

List of Board Sub-Committees of MIDHANI

1. The following sub-committees of the Board exist in MIDHANI. The terms of reference to all the above sub-committees along with its composition are placed as Annexure.
 - (i) Audit Committee (AC) – **(Annex – I)**
 - (ii) Corporate Social Responsibility & Sustainable Development Committee (CSR & SD) – **(Annex – II)**
 - (iii) Stakeholder Relationship Committee – **(Annex – III)**
 - (iv) Procurement Committee (PC) – **(Annex – IV)**
 - (v) Risk Management Committee (RMC) – **(Annexure- V)**

Audit Committee✓ **Composition:**

No.	Composition	Designation
(i).	Shri Valluri Chakrapani <i>(Independent Director)</i>	Chairman
(ii).	Smt. V.T. Rema <i>(Independent Director)</i>	Member
(iii).	Shri Gowri Sankara Rao Naramsetti <i>Director – Finance</i>	Member
quorum of Meeting shall be at least two directors or one-third of the Members whichever is higher, with at least two Independent Director present.		
Company Secretary shall act as Secretary to the Committee		

Terms of reference to the Audit Committee:

- (i) The Audit Committee shall meet at least four times in a year and not more than 120 days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the Audit Committee whichever is greater, but there should be a minimum of two independent directors present.
- (ii) The Chairman of the Audit Committee shall be present at the Annual General Meeting of the Company to answer shareholder queries.
- (iii) The Audit Committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the company. The finance director, head of internal audit and a representative of the statutory auditors of the Company may be present as invitees for the meetings of the Audit Committee.
- (iv) The Audit Committee shall have powers, which should include the following:
 - (a) to investigate any activity within its terms of reference;
 - (b) to seek information from any employee of the Company;
 - (c) to obtain outside legal or other professional advice; and
 - (d) to secure attendance of outsiders with relevant expertise, if it considers necessary.
- (v) The role of the Audit Committee shall include the following:
 - (a) oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

- (b) make recommendation for appointment, remuneration and terms of appointment of auditors of the Company based on the order of Comptroller & Auditor General of India, being Government Company, as applicable;
- (c) approve payment to statutory auditors for any other services rendered by them;
- (d) review with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - (i) matters required to be included in the Director's Responsibility Statement to be included in the board of directors report in terms of clause (c) of sub-Section 3 of Section 134 of the Companies Act, 2013;
 - (ii) changes, if any, in accounting policies and practices and reasons for the same;
 - (iii) major accounting entries involving estimates based on the exercise of judgment by the management of the Company;
 - (iv) significant adjustments made in the financial statements arising out of audit findings;
 - (v) compliance with listing and other legal requirements relating to financial statements;
 - (vi) disclosure of any related party transactions; and
 - (vii) Modified opinion(s) in the draft audit report.
- (e) Review, with the management, the quarterly financial statements before submission to the board of directors for their approval;
- (f) Review, 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 utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to our board of directors to take up steps in this matter;
- (g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (h) Approve or subsequently modify transactions of the Company with related parties;
- (i) Scrutiny of inter-corporate loans and investments;
- (j) Conduct valuation of undertakings or assets of the Company, wherever it is necessary;
- (k) Evaluate internal financial controls and risk management systems;

- (l) Review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (m) Review 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;
- (n) Discuss with internal auditors of any significant findings and follow up there on;
- (o) Review 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;
- (p) Discuss 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;
- (q) 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;
- (r) To review the functioning of the whistle blower mechanism;
- (s) Approve the appointment of the Chief Financial Officer of the Company after assessing the qualifications, experience and background, etc. of the candidate;
- (t) Carry out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board of Directors of the Company or specified/provided under the Companies Act, 2013 or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or by any other regulatory authority.
- (u) To review the follow up action on the audit observations of the C&AG audit;
- (v) Recommend the appointment, removal and fixing of remuneration of Cost Auditors and Secretarial Auditors; and
- (w) The Audit Committee shall mandatorily review the following information:
 - (a) Management discussion and analysis of financial condition and results of operations;
 - (b) Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management of the Company;
 - (c) Management letters / letters of internal control weaknesses issued by the statutory auditors of the Company;
 - (d) Internal audit reports relating to internal control weaknesses;

- (e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee; and
- (f) statement of deviations in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:
 - (i) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - (ii) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Corporate Social Responsibility & Sustainable Development Committee**✓ Composition:**

No.	Composition	Designation
(i).	Dr. Sanjay Kumar Jha <i>(Chairman & Managing Director)</i>	Chairman
(ii).	Shri Gowri Sankara Rao Naramsetti <i>(Director – Finance)</i>	Member
(iii).	Shri Valluri Chakrapani <i>(Independent Director)</i>	Member
quorum of Meeting shall be at least two directors or one-third of the Members whichever is higher, with at least one Independent Director present.		
Company Secretary shall act as Secretary to the Committee		

Terms of reference to the Audit Committee:

- (i) Formulation and recommending to the Board the CSR Policy indicating the activities to be undertaken by the Company covered under Schedule VII of the Companies Act, 2013 and adhering to guidelines of DPE.

