MACH TRAVEL SOLUTIONS LIMITED
(Formerly known as Mach Conferences and Events Limited)

COMPOSITION OF COMMITTEE OF BOARD OF DIRECTORS

COMPOSITION OF COMMITTEES OF THE BOARD OF DIRECTORS OF MACH TRAVEL SOLUTIONS LIMITED

This policy has been formulated under the Companies Act 2013, read with prescribed rules along with any changes, modification or amendment thereto. As per Sub-Regulation 2(b) of Regulation 15 of SEBI (LODR) Regulations, 2015 Regulation 17, 17A, 18, 19, 20, 21, 21 22, 23, 24, 24A, 25,26, 26A, 27, and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para-C, D and E of Schedule V are not applicable to the Company*.

*Company means **“Mach Travel Solutions Limited (Formerly known as Mach Conferences and Events Limited)”** or **“MACHLTD”**

Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report. We have complied with the requirements of the applicable regulations, including Regulations, in respect of Corporate Governance including constitution of the Board and its Committees. The Corporate Governance framework is based on an effective Independent Board, the Board’s supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The following committees have been constituted for compliance with Corporate Governance requirements:

Sr. No.	Particulars	Applicable Laws & Rules
1.	Audit Committee	Section 177 (1) of Companies Act 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014
2.	Nomination and Remuneration Committee	Section 178 (1) of Companies Act 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014
3.	Stakeholders Relationship Committee	Section 178 (5) of Companies Act 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014
4.	CSR Committee	Section 135 (1) Of The Companies Act 2013

1. AUDIT COMMITTEE

The **Audit Committee** (the “Committee”) of Mach Travel Solutions Limited (the “Company”) formulate & functions as per the provisions of **Section 177 Rule (6) Of Companies (Meetings of Board and its powers) Rules 2014** of the Companies Act, 2013 (the “Act”). It has been constituted by the Board of Directors in its meeting held on 21-June-2024.

The Committee provides direction to the audit function and monitors the quality of internal and statutory audit with an objective of moving towards a regime of unqualified financial statements.

The responsibilities of the Committee include review of the quarterly, half-yearly and annual financial results and financial statements before submission to the Board, overseeing the financial reporting process to ensure transparency, sufficiency, fairness and credibility of financial results/statements, etc.

The Committee also reviews the adequacy and effectiveness of internal audit function and control systems and such other items as may be prescribed by applicable laws or by the Board from time to time. The Board has evaluated qualification, work experience and past performance each and every member of the Board and had constituted Audit Committee with following member respectively:

COMPOSITION OF THE COMMITTEE		
Name of Member	**Designation**	**Nature of Directorship**
Hemant Koushik	Chairman	Independent Director
Bhavya Srivastava	Member	Independent Director
Amit Bhatia	Member	Managing Director

The Compliance Officer shall act as Secretary to the Audit Committee.

SCOPE OF AUDIT COMMITTEE

Every Audit Committee shall act in accordance with the terms of reference specified in writing by the Board which shall, inter alia, include

a) The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
b) Review and monitor the auditor’s independence and performance, and effectiveness of audit process;
c) examination of the financial statement and the auditors’ report thereon
d) approval or any subsequent modification of transactions of the company with related parties.
e) scrutiny of inter-corporate loans and investment.
f) Valuation of undertakings or assets of the company, wherever it is necessary
g) Evaluation of internal financial controls and risk management systems
h) Monitoring the end use of funds raised through public offers and related matters;

THE AUDIT COMMITTEE SHALL MANDATORILY REVIEW THE FOLLOWING INFORMATION:

a) Management discussion and analysis of financial condition and results of operations;

b) Statement of significant related party transactions (as defined by the audit Committee), submitted by management;
c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
d) Internal audit reports relating to internal control weaknesses; and
e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
f) Statement of deviations:
   - 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 (LODR) Regulations, 2015.
   - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI (LODR) Regulations, 2015

POWERS OF AUDIT COMMITTEE

a) To investigate any activity within its terms of reference;
b) To seek information from any employee;
c) To obtain outside legal or other professional advice;
d) To secure attendance of outsiders with relevant expertise if it considers necessary;
e) The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer.

MEETING OF AUDIT COMMITTEE

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.

QUORUM OF MEETING OF AUDIT COMMITTEE

The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present.

2. NOMINATION & REMUNERATION COMMITTEE:

The **Nomination and Remuneration Committee** (the “Committee”) of Mach Travel Solutions Limited (the “Company”) functions as per the provisions of **Section 178** of the Companies Act, 2013 (the “Act”). It has been constituted by the Board of Directors in its meeting on 21-June-2024.

