

# COMMITTED CARGO CARE LIMITED

2<sup>nd</sup> Board Meeting – Agenda Papers

27<sup>th</sup> May, 2024

## AGENDA FOR BOARD MEETING

Dear Sir,

Kindly refer to our email regarding Board Meeting on Shorter Notice to be held on **Wednesday, the 29<sup>th</sup> day of May, 2024** through **video conferencing (Zoom)** at **12.30 P.M. IST**.

We give below the Agenda of the meeting for your kind perusal.

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Kindly make it convenient to attend the meeting.

Thanking you.

Yours faithfully

For **COMMITTED CARGO CARE LIMITED**



Charumita Bhutani  
Company Secretary

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## NOTES ON AGENDA 2<sup>nd</sup> Board Meeting of Financial Year 2024-25 Wednesday, May 27<sup>th</sup>, 2024

ITEM NO.2.1	TO ELECT CHAIRPERSON OF MEETING	Notes
	<p>The Directors amongst themselves are required to elect one of themselves as the Chairperson of the Board Meetings thereon, of the ongoing and all the subsequent meetings thereon, unless decided otherwise.</p> <p>The Directors are requested to consider and pass, with or without modification, the following draft resolution:</p> <p><b>“RESOLVED THAT</b> Mr./Ms.____, Director (DIN: _____) be and is hereby elected as Chairperson of the Board with the immediate effect, unless decided otherwise at any subsequent meetings thereof.”</p>	
ITEM NO.2.2	TO GRANT LEAVE OF ABSENCE	Notes
	<p>Request for leave of absence, if any, shall be placed at the meeting.</p>	
ITEM NO.2.3	TO CONFIRM THE QUORUM OF MEETING	Notes
	<p>Quorum of the meeting shall be confirmed.</p>	
ITEM NO.2.4	TO CONSIDER THE RE-CONSTITUTION OF AUDIT COMMITTEE	Notes
	<p>The Board may not that due to the resignation placed by Mr. Hari Prasad Thapliyal to be effective from the close of business hours on 29<sup>th</sup> May, 2024, there is a need to re-constitute the Audit Committee of the Company.</p> <p>The members may express their views, concerns or recommendations.</p> <p>The members are requested to pass the following resolution with or without</p>	

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modification(s):

“**RESOLVED THAT** pursuant to Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the reconstitution of the Audit and Compliance Committee of the Board in the following manner:

*will be placed at  
the meeting*

S. No.	Name of Director	Status in Committee	Designation
1.	Ms. Shaman Chaudhry	Chairperson	Non-Executive Independent Director
2.	Dr. John Joseph	Member	Non-Executive Independent Director
3.	Mr. Gurinder Singh	Member	Non-Executive Independent Director
4.	Mr. Narendra Singh Bisht	Member	Whole-time Director

**RESOLVED FURTHER THAT** any Director or Company Secretary are be and hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution, including, but not limited to, making the requisite filings with any statutory / regulatory body, in this regard.”

ITEM NO.2.5	TO CONSIDER CONSTITUTION OF INTERNAL COMMITTEE	Notes									
<p>The Board may note that, for the routine purposes and activities the power needs to be vested in the officials or the Committee thereof, if any for exercising such powers and providing further authorization to the officials.</p> <p>The members may express their views, concerns or recommendations.</p> <p>The members are requested to pass the following resolution with or without modification(s):</p> <p>“<b>RESOLVED THAT</b> as per applicable provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the constitution of the Internal Committee of the Board in the following manner:</p> <table><tr><th>S. No.</th><th>Name of Director</th><th>Designation</th></tr><tr><td>1.</td><td>Mr. Nitin Bharal</td><td>Whole-time Director</td></tr><tr><td>2.</td><td>Mr. Rajeev Sharma</td><td>Managing Director</td></tr></table>		S. No.	Name of Director	Designation	1.	Mr. Nitin Bharal	Whole-time Director	2.	Mr. Rajeev Sharma	Managing Director	
S. No.	Name of Director	Designation									
1.	Mr. Nitin Bharal	Whole-time Director									
2.	Mr. Rajeev Sharma	Managing Director									

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3.	Mr. Narendra Singh Bisht	Whole-time Director
4.	Mr. Yash Pal Arora	Whole-time Director

**RESOLVED FURTHER THAT** the members of the committee are severally authorized to sign, act, matters, represent on behalf of the Company, and may further delegate the powers to the officials of the company as and when required.

