



**Regd. Office: 2ND FLOOR MRUDUL TOWER B/H TIMES OF
INDIA ASHRAM ROAD AHMEDABAD GJ
380009 IN**

CIN: U55101GJ2009PLC056756

E-mail id: cs@fourseason.co.in

COMPOSITION OF BOARD OF DIRECTORS

- | | |
|--------------------------------|---------------------------------------|
| 1. Mr. Viral M Shah | Chairman cum Managing Director |
| 2. Mrs. Giraben Solanki | Non-Executive Director |
| 3. Mr. Rupen Mody | Non-Executive Director |
| 4. Mr. Sunil Talati | Independent Director |
| 5. Mr. Surendra Patel | Independent Director |
| 6. Mrs. Ameer Parikh | Independent Director |



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COMPOSITION OF AUDIT COMMITTEE

1.	Mr. Sunil Talati	Chairman
2.	Mrs. Ameer Parikh	member
3.	Mr. Viral Shah	member

TERMS OF REFERENCE OF AUDIT COMMITTEE:

- 1.** 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;
- 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
 - g) Qualifications in the draft audit report



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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. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. 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;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. 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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- 16.** 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;
- 17.** To 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.** To review the functioning of the Whistle Blower mechanism;
- 19.** 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;
- 20.** Reviewing the Management letters/ letters of Internal Control weaknesses issued by Statutory Auditor.
- 21.** Review of Management discussion and analysis of financial condition and results of operations;
- 22.** Review of Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- 23.** Review of Management letters / letters of internal control weaknesses issued by the statutory auditors;
- 24.** Review of Internal audit reports relating to internal control weaknesses; and
- 25.** Review of appointment, removal and terms of remuneration of the Chief internal auditor
- 26.** Carrying out any other function as may be required in pursuance of the decision of the Board of Directors of the Company or any provision under the Companies Act or SEBI (LODR) Regulations, 2015 or any other applicable law.



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COMPOSITION OF STAKEHOLDER RELATIONSHIP COMMITTEE

1. Mr. Surendra Patel	Chairman
2. Mr. Viral Shah	Member
3. Mrs. Giraben Solanki	Member

TERMS OF REFERENCE OF STAKEHOLDER RELATIONSHIP COMMITTEE:

To allot the Equity Shares of the Company, and to supervise and ensure:

- 1. To attend to requests from the shareholders for transfer / transmission of shares and all matters incidental or related thereto.**
- 2. To attend to matters relating dematerialization / rematerialisation of shares / other securities and all matters incidental or related thereto;**
- 3. To advise the Board on matters incidental or relating to issue of Bonus Shares & Rights Shares, etc.**
- 4. To consider and resolve grievances of the security holders of the Company, including complaints related to the transfer of shares, non-receipt of annual report and non-receipt of declared dividends;**
- 5. To investigate complaints relating to allotment of shares, approval of transfer or transmission of shares or any other securities;**
- 6. To attend to issue of duplicate certificates and new certificates on split / consolidation / renewal; and**
- 7. To attend to matters relating to compliance with the SEBI (LODR) Regulations,2015 and other statutory requirements concerning the interests of holders of shares and other securities;**



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- 8.** To carry out any other function as may be required in pursuance of the decision of the Board of Directors of the Company or any provision under the Companies Act or SEBI (LODR) Regulations, 2015 or any other applicable law.



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COMPOSITION OF NOMINATION & REMUNERATION COMMITTEE

1. Mr. Sunil Talati	Chairman
2. Mr. Surendra Patel	Member
3. Mrs. Giraben Solanki	Member

TERMS OF REFERENCE OF NOMINATION & REMUNERATION COMMITTEE:

- 1.** Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- 2.** Formulating of criteria for evaluation of performance of the independent directors and the Board;
- 3.** Devising a policy on Board diversity;
- 4.** Identifying persons who qualify to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal;
- 5.** Determining 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;
- 6.** Analysing, monitoring and reviewing various human resource and compensation matters;
- 7.** 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;



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- 8.** Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
- 9.** Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- 10.** 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, 2015;
- 11.** Carrying out any other function as may be required in pursuance of the decision of the Board of Directors of the Company or any provision under the Companies Act or SEBI (LODR) Regulations, 2015 or any other applicable law.