



## **Composition of Committees of Board of Directors**

### **1. Audit Committee:**

#### **Composition and terms of reference**

The Audit Committee comprises of three (3) Independent, Non-executive Directors. The members of the Audit Committee are Mr. Sarvesh Srivastava, Chairperson of the Committee, Dr. Raghupati Singhania and Mr. Ashutosh Patra. All Members of the Audit Committee are financially literate and bring in expertise in the fields of finance, taxation, economics, industry and risk.

The scope of activities and terms of reference of the Audit Committee is in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement and Section 177 of the Companies Act, 2013.

#### **The role of the Audit Committee inter alia includes 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, fixing of audit fees and approving payments for any other service.
3. Recommending to the Board of Directors, the appointment of Cost Auditor for the Company.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report as per Section 134 of the Companies Act, 2013;
  - b. Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising out of audit findings;
  - c. Compliance with listing and other legal requirements relating to financial statements;
  - d. Disclosure of any related party transactions; and
  - e. Qualifications in the draft audit report, if any.
5. Reviewing with management quarterly, half-yearly, nine-months and annual financial statements, standalone as well as consolidated before submission to the Board for approval.
6. Reviewing with the management performance of statutory and internal auditors.
7. Discussion with the internal auditors, cost auditor on any significant findings and follow-up thereon.
8. Discussion with the 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.
9. Reviewing reports furnished by the internal auditors and statutory auditors and ensuring suitable follow-up thereon.

10. Reviewing the Company's financial and risk management policies, forex policy, management discussion and analysis, significant related party transactions.
11. Reviewing with the management and the Statutory Auditors anticipated changes in the Accounting Standards.
12. Review of the Vigil Mechanism and Whistle Blower mechanism of the Company;
13. The Audit Committee has power to investigate any activity within its terms of reference, to seek information from employees and to obtain outside financial and legal advice; and
14. Any other matter referred to by the Board of Directors.

## **2. Nomination and Remuneration Committee:**

### **Composition and terms of reference:**

The Nomination and Remuneration Committee comprises of three (3) Directors, viz., Dr. Raghupati Singhania (Chairman of the Committee), Mr. K.S. Mehta, and Mr. Ashutosh Patra. The Committee's terms of reference includes reviewing and recommending to the Board the salary, commission, other benefits, service agreements and employment conditions of the Whole-time and the Managing Directors and to approve the selection, appointment and remuneration of relatives of Directors for holding an office or place of profit pursuant to Section 178 of the Companies Act, 2013 and Clause 49 of the listing agreement and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board has framed the Remuneration and Nomination Committee Charter which ensures effective compliance of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement *and Regulation 19 and part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*. The Board has clearly defined terms of reference for the Remuneration and Nomination committee, which are as follows:

- a. Reviewing the overall compensation policy, service agreements and other employment conditions of Managing / Whole-time Director(s) and Senior Management (one level below the Board);
- b. to help in determining the appropriate size, diversity and composition of the Board;
- c. to recommend to the Board appointment / re-appointment and removal of Directors;
- d. to frame criteria and determining qualifications, positive attributes and independence of Directors, Continue or extend the terms of appointment of Independent Director.
- e. to recommend to the Board remuneration payable to the Directors (while fixing the remuneration to Executive Directors the restrictions contained in the Companies Act, 2013 is to be considered);
- f. to create an evaluation framework for Independent Directors and the Board;
- g. to provide necessary reports to the chairman after the evaluation process is completed by the Directors;
- h. to assist in developing a succession plan for the Board;
- i. to assist the Board in fulfilling responsibilities entrusted from time to time;

### **3. Stakeholder's Relationship Committee:**

The Board of Directors of the Company has constituted the Stakeholder's Relationship Committee which is chaired by a Non-Executive Director / Independent Director to specifically look into the redressal of shareholders queries and complaints.

The Stakeholder's Relationship Committee comprises of three (3) Directors, viz., Mr. Ashutosh Patra (Chairman of the Committee), Mr. Sarvesh Srivastava and Mr. K.P. Singh.

#### **The terms of reference of the Committee include the following:**

- a. To specifically look into queries and complaints received from the shareholders, Lenders and other stakeholders of the Company.
- b. To oversee the performance of the Registrar and Transfer Agent of the Company and
- c. To recommend measures for overall improvement in the quality of services to the investors.
- d. To fix record date / book closure of share / debenture transfer book of the Company from time to time.

### **4. Corporate Social Responsibility (CSR) Committee:**

Pursuant to Section 135 of the Companies Act, 2013, the Board of Directors in their meeting held on 30<sup>th</sup> May 2014 constituted CSR Committee comprises of four (4) Directors. The Members of the Committee are Dr. Lalit Khaitan, Mr. K.P. Singh, Mr. Ashutosh Patra (Independent Director) and Ms. Shailja Devi.

The purpose of the Committee is to formulate and monitor the CSR Policy of the Company and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013. The Committee monitors and gives guidance on various CSR activities to be undertaken by the Company.