

# HUNGER CHOICE LIMITED

(FORMERLY KNOWN AS HUNGER CHOICE PRIVATE LIMITED)

CIN: U15100GJ2019PLC109681 GST:24AAFCH0241J1Z7

B/413 EMPIRE BUSINESS HUB, NEAR SOLA WATER TANK, SOLA,  
SCIENCECITY, AHMEDABAD -380060. Mob. 9722037171/ 7575003868

Email.: [info@hungeschoice.com](mailto:info@hungeschoice.com) website.: [www.hungerchoice.com](http://www.hungerchoice.com)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE BOARD MEETING OF HUNGER CHOICE LIMITED HELD ON 24<sup>TH</sup> MARCH, 2022, THURSDAY AT THE REGISTERED OFFICE OF THE COMPANY AT B-413, EMPIRE BUSINESS HUB OPP.SHAKTI FARMA, SCIENCE CITY ROAD, SOLA AHMEDABAD-380060 AT 11:00 A.M.

## TO APPROVE CONSTITUTION OF THE COMMITTEES

### • CONSTITUTION OF AUDIT COMMITTEE

"RESOLVED THAT pursuant to Section 177 and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines, Audit Committee be is hereby constituted with the following members:

Name of the Member	Nature of Directorship	Designation in Committee
Ms. Parul Nandlal Patel	Non-Executive Independent Director	Chairman
Ms. Pooja Rizwanahmed Momin	Non-Executive Independent Director	Member
Mr. Hemang Dahyabhai Solanki	Non-Executive Independent Director	Member

RESOLVED FURTHER THAT the Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the Shareholders in any matter relating to accounts.

The scope, functions and the terms of reference of our Audit Committee, is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations which are as follows:

#### *A. Powers of Audit Committee*

The Audit Committee shall have the following powers:

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

#### *B. Role of the Audit Committee*

The role of the audit committee shall include the following:

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1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. 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. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. 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 offer document / prospectus / notice and the report submitted 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;
7. Monitoring the end use of funds raised through public offers and related matters;
8. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
9. Approval of any subsequent modification of transactions of the company with related parties;  
*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 Accounting Standards.
10. Scrutiny of inter-corporate loans and investments;
11. Valuation of undertakings or assets of the company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
14. 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;
15. Discussion with internal auditors of any significant findings and follow up there on;
16. 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;

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17. 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;
18. 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;
19. Reviewing the functioning of the whistle blower mechanism;
20. 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 and background, etc. of the candidate;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee; and
22. Reviewing the utilization of loans and/or advances from/investments by the holding company in the subsidiary exceeding rupees hundred crores or 100% of the asset size of the subsidiary, whichever is lower including existing loans / advances/ investments, as may be applicable.
23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Further, the Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- Appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations:
  - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) 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 Regulation 32(7) the SEBI Listing Regulations.

**RESOLVED FURTHER THAT** any member of the audit committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be the Director shall be ceased to be the member of the Audit Committee."

## • CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE

**"RESOLVED THAT** pursuant to Section 178, Schedule V and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines, Nomination and Remuneration Committee be is hereby constituted by the following members:

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Name of the Member	Nature of Directorship	Designation in Committee
Mr. Hemang Dahyabhai Solanki	Non-Executive Independent Director	Chairperson
Ms. Parul Nandlal Patel	Non-Executive Independent Director	Member
Ms. Pooja Rizwanahmed Momin	Non-Executive Independent Director	Member

**RESOLVED FURTHER THAT** the Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The Chairman of the Nomination and Remuneration Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the Shareholders in any matter relating to remuneration.

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations and the terms of reference, powers and role of our Nomination and Remuneration Committee are as follows:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a) use the services of an external agencies, if required;
  - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c) consider the time commitments of the candidates.
3. formulation of criteria for evaluation of performance of independent directors and the board of directors;
4. devising a policy on diversity of board of directors;
5. 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;

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6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. recommend to the board, all remuneration, in whatever form, payable to senior management;
8. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent each is applicable; or
  - the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;
9. evaluating the performance of the independent directors and on the basis of their performance evaluation recommending the Board of Directors and the members of the Company to extend or continue the term of appointment of the independent director; and
10. performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

**RESOLVED FURTHER THAT** any member of the Nomination and Remuneration Committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be the Director shall be ceased to be the member of the Nomination and Remuneration Committee.

