

#### A. *Audit Committee*

The Company has formed an Audit Committee pursuant to resolution of Board of Directors dated October 19,2001 as per the requirements of Companies Act, 1956. The Audit Committee was last reconstituted on November 25, 2025. Pursuant to a resolution of our Board dated May 24,2025, the TOR of Audit Committee has been revised as per the requirements of the SEBI (LODR) Regulations and the Companies Act.

The Audit Committee comprises of the following:

<b>Sr. No.</b>	<b>Name of Member</b>	<b>Designation</b>	<b>Nature of Directorship</b>
1.	Shri Mukesh Agrawal	Chairman	Official Part-time Director
2.	Shri Marapally Venkateshwarlu	Member	Official Part-Time Director
3.	Shri Ajay Kumar	Member	Functional Director
4.	Shri Rajeev Kumar Sinha	Member	Functional Director

The Company Secretary acts as the secretary of the Audit Committee.

As on the date, our Company does not have any Independent Director on the Board which results in non-compliance with the provisions of LODR Regulations regarding constitution of audit committee under Regulation 18(1) and section 177 of the Companies Act, 2013. Therefore, our Company vide a formal letter, plans to seek an exemption from SEBI from the provisions of LODR Regulations regarding constitution of the Board and its committees under Regulation 18(1).

The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act, 2013, read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of the SEBI (LODR) Regulations, 2015 as amended and approved by our Board pursuant to its resolution dated 19.10.2001. Below is the scope, functions and the terms of reference of our Audit Committee:

The Audit Committee shall be responsible for, among other things, as may be required by the DPE guidelines, SEBI Listing Regulations, Companies Act, 2013 and the rules thereunder, each as amended from time to time, the following:

#### **Powers of Audit Committee**

The Audit Committee shall have powers, including the following:

- (1) to investigate any activity within its terms of reference
- (2) to seek information from any employee
- (3) to obtain outside legal or other professional advice; and
- (4) to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- (5) such other powers as may be prescribed under the Companies Act, 2013, and SEBI Listing Regulations.

#### **Role of Audit Committee**

The role of the Audit Committee shall include the following:

- (1) oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;
- (2) to take note and recording of the appointment and the terms of appointment, re-appointment, replacement, remuneration of the auditors of the Company by the Comptroller and Auditor General of India (“**CAG**”).
- (3) recommending to the Board the fixation of audit fees, based on the order/instructions of the CAG;
- (4) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (5) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- a. 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, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions; and
  - g. Modified opinion(s) in the draft audit report.
- (6) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
  - (7) reviewing with the management, performance of Statutory and Internal Auditors and adequacy of the internal control systems.
  - (8) 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 utilized for purposes other than those stated in the issue document / prospectus / notice, 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;
  - (9) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  - (10) approval of 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 the conditions as may be prescribed  
*Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.*
  - (11) reviewing, 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;
  - (12) scrutiny of inter-corporate loans and investments;
  - (13) valuation of undertakings or assets of the Company, wherever it is necessary;
  - (14) evaluation of internal financial controls and risk management systems;
  - (15) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - (16) 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;
  - (17) discussion with internal auditors of any significant findings and follow up thereon;
  - (18) 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;
  - (19) 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;
  - (20) recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
  - (21) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  - (22) reviewing and monitoring the functioning of the whistle blower mechanism;
  - (23) monitoring the end use of funds raised through public offers and related matters;
  - (24) overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee, providing for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

- (25) approval of appointment of chief financial officer (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;
- (26) to review the follow up action on the audit observations of CAG Audit.
- (27) to review the follow up action taken on the recommendations of Committee on Public Undertakings (COPU) of the Parliament.
- (28) provide an open avenue of communication between the independent auditor, internal auditor and the Board of Directors
- (29) the Audit Committee shall mandatorily review the following information:
  - I. Management discussion and analysis of financial condition and results of operations.
  - II. Management letters / letter of internal control weaknesses issued by the Statutory Auditors.
  - III. Internal audit reports relating to internal control weaknesses.
  - IV. The appointment, removal and terms of remuneration of the Chief internal auditor shall be placed before the Audit Committee.
  - V. Certification/ declaration of financial statements by the Chief Executive/ Chief Finance Officer to be designated by the Board.
  - VI. Statement of deviations in terms of the SEBI Listing Regulations:
    - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of the SEBI Listing Regulations;
    - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of the SEBI Listing Regulations
- (30) carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
- (31) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
- (32) carrying out any other function as prescribed under the DPE Guidelines, Companies Act and Listing Regulations, as applicable to the Company from time to time and any other function as deemed appropriate or determined by the Board from time to time in the best interest of the Company and other stakeholders of the Company.