**RESOLVED FURTHER THAT** any Director or Company Secretary are be and hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution, including, but not limited to, making the requisite filings with any statutory / regulatory body, in this regard.”

<b>ITEM NO.2.6</b>	<b>TO CONSIDER AND NOTE THE DRAFT AUDITOR'S REPORT FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2024</b>	<i>Notes</i>
<p>Pursuant to the provisions of Section 141(2) of the Companies Act, 2013 and Companies (Accounts) Rules, 2014 or other applicable provisions made thereunder, the Auditors Report (Standalone &amp; Consolidated) shall be placed before the meeting for noting by the Board thereon.</p> <p>The Directors are requested to consider and pass, with or without modification, following resolution:</p> <p>“<b>RESOLVED THAT</b> in terms of the provisions of Section 141(2) of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014 or other applicable provisions made thereunder the Auditors’ Report (Standalone &amp; Consolidated) as per the draft placed before the meeting for the half year and financial year ended on 31<sup>st</sup> March, 2021 be and is hereby noted.”</p>		<i>will be placed at the meeting</i>
<b>ITEM NO.2.7</b>	<b>TO TAKE ON RECORD THE CEO AND CFO CERTIFICATE ON FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024</b>	<i>Notes</i>
<p>The chairman placed before the board, Certificate signed by the CFO of the Company in terms of Regulation 33 of SEBI (LODR) Regulations, 2015 for the half year and year ended 31<sup>st</sup> March, 2024.</p> <p>The board after considering the same shall take note of it.</p>		<i>will be placed at the meeting</i>

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ITEM NO.2.8	TO CONSIDER AND APPROVE ANNUAL AUDITED FINANCIAL STATEMENTS FOR THE FY ENDED 31 <sup>ST</sup> MARCH, 2024	Notes
	<p>The members of the Board are hereby informed that the audited financial results for the half year and year ended on 31<sup>st</sup> March, 2024 along with the report of M/s. Aggarwal Vineeta &amp; Co., Chartered Accountants, Statutory Auditors of the Company on the financial results of the Company, shall be placed before the Board for their perusal and consideration on recommendation of the Audit Committee.</p> <p>The Board is further apprised that in accordance with MCA Press Release No. 11/10/2009 CL-V dated the 2<sup>nd</sup> January, 2015 the financials are proposed to be prepared in the existing Accounting Standards, having its securities listed on NSE SME Exchange.</p> <p>The Board members are apprised that pursuant to Regulation 33(2)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the certificate shall be placed before the meeting by the chief executive officer and chief financial officer certifying that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.</p> <p>After going through the financial statements, the members may express their views, concerns or recommendations.</p> <p>The members are requested to pass the following resolution with or without modification(s):</p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Section 134 and Section 137 of the Companies Act, 2013 and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and Regulation 33 of SEBI (LODR) Regulations, 2015, as amended thereto, the audited financial results prepared in compliance with existing accounting standards for the half year and year ended on March 31<sup>st</sup>, 2024 as placed before the meeting along with audit report be and are hereby approved and taken on record on recommendation of the Audit Committee.</p> <p><b>FURTHER THAT</b> pursuant to the regulation 33(2)(b) of SEBI (LODR), Regulations, 2025 Mr. Rajeev Sharma, Managing Director (DIN:00936817) be and is hereby authorized to sign the audited financial results.</p> <p><b>FURTHER RESOLVED THAT</b> any Director or Company Secretary of the Company be and is hereby severally authorize to furnish the unaudited financial results along with limited review audit report in the prescribed manner to the Stock Exchange, where the equity shares of the Company are listed and to do such other acts as may be necessary for execution of the said activity.”</p>	<p><i>will be placed at the meeting</i></p>

