

## **COMMITTEE(S) OF BOARD**

To facilitate the operations and to comply with the statutory requirements, the Board of the Company has constituted its different committees having their focused attention on various working aspects of the Company. Presently the Board has four standing committees and has power to constitute such other committees, as required from time to time. The details of the various Committees of the Board are as under:-

### **1. AUDIT COMMITTEE**

#### **Brief description of terms of reference**

The Audit Committee functions according to its Charter that defines its composition, authority, responsibility and reporting functions in accordance with the Act and listing requirements applicable to the Company and is reviewed from time to time, given below is a gist of the responsibilities of the Audit Committee:

- Recommending the appointment/removal of the statutory auditor, fixing audit fees, evaluating auditors' performance, qualifications, experience, independence and pending proceedings relating to professional misconduct, if any
- Review and examine the financial statement of the company and the auditor report made on them:
- Approve all or any subsequent modification of transactions with related parties:
- Scrutinize inter corporate loans and investments;
- Valuation of undertakings or assets of the company, whenever it is necessary;
- Reviewing the Company's financial controls and risk management systems;
- 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;
- The Committee deals with various aspects of financial statements, recommendation regarding Auditor's Appointment Remuneration and term of appointment, adequacy of internal controls, effectiveness of Audit report, various audit reports, compliance with accounting standards, Company's financial & risk management policies. It reports to the Board of Directors about its findings & recommendations pertaining to above matters. Reviews the utilization of funds generated through the Issue proceeds of the Company on quarterly basis till they are fully utilized.

- Establish and review the functioning of the Vigil Mechanism under the Whistle-Blower policy of the Company and review the functioning of the legal compliance mechanism.
- Reviewing with the management, external auditor and internal auditor, adequacy of internal control systems and recommending improvements to the management.

The Audit Committee reviews the reports of the Internal Auditors, may call for the comments about internal control system, meets Statutory and Internal Auditors as and when required & discusses their findings, observations, suggestions, internal control systems, scope of audits and other related matters.

### **Composition**

The Audit Committee of the Company is constituted in accordance with the provision of Clause 49 of Listing agreement with the Stock Exchange and Section 177 of the Companies Act, 2013. The Audit Committee comprises following three Directors out of whom two directors are independent directors.

The composition of the Committee is as follows:-

<b>S.No.</b>	<b>Name</b>	<b>Category of Directorship</b>	<b>Position</b>
1.	Rajeev Kumar Jain	Independent Director	Chairman
2.	Narendra Kumar Jain	Independent Director	Member
3.	Akshay Kumar Jain	Executive Director	Member

### **Number of meetings & attendance**

The committee met Four times on 30/05/2014, 14/08/2014, 14/11/2014 and on 14/02/2015 during the financial year 2014-15. The attendance of the members of the committee was as follows:

<b>Director</b>	<b>No. Of Meeting</b>	
	<b>Held</b>	<b>Attended</b>
Rajeev Kumar Jain	4	4
Narendra Kumar Jain	4	4
Akshay Kumar Jain	4	4

## **2. NOMINATION & REMUNERATION COMMITTEE (Erstwhile Remuneration Committee)**

The Board of Directors of the Company at their meeting held on 30th May, 2014 renamed the 'Remuneration Committee' to 'Nomination and Remuneration committee'.

The role of Nomination and Remuneration committee is as follows:

- Determining/ recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determining/ recommending the criteria for qualifications, positive attributes and independence of Directors;
- Identifying candidates who are qualified to become Directors and who may be appointed in Senior management and recommending to the Board their appointment and removal;
- Reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits bonus, stock options, pension, etc;
- Reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- Determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
- Evaluating performance of each Director and performance of the Board as a whole;

### **Remuneration Policy**

The Company adopted a Remuneration Policy for Directors, KMP and other employees, in accordance with the provisions of the Act and the Listing Agreement.

### **Composition**

The Remuneration Committee of the Company of three Independent directors and is in accordance with the requirements of clause 49 of Listing Agreement and section 178 of the Companies Act, 2013:

<b>S.No.</b>	<b>Name</b>	<b>Category of Directorship</b>	<b>Position</b>
1.	Narendra Kumar Jain	Independent Director	Chairman
2.	Rajeev Kumar Jain	Independent Director	Member
3.	Tika Ram Sharma	Independent Director	Member

Number of meetings & attendance

The committee met only once during the financial year 2014-15. The attendance of the members of the committee was as follows:

Director	No. Of Meeting	
	Held	Attended
Rajeev Kumar Jain	1	1
Narendra Kumar Jain	1	1
Akshay Kumar Jain	1	1

### **3. STAKEHOLDER RELATIONSHIP COMMITTEE** **(Erstwhile Share Transfer & Shareholder's Grievance Committee)**

The Board of Directors of the Company at their meeting held on 30th May, 2014 renamed the 'Share Transfer & Shareholder's Grievance Committee' to 'Stakeholder Relationship Committee'.

The role of Stakeholders' Relationship Committee is as follows

- Considering and resolving the grievances of shareholders of the Company with respect
- to transfer of shares, non- receipt of annual report, non- receipt of declared dividend, etc: Ensuring expeditious share transfer process in line with the proceedings of the Share
- Transfer Committee; Evaluating performance and service standards of the Registrar and Share Transfer
- Agent of the Company; Providing guidance and making recommendations to improve service levels for the
- investors. Composition The composition of the Share Transfer & Shareholder's Grievance Committee is as follows:

### **Composition**

S.No.	Name	Category of Directorship	Position
1.	Tika Ram Sharma	Independent Director	Chairman
2.	Narendra Kumar Jain	Independent Director	Member
3.	Rajeev Kumar Jain	Independent Director	Member

There was no **STAKEHOLDERS RELATIONSHIP COMMITTEE** meeting held during the financial year 2014-15. There were no pending share transfers pertaining to the Financial Year ended March 31, 2015

#### 4. **RISK MANAGEMENT COMMITTEE**

Risk Management Committee was voluntarily constituted by the Board pursuant to the provisions of the Listing Agreement during the said financial year.

The terms of reference enumerated in the Committee Charter are as follows:

- a) Principles and objectives *inter alia* included assisting the Board in overseeing the Company's risk management process and controls, risk tolerance, capital liquidity and funding etc. and its periodic review to the Board.
- b) The Committee shall be appointed by the Board of Directors and may be staffed with Directors and/or executives from the Company. Company Secretary shall act as the Secretary to the Committee meetings.
- c) Quorum shall be any two members or one-third of the members, whichever is higher.
- d) Committee shall act and have powers in accordance with the terms of reference specified in writing by the Board and shall be responsible for reviewing Company's risk governance structure, assessment, practice, guidelines etc.
- e) The Committee will report to the Board periodically on various matters and shall undergo an annual self-evaluation of its performance and report the results to the Board.

During the year under review one meeting of the Committee was held attended by all members.

Apart from the above, the Board of Directors also constitutes Committee(s) of Directors and/or Executives with specific terms of reference, as it deems fit.

#### **Composition**

The composition of the **RISK MANAGEMENT COMMITTEE** is as follows

S.No.	Name	Category of Directorship	Position
1.	Tika Ram Sharma	Independent Director	Chairman
2.	Rajeev Kumar Jain	Independent Director	Member
3.	Pankaj Jain	Whole Time Director	Member

No meeting was held for Risk Management Committee for the said Financial Year.