

Next2 Door Living Limited

Regd. Office:
C-63, Basement, Panchsheel Enclave,
New Delhi-110017

NEXT2 DOOR LIVING LIMITED

**(C-63, Basement Panchsheel Enclave, South Delhi, New Delhi,
Delhi- 110017)**

CIN U55100DL2018PLC328342

CORPORATE GOVERNANCE

***Approved by Board of Directors at its meeting held on 2nd
March 2026.***

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CORPORATE GOVERNANCE

In addition to the applicability of provisions of Companies Act, 2013 with respect to corporate governance, provisions of the SEBI (LODR) Regulations, 2015 have also been complied with, to the extent applicable to our Company.

Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report. We have complied with the requirements of the applicable regulations, including Regulations, in respect of Corporate Governance including constitution of the Board and its Committees. The Corporate Governance framework is based on an effective Independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The following committees have been constituted for compliance with Corporate Governance requirements:

- A. Audit Committee;
- B. Stakeholders Relationship Committee;
- C. Nomination and Remuneration Committee;

A. AUDIT COMMITTEE:

Our Board has constituted the Audit Committee vide Board Resolution dated March 02, 2026 in accordance with the Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013. The audit committee comprises of:

Sr. No.	Name	Designation
1	Ganesh Mehta	Chairperson, Non- Executive, Independent Director
2	Arjun Minocha	Member, Non- Executive, Independent Director
3	Vaibhav Khanna	Member, Executive Director

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

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THE SCOPE OF AUDIT COMMITTEE SHALL INCLUDE BUT SHALL NOT BE RESTRICTED TO THE FOLLOWING:

1. overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. recommending to the board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters required being 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;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report.
5. reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval.
6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/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.
7. reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
8. approval of any transactions of the company with related parties, including any subsequent modification thereof.
9. scrutiny of inter-corporate loans and investments.

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10. valuation of undertakings or assets of the company, wherever it is necessary.
11. evaluation of internal financial controls and risk management systems.
12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. discussion with internal auditors on any significant findings and follow up thereon.
15. 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.
16. 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.
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
18. to review the functioning of the whistle blower mechanism, in case the same is existing.
19. 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.
20. to overview the vigil mechanism of the company and took appropriate actions in case of repeated frivolous complaints against any director or employee.
21. implementation of Indian accounting standards as and when they become(s) applicable to the company.
22. to review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
23. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the company and its shareholders.
24. monitoring the end use of funds raised through public offers and related matters.

THE AUDIT COMMITTEE SHALL MANDATORILY REVIEW THE FOLLOWING INFORMATION:

- I. Management discussion and analysis of financial condition and results of operations.

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- II. Management letters/letters of internal control weaknesses issued by the statutory auditors.
- III. Internal audit reports relating to internal control weaknesses.
- IV. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- V. Statement of deviations:
- VI. Half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of regulation 32(1).
- VII. Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of regulation 32 (7).

POWERS OF THE AUDIT COMMITTEE:

- investigating any activity within its terms of reference;
- seeking information from any employee;
- obtaining outside legal or other professional advice; and
- securing attendance of outsiders with relevant expertise, if it considers necessary.

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.

B. NOMINATION & REMUNERATION COMMITTEE:

Our Board has constituted the Nomination and Remuneration Committee vide Board Resolution dated March 02, 2026 pursuant to Regulation 19 of the SEBI Listing Regulations and section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee comprises of:

S. No.	Name	Designation
1	Arjun Minocha	Chairperson, Non- Executive, Independent Director
2	Ganesh Mehta	Member, Non- Executive, Independent Director
3	Rachit Juneja	Member, Non- Executive, Independent Director

THE NOMINATION AND REMUNERATION COMMITTEE HAS FOLLOWING ROLES:

- I. to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.
- II. for every appointment of an independent director, evaluate the balance of skills, knowledge and experience on the board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. the person recommended to the board for appointment as an independent director shall have the capabilities identified in such description. for the purpose of identifying suitable candidates, the committee may:
 - a. uses the services of an external agencies, if required;
 - b. considers candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. considers the time commitments of the candidates.
- III. to formulate criteria for evaluation of performance of independent directors and the board of directors.
- IV. devising a policy on diversity of board of directors;
- V. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- VI. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- VII. ensure that our company has in place a programme for the effective induction of new directors;
- VIII. recommend to the board, the remuneration packages of the company's managing/joint managing/deputy managing/whole time / executive directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.)
- IX. authorized at its duly convened meeting to determine on behalf the board of directors and on behalf of the shareholders with agreed terms of reference, the company's policy on specific remuneration packages for company's managing/joint managing/ deputy

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- managing/ whole time/executive directors, including pension rights and any compensation payment;
- X. review, on an ongoing basis, the structure of the board, its committees and their inter relationship;
 - XI. implement, supervise and administer any share or stock option scheme of our company;
 - XII. recommend to the board, all remuneration, in whatever form, payable to senior management; and
 - XIII. attend to any other responsibility as may be entrusted by the board within the terms of reference.

C. STAKEHOLDER RELATIONSHIP COMMITTEE:

Our Board has constituted the Stakeholders' Relationship Committee vide Board Resolution dated March 02, 2026 pursuant to Regulation 20 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013. The Stakeholder's Relationship Committee comprises of:

S. No.	Name	Designation
1	Rachit Juneja	Chairperson, Non- Executive, Independent Director
2	Ganesh Mehta	Member, Non-Executive, Independent Director
3	Vaibhav Khanna	Member, Executive Director

The Company Secretary of the Company will act as the Secretary of the Committee.

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

1. to resolve the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non- receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. to review of measures taken for effective exercise of voting rights by shareholders.

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3. to review of adherence to the service standards adopted by the company in respect of various services being rendered by the registrar & share transfer agent.
4. to review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
5. resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.
6. the stakeholder relationship committee is required to meet at least two times in a year. the quorum will be either two members or one third of the members of the stakeholder relationship committee whichever is greater, but there should be a minimum of two independent members present.
7. any member of the committee may be removed or replaced at any time by the board. any member of the committee ceasing to be a director shall also cease to be a member of the stakeholder relationship committee.

Certified by: _____

Vaibhav Khanna
Whole-time Director
DIN: 07985266