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ITEM NO.2.9	TO CONSIDER RECOMMENDATION OF DIVIDEND, IF ANY ON EQUITY SHARES FOR FINANCIAL YEAR 2023-24	Notes
<p>The Board may note that pursuant to the provisions of the Companies Act, 2013 and other applicable provisions relating to recommendation of dividend for the financial year 2023-24, the Board may after deliberation recommend the dividend, subject to approval by the Shareholders for declaration in the ensuing Annual General Meeting.</p> <p><b>RESOLVED THAT</b> in terms of the provisions under Section 123 of the Companies Act, 2013 read with Companies (Declaration and Payment of Dividend) Rules, 2014 and subject to the approval of the members the ensuing Annual General Meeting, the Board be and hereby recommend the dividend as follows- Equity dividend – [ ● ]</p> <p><b>RESOLVED FURTHER THAT</b> the dividend be paid out of the profits of the Company for the financial year ended 31<sup>st</sup> March, 2024 to the shareholders as on the record date within thirty days of such approval to the shareholders who are entitled to receive the same.</p> <p><b>RESOLVED FURTHER THAT</b> the certified copy of the resolution be furnished to the said Bank for necessary action.”</p>		<p><i>will be placed at the meeting</i></p>
ITEM NO.2.10	TO APPROVE THE INVESTMENT IN BODY CORPORATE UNDER SECTION 186 OF COMPANIES ACT, 2013	Notes
<p>The approval of the members is sought for making the investment in the proposed subsidiary company for which the approval has been taken in the Board meeting held in February, 2024 pursuant to Section 186 and other applicable provisions of the Companies Act, 2013.</p> <p>The members may express their views, concerns or recommendations.</p> <p>The members are requested to pass the following resolution with or without modification(s):</p> <p>“<b>RESOLVED THAT</b> the consent of the Board be and is hereby accorded in terms of the provisions of Section 186(2) of the Companies Act, 2013 and the applicable rules (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities, notwithstanding that the aggregate loans and guarantees to any bodies corporate and persons and investment in securities of any body corporate exceeds the limit specified</p>		<p><i>will be placed at the meeting</i></p>

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under Section 186(2) of the Companies Act, 2013, read with applicable rules, circulars and clarifications thereunder.

- a) to invest/ acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares and Debentures (whether Convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside India, which may or may not be the Subsidiary(ies) of the Company, as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), to the extent of sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.
- b) to make/give from time to time any loan or loans to person or bodies corporate, whether in or outside India, which may or may not be the Subsidiary(ies) of the Company, as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), to the extent of sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.
- c) give from time to time any guarantee(s) and/or provide any security to any person(s), any Body Corporate, Bank, Financial Institutions or any other institution in India or outside in respect of or against any loans to or to secure any financial arrangement of any nature by, any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company, as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

**RESOLVED FURTHER THAT** the consent of the Board be and is hereby accorded including any Committee of Directors pursuant to Rule 2 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013, to give any loan to or guarantee or provide any security on behalf of, or acquire securities of, the Wholly

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Owned Subsidiaries of the Company, for such sums as may be decided by Board/ Committee of Directors as permitted or subject to the provisions specified therein.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board/ Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits upto which such investments in securities/loans/ guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer/dispose of the investments so made, from time to time, and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

