

# KASLIWAL PROJECTS LIMITED

(Formerly Known as Kasliwal Projects Private Limited)

RO: A 1024-1025, Corporate Avenue CHS. Ltd, Near Udyog Bhavan, Sonawala Road, Goregaon East, Mumbai-400063

CIN: U45400MH2008PTC179623.

Email ID: [accounts@kasliwalprojects.com](mailto:accounts@kasliwalprojects.com). Contact No.: 9588435948

**CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF KASLIWAL PROJECTS LIMITED (FORMERLY KNOWN AS KASLIWAL PROJECTS PRIVATE LIMITED) FOR THE FINANCIAL YEAR 2024-25 HELD ON MONDAY, THE 03<sup>RD</sup> MARCH, 2025 COMMENCED AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A 1024-1025, CORPORATE AVENUE CHS. LTD, NEAR UDYOG BHAVAN, SONAWALA ROAD, GOREGAON EAST, MUMBAI-400063**

## **CONSTITUTION OF NOMINATION & REMUNERATION COMMITTEE:**

"RESOLVED THAT pursuant to the provisions of Section 178(1) of Companies Act, 2013 and rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Article of Association of the Company, the consent of the Board be and is hereby accorded to constitute a committee of the Board of Directors and should be named as "Nomination and Remuneration Committee."

**RESOLVED FURTHER THAT** Mr. Sobhag Jain (DIN: 08770020) Independent Director of the Company be and is hereby nominated as the Chairperson of the Nomination and Remuneration Committee and Mr. Hiren Rajendra Mehta (Membership No: A33493) Company Secretary and Compliance Officer of the Company be and is hereby appointed as Secretary of the Committee.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee shall consist of the following Directors and officers of the Company:

## **COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE**

<b><u>SR. NO.</u></b>	<b><u>NAME</u></b>	<b><u>DIN/M.NO.</u></b>	<b><u>DESIGNATION</u></b>	<b><u>POSITION IN COMMITTEE</u></b>
1	Sobhag Jain	08770020	Independent Director	Chairperson & Member
2	Nidhi Poddar	10909036	Independent cum women Director	Member
3	Padam Kumar Jain	01990553	Director	Member
4	Hiren Rajendra Mehta	A33493	Company Secretary and Compliance Officer	Secretary



# KASLIWAL PROJECTS LIMITED

(Formerly Known as Kasliwal Projects Private Limited)

RO: A 1024-1025, Corporate Avenue CHS. Ltd, Near Udyog Bhavan, Sonawala Road, Goregaon East, Mumbai-400063

CIN: U45400MH2008PTC179623.

Email ID: [accounts@kasliwalprojects.com](mailto:accounts@kasliwalprojects.com). Contact No.: 9588435948

---

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

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee shall act in accordance with the Companies Act, 2013 and the "terms of reference" are as under:

a) The Nomination and Remuneration Committee shall identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.

b) The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.

c) The Nomination and Remuneration Committee shall, while formulating the policy that-

(I) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully;

(II) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(III) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

**RESOLVED FURTHER THAT** the Roles & Responsibilities of Nomination and Remuneration Committee shall be as follows:



# KASLIWAL PROJECTS LIMITED

(Formerly Known as Kasliwal Projects Private Limited)

RO: A 1024-1025, Corporate Avenue CHS. Ltd, Near Udyog Bhavan, Sonawala Road, Goregaon East,  
Mumbai-400063

CIN: U45400MH2008PTC179623.

Email ID: [accounts@kasliwalprojects.com](mailto:accounts@kasliwalprojects.com). Contact No.: 9588435948

---

1. 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 ('Remuneration Policy').

2. The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

- The level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully.
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

3. Formulation of the criteria for evaluation of independent directors and the Board of Directors.

- I. 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.
- II. Devising a policy on Board diversity
- III. 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 their appointment and removal and carrying out evaluation of every director's performance (including independent director)



# KASLIWAL PROJECTS LIMITED

(Formerly Known as Kasliwal Projects Private Limited)

RO: A 1024-1025, Corporate Avenue CHS. Ltd, Near Udyog Bhavan, Sonawala Road, Goregaon East, Mumbai-400063

CIN: U45400MH2008PTC179623.

Email ID: [accounts@kasliwalprojects.com](mailto:accounts@kasliwalprojects.com). Contact No.: 9588435948

---

- IV. Analyzing, monitoring and reviewing various human resource and compensation matters
- V. Deciding 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.
- VI. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors.
- VII. Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary.
- VIII. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.
- IX. Reviewing and approving the Company's compensation strategy from time to time in the context of the then Current Indian market in accordance with applicable laws
- X. Perform such functions required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, if applicable.
- XI. Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including
  - a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
  - b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulation, 2003, by the trust. the Company and its employees, as applicable:
- XII. Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2033 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.

# KASLIWAL PROJECTS LIMITED

(Formerly Known as Kasliwal Projects Private Limited)

RO: A 1024-1025, Corporate Avenue CHS. Ltd, Near Udyog Bhavan, Sonawala Road, Goregaon East,  
Mumbai-400063

CIN: U45400MH2008PTC179623.

Email ID: [accounts@kasliwalprojects.com](mailto:accounts@kasliwalprojects.com). Contact No.: 9588435948

---

**RESOLVED FURTHER THAT** the Nomination and Retnumeration Committee is required to meet at least once in a Financial year under Regulation 19 (34) of the SEBI Listing Regulations and the quorum for an. NRC meeting is either two members or one-third of the members of the committee, whichever greater, including at least one independent director in attendance.

**Certified True Copy**

**For Kasliwal Projects Limited**

**(Formerly known as Kasliwal Projects Private Limited)**

**For KASLIWAL PROJECTS LTD.**

  
**Director**

**Nitish Padam Jain**

**Managing Director cum CFO**

**DIN: 01902557**

**Date: 03/03/2025**

**Place: Mumbai**