

NORSPIN
INTERNATIONAL LIMITED
FABRIC MANUFACTURING & EXPORT / IMPORT
ISO CERTIFIED 9001:2015

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF NORSPIN INTERNATIONAL LIMITED HELD ON MONDAY, 10TH NOVEMBER, 2025 AT 11:00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO 807 TO 811 (EIGHT FLOOR), ILD TRADE CENTRE, SECTOR 47, GURGAON, HARYANA, INDIA, 122018

RE-CONSTITUTION OF AUDIT COMMITTEE

“RESOLVED THAT pursuant to provisions of Section 177 of the Companies Act, 2013 (“the Act”), read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules framed thereunder (including any modification (s) or re-enactment thereof for the time being in force), the Board of Directors of the Company hereby re-constitutes its Audit Committee (“the Committee”) with the following directors:

Name of the Director	Status in Committee	Nature of Directorship
Keshav Ahuja	Chairman & Member	Independent Director
Swati Bansal	Member	Independent Director
Manoj	Member	Director & CFO

RESOLVED FURTHER THAT the Committee shall have such powers as prescribed in the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as and when and to the extent applicable) and other powers as may be delegated by the Board from time to time subject to the provisions of any law for the time being in force.

RESOLVED FURTHER THAT the terms of reference of the Committee shall be such as enumerated in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as and when and to the extent applicable) are:

- 1) Recommendation for appointment, remuneration, and terms of appointment of auditors of the Company;
- 2) Review and monitor the auditor's independence and performance, and effectiveness of audit process; Examination and reviewing of the financial statement and the auditors' report thereon before submission to the Board for approval, with particular reference to:

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- 3) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of Sub: Section 3) of Section 134 of the Act;
 - I. Changes, if any, in accounting policies and practices and reasons for the same;
 - II. Major accounting entries involving estimates based on the exercise of judgment by management;
 - III. Significant adjustments made in the financial statements arising out of audit findings;
 - IV. Compliance with listing and other legal requirements relating to financial statements;
 - V. Disclosure of any related party transactions;
 - VI. Qualifications in the draft audit report;
- 4) Examination and reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- 5) Approval or any subsequent modification of transactions of the Company with related parties;
- 6) Scrutiny of inter-corporate loans and investments;
- 7) Valuation of undertakings or assets of the Company, wherever it is necessary;
- 8) Evaluation of internal financial controls and risk management systems;
- 9) Monitoring the end use of funds raised through public offers and related matters; Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
- 10) Reviewing, with the management, the performance of statutory and internal auditors, adequacy of the internal control systems;
- 11) Reviewing the adequacy of the 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;
- 12) Discussion with internal auditors of any significant findings and follow up thereon;
- 13) 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;

- 14) Review, 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;
- 15) 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;
- 16) Approve payment to statutory auditors for any other services rendered by the statutory auditors;
- 17) Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 18) 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;
- 19) Oversee the procedures and processes established to attend to issues relating to the maintenance of books of accounts, administrations procedures, transactions and other matters having a bearing on the financial position of our company, whether raised by the auditors and by any other person;
- 20) Act as a compliance committee to discuss the level of compliance in our Company and any associated risks and to monitor and report to the Board on any significant compliance breaches;
- 21) Reviewing the Management discussion and analysis of financial condition and results of operations;
- 22) Reviewing the Management letters/letters of internal control weaknesses issued by the statutory auditors;
- 23) Reviewing the Internal audit reports relating to internal control weaknesses;
- 24) Reviewing the appointment, removal, and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;
- 25) Reviewing the functioning of the Whistle Blower mechanism;

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- 26) Reviewing/ redressal of complaint/s under the Sexual Harassment of Women at Workplace (Prohibition, Prevention & Redressal) Act, 2013;
- 27) Subject to and conditional upon approval of our Board, approval of related party transactions or subsequent modifications thereto. Such approval can be in the form of omnibus approval of related party transactions, subject to conditions not inconsistent with the conditions specified in Regulation 23(2) and Regulation 23(3) of the SEBI LODR Regulations;
- 28) Establishment of a vigil mechanism for directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct or ethics policy in such manner as may be prescribed, which shall also provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairman of the Audit Committee in appropriate or exceptional cases;
- 29) Review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision;
- 30) Such other functions/ activities as may be assigned/ delegated from time to time by the Board of Directors of the Company and/ or under the provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and SEBI (LODR) Regulations.

RESOLVED FURTHER THAT the frequency of meetings, powers of the Audit Committee shall be in accordance with the provisions of the Act and other applicable laws for the time being in force.

RESOLVED FURTHER THAT the Company Secretary of the Company shall act as the secretary to the Committee.

RESOLVED FURTHER THAT power of removal of any member of this Committee lies with the Board of Directors in its absolute discretion and any member of this committee shall cease to be such member in case of ceasing to be a director in any case.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things which are necessary for the aforementioned resolution.



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RESOLVED FURTHER THAT any of the Director and the Company Secretary of the Company be and are hereby severally authorized to certify and make available a true copy of the foregoing resolution to anyone including but not limited to any statutory authority, if concerned or deemed interest in the matter."

**For and On Behalf of
Norspin International Limited**

NORSPIN INTERNATIONAL LIMITED

Manoj Saini
Managing Director
DIN: 08110165

Manoj Saini
Director
DIN-08110165

NORSPIN INTERNATIONAL LIMITED

Manoj
Director
DIN-07267810