babita Umang Nagori	Non-Executive & Non-Independent

V. RISK MANAGEMENT COMMITTEE

The purpose of this committee is to frame, implement and monitor the Risk Management Policy of the Company.

The terms of reference of this committee are:

- a) Overseeing the key risks, including strategic, financial, operational and compliance risks.
- b) Assisting the Board in framing, implementing and monitoring the risk management plan for the Company and reviewing and guiding the risk policy.
- c) Developing risk management policy and risk management system/ framework for the Company.

The composition of the committee is given below:

Name of Members	Category
Mr. M.K. Gupta (Chairman)	Non Executive & Independent
Mr. Sanjay Rawka	Non Executive & Independent
Mrs. Babita Umang Nagori	Non-Executive & Non-Independent