## • CONSTITUTION OF STAKEHOLDER'S RELATIONSHIP COMMITTEE

**"RESOLVED THAT** pursuant to Section 178 sub section (5) and other applicable provisions of Companies Act, 2013 read with rule 6 of the Companies (Meeting of Board and its Power) Rules, 2014 and applicable clauses of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines, Stakeholder's Relationship Committee be is hereby constituted with the following members:

Name of the Member	Nature of Directorship	Designation in Committee
Ms. Parul Nandlal Patel	Non-Executive Director	Chairman
Mr. KAUSHIK KIRITKUMAR MODI	Executive Director	Member
Mr. KHARA MAULIK	Managing Director	Member

**RESOLVED FURTHER THAT** the Company Secretary of our Company and the Audit Committee.

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The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations and the terms of reference, powers and scope of the Stakeholders' Relationship Committee of our Company include:

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipts of annual reports, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- Review of measures taken for effective exercise of voting rights of by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar and Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipts of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company; and
- Carrying out any other function as prescribed under the SEBI Listing Regulations as and when amended from time to time.

**RESOLVED FURTHER THAT** any member of the Stakeholder's Relationship Committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be the Director shall be ceased to be the member of the Stakeholder's Relationship Committee."

## • CONSTITUTION OF INITIAL PUBLIC OFFERING COMMITTEE (IPO COMMITTEE)

**"RESOLVED THAT** the Board hereby constitute and appoint a Committee of the Board of Directors, names as "Initial Public Offering Committee" or "IPO Committee" consisting of the following directors of the Company:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Khara Maulik	Managing Director	Chairman
Mr. Nileshkumar rameshkumar prajapati	Managing Director, CEO	Member
Ms. Riya Panchal	CFO	Member
Mr. Sarfraz Taherbhai Mulla	Company Secretary	Member

**RESOLVED FURTHER THAT** IPO Committee shall have the following Rules for its working:

### ▪ Chairman of the Committee:

In the absence of the Chairman of the IPO Committee from the meeting, the members of the IPO Committee shall elect one of its members as the Chairman of that Committee meeting.

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- **Quorum:** The Quorum for the committee meeting shall be the presence of any 2 (two) of the members.
  
- **Decision & Voting Power:**

All the decision of the committee shall be taken by vote of majority. Members of the committee shall be entitled to vote, in case of equality. The Chairman shall have one casting vote.  
The Secretary and Chief Financial Officer of the Company shall attend and participate at but shall not have the right to vote.
  
- **Responsibility of Committee:**

The IPO Committee exercises powers in relation to the matters listed below:

  1. the IPO Committee has been constituted to decide the terms and conditions of the Issue, finalization and filing of the Draft Red Herring Prospectus and this Red Herring Prospectus with SEBI, the Stock Exchanges and other regulatory bodies as may be required;
  2. handle all matter relating to appointment of intermediaries and advisors in relation to the IPO;
  3. deciding on allocation of the equity shares to specific categories of persons;
  4. opening of bank accounts, securities account, escrow or custodian accounts, submitting applications and seeking listing of Equity Shares with the Stock Exchanges;
  5. determining and finalizing the price band, bid opening and closing date of this Issue, approving and finalizing the 'Basis of Allocation';
  6. determining the price at which the Equity Shares are to be offered to the investors;
  7. settling difficulties and doubts arising in relation to the IPO;
  7. empowering the authorized officers to enter into and execute any agreements or arrangements in relation to the IPO; and
  8. carry out all acts and take all decisions as may be necessary for the purposes of the IPO and listing.

**RESOLVED FURTHER THAT** any Director(s), the Chief Financial Officer or the Company Secretary of the Company be and are hereby are severally authorized to do all such acts, deeds and things which may be necessary for giving effect to this resolution.

**RESOLVED FURTHER THAT** a certified true copy of the resolution be provided to such authorities or any other parties as and when necessary, under the signature of any Director or Company secretary of the Company"

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//CERTIFIED TRUE COPY//

For, HUNGER CHOICE LIMITED

*N Ramesh Kumar*



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NILESHKUMAR RAMESHKUMAR PRAJAPATI

Managing Director

DIN: 08548017