- (ii) To monitor the CSR Policy of the Company from time to time.

Stakeholder Relationship Committee

✓ Composition:

No.	Composition	Designation
(i).	Smt. V. T. Rema (Independent Director)	Chairman
(ii).	Shri Valluri Chakrapani (Independent Director)	Member
(iii).	Shri Gowri Sankara Rao Naramsetti (Director – Finance)	Member
quorum of Meeting shall be at least two directors or one-third of the Members whichever is higher, with at least one Independent Director present.		
Company Secretary shall act as Secretary to the Committee		

Terms of reference of the Stakeholders Relationship Committee:

- (a) Redressal of all securities holders' and investors' grievances such as complaints related to transfer of shares, including non receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc. and assisting with quarterly reporting of such complaints;
- (b) Overseeing the performance of the registrars and transfer agents of our Company and to recommend measures for overall improvement in the quality of investor services; and
- (c) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, 2013 or SEBI Listing Regulations, or by any other regulatory authority.

Procurement Committee**✓ Composition:**

No.	Composition	Designation
(i).	Dr. Sanjay Kumar Jha (Chairman & Managing Director)	Chairman
(ii).	Shri Gowri Sankara Rao Naramsetti (Director – Finance)	Member
(iii).	Shri Valluri Chakrapani (Independent Director)	Member
quorum of Meeting shall be at least two directors or one-third of the Members whichever is higher, with at least one Independent Director present.		
Company Secretary shall act as Secretary to the Committee		

Terms of reference to the Procurement Committee:

- (i) The Committee shall have the powers of Board to deal with all cases of Procurement of Raw Materials, Consumables and other revenue items beyond the delegated powers of Chairman & Managing Director.
- (ii) In respect of Capital items, the Committee shall have full powers of the Board, provided AoN (i.e. Acceptance of Necessity) was approved by the Board, any deviation from the original approvals shall require fresh approval of the Board.
- (iii) To consider and clear the Procurement Proposals beyond the delegated powers of Chairman & Managing Director as per delegation of powers approved by Board, subject to adhering to the due process laid down in the Purchase Policy & Procedures in vogue in the Company.
- (iv) To consider and approve such other Procurement proposals as may be entrusted by the Board from time to time.
- (v) To study and recommend to Board the Policies & Procedures to be followed by the Company in the matter of Procurement of materials and equipment including the recommendation to Board for approval of Purchase manual.
- (vi) To consider and advise Board on matters relating to e-procurement.
- (vii) To consider and advise Board on the matters relating to CVC Guidelines/ MoD instructions.
- (viii) The C&MD of the Company shall act as Chairman of the Committee and in the absence of the Chairman; the members present may elect the Chairman and conduct the proceedings. The proposals approved by the Committee shall be put up to Board at its next meeting for information.

Risk Management Committee

✓ **Composition:**

No.	Composition	Designation
(i).	Dr. Sanjay Kumar Jha <i>(Chairman & Managing Director)</i>	Chairman
(ii).	Shri Gowri Sankara Rao Naramsetti <i>(Director – Finance)</i>	Member
(iii).	Shri Valluri Chakrapani <i>(Independent Director)</i>	Member
(iv).	Shri D. Gopikrishna General Manager (P&M)	Member
(v).	Smt. K. Madhubala Additional General Manager (I/C F&A)	Member
quorum of Meeting shall be at least two directors or one-third of the Members whichever is higher, with at least one Independent Director present.		
Company Secretary shall act as Secretary to the Committee		

Terms of Reference:

- i) To review the Risk Management Policy and associated frameworks, processes and practices of the Company and recommend any proposed changes to the Board for approval;
- ii) To review and assess the quality, integrity and effectiveness of the risk management systems especially Cyber Security measures taken up by the Company and ensure that the risk policies and strategies are effectively managed;
- iii) To ensure that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities;
- iv) iv) To assist the Board in setting risk strategies, policies, frameworks, models and procedures;
- v) To review and assess the nature, role, responsibility and authority of the risk management function within the Company and outline the scope of risk management work;
- vi) To ensure that the Company has implemented an effective ongoing process to identify risk, to measure its potential impact against a broad set of assumptions and then to activate what is necessary to pro-actively manage these risks, and to decide the Company's appetite or tolerance for risk;
- vii) Identify additional risks, if any and decide risk mitigation plans including risk acceptance.; and
- viii) The Committee can frame its own guideline for conducting its meetings.