

Business Development and Administrative Committee of Patel Retail Limited-

Term of Reference



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1) Purpose for constitution of Committee.

To ensure smooth functioning of day to day routine and exigency matters that needed to be address by the company immediately and cannot be postponed any further to expedite timely decision.

In view of above it is needed to formulate the Business Development and Administrative Committee.

2) Constitution of the Committee.

The Committee shall comprise up to 3 **(three)** member as mentioned below. The Board shall constitute the Committee known as Business Development and Administrative Committee among its Board members and shall review the composition of the Committee every 5 **(Five)** years (hereinafter referred to as the said **"Tenure"**) or as and when required Board decided to review prior to the said Tenure. Below is the composition of the said Committee.

Sr.no	Name of Members	Designation in committee
1	Dhanji Raghavji Patel	Chairman
2	Bechar Raghavji Patel	Member
3	Hiren Bechar Patel	Member

The Chairman may invite the senior most executive, Person in- charge of the marketing function, finance function including Chief operating officer, Chief Financial Officer or any other officer of the Company to attend any meeting of the Committee as an invitee.

3) Frequency of Meetings and proceedings.

- (i) The Company Secretary of the Company shall serve as the secretary to the Committee (hereinafter referred to as the said **"Secretary"**).
- (ii) The Committee shall meet as and when required by company. All meetings of the Committee shall be convened by the Chairman.
- (iii) The Committee shall meet as and when required depending upon business requirements. The Committee shall meet at such intervals as may be deemed necessary.
- (iv) The Business Development and Administrative Committee shall meet at the registered office of the company or any such other place as the Chairman of the Committee may decide.

4) Quorum for the Meeting.

The quorum for meetings shall comprise of 2 (**two**) members of the Committee.

- (i) Notice of each meeting setting out the date, time, venue and agenda shall be sent to each member of the Committee at least 7(**day**) Business Days prior to the date of the meeting. The notice will include relevant supporting papers for the agenda items to be discussed, which should be relevant, clear, complete and concise. However, in case of urgent business item, the meeting may be convened at a shorter notice, if All Members of the committee agrees to the same. For the purpose of these terms of reference, a "**Business Day**" shall mean a day, not being a **Public holiday in India**.
- (ii) The minutes of the proceedings and resolutions of Committee meetings shall be maintained by the Secretary. The minutes shall be circulated to all Committee members after prior approval by the Chairman.
- (iii) All decisions of the Committee shall be taken by a majority vote of the members present at the meeting of the Committee.

5) Invitees to meeting.

The Business Development and Administrative Committee may invite such executives(s)/ person(s) as it considers appropriate to be in present in the meeting.

6) Minutes of the meeting and approval.

The Company Secretary shall send notices of meeting to all members of Committee and record minutes of the Meeting as per provisions laid under company's act, 2013 read with SS-1 secretarial standard issued by the Institute of the company Secretaries of India on meetings of the board of directors from time to time.

7) Powers of the Committee.

The Committee shall have the power to:

- (i) Recommend an investigation into any activity of the Company that it deems necessary, in the course of discharging its duties;
- (ii) Seek any information it requires from any employee of the Company in Relation to discharge of its duties; and
- (iii) Employ the services and/or secure the attendance of such advisers and legal counsel as it deems necessary or appropriate to discharge its duties.
- (iv) The Board shall make available to the Committee sufficient resources, as determined by the Committee, to function effectively, including funds to:
- (v) engage and remunerate independent advisers to assist the Committee in carrying out its work; and

- (vi) Pay for all expenses of the Committee that are reasonable and necessary for the purpose of discharging its duties.

8) Duties of the Committee.

