

A G UNIVERSAL LIMITED

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COMMITTEES OF BOARD OF DIRECTORS

**(Updated pursuant to the Resolutions passed at the Board Meeting held on September 05, 2026, effective October 01, 2026)*

COMPOSITION AND TERMS OF REFERENCE OF BOARD COMMITTEES

**(Updated pursuant to the Resolutions passed at the Board Meeting held on September 05, 2026, effective October 01, 2026)*

1. AUDIT COMMITTEE

A. Composition of Audit Committee (Effective October 01, 2026)

The Audit Committee has been reconstituted by the Board of Directors in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Designation in the Committee	Nature of Directorship
Mr. Madhav Gupta	Chairperson	Non-Executive and Independent Director
Mrs. Kusum Naruka	Member	Non-Executive and Independent Director
Mr. Amit Gupta	Member	Executive Director (Managing Director)

- **Secretary to the Committee:** The **Company Secretary & Compliance Officer** acts as the Secretary to the Audit Committee.

B. Role and Terms of Reference of Audit Committee

The role and scope of the Audit Committee include the following:

1. **Financial Reporting Oversight:** Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible.
2. **Statutory Auditors:**
 - Recommendation for appointment, remuneration, and terms of appointment of auditors of the Company.
 - Approval of payment to statutory auditors for any other services rendered.
 - Reviewing and monitoring the auditor's independence, performance, and effectiveness of the audit process.
 - Discussion with statutory auditors before the audit commences regarding the nature and scope of audit, as well as post-audit discussion to ascertain any area of concern.
3. **Review of Financial Statements:** Reviewing with the management the quarterly and annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement under Section 134(3)(c) of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on management judgment.
 - Significant adjustments made in financial statements arising out of audit findings.
 - Compliance with listing agreement and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Modified opinion(s) in the draft audit report.

4. **Use of Funds:** Reviewing with management the statement of uses/application of funds raised through an issue (public, rights, preferential, etc.) and monitoring agency reports, as well as monitoring the end use of funds raised through public offers.
5. **Related Party Transactions:** Approval or any subsequent modification of transactions of the Company with related parties.
6. **Loans, Investments & Valuations:**
 - Scrutiny of inter-corporate loans and investments.
 - Valuation of undertakings or assets of the Company, wherever necessary.
 - Reviewing the utilization of loans/advances from or investments by the holding company in the subsidiary exceeding prescribed statutory limits.
7. **Internal Controls & Risk Management:**
 - Evaluation of internal financial controls and risk management systems.
 - Reviewing with management the performance of statutory and internal auditors and adequacy of internal control systems.
8. **Internal Audit Function:**
 - Reviewing the adequacy of the internal audit function, including organizational structure, staffing and seniority of the official heading the department, reporting structure, coverage, and frequency.
 - Discussion with internal auditors regarding any significant findings and follow-up thereon.
 - Reviewing findings of internal investigations into suspected fraud, irregularity, or failure of internal control systems of a material nature and reporting matters to the Board.
9. **Vigil Mechanism:** Reviewing the functioning of the whistle blower / vigil mechanism.
10. **KMP Approvals & Default Reviews:**
 - Approval of appointment of the Chief Financial Officer (CFO) after assessing qualifications, experience, and background.
 - Looking into reasons for substantial defaults in payment to depositors, debenture holders, shareholders (non-payment of declared dividends), and creditors.

2. NOMINATION AND REMUNERATION COMMITTEE (NRC)

A. Composition of Nomination & Remuneration Committee (Effective October 01, 2026)

The Nomination and Remuneration Committee has been reconstituted by the Board of Directors pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015:

Name of Director	Designation in the Committee	Nature of Directorship
Mr. Sandeep Yadav	Chairperson	Non-Executive and Independent Director
Mrs. Kusum Naruka	Member	Non-Executive and Independent Director
Ms. Bharti Gupta	Member	Non-Executive and Non-Independent Director

- **Secretary to the Committee:** The Company Secretary & Compliance Officer acts as the Secretary to the Committee.

B. Role and Terms of Reference of Nomination & Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee include:

1. **Criteria & Policy Formulation:** Formulating criteria for determining qualifications, positive attributes, and independence of a director, and recommending to the Board a policy relating to remuneration for directors, key managerial personnel, and other employees.
2. **Performance Evaluation:** Formulating criteria for evaluation of performance of independent directors and the Board of Directors, and specifying the manner for effective evaluation of the Board, its committees, and individual directors.
3. **Board Diversity:** Devising a policy on diversity of the Board of Directors.
4. **Director & Senior Management Appointments:** Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with laid-down criteria, and recommending their appointment and removal to the Board.
5. **Tenure Extension:** Extending or continuing the term of appointment of independent directors on the basis of their performance evaluation reports.

3. STAKEHOLDERS' RELATIONSHIP COMMITTEE (SRC)

A. Composition of Stakeholders' Relationship Committee

Constituted pursuant to Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, 2015:

Name of Director	Designation in the Committee	Nature of Directorship
Mr. Madhav Gupta	Chairperson	Non-Executive and Independent Director
Mr. Sandeep Yadav	Member	Non-Executive and Independent Director
Mr. Kaushal Gupta	Member	Executive Director (Whole Time Director)

- **Secretary to the Committee:** The **Company Secretary & Compliance Officer** acts as the Secretary to the Committee.

B. Role and Terms of Reference of Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee oversees all matters pertaining to investors and security holders, with key responsibilities including:

1. **Grievance Redressal:** Resolving grievances of security holders, including complaints related to transfer/transmission of shares, non-receipt of annual reports, non-receipt of declared dividends, issue of new/duplicate share certificates, and general meeting matters.
2. **Voting Rights:** Reviewing measures taken for effective exercise of voting rights by shareholders.
3. **RTA Service Standards:** Reviewing adherence to service standards adopted by the Company in respect of services rendered by Registrar & Share Transfer Agent (Skyline Financial Services Pvt. Ltd.).
4. **Investor Grievance Reduction:** Reviewing various measures and initiatives taken by the Company for reducing investor grievances.