

BOARD COMMITTEES



AUDIT COMMITTEE

Broad terms of reference

- a. Review the Company's financial reporting process and its financial statements.
- b. Review the efficacy of internal control mechanism including financial controls and monitor risk management policies adopted by the Company.
- c. Review reports furnished by Internal/Statutory Auditors and ensure that suitable follow up action is taken.
- d. Examine accounting, taxation and disclosure aspects as stipulated under various legislations.
- e. Recommend appointment/re-appointment as also terms of appointment & remuneration of Auditors; solicit professional guidance & support, wherever required.
- f. Review & monitor Auditor's independence, performance and effectiveness of audit processes.
- g. Examination of financial statements and the Auditors' report thereon.
- h. Approval/ratification of transactions of the Company with related parties.
- i. Scrutiny of inter-corporate loans, investments & deposits.
- j. Soliciting professional and legal opinions, where ever required.
- k. All other applicable matters.

Composition

Mr. N S Marshall	: Chairman
Mrs. N Malkani Nagpal	: Member
Mr. Santosh Janakiram	: Member
Mr. Rafique Abdul Malik	: Member

MANAGEMENT DEVELOPMENT, NOMINATION & REMUNERATION COMMITTEE

Broad terms of reference

Shall identify persons who are qualified to become Directors & who may be appointed in senior management positions; Shall carry out evaluation of their performance; Partake in their development by attending to their training requirements; Recommend remuneration including increments and incentives.

Composition

Mr. Rafique Abdul Malik	: Chairman
Mrs. N Malkani Nagpal	: Member
Mr. N S Marshall	: Member
Mr. Santosh Janakiram	: Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Functions

The Stakeholders Relationship Committee of the Board looks in to redressal of Investors' complaints like non-receipt of annual reports, dividend payments etc. and matters related to share transfers/transmission, issue of duplicate share certificates, de-materialisation/re-materialisation of shares & other allied transactions. The Committee has delegated powers to the Executives of the Company, to facilitate quick response.

Composition

Mr. Santosh Janakiram : Chairman

Mrs. N Malkani Nagpal : Member

Mr. H P Ledwani : Member

Mr. Rafique Abdul Malik : Member

Annexure - A

DOCUMENTS TO BE PRESERVED PERMANENTLY

1. Memorandum of Association & Articles of Association
2. Register and index of Members
3. Register of Transfer of Shares
4. Register of Transmission of Shares
5. Register of Renewed & Duplicate Share Certificates
6. Register of Charges
7. Register of Contracts in which Directors are interested
8. Register of Directors & Key Managerial Personnel
9. Register of Directors' Shareholding
10. Register of Inter-Corporate Loan, Investment and Guarantee
11. Register of investments in securities not held in the name of the Company
12. Register of Debenture holders
13. Register of transfer of Debentures
14. Register of Transmission of Debentures
15. Register of documents executed under common seal
16. Register of records and documents destroyed
17. Minutes of General meetings, Board Meetings and Committee Meetings
18. Record of Employee Stock Purchase Scheme
19. Policies formulated under various laws, if any
20. Records under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
21. Forms and returns filed with the Registrar of Companies / Ministry of Corporate Affairs
22. Certificates issued by the Registrar of Companies
23. Any court order / CLB order
24. Annual Reports
25. Any other document, as may be decided by the Management or required by Statute.

Annexure - B**DOCUMENTS TO BE PRESERVED FOR A PERIOD OF AT LEAST UPTO 8 YEARS**

1. Register of Buy-back of securities, from the date of completion of buy-back
2. Register of Deposits, from the date of last entry
3. Register of Allotment, from the date of each allotment
4. Register of Dividend, from the date of payment
5. Register of Directors' attendance
6. Register of Proxies, from the date of meeting
7. Register of Inspection from the date of last inspection
8. Register of Investor Complaints, from date of last entry
9. Records of issued and cancelled Share / Debenture certificates
10. Register of Sweat equity shares, from the financial year in which the latest entry is made
11. Books of accounts, together with vouchers, records and papers relevant to any entry in the books for a period of 8 accounting years immediately preceding the current accounting year
12. Annual Return – Last 8 annual returns
13. Any other document, as may be decided by the Management or required by Statute.

Annexure - C**DOCUMENTS TO BE PRESERVED FOR ANY OTHER DURATION**

1. Register and index of debenture holders and Other Security holders - 15 years from date of redemption of Debenture and other Security.
2. Register of foreign members or debenture holders to be maintained until discontinued
3. Postal Ballot – Until the resolution has been implemented or for a period of 10 years, whichever is later
4. Employee Stock options – 15 years from the date of exercise of options
5. Declarations under SEBI (Prohibition of Insider Trading) Regulations, 1992 and SEBI (Prohibition of Insider Trading) Regulations, 2015 - 5 years
6. Investors' correspondence – 5 years
7. Replies to show cause notices, if any, - 2 years
8. Any other document, as may be decided by the Management or required by Statute.