ITEM NO.2.11	TO APPROVE THE APPLICATION FOR RESERVATION OF NAME FOR THE PROPOSED SUBSIDIARY COMPANY	Notes
<p>The Board may note that, in the process for incorporation of new company of Committed Cargo care Limited, Corporate intended to be subsidiary of the Company, which shall be indulged in the Information Technology Services, which shall formulate the Business related software for the Company and may perform in the market on non-exclusive basis, i.e. they may serve to other logistics companies as well.</p> <p>The names of the Company are proposed to be applied at the Registrar of Companies, Ministry of Corporate Affairs.</p> <p>The members may express their views, concerns or recommendations. The members are requested to pass the following resolution with or without modification(s):</p> <p>“<b>RESOLVED THAT</b> the Board of Directors of the Company, do hereby give consent to incorporate/ promote a subsidiary Company under the provisions of Companies Act, 2013, in India with the name of:</p> <ol style="list-style-type: none"><li>1. Nexuslogix Private Limited</li><li>2. Logipro Private Limited</li><li>3. Logicraft Private Limited</li><li>4. Flexichain Private Limited</li></ol>		

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5. Speedy Sync Private Limited

or such other name as may be approved by the registrar of Companies.

**RESOLVED FURTHER THAT** 70% equity shareholding shall be subscribed in the name of ‘Committed Cargo Care Limited’ and the balance 30% equity shareholding shall be subscribed in the name of ‘Alobha Technologies Private Limited’.

**RESOLVED FURTHER THAT** the Board of Directors do hereby jointly and severally appoint, constitute and nominate any Director or Company Secretary, as the authorized signatory, who shall sign all the documents on behalf of Committed Cargo Care Limited as required for incorporation of Subsidiary in India and to do all acts and things as hereinafter mentioned on behalf of and for the Company viz.:

1. To sign on behalf of the Committed Cargo Care Limited all declarations, forms, documents, affidavits and papers pertaining to the formation of the Subsidiary in India.
2. To authorize any other person or professional, to carry out necessary correction, amendments, changes, additions, alterations, deletions and such other work as may be necessary, in the Memorandum of Association and Articles of Association and other papers/ documents be filed before the Registrar of Companies for the incorporation of Subsidiary in India and to appoint attorneys to carry out such corrections, amendments etc.; and
3. Generally, to do all acts and things incidental to the power hereinabove mentioned and all other acts and things necessary for incorporation of the Subsidiary in India.

**RESOLVED FURTHER THAT** the Company be and hereby authorize Mr. Deepak Kumar, Partner of Akhil Rohatgi & Co., Company Secretaries, having their office at 21, Shamnath Marg, Civil Lines, Delhi — 110054, India, to represent in oral or in writing before the Registrar of Companies to carryout necessary corrections, amendments, changes, additions, alteration, deletions and such other work as may be necessary, in the Memorandum of Association and Articles of Association and other papers/ documents filed or to be filed before Registrar of Companies for incorporation and to appoint attorneys to carry out such correction and amendments etc."

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ITEM NO.2.12	TO APPROVE THE APPOINTMENT OF M/S AKHIL ROHATGI & CO. AS SECRETARIAL AUDITOR FOR FY 2024-25	Notes
	<p>The Board may note that pursuant to the provision of Section 204(1) of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and on the recommendation of the Audit Committee, the appointment of Secretarial Auditor is required to be approved by the Board of Directors for financial Year 2024-25.</p> <p>M/s Akhil Rohatgi &amp; Co., Company Secretary in Practice, recommended by the Audit Committee and being eligible they have offered themselves for appointment for the financial year 2024-25 through the consent Letter dated 20<sup>th</sup> May, 2024 which shall be displayed to Board for necessary consideration and approval thereon.</p> <p>The Directors are requested to consider and pass, with or without modification, the following draft resolution:</p> <p><b>“RESOLVED THAT</b> pursuant to the provisions of Section 204(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any amendment thereto for the time being in force, and on the recommendation of the Audit Committee, M/s Akhil Rohatgi &amp; Co., Company Secretary in Practice be and is hereby appointed as the Secretarial Auditor of the Company to conduct auditing of the secretarial and related records of the Company and to furnish secretarial auditors report (s) for the financial year 2024-25 and any Director of the Company be and is hereby authorized to fix the remuneration.</p> <p><b>FURTHER THAT</b> any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary and expedient in relation thereto and to file necessary form(s)/return(s), if any with the Registrar of Companies, Stock Exchanges and other statutory authorities.”</p>	<p><i>will be placed at the meeting</i></p>