We further confirm the following:

- (i) the Audit Committee has a minimum of three directors as members, however, there are no independent directors as on the date;
- (ii) all the members of the Audit Committee are financially literate and at least one member has accounting or related financial management expertise, namely Mukesh Agrawal, Qualified Cost Works Accountant;
- iii the chairman of the Audit Committee is an Official Part-time Director and he shall be present at the Annual general meeting to answer shareholder queries;
- (iv) the Company Secretary of the Company is the secretary of the Audit Committee, namely Shri Abhishek Mundhra.

As required under the SEBI (LODR) Regulations, 2015, the Audit Committee shall meet at least four times in a year, and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be two members present, or one third of the members, whichever is greater, provided that there should be a minimum of two independent directors present.

## **B. Stakeholders' Relationship Committee**

The Company has formed the Stakeholders' Relationship Committee pursuant to resolution of the Board of Directors dated May 24, 2025 and last reconstituted on March' 10, 2026 as per Section 178 of the Companies Act, 2013 read with Rule 6 of The Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 20 of the SEBI (LODR) Regulations, 2015.

The Stakeholders' Relationship Committee comprises of the following:

<b>Sr. No.</b>	<b>Name of Member</b>	<b>Designation</b>	<b>Nature of Directorship</b>
1.	Shri Mukesh Agrawal	Chairman	Official Part-time Director
2.	Shri Marapally Venkateshwarlu	Member	Official Part-Time Director
3.	Shri Ajay Kumar	Member	Functional Director

Shri Mukesh Agrawal acts as the chairman of the Stakeholders' Relationship Committee.

The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and Point B of Part D of Schedule II of the SEBI (LODR) Regulations, 2015 approved by our Board pursuant to its resolution dated May 24, 2025. The terms of reference, powers and scope of the Stakeholders' Relationship Committee of our Company include:

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required by the under applicable law, the following:

- i. The Stakeholders' Relationship Committee shall consider and resolve the grievances of the security holders of the Company including complaints related to transfer of securities, non-receipt of annual report, non-receipt of declared dividends, etc.;
- ii. Reviewing adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent;
- iii. Review of measures taken for effective exercise of voting rights by shareholders.
- iv. Reviewing the various measures and initiatives undertaken 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; and
- v. Carrying out any other function contained in the SEBI Listing Regulations, as and when amended from time to time.

We further confirm the following:

- (i) the Stakeholders' Relationship Committee has a minimum of three directors as members, however, as on the date, there are no independent director for which our Company plans to seek an exemption from SEBI with respect to compliance with provisions of Regulation 18(1) of LODR Regulations; and
- (ii) the chairman of the Stakeholders' Relationship Committee is a non-executive director.

As required under the SEBI (LODR) Regulations, 2015, the quorum at any meeting of the Stakeholders' Relationship Committee is either two members or one-third of the members of the committee whichever is greater, and the committee meets at least once in a year.

### C. *Nomination and Remuneration Committee*

The Company has formed the Nomination and Remuneration Committee pursuant to a resolution of the Board of Directors dated 30.12.2015 as per Section 178 of Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 19 of SEBI (LODR) Regulations, 2015. Further, the Nomination and Remuneration Committee was last reconstituted on May 24, 2025 and the TOR of Nomination and Remuneration Committee has been revised as per the requirements of the LODR Regulations and the Companies Act.

The Nomination and Remuneration Committee comprises of the following:

<b>Sr. No.</b>	<b>Name of Member</b>	<b>Designation</b>	<b>Nature of Directorship</b>
1.	Shri Mukesh Agrawal	Chairman	Official Part-time Director
2.	Shri Marapally Venkateshwarlu	Member	Official Part-Time Director

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and LODR Regulations and approved by our Board pursuant to its resolution dated May 24, 2025. Set forth below are the terms of reference, powers, and role of our Nomination and Remuneration Committee:

