

# ACETECH E-COMMERCE LIMITED

Registered Address: 1234/C/1 to 1234/C/6 Gala, Bldg B-5 Prithvi complex, Anjur, Thane, Bhiwandi, Maharashtra, India, 421302

CIN No. U47912MH2024PLC419702 | Email ID : acetechventures1@gmail.com | Phone No.-9890850314

**CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED IN THE BOARD MEETING OF DIRECTORS OF ACETECH E-COMMERCE LIMITED (FORMERLY ACETECH VENTURES LIMITED) WHICH COMMENCED AT ON MONDAY, 16<sup>TH</sup> JUNE, 2025 10:00 A.M. AND CONCLUDED AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1234/C/1 to 1234/C/6 GALA, BLDG B-5 PRITHVI COMPLEX, ANJUR, THANE, BHIWANDI, MAHARASHTRA, INDIA, 421302ANJUR, THANE, BHIWANDI, MAHARASHTRA, INDIA**

## **Constitution of Audit Committee:**

**RESOLVED THAT** in accordance with the provisions of Section 177 of the Companies Act, 2013 read with rules made there under and SEBI Regulation, an Audit Committee of the Board of Directors be and is hereby constituted, consisting of the following Directors as member of Committee:

<b>Sr. No.</b>	<b>Names of Member</b>	<b>Designation in Board</b>	<b>Designation in Committee</b>
1	Manish Rawal	Independent - Non-Executive Director	Chairperson
2	Basanti Negi	Independent - Non-Executive Director	Member
3	Madhavi Sharma	Independent - Non-executive Director	Member

**RESOLVED FURTHER THAT** the Audit committee shall perform inter alia the following function:-

## **Powers of Audit Committee**

The Audit Committee shall have powers, including the following:

1. to investigate any activity within its terms of reference
2. to seek information from any employee
3. to obtain outside legal or other professional advice; and
4. to secure attendance of outsiders with relevant expertise, if it considers necessary; and
5. Such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

## **Role of Audit Committee**

The role of the Audit Committee shall include the following:

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1. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
2. 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.
3. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
4. 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;
5. Changes, if any, in accounting policies and practices and reasons for the same;
6. Major accounting entries involving estimates based on the exercise of judgment by management;
7. Significant adjustments made in the financial statements arising out of audit findings;
8. Compliance with listing and other legal requirements relating to financial statements;
9. Disclosure of any related party transactions;
10. Qualifications in the draft audit report; and
11. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
12. Approval or any subsequent modification of transactions of the company with related parties;
13. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases
14. 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.
15. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;
16. 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.
17. 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.
18. Discussion with internal auditors any significant findings and follow up there on.
19. Examination of the financial statement and the auditors' report thereon;
20. Approval or any subsequent modification of transactions of the company with related parties;
21. 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 & background, etc. of the candidate.
22. Reviewing, with the management, the quarterly and half yearly financial statements before submission to the board for approval
23. Scrutiny of inter-corporate loans and investments;

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24. Discussion with internal auditors of any significant findings and follow up there on;
25. 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;
26. Discussion with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
27. Valuation of undertakings or assets of the company, wherever it is necessary;
28. Evaluation of internal financial controls and risk management systems;
29. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft Prospectus/ 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.
30. The Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.
31. The Committee shall have authority to investigate into any matter in relation to the items specified above or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.
32. To investigate any other matters referred to by the Board of Directors;
33. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
34. Carrying out any other function as may be required / mandated as per the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws;
35. Reviewing the utilization of loan and/or advances from investment by the holding company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances /investments;
36. the Audit Committee shall mandatorily review the following information:
  - a. Management discussion and analysis of financial information and results of operations;
  - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the 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.

**RESOLVED FURTHER THAT** the quorum of the Audit Committee shall be either two members or one third of the members of the committee whichever is greater.

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**RESOLVED FURTHER THAT** audit committee shall meet as and when required and not more than 120 days shall elapse between 2 meetings.

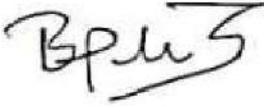
**RESOLVED FURTHER THAT** Company Secretary and compliance Officer of the Company shall act as Secretary to the Audit Committee.

**RESOLVED FURTHER THAT** the decisions at the committee meetings shall be by a majority of the votes of members present at the meeting and in the event of equality of votes, the Chairperson shall have a second or casting vote.

**RESOLVED FURTHER THAT** the committee shall be responsible for performing all the functions and duties as stated above and are required under the provisions of Companies Act, 2013 and Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

//CERTIFIED TRUE COPY//

**On and behalf of the Board of Directors  
For Acetech E-Commerce Limited  
(Formerly Acetech Ventures Limited)**



**Bippinkumar Vijay Saraogi**

**DIN: 05320263**

**Managing Director**

**Address: B-604, Mansarovar, Near Varaladevi Temple,  
Bhiwandi - 421302, Thane, Maharashtra**

**Date: 16.06.2025**

**Place: Bhiwandi**