The Duties of the Business Development and Administrative Committee shall inter-alia include the following:

- 1) Authorise the opening and closing of bank accounts, authorize officials of the Company to operate the bank accounts of the Company and deal with all other incidental matters connected with the bank accounts of the Company;
- 2) Authorise the officials to sign any papers, documents, letters and correspondence on behalf of the Company relating to Central Excise/ Customs/ Import & Export/ Reserve Bank of India/ Sales Tax (Central & State), Registrar of Companies or other agency/authority including any government authority etc.
- 3) To see the day to day affairs of exports including making applications to concern authority for seeking various kind of licenses, to give appearance and submit /sign all kinds of documents, purchase order, letters, affidavit etc. required for the smooth functioning of the day to day affairs of the export business.
- 4) authorise officials to sign and submit all such documents, deeds including written submissions, Re-joinders, affidavits etc. as may be required to be filed before any court, tribunal or any other judicial body and to represent before such court, tribunal or judicial body and to appoint any counsel/law firm on behalf of the company in order to represent its case before any such authority.
- 5) To authorize officials to sign and submit various documents pertaining to Forex and Derivatives contracts for availing the services for day to day affairs for the company.
- 6) To take decision for opening of the new stores, renew it or terminate as deem fit for the betterment of the company business in various vicinity in India including own the store or take it on the lease basis and settle all the question pertaining to it from time to time and authorised the company employee to execute relevant leave and license, lease deed or termination indentures and seek necessary permission such as FSSAI etc. for the smooth functioning of the day to day affairs.
- 7) To make application to concern taxation authority including GST and make an application for seeking new licenses required by the company, renew or modify it as and when required from to time.
- 8) Approval of any other matter that is deemed necessary in respect of execution of any project and to carry out and to do all such acts, deeds and things required in connection therewith.
 - 1) To approve and transact routine administrative matters;
 - 2) To review the operations of the Company in general;



- 3) To authorize additions/deletions to the signatories pertaining to banking transactions which includes letter of credit facility, Bill Discounting, Line of Credit and seek the license or modification in it and make the application to the various concern authority including MIDC, and other authority required for smooth functioning of the company day to day affairs ;
- 4) To delegate authority to the Company's official(s) to represent the Company at various courts, government authorities and so on for the following matters:
 - i. To appear, represent, dispose and record statement, make and move application for and on behalf of the company and authorized to make sign, execute, verify and register various applications, papers, documents, statements, on company's behalf and authority to deposit amount incidental thereto and as may be required to submit before any lawful authority, Central and State Government Department (individually "**Authority**" and "collectively Authorities") and any Agency;
 - ii. Authority to collect and/or submit documents or produce/ receive the documentary evidence, measurement book, bill payment and/or to receive from any Government Departments, Authority Agency having authority in relation to the projects of the Company;
 - iii. To do all such other acts, matters and things necessary filing for contractual obligations on behalf of Company and to safeguard the legal interest of the company in any manner whatsoever including reference(s) of dispute to authority and/or Arbitration in relation to any projects;
 - iv. To appear, act and depose on behalf of the company before any High Court or before any Commission, Tribunal, Police Authorities or any other forum having jurisdiction;
 - v. To make, sign, execute, verify and register various pleadings, applications, counter/ rejoinder, affidavits, papers, documents, appeal, revision, writ petitions, written statements, reply, complaints, affidavit etc. before the authorities;
 - vi. To file or cause to be filed; any civil suit for recovery of monies due to the company or for any other relief or file/ withdraw/settle/ compromise the appropriate civil actions under appropriate provisions of the relevant laws;
 - vii. To sign the Vakalatnama authorizing the counsel to initiate and maintain all such legal proceeding and make statement and be present before the authorities on behalf of the company as and when required;
 - viii. To provide necessary documents required in the court of law;
 - ix. To review and follow up on the action taken on the Committees decisions;

9) General Meetings.:

The Chairperson of the Business Development and Administrative Committee shall be present at the annual general meetings to answer queries of the security holders. However, the Chairman of the Committee or, in his absence, any other meeting of the committee authorizes by him in this behalf shall attend General Meetings of the Company.

10) Review of Term of reference.

The Board has the right, subject to applicable laws and regulations, to modify this Charter, to reconstitute/dissolve the Committee or to supersede its actions subject to reasons will be given by the board.

The adequacy of this Charter shall be reviewed and reassessed by the Committee, whenever required to update the Charter based on the changes that may be brought about due to any regulatory amendments or otherwise.