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

1. To decide and approve the annual bonus/variable pay pool/performance related pay and policy for its distribution across executives and non-unionized supervisors of the Company within the limits prescribed in the DPE Guidelines;
2. To review the policies for selection and removal of persons in Senior Management and other employees as per DPE Guidelines and other Government Guidelines and recommend the same for approval to the Board;
3. To identify persons who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
4. To recommend to the Board of Directors a policy relating to the remuneration, in whatever form, for the key managerial personnel, senior management and other employees;
5. Taking on record the appointment and removal of directors, including independent directors, by the President of India, acting through the Ministry of Coal, Government of India;
6. Taking on record the extension, if any, of the term of the independent directors of the Company, as may be directed by the President of India, acting through the acting through the Ministry of Coal, Government of India; and
7. Carrying out any other function as specified by the Board as may be prescribed under the Companies Act or DPE Guidelines, SEBI Listing Regulations and any other laws and their amendments from time to time and taking on record the various policies, if any, promulgated by the Central Government

We further confirm the following:

- (i) the Nomination and Remuneration Committee needs to have a minimum of three non-executive directors as members, however, as on the date, there are two non-executive directors on the Board of our Company. Therefore, the Nomination and Remuneration Committee has been formed with two non-executive directors;
- (ii) all the members of the Nomination and Remuneration Committee are non-executive directors;

As on the date, our Company does not have any Independent Director on the Board which results in non-compliance with the provisions of LODR Regulations regarding constitution of nomination and remuneration committee under Regulation 18(1) and section 177 of the Companies Act, 2013. Therefore, our Company vide a formal letter, plans to seek an exemption from SEBI from the provisions of LODR Regulations regarding constitution of the Board and its committees under Regulation 18(1).

The quorum at every meeting of the Nomination and Remuneration Committee comprises of two members present, or one third of the members of the committee, whichever is greater, and that at least one independent director is present at such meetings. Further, the Nomination and Remuneration Committee meets at least once in a year.

**D. Corporate Social Responsibility Committee**

The Company has formed the Corporate Social Responsibility Committee pursuant to resolution of Board of Directors dated May 10, 2013 in terms of Section 135 of the Companies Act, 2013 read with Schedule VII of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended. Further, the Corporate Social Responsibility Committee was last reconstituted on March 10, 2026. Pursuant to a resolution of our Board dated April 21, 2025, the TOR of Corporate Social Responsibility Committee has been revised as per the requirements of the SEBI (LODR) Regulations and the Companies Act.

The Corporate Social Responsibility Committee comprises of the following:

<b>Sr. No.</b>	<b>Name of Member</b>	<b>Designation</b>	<b>Nature of Directorship</b>
1.	Shri Marapally Venkateshwarlu	Chairman	Official Part-Time Director
2.	Shri Rajeev Kumar Sinha	Member	Functional Director
3.	Shri Nripendra Nath	Member	Functional Director

The terms of reference, powers, and scope of the Corporate Social Responsibility Committee of our Company is in accordance with Section 135 of the Companies Act, 2013, as amended. The terms of reference of the Corporate Social Responsibility and Sustainability Committee include the following:

- (a) formulate and recommend to the Board, a “Corporate Social Responsibility Policy” which shall indicate the activities to be undertaken by the Company in areas or subject as specified in Schedule VII of the Companies Act, 2013;
- (b) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- (c) monitor the corporate social responsibility policy of the Company and its implementation from time to time; and
- (d) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time.

We further confirm the following:

- (i) The quorum for each meeting of the Corporate Social Responsibility Committee comprises of either two members or one-third of the members of the committee, whichever is greater.

As on the date, our Company does not have any Independent Director on the Board which results in non-compliance with the provisions of LODR Regulations regarding constitution of nomination and remuneration committee under Regulation 18(1) and section 177 of the Companies Act, 2013. Therefore, our Company vide a formal letter, plans to seek an exemption from SEBI from the provisions of LODR Regulations regarding constitution of the Board and its committees under Regulation 18(1).

#### **E. Risk Management Committee**

The Risk Management Committee was constituted by the Board in its Board Meeting held on February 02, 2016, in accordance with regulation 21 of the SEBI (LODR) Regulations. Further, the Risk Management Committee was last reconstituted on March 10, 2026 as per the requirements of the SEBI (LODR) Regulations and the Companies Act.

The Risk Management Committee consists of the following members:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Designation</b>	<b>Nature of Directorship</b>
1	Shri Marapally Venkateshwarlu	Chairman	Official Part-Time Director
2	Shri Ajay Kumar	Member	Functional Director
3	Shri Nripendra Nath	Member	Functional Director

- Shri Shishir Dutta, GM (Excavation) has been duly appointed by the Board as CRO.