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ITEM NO.2.13	TO CONSIDER THE CSR EXPENDITURE MADE IN FY 2023-24 AND AUTHORIZE FOR FILING AOC-4 CSR	Notes
	<p>In accordance with the provisions of Section 135 (5) of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended) and other applicable provisions, if any, Board approved and spent two percent (2%) of the average net profits of the Company made during the three immediately preceding financial years in pursuance of its Corporate Social Responsibility Policy in the FY 2022-23.</p> <p>In accordance with Rule 4(5) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended), the Board further certified that the funds so disbursed has been utilized for the purpose and manner as approved.</p> <p>Accordingly, during the financial year 2022-23 the Company has spent the amount of Rs. 10 Lacs towards its CSR obligation as approved by the Board in the form of contribution to Swachh Paryavaran Trust (CSR00039571).</p> <p>The Board is requested to take note of the same.</p>	<p><i>will be placed at the meeting</i></p>
ITEM NO.2.14	TO REVIEW AND CONSIDER FINANCIAL/ BANKING MATTERS	Notes

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1. **TO CONSIDER AND APPROVE THE INCREMENT OF CORPORATE INTERNET BANKING (CIB) LIMIT IN ICICI BANK ACCOUNT**

The Board may note that the requirement for increase in daily online transaction limit on ICICI Bank Online Banking Portal arose, the member's approval is sought for.

The Directors are requested to consider and pass, with or without modification, the following resolution.

**“RESOLVED THAT**

1. A Current Account (“Account”) in the name of the Company be opened with ICICI Bank Limited (“ICICI Bank”) at Vasant Kunj, New Delhi and Shri. Narendra Singh Bisht, Director and Shri. Rajeev Sharma, Director be authorised to sign and deliver necessary Application Forms and other Documents therefor and do all acts and deeds as may require by ICICI Bank in connection with opening / activating the Account AND that the Company do accept the terms and conditions applicable for the Current Account as may be contained in the Application Forms and displayed on the website [www.icicibank.com](http://www.icicibank.com) ("Website") or any other terms and conditions as may be notified by ICICI Bank from time to time in connection with the provision of products and services offered in respect of the Current Account.
2. ICICI Bank be instructed to accept and credit to the Account all moneys deposited with or owing by ICICI Bank on any account or accounts at any time or times, kept or to be kept in the name of the Company and the amount of all cheques, notes, bills, other negotiable instruments, orders or receipt, provided they are endorsed/signed/issued by Shri. Narendra Singh Bisht, Director and Shri. Rajeev Sharma, Director of the Company for the time being, jointly (strike off which is not applicable) on behalf of the Company.
3. ICICI Bank be instructed to honor all cheque, promissory notes, and other instruments drawn by and all bills accepted on behalf of the Company upto the Limit as may be required per instrument / bill, so long as the Account being in credit balance or, where overdraft facility is provided by ICICI Bank in respect of the Account, so long as it is within the overdraft limit, and are endorsed/signed/issued by Shri. Narendra Singh Bisht, Director and Shri. Rajeev Sharma, Director of the Company for the time being, jointly (strike off which is not applicable) on behalf of the Company and such signature(s) shall be sufficient authority to bind the Company in all transactions between ICICI Bank and the Company including those specifically referred to herein

