

## **BOARD COMMITTEES**

## 1. Audit Committee:

Sr. No.	Name of the Director	Position	Nature of Directorship
1.	Mr. Shiva Kumar	Chairman	Independent Director
2.	Mr. Ashok Kini	Member	Independent Director
3.	Dr. Ashima Goyal	Member	Independent Director

Terms of Reference of the Audit Committee:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 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 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, 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. Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

- Discussion with internal auditors of any significant findings and follow up thereon;
- 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;
- To review the functioning of the Whistle Blower/Vigil Mechanism; and
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

## 2. Risk Committee

Sr. No.	Name of the Director	Position	Nature of Directorship
1.	Mr. Ashok Kini	Chairman	Independent Director
2.	Mr. Shiva Kumar	Member	Independent Director
3.	Ms. Vidya Shah	Member	Non-executive Director

Terms of Reference of the Risk Committee:

- To devise process / framework for management of operational risk,
- Identifying concerns & risks,
- Evaluating risks as to consequences & likelihoods,
- Assessment of options for Risk Management,
- Prioritizing the Risk Management efforts,
- Development of Risk Management Plans,
- Authorization for the implementation of the Risk Management Plans,
- Tracking the Risk management efforts and manage accordingly,
- Follow on Budgeting-Variance Analysis, and
- Design, develop and implement various measures for cyber security as may be required.

### 3. Nomination & Remuneration Committee:

Sr. No.	Name of the Director	Position	Nature of Directorship
1.	Mr. Ashok Kini	Chairman	Independent Director
2.	Mr. Shiva Kumar	Member	Independent Director
3.	Ms. Vidya Shah	Member	Non-executive Director

Terms of Reference of the Nomination & Remuneration Committee:

- Identify the persons who can become directors;
- Formulating the criteria for determining the qualifications, positive attributes etc. and independence of a Director;
- Recommending to the Board, a policy relating to the remuneration for the directors and key managerial personnel, for the approval of the Board;
- Recommend to the Board, all remuneration, in whatever form, payable to senior management; and
- Specify the manner for effective annual evaluation of performance of the Board, its committees and individual directors.

**4. Corporate Social Responsibility Committee:**

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Position</b>	<b>Nature of Directorship</b>
1.	Mr. Venkatchalam Ramaswamy	Chairman	Executive Director
2.	Ms. Vidya Shah	Member	Non-executive Director
3.	Mr. Shiva Kumar	Member	Independent Director

Terms of Reference of the CSR Committee:

- Formulate and recommend to the Board, a CSR Policy (the Policy) which shall indicate the activities to be undertaken by the company for CSR as specified in Schedule VII;
- Recommend the amount of expenditure to be incurred on the CSR activities; and
- Monitor the Policy of the company from time to time.

## 5. Stakeholders' Relationship Committee

Sr. No.	Name of the Director	Position	Nature of Directorship
1.	Mr. Shiva Kumar	Chairman	Independent Director
2.	Mr. Ashok Kini	Member	Independent Director
3.	Mr. Venkatchalam Ramaswamy	Member	Executive Director

Terms of Reference of the Stakeholders' Relationship Committee:

- Resolving the grievances of the security holders of the listed entity 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.;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and
- 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.

## 6. Compensation (ESOP) Committee:

Sr. No.	Name of the Director	Position	Nature of Directorship
1.	Mr. Rashesh Shah	Member	Managing Director
2.	Ms. Vidya Shah	Member	Non-executive Director
3.	Mr. Shiva Kumar	Member	Independent Director
4.	Mr. Ashok Kini	Member	Independent Director

Terms of Reference of the Compensation (ESOP) Committee:

- Frame rules and regulations for implementing the Plan and any notified Scheme(s) from time to time.
- Identify the Employees eligible to participate under the Plan or any notified Scheme(s).
- Grant Options / Shares to the identified Eligible Employee and determine the Grant date under the notified Scheme(s).
- Determine the number of Options / Shares to be granted to each Grantee and in aggregate under any notified Scheme(s).
- Determine the number of Shares of Edelweiss to be covered by each Option Granted under any notified Scheme(s).
- Determine the method for exercising the Vested Options, period of Exercise, etc. under the notified Scheme(s).
- Determine the Exercise price of the Options / Shares Granted under the notified scheme(s).
- Determine the terms and conditions, not inconsistent with the terms of the Plan or any notified Scheme(s), of any Option / Shares Granted hereunder.
- Determine the terms and conditions under which vested option can lapse in case of termination of employment for misconduct under the notified scheme(s).
- Approve forms or agreements for use under the Plan or any notified Scheme(s).



## 7. Share Transfer Committee

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Position</b>	<b>Nature of Directorship</b>
1.	Mr. Rashesh Shah	Member	Managing Director
2.	Mr. Venkatchalam Ramaswamy	Member	Executive Director
3.	Mr. Shiva Kumar	Member	Independent Director

Terms of Reference of the Share Transfer Committee:

- To deal with the proposed transfer of shares.