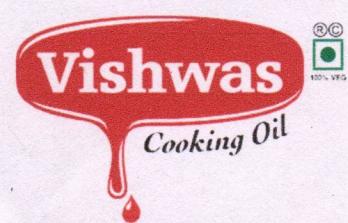


VISHWAS REFOILS & CONSUMER LIMITED

GSTIN NO: 24AAJCV2605C1ZR | CIN NO: U10403GJ2023PLC139329

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VISHWAS REFOILS & CONSUMER LIMITED

CORPORATE GOVERNANCE POLICY

CORPORATE GOVERNANCE POLICY

The provisions of the SEBI Listing Regulations and the Companies Act with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares on the Stock Exchange.

We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of our Board and Committees thereof. Our corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board is constituted in compliance with the provisions of the Companies Act and the SEBI Listing Regulations and our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act. Our Board functions either directly, or through various committees constituted to oversee specific operational areas.

As on the date of this policy, our Board has 5 Directors, comprising one Managing Director, one Promoter Executive Director, one Non-Independent Non-executive Director and two Independent Directors. We have 1 (one) Woman Director on our Board amongst these.

Committees of our Board

We have constituted the following committees of our Board of Directors for compliance with Corporate Governance requirements:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholder's Relationship Committee
4. Corporate Social Responsibility Committee

1. Audit Committee:

The Audit Committee of our Board was constituted by our directors by a board resolution dated 19th December, 2025 pursuant to section 177 of the Companies Act, 2013. The Audit Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Piyush Mukundrai Pandya	Non-Executive Independent Director	Chairperson
Mandhiyani Deepak Daulatram	Managing Director and Chairman and CEO	Member
Vanjani Jayesh Jayantkumar	Non-Executive Independent Director	Member

The Company Secretary of our Company shall act as secretary to the Audit Committee.

The scope of Audit Committee shall include all such acts, deeds and things required to be done under the LODR and the Companies Act, 2013.

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

2. Stakeholders Relationship Committee:

The Stakeholders Relationship Committee of our Board were constituted by our Directors pursuant to section 178 (5) of the Companies Act, 2013 by a board resolution dated 3rd June, 2024. The Shareholder and Investor Grievance Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Piyush Mukundrai Pandya	Non-Executive Independent Director	Chairperson
Honey Deepakkumar Mandhiyani	Whole-time Director	Member
Dhamejani Tanishka Anilbhai	Non-Executive Independent Director	Member
Vanjani Jayesh Jayantkumar	Non-Executive Independent Director	Member

This Committee will address all grievances of Shareholders/Investors and its terms of reference shall as may be decided by the Committee from time to time.

The Committee shall meet at least once in a year.

The Company Secretary of our Company shall act as the Secretary to the Committee.

Quorum and Meetings

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater.

3. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of our Board was constituted by our Directors pursuant to section 178 of the Companies Act, 2013 by a board resolution dated 3rd June, 2024.

The Nomination and Remuneration Committee currently comprises of:

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Name of the Member	Nature of Directorship	Designation in Committee
Piyush Mukundrai Pandya	Non-Executive Independent Director	Chairperson
Honey Deepakkumar Mandhiyani	Whole-time Director	Member
Dhamejani Tanishka Anilbhai	Non-Executive Independent Director	Member
Vanjani Jayesh Jayantkumar	Non-Executive Independent Director	Member

The scope of Nomination and Remuneration Committee shall include all such acts, deeds and things required to be done under the LODR and the Companies Act, 2013.

Quorum and Meetings

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be three non-executive directors out of which two shall be the Independent Directors. The Chairman of the Committee shall be an Independent Director. The Committee is required to meet at least once a year.

The Company Secretary of our Company shall act as the Secretary to the Committee.

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