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4. The Company do also operate the Account through the <sup>1</sup>mode of Phone Banking, Internet Banking, Email Banking, Debit Card, ATM Card offered by ICICI Bank for operation of the Account from time to time and the following Officials are authorised to operate the Account under different Limits in the manner set out below :

Corporate Internet Banking (CIB):

Name of the Official (User)	Limit (Rs.)		To be approved by Official (approver should be a user in CIB)
	From	To	
Rajeev Sharma	0	5,00,00,000.0 0	Narendra Singh Bisht

and the aforesaid authorised Officials be and are hereby authorised to complete the formalities for applying for and obtaining connected Login id and Password(s) / Debit Cards / ATM Cards, as the case may be, as applicable, to each of the above mode of operations and operate the Account, as per the Limit and in the manner indicated above or as per the Limit set by ICICI Bank in respect of ATM / Debit Cards, as the case may be, and Shri. Narendra Singh Bisht, Director and Shri. Rajeev Sharma, Director of the Company are severally authorised to collect the applications and other documents from authorised Officials, submit the same to ICICI Bank and collect the Login id and Password(s) / Debit Cards / ATM Cards, as the case may be, from ICICI Bank and deliver the same to the respective authorised Officials

5. The Managing Director / Executive Director / Finance Director of the Company are severally authorised to additionally authorize such other Official(s) to operate the Account in any of the modes indicated above / evaluate and decide on adopting any other mode of operation of the Account that ICICI Bank may offer from time to time and details of every such additional authorization / adoption of mode of operation shall be placed before the next following Meeting of Board of Directors for information.
6. The Company do convey to ICICI Bank that the transactions done under the mode of operations adopted by the Company are binding on the Company notwithstanding any fraud, negligence, allowing unauthorized use, failure to maintain confidentiality of Login id and / or Password or default on the part of the authorised Official(s) in the operation of the Account and the Company agrees to hold ICICI Bank harmless and its interest protected on execution of every transaction and shall not hold ICICI Bank liable for any such unauthorized or fraudulent transactions.

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7. The Company do avail and the Managing Director / Executive Director / Finance Director are severally authorised to avail from ICICI Bank facilities in the normal course of business in the form of Overdraft, Cash credit, Demand Loan, Bill purchase / discount, Letters of Credit, Letter of Undertaking (Buyers Credit), Bank Guarantee and such other Fund based / non-Fund based Facility(ies) as may be offered by ICICI Bank from time to time upto the Limit as may be required, secured / backed by 100% Fixed Deposit with ICICI Bank generated from the amount standing in the Account, on such terms and on such conditions as may be stipulated by ICICI Bank and Shri. Narendra Singh Bisht, Director and Shri. Rajeev Sharma, Director of the Company and, in their absence, such officials of the Company duly authorised by the Managing Director / Executive Director / Finance Director, are severally authorised to negotiate, finalise, settle, execute and deliver with / to ICICI Bank such Documents as may be required by ICICI Bank and complete all formalities for creating Fixed Deposit out of the Account and creating security thereon in favour of ICICI Bank in the manner required by them for availing the Facility(ies).
8. Copies of the foregoing Resolutions certified to be true copies by the Chairman / Managing Director / Secretary of the Company be furnished to ICICI Bank and it be requested to act thereon.”