Abhishek Mundhra, Company Secretary has been duly appointed by the Board as the Compliance Officer of the Company vide a resolution adopted in the Board Meeting dated March 25, 2025 of the Company.

1. The terms of reference, powers, and scope of the Risk Management Committee of our Company is in accordance with Section 135 of the Companies Act, 2013, as amended. The terms of reference of the Risk Management Committee include the following: To formulate a detailed risk management policy which shall include:
  - (a) A 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 related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
  - (c) Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken
6. The appointment, removal and terms of of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee

We further confirm the following:

- (i) the Risk Management Committee minimum three members with majority of them being members of the board of directors, however, as on the date there are no independent director on the Board of our Company;
- (ii) The quorum for a meeting of the Risk Management Committee shall be either two members or one third of the members of the committee, whichever is higher, including at least one member of the board of directors in attendance;
- (iii) the chairperson on the Risk Management Committee is a member of the Board;
- (iv) the risk management committee shall meet at least twice in a year; however, in the last financial year 2024-2025, the risk management committee had met once; and
- (v) The meetings of the risk management committee shall be conducted in such a manner that on a continuous basis not more than one hundred and eighty days shall elapse between any two consecutive meetings.

As on the date, our Company does not have any Independent Director on the Board which results in non-compliance with the provisions of LODR Regulations regarding constitution of risk management committee under Regulation 18(1) and section 177 of the Companies Act, 2013. Therefore, our Company vide a formal letter, plans to seek an exemption from SEBI from the provisions of LODR Regulations regarding constitution of the Board and its committees under Regulation 18(1).

## F. IPO Committee

The Company has formed an IPO Committee pursuant to resolution of Board of Directors dated May 24, 2025. The IPO Committee was last reconstituted on January 20, 2026.

The IPO Committee consists of the following members:

Sr. No.	Name of the Director	Designation	Nature of Directorship
1	Shri Chaudhari Shivraj Singh	Chairman	Chairman-cum-Managing Director
2	Shri Ajay Kumar	Member	Functional Director
3	Shri Rajeev Kumar Sinha	Member	Functional Director
4	Shri Nripendra Nath	Member	Functional Director

ToR of the IPO Committee is as follows: -

1. To decide in consultation with the BRLMs the actual size of the Offer and taking on record the number of equity shares (the "Equity Shares"), and/or reservation on a competitive basis, and/or any rounding off in the event of any oversubscription and/or any discount to be offered to retail individual bidder or eligible employees or eligible shareholders, which includes the shareholders of the listed promoter, Coal India Limited and members of the promoter group, participating in the Offer and all the terms and conditions of the Offer, price band, allocation/allotment to eligible persons pursuant to the Offer, including any anchor investors, and to accept any amendments, modifications, variations or alternations thereto;
2. To appoint, instruct and enter into agreements with the BRLMs, and in consultation with BRLMs appoint and enter into agreements with intermediaries, co-managers, underwriters, syndicate members, brokers, escrow collection bankers, auditors, independent chartered accountants, refund bankers, registrar, grading agency, industry expert, legal counsels, depositories, printer, advertising agency(ies), and any other agencies or persons (including any successors or replacements thereof), as applicable, whose appointment is required in relation to the Offer and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters and offer agreement with BRLMs, and the underwriting agreement with the underwriters, and to terminate agreements or arrangements with such intermediaries;
3. To finalize, settle, approve, adopt and arrange for submission of the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP"), abridged prospectus, audio visual representation of offer documents in accordance with the applicable law, application forms, the Prospectus, the preliminary and final international wrap and any amendments, supplements, notices, clarifications, reply to observations, addenda or corrigenda thereto, to appropriate government and regulatory authorities, respective stock exchanges where the Equity Share are proposed to be listed ("Stock Exchanges"), the Registrar of Companies, Jharkhand at Ranchi ("Registrar of Companies"), institutions or bodies;
4. To issue advertisements in such newspapers and other media as it may deem fit and proper, in consultation with the relevant intermediaries appointed for the Offer in accordance with the Securities and Exchanges Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations"), Companies Act, 2013, as amended and other applicable laws;
5. To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, and on permitting existing shareholders to sell any Equity Shares held by them;
6. To open separate escrow accounts as the escrow account to receive application monies from anchor investors/ underwriters in respect of the bid amounts and a bank account as the refund account for handling refunds in relation to the offer and in respect of which a refund, if any, will be made;
7. To open account with the bankers to the Offer to receive application monies in relation to the Offer in terms of Section 40(3) of the Companies Act, 2013, as amended;
8. To negotiate, finalize, sign, execute and deliver or arrange the delivery of the offer agreement, syndicate agreement, share escrow agreement, escrow and sponsor bank agreement, underwriting agreement, agreements with the registrar to the Offer and the advertising agency(ies) and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever with the registrar to the Offer, legal advisors, auditors, Stock Exchanges, BRLMs and other agencies/ intermediaries in connection with Offer with the power to authorize one or more officers of the Company to execute all or any of the aforesaid documents;
9. To make any applications, seek clarifications, obtain approvals and seek exemptions, if necessary, from the Stock Exchange, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), Registrar of Companies, and such other statutory ad governmental authorities in connection

