

## **1. Regn. 46(2)(c) - Composition of various committees of board of directors**

### **BOARD COMMITTEES**

The Board has set up following Committees as per the provisions of the Companies Act 2013 and SEBI (LODR) regulations 2015, with the Chairman and majority of members being Independent Directors.

#### **I) Audit Committee**

The Audit Committee consists of 4 Non Executive Directors with majority being independent. Presently following are the members of the Committee:

1. Mr R Kalyanaraman Non-Executive Independent Director (Chairman)
2. Mr Meleveetil Padmanabhan Non-Executive Non-Independent Director (Member)
3. Mr G Venkatarajulu Non-Executive Independent Director (Member)
4. Mrs Sangeetha Pichamuthu Non-Executive Independent Director (Member)

#### **Functions and Role of Audit Committee**

*Adhering to Section 177(4) of the Companies Act, and Part C Schedule II of SEBI (LODR) Regulations the role and functions of Audit Committee will be as follows:*

- To recommend appointment, remuneration & terms of appointment of the company's auditors; monitor the performance of the Auditors
- To oversee financial reporting process, review the annual financial statements and auditors' report with a special reference to directors' responsibility statement, accounting policies & practices etc.
- To consider, review and disclose RPTs;
- To review quarterly financial statements before it is submitted to the board for approval.
- To consider, approve MDA and Directors Responsibility Statements and recommend to the Board
- To review inter corporate loans and investments, adequacy of internal audit function
- To analyse the cause behind substantial defaults in the payment to people associated with the company
- To analyse the functioning of the whistle blower mechanism;
- To approve the appointment of CFO after assessing the qualifications of the applicant;

#### **Powers of the audit committee**

- To call for the comments of auditors regarding internal control systems, scope of audit and review financial statement also discuss any issues related with auditors / management
- To investigate into any matter relating to Company and obtain professional advice from external sources if necessary. The committee has the power to access information in the records of the company.

#### **II) Nomination and Remuneration Committee**

The Nomination and Remuneration Committee consists of 3 Non Executive Directors with majority being independent. Presently following are the members of the Committee:

1. Mr R Kalyanaraman Non-Executive Independent Director (Chairman)
2. Mr Meleveetil Padmanabhan Non-Executive Non-Independent Director (Member)
3. Mr G Venkatarajulu Non-Executive Independent Director (Member)

The Committee has been empowered to identify suitable persons for the position of Directors/Key Managerial Personnel, review and recommend the appointment or removal to the board, evaluating the performances, recommending to the Board appropriate remuneration for Directors/Key Managerial Personnel considering the qualification, professional expertise, contributions made in

respective fields. The compensation policy of the Company is directed towards rewarding performance based on targets and achievements. The Executive Directors are not paid sitting fees. The Non Executive Directors are paid sitting fees for attending the Board meetings and no other compensation is paid to them at present.

**III) Shareholders / Investors Grievance Committee (Stakeholders Relationship Committee)**

The Shareholders/Investors Grievance Committee consists of 3 members, two of them being Non Executive Directors.

1. Mr Meleveetil Padmanabhan Non-Executive Non-Independent Director (Chairman)
2. Mr R Kalyanaraman Non-Executive Independent Director (Member)
3. Mr V Sriraman Executive Non-Independent Director (Member)

The Committee is constituted to look into the redressal of the grievances of security holders of the company. This Committee inter alia approves share transfers, transmissions, transpositions, splitting / consolidation and issue of duplicate share certificates.