



BOARD COMMITTEES

1. Audit Committee

Sr No	Name of the Director	Position	Nature of Directorship
1	Mr. P. N. Venkatachalam	Chairman	Independent Director
2	Mr. Berjis Desai	Member	Independent Director
3	Mr. Biswamohan Mahapatra	Member	Independent Director
4	Mr. Kunnasaragan Chinniah	Member	Independent Director

Terms of Reference:

- 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:
 - 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;
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
- Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 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;

- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- 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;
- 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;
- Discussion with internal auditors of any significant findings and follow up there on;
- 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;
- 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 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;
- To review the functioning of the Whistle Blower/Vigil mechanism;
- Approval of appointment of CFO (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;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- To specify the criteria for granting omnibus approval for the Related Party transactions.

2. Risk Committee

Sr No	Name of the Director	Position	Nature of Directorship
1	Mr. Himanshu Kaji	Member	Executive Director
2	Mr. P. N. Venkatachalam	Chairman	Independent Director
3	Mr. Navtej S. Nandra	Member	Independent Director
4	Mr. Kunnasagaran Chinniah	Member	Independent Director
5	Mr. Biswamohan Mahapatra	Member	Independent Director

Terms of Reference:

- 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 and
- Follow on Budgeting- Variance Analysis.

3. Nomination & Remuneration Committee

Sr No	Name of the Director	Position	Nature of Directorship
1	Mr. Berjis Desai	Chairman	Independent Director
2	Mr. Kunnasaragan Chinniah	Member	Independent Director
3	Mr. Navtej S. Nandra	Member	Independent Director

Terms of Reference:

- Identifying the persons who can become Directors;
- Formulating the criteria for determining the qualifications, positive attributes etc. and independence of a Director; and

- Recommending to the Board a policy relating to the remuneration for the Directors & Key Managerial Personnel.
- Recommending appointment and remuneration payable to Senior Management.
- Specify the manner for effective annual evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination & Remuneration Committee or by an independent external agency

4. Corporate Social Responsibility Committee

Sr No	Name of the Director	Position	Nature of Directorship
1	Mr. Venkatchalam Ramaswamy	Chairman	Executive Director
2	Mr. Himanshu Kaji	Member	Executive Director
3	Mr. Rujan Panjwani	Member	Executive Director
4	Mr. P. N. Venkatachalam	Member	Independent Director

Terms of Reference:

- 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 of Companies Act, 2013;
- Recommend the amount of expenditure to be incurred on the CSR activities; and
- Monitor implementation of Policy of the company from time to time.

5. Stakeholder's Relationship Committee

Sr No	Name of the Director	Position	Nature of Directorship
1	Mr. Berjis Desai	Chairman	Independent Director
2	Mr. Kunnasaragan Chinniah	Member	Independent Director
3	Mr. Venkatchalam Ramaswamy	Member	Executive Director

Terms of Reference:

The terms of reference of the Stakeholders' Relationship Committee is to Consider and resolve the grievances of the security holders of the company.

6. Compensation (ESOP) Committee

Sr No	Name of the Director	Position	Nature of Directorship
1	Mr. Rashesh Shah	Member	Executive Director
2	Ms. Vidya Shah	Member	Non-Executive Director
3	Mr. P. N. Venkatachalam	Member	Independent Director
4	Mr. Berjis Desai	Member	Independent Director

Terms of Reference:

- 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

Sr No	Name of the Director	Position	Nature of Directorship
1	Mr. P. N. Venkatachalam	Member	Independent Director
2	Mr. Berjis Desai	Member	Independent Director
3	Mr. Rashesh Shah	Member	Managing Director & CEO
4	Mr. Venkatchalam Ramaswamy	Member	Executive Director
5	Mr. Biswamohan Mahapatra	Member	Independent Director

Terms of Reference:

- To deal with the proposed transfer of shares placed before the Board

8. Information Technology Committee

Sr No	Name of the Director	Position	Nature of Directorship
1	Mr. Rashesh Shah	Member	Executive Director
2	Mr. Navtej S. Nandra	Member	Independent Director
3	Mr. Biswamohan Mahapatra	Member	Independent Director
4	Mr. Kunnasagaran Chinniah	Member	Independent Director

Terms of Reference:

The terms of reference of the Information Technology Committee inter alia includes focus on digital and other technology aspects.