



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE AUDIT COMMITTEE OF BOARD OF DIRECTORS OF KUSUMGAR LIMITED (FORMERLY KNOWN AS KUSUMGAR PVT. LTD.) HELD ON FRIDAY, JUNE 5, 2026 AT THE REGISTERED OFFICE OF THE COMPANY AT 101, MANJUSHREE, V. M. ROAD, CORNER OF N.S. ROAD NO. 5, JVPD SCHEME, VILE, PARLE (W), MUMBAI, 400056 AT 2:00 P.M.

To consider and approve the Key Performance Indicators by the Audit Committee

“RESOLVED THAT, the KPIs identified as per the requirements of the SEBI ICDR Regulations and the KPI Circular, set out in Annexure B are true, complete and correct, and the approval of the Audit Committee is hereby accorded to disclose such KPIs along with corresponding industry peer KPIs in the ‘*Basis for the Offer Price*’ and ‘*Our Business*’ sections of the relevant Offer Documents, as applicable, as set out in Annexure C.

“RESOLVED THAT, the KPIs have been verified and have been identified from the Selected Data as defined in

“RESOLVED THAT, there are no other KPIs other than as disclosed in Annexure B, that the committee deems appropriate that have a bearing for arriving at the basis for offer price.

RESOLVED FURTHER THAT, as per the requirements of the KPI Circular, the KPIs disclosed in Annexure B and Annexure C *inter-alia* the following were considered before finalizing the KPIs:

- (a) information on the Company’s historical financial or operational performance collated by the management pursuant to the KPI Circular (“**Selected Data**”), as set out in Annexure A;
- (b) the KPIs identified for disclosure in the ‘*Basis for the Offer Price*’ and ‘*Our Business*’ sections of the relevant Offer Documents, along with their definitions, and explanation on how these KPIs have been used by the management historically to analyse, track or monitor the operational and/or financial performance of the Company, as set out in Annexure B (which also represents the draft disclosure of KPIs to be included in the Offer Documents);
- (c) corresponding KPIs for the industry peers, to be included in the ‘*Basis for the Offer Price*’ and ‘*Our Business*’ sections of the relevant Offer Documents, as set out in Annexure C;
- (d) Selected Data not forming part of KPIs but forming part of disclosures in the relevant Offer Documents, and Selected Data not forming part of KPIs which has been excluded from disclosures in the relevant Offer Documents, along with the rationale for their exclusion from the KPIs, as set out in Annexure D;



- (e) Management Certificate confirming that the KPIs have been selected in accordance the KPI Circular and the SEBI ICDR Regulations and setting out the detailed process followed by the management for the purpose of the said selection, as set out in Annexure E.

RESOLVED FURTHER THAT, Management Certificate confirming that the KPIs have been selected in accordance with the standards as set out in the KPI Circular and the SEBI ICDR Regulations, is hereby noted and taken on record.

RESOLVED FURTHER THAT, the KPI Certificate proposed to be issued by Pankaj R Shah & Associates, Chartered Accountants in relation to the KPIs for disclosure in the Offer Documents, as set out in Annexure F, is hereby noted.

RESOLVED FURTHER THAT, any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things necessary, proper or desirable to implement the above resolution and to settle to give effect to the above resolution or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions, as may be deemed fit and proper in the best interest of the Company.

RESOLVED FURTHER THAT, the Audit Committee in consultation with the management of the Company and book running lead managers to the Offer may update and approve any further changes to the KPIs approved by this resolution, from time to time, basis, *inter alia*, regulatory feedback/ observations/ clarifications and changes in applicable law.

RESOLVED FURTHER THAT any of the Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

**For Kusumgar Limited
(Formerly known as Kusumgar Private Limited)**

**Devanand Mojidra
Company Secretary**