with the Offer, as required by applicable law, and to accept, on behalf of the Board, such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, exemptions, permissions and sanctions as may be required, and wherever necessary, incorporate such modifications / amendments as may be required in the DRHP, RHP and the Prospectus;

10. To make in-principle and final applications for listing and trading of the Equity Shares on one or more stock exchanges, to execute and to deliver or arrange the delivery of the equity listing agreement(s) or equivalent documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;
11. To determine and finalize, in consultation with the BRLMs, the price band for the Offer and minimum bid lot for the purpose of bidding, any revision to the price band and the final Offer price after bid closure, and to finalize the basis of allocation and to allot the Equity Shares to the successful allottees and credit Equity Shares to the demat accounts of the successful allottees in accordance with applicable laws and undertake other matters in connection with or incidental to the Offer, including determining the anchor investor portion, in accordance with the SEBI ICDR Regulations;
12. To issue receipts/allotment advice/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 one or more stock exchange(s), with power to authorize one or more officers of the Company to sign all or any of the aforementioned documents;
13. To approve the code of conduct, suitable insider trading policy, whistle blower/vigil mechanism policy, risk management policy and other corporate governance requirements considered necessary by the Board or the IPO Committee or as required under applicable law;
14. To seek, if required, the consent and waivers of the parties with whom the Company has entered into various commercial and other agreements such as Company's lenders, joint venture partners, all concerned governmental and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Offer in accordance with the applicable laws;
15. To determine the price at which the Equity Shares are offered, allocated, and/or allotted to investors in the Offer in accordance with applicable regulations in consultation with the BRLMs and/or any other advisor, and determine the discount, if any, proposed to be offered to eligible categories of investors;
16. To settle all questions, difficulties or doubts that may arise in relation to the Offer, as it may in its absolute discretion deem fit;
17. To do all acts and deeds, and execute all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary for the purpose of or in connection with the Offer;
18. To authorize and approve the incurring of expenditure and payment of fees, commissions, brokerage and remuneration in connection with the Offer;
19. To withdraw the DRHP or RHP or to decide not to proceed with the Offer at any stage, in consultation with the BRLMs and in accordance with the SEBI ICDR Regulations and applicable laws;
20. To submit undertaking/certificates or provide clarifications to the SEBI, Registrar of Companies and the relevant stock exchange(s) where the Equity Shares are to be listed; to authorize and empower officers of the Company (each, an "Authorized Officer(s)"), for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer(s) consider necessary, appropriate or advisable, in connection with the Offer including, without limitation, engagement letter(s), memoranda of understanding, the listing agreement(s) with the stock exchanges(s), the registrar agreement and memorandum of understanding, the depositories' agreements, the offer agreement with the BRLMs (and other entities as appropriate), the underwriting agreement, the syndicate agreement with the BRLMs and syndicate members, the stabilization agreement, the share escrow agreement, the escrow and sponsor bank agreement, confirmation of allocation notes, allotment advice, placement agents, accountants, auditors, legal counsel, depositories, advertising agency(ies), syndicate members, brokers, escrow collection bankers, auditors, grading agency and all such persons or agencies as may be involved in or concerned with the Offer, if any, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Offer by the BRLMs and to do or cause to be done any and all such acts and things that the Authorized Officer(s) may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Offer; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer(s) shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing; and
21. To delegate any of its powers set out hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company.