It shall **review, acts on and reports** to the Board with respect to various governance, nomination, compensation and performance evaluation matters. The Committee works with full autonomy and is free of any managerial interference. The Board has evaluated qualification, work experience and past performance each and every member of the Board and had constituted Nomination & Remuneration Committee with following member respectively:

COMPOSITION OF THE COMMITTEE		
Name of Director	**Designation in the Committee**	**Nature Of Directorship**
Hemant Koushik	Chairperson	Independent Director
ManishKumar Shankarlal Chandak	Member	Independent Director
Bhavya Srivastava	Member	Independent Director

The Compliance Officer shall act as Secretary to the Nomination and Remuneration Committee.

FUNCTIONS OF NOMINATION AND REMUNERATION COMMITTEE

Sub – Section (2) (3) and (4) of the Section 178 of the Companies Act 2013 deal specifically with functions of the Nomination & Remuneration of Committee.

The Nomination & Remuneration Committee shall: -

1. 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.

2. 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. While formulating the policy, the Committee shall consider the following:

    a) 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.

    b) Relationship of remuneration to performance is clear and meets appropriate performance benchmark and

    c) 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.

***Senior Management - means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.**

MEETING OF NOMINATION AND REMUNERATION COMMITTEE

The nomination and remuneration committee shall meet at least once in a year.

QUORUM FOR MEETING OF NOMINATION AND REMUNERATION COMMITTEE

The quorum for the meeting shall be either two members or one third of the total strength of the committee or two members, whichever is higher, with atleast One (1) Independent Director.

3. STAKEHOLDER RELATIONSHIP COMMITTEE

The **Stakeholder Relationship Committee** (the "Committee") of Mach Travel Solutions Limited (the "Company") functions as per the provisions of Sub-**Section (5) of Section 178** of the Companies Act, 2013 (the "Act"). It has been constituted by the Board of Directors in its meeting on 21-June-2024.

This Committee is responsible for **redressing the grievances** of shareholders, investors or other security holders including complaints related to transfer or transmission of shares, non-receipt of dividends, annual reports and such other grievances as may be raised by the security holders from time to time. This Committee consisting the following members:

COMPOSITION OF THE COMMITTEE		
Name of Director	**Designation in the Committee**	**Nature of Directorship**
MANISH KUMAR SHANKARLAL CHANDAK	Chairperson	Independent Director
AMIT BHATIA	Member	Managing Director
LAVEENA BHATIA	Member	Whole Time Director

The Compliance Officer shall act as Secretary to the Stakeholder Relationship Committee.

FUNCTIONS OF THE COMMITTEE AS PER COMPANIES ACT 2013:

The main function of the committee is to consider and resolve the grievances of security holders of the company. The grievances of the security holders of the company may include complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, which shall be handled by this committee.

MEETINGS OF THE COMMITTEE AND RELEVANT QUORUM

The Stakeholder Relationship Committee shall meet at least once in a year and shall report to the Board on a quarterly basis regarding the status of redressal of the complaints received from the shareholders of the Company.

4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE ("CSR Committee")

The **Corporate Social Responsibility Committee** (the "Committee") of the Board of Directors (the "Board") of Mach Travel Solutions Limited (the "Company") functions as per the provisions of **Section 135** of the Companies Act, 2013 (the "Act"). It has been re-constituted by the Board of Directors in its meeting on 15-March-2024.

This Committee is responsible for the responsibilities as entrusted upon by the Company under **The Scope of the Corporate Social Responsibility Committee** as mentioned below. The CSR Committee consisting the following member:

COMPOSITION OF THE COMMITTEE		
Name of Director	**Designation in the Committee**	**Nature Of Directorship**
Amit Bhatia	Chairman	Managing Director
Laveena Bhatia	Member	Whole Time Director
Hemant Koushik	Member	Independent Director

The Compliance Officer shall act as Secretary to the Corporate Social Responsibility Committee.

SCOPE OF CSR Committee:

The Scope of the Corporate Social Responsibility Committee as per Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended time to time shall be as under:

1) formulate and recommend the CSR policy to the Board;

2) recommend the amount of expenditure to be incurred on CSR activities;

3) monitor the CSR policy of the company from time to time; and

4) formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the items as mentioned in rule 5(2) of the Companies (CSR Policy) Rules, 2014.

5) Any other responsibilities in relation to CSR given by Board such as ensuring regulatory filings for CSR expenditures

QUORUM FOR MEETING OF CSR COMMITTEE:

The quorum for the meeting shall be either two members or one third of the total strength of the committee or two members, whichever is higher.

MEETINGS OF THE COMMITTEE AND RELEVANT QUORUM:

The Corporate Social Responsibility Committee shall meet at least once in a year and shall report to the Board on a yearly basis regarding the responsibilities as entrusted upon by the Company under the Scope of the Corporate Social Responsibility Committee as mentioned above.

****