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ITEM NO.2.15	TO TAKE NOTE OF STATEMENT OF DEVIATION AS REVIEWED BY AUDIT COMMITTEE	Notes
	<p>To take a note of statement of deviation(s) or variation(s) under Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for half year ended 31<sup>st</sup> March, 2024 which shall be tabled before the Board for its consideration as reviewed and forwarded by Audit Committee in their meeting.</p>	<p><i>will be placed at the meeting</i></p>
ITEM NO.2.16	TO TAKE NOTE OF LISTING COMPLIANCES	Notes
	<p>The Members of the Board are hereby informed that being a listed entity, our Company has to comply with various provisions of the SEBI regulations.</p> <p>The Board is requested to take note of the same.</p> <ol style="list-style-type: none"><li>1. To take on record Share Holding Pattern of the Company pursuant to Regulation 31 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 for the half year ended as on 31<sup>st</sup> March, 2024.</li><li>2. To take on record the Reconciliation of Share Capital Audit Report for the quarter ended on 31<sup>st</sup> March, 2018 pursuant to Regulation 55A of SEBI (Depositories And Participants Regulations 1996).</li><li>3. To take on record Statement of Investor Complaints pursuant to Regulation 13(3) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015 for the quarter ended as on 31<sup>st</sup> March, 2024.</li><li>4. To take on record Compliance Certificate under Regulation 7(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the half year ended 31<sup>st</sup> March, 2024.</li><li>5. To take on record Certificate from Practicing Company Secretary under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the financial year ended 31<sup>st</sup> March, 2024.</li><li>6. To take on record the intimation for Disclosure requirements under Regulation 31(4) of SEBI (Substantial Acquisition of Shares &amp; Takeover) Regulations, 2011.</li><li>7. To take on record the certificate of Non-applicability of Corporate Governance provisions to the Company for the quarter ended 31<sup>st</sup> March, 2024.</li><li>8. To take on record the certificate by RTA under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018 for the Quarter ended March</li></ol>	

# COMMITTED CARGO CARE LIMITED

2<sup>nd</sup> Board Meeting – Agenda Papers

31<sup>st</sup>, 2024.

- 9. To take on record the SDD Compliance certificate as per Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- 10. Intimations for opening of new offices in Chennai and Hyderabad under Regulation 30 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015.

ITEM NO.2.17	TO NOTE THE STATUS OF STATUTORY DUES AND COMPLIANCE OF LAWS	Notes
The certificate confirming compliances of applicable laws is enclosed herewith.  The Board is requested to take note of the same.		Annexure-1
ITEM NO.2.18	ANY OTHER ITEM WITH THE PERMISSION OF THE CHAIR	Notes

Any other item may be considered with the permission of Chairperson.

# COMMITTED CARGO CARE LIMITED

2<sup>nd</sup> Board Meeting – Agenda Papers

Annexure-1

## COMPLIANCE CERTIFICATE

“The undersigned certify that as on and up to the date of this certificate, there has been compliance with the laws, orders, rules and regulations and other legal requirements of the Central, State and Local Authorities concerning the business and affairs of the Company and in particular:

- a) That sums required to be deducted in accordance with the provisions of the Income Tax, 1961 has been properly deducted and further certified that all the sums so deducted have been paid or will be paid within prescribed time to the credit of the Central Government in pursuance of Section 200 of Income Tax Act 1961.
- b) That the Company has paid all its dues pertaining to the Goods & Services Act, 2017 and other laws within due course of the time.
- c) That there has been material compliance with the provisions of the Factories Act, 1948, The Payment of Bonus Act, 1965, The Payment of Gratuity Act, 1972, The Minimum Wages Act, 1936, Employees State Insurance Act, 1948, Employees Provident Fund and Miscellaneous Provisions Act, 1952 and the Rules made there under including any amendments thereof.
- d) That deductions have been made from the salaries of the employees of the Company, as required by the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Employee's State Insurance Act, 1948 and Scheme made there under, and such deductions have been fully paid/ will be paid to the authorities concerned.
- e) That there has been compliance with the provisions of the Foreign Exchange Management Act, 1999 and the Rules made there under.
- f) That all the returns and forms have been filed and particulars furnished to the Registrar of Companies and/or Authorities as required by the Companies Act, 2013 and the Rules made there under, for the time being in force.

The Certificate is given by the undersigned with the best of the knowledge that, on good faith and strength, full reliance is placed by the Board of directors of the Company.”

Sd/-

Charumita Bhutani  
Company Secretary

Compliance Certificate has been obtained from HR Head and respective Managers of the Company.