

## Committees of the Board of Directors

The Board has constituted the following committees in accordance with the requirements of the Companies Act, 2013 and Listing Regulations:

- **Audit Committee**
- **Nomination and Remuneration Committee**
- **Stakeholder Relationship Committee**
- **Stakeholder Relationship Committee and,**
- **Corporate Social Responsibility Committee**

All committees have a combination of Executive, Non-Executive and Independent Directors. The Chairman of all the committees is an Independent Director.

### **Audit Committee Members:**

**Sunil Sethy, Chairman – Independent Director**

**Kailash Sahebrao Katkar, Member – Managing Director and Chief Executive Officer**

**Apurva Pradeep Joshi, Member – Independent Director**

### **Powers and Responsibilities:**

- (a) Oversight of the company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (b) Providing recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of the company and the fixation of audit fee;
- (c) Review and monitor the statutory auditor's independence and performance and effectiveness of audit process;
- (d) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

- (e) Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - (i) 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;
  - (ii) Changes, if any, in accounting policies and practices and reasons for the same;
  - (iii) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (iv) Significant adjustments made in the financial statements arising out of audit findings;
  - (v) Compliance with listing and other legal requirements relating to financial statements
  - (vi) Disclosure of any related party transactions; and
  - (vii) Modified opinion in the draft audit report.
- (f) Reviewing, with the management, the quarterly and half-yearly financial statements before submission to the Board for approval;
- (g) 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 utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- (h) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- (i) 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;
- (j) Discussion with internal auditors any significant findings and follow up there on;
- (k) 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;

- (l) 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;
- (m) 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;
- (n) Review the functioning of the whistle blower mechanism;
- (o) Approval of appointment of the chief financial officer (i.e., the whole time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;
- (p) Approval or any subsequent modification of transactions of the company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- (q) Scrutiny of inter-corporate loans and investments;
- (r) Valuation of undertakings or assets of the company, wherever it is necessary;
- (s) Evaluation of internal financial controls and risk management systems; and
- (t) Carry out any other function as mentioned in the terms of reference of the Audit committee and in accordance with the Companies Act, 2013, SEBI ICDR Regulations and Listing Regulations.

Powers of the Audit committee shall include the following:

- (a) To investigate any activity within its terms of reference;
- (b) To seek information from any employee;
- (c) To obtain outside legal or other professional advice; and
- (d) To secure attendance of outsiders with relevant expertise, if it is considered necessary.

The Audit committee also reviews the following information:

- (a) Management's discussion and analysis of financial condition and results of operations;
- (b) Statement of significant related party transaction (as defined by the Audit committee), submitted by the management;

- (c) Management letters/letters of internal control weakness 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.
- (f) statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the Regulation 32(1) of the Listing Regulations.
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Listing Regulations.

The Audit Committee is required to meet at least four times in a year under Regulation 18 (2)(a) of the Listing Regulations.

## **Nomination and Remuneration Committee Members:**

**Mehul Mulchand Savla, Chairman – Independent Director**

**Sunil Sethy, Member – Independent Director**

**Apurva Pradeep Joshi, Member – Independent Director**

### **Powers and Responsibilities:**

- (a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- (b) Formulation of criteria for evaluation of independent directors and the Board;
- (c) Devising a policy on Board diversity;
- (d) 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 their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report;

- (e) To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (f) Analysing, monitoring and reviewing various human resource and compensation matters;
- (g) Determining the company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- (h) Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
- (i) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- (j) Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (k) Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.
- (l) Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration committee.

## **Stakeholder Relationship Committee Members:**

**Pradeep Vasudeo Bhide, Chairman – Independent Director**

**Mehul Mulchand Savla, Member – Independent Director**

**Kailash Sahebrao Katkar, Member – Managing Director and Chief Executive Officer**

## **Powers and Responsibilities:**

- (a) Considering and resolving the grievances of security holders of the Company, including complaints related to transfer of shares, non-receipt of annual report, non-receipt of declared dividends, balance sheets of the Company or any other documents or information to be sent by the Company to its shareholders etc.
- (b) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- (c) Giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and rematerialisation of shares, split and issue of duplicate/consolidated share certificates, allotment and listing of shares, buy back of shares, compliance with all the requirements related to shares, debentures and other securities from time to time;
- (d) Oversee the performance of the registrars and transfer agents of the Company and to recommend measures for overall improvement in the quality of investor services and also to monitor the implementation and compliance of the for prohibition of insider trading pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, and other related matters as may be assigned by the Board; and
- (e) Carrying out any other function as may be delegated by the Board of Directors.

## **Corporate Social Responsibility Committee Members:**

**Apurva Pradeep Joshi, Chairperson – Independent Director**

**Kailash Sahebrao Katkar, Member – Managing Director and Chief Executive Officer**

**Sanjay Sahebrao Katkar, Member – Managing Director and Chief Technical Officer**

### **Powers and Responsibilities:**

- (a) Formulate and recommend to the Board of Directors, a “Corporate Social Responsibility Policy” which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- (b) Review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- (c) Monitor the corporate social responsibility policy of the Company and its implementation from time to time; and

- (d) Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.