The Company has constituted several Standing Committees such as Audit Committee, Stakeholders’ Relationship Committee, Nomination and Remuneration Committee, Risk Management Committee, Corporate Social Responsibility Committee, ESOP/Compensation Committee, Finance Committee, etc. The Board constitutes additional functional Committees from time to time depending on the business needs.

**Audit Committee**

The Audit committee presently comprises of five Non-Executive Directors, out of whom four are Independent Directors. The Members possess adequate knowledge of Accounts, Audit, Finance, etc.

The Composition of Audit Committee is

* Mr. Chandan Bhattacharya, Independent Director
* Ms. Shailaja Chandra, Independent Director
* Ms. Sheila Sangwan, Independent Director
* Mr. Nirmal Kumar Jain, Non-Executive Non- Independent Director
* Mr. Rakesh Nath, Independent Director

The broad terms and reference of Audit Committee are to review the financial statements before submission to Board, to review reports of the Auditors and Internal Audit department and to review the weaknesses in internal controls, if any, reported by Internal and Statutory Auditors, etc. In addition, the powers and role of the Audit Committee are as laid down under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

**Stakeholders’** **Relationship committee**

The Stakeholders’ Relationship Committee presently comprises of one Executive Director and two Non-executive Directors.

The Composition of Stakeholders’ Relationship Committee is:

* Mr. Chandan Bhattacharya, Independent Director
* Mr. Nirmal Kumar Jain, Non-Executive Non- Independent Director
* Mr. Sanjay Sagar, Jt. Managing Director and CEO

The broad terms of reference of the Committee are to review the reports submitted by the Registrars and Share Transfer Agents of the Company at quarterly intervals, to periodically interact with the Registrars and Share Transfer Agents to ascertain and look into the quality of the Company’s Stakeholders’ grievance redressal system and to review the report on the functioning of the Stakeholders’ grievances redressal system, to follow-up on the implementation of suggestions for improvement, if any, to periodically report to the Board about serious concerns, if any, etc.

**Nomination and Remuneration Committee**

The Nomination and Remuneration Committee comprises of four Non-Executive Directors, , out of whom three are Independent Directors.

The Composition of Nomination and Remuneration Committee is

* Mr. Chandan Bhattacharya, Independent Director
* Ms. Sheila Sangwan, Independent Director
* Mr. Nirmal Kumar Jain, Non-Executive Non- Independent Director
* Mr. Rakesh Nath, Independent Director

The broad terms of reference of the Nomination and Remuneration Committee are to determine on behalf of the Board and on behalf of the Shareholders the Company’s policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment, such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such Committee, etc.

**ESOP/Compensation committee**

The ESOP/Compensation Committee comprises of three Non-Executive Directors.

The Composition of ESOP/Compensation Committee is

* Mr. Chandan Bhattacharya, Independent Director
* Mr. Nirmal Kumar Jain, Non-Executive Non- Independent Director
* Mr. Rakesh Nath, Independent Director

The broad terms of reference of the ESOP/Compensation Committee is to formulate the terms and conditions of the Plan, to administer and implement the plan in consultation with the Trustees, to determine number of Options to be granted, to determine vesting and /or lock-in-period, etc and to perform such functions as are required to be performed by the Compensation Committee under Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time

**Risk Management committee**

The Risk Management Committee comprises of two Executive Directors and two Non-Executive Director.

The Composition of Risk Management Committee is

* Mr. Nirmal Kumar Jain, Non-Executive Non- Independent Director
* Mr. Chandan Bhattacharya, Independent Director
* Mr. Sanjay Sagar, Jt. Managing Director and CEO
* Mr. Pramod Menon, Director-Finance

The broad terms of reference of the Risk Management Committee is to review risk management framework and the risks and recommend any measures as appropriate from time to time for consideration of the Board.

**Finance committee**

The Finance Committee comprises of three Executive Directors and one Non-Executive Director

The Composition of Finance Committee is

* Mr. Sajjan Jindal, Chairman and Managing Director
* Mr. Nirmal Kumar Jain, Non-Executive Non- Independent Director
* Mr. Sanjay Sagar, Jt. Managing Director and CEO
* Mr. Pramod Menon, Director-Finance

The broad terms and reference of Finance Committee are to approve availing of credit / financial facilities from Banks/financial institutions/Bodies Corporate, to open Account(s) with Banks and also to close such accounts, to invest and deal with any monies of the Company and to vary or realise such investments, to avail guarantees / letter of credits, etc

In addition to the above referred Committees, the Board has constituted other Committee(s) to consider various business matters and delegated thereto powers and responsibilities with respect to specific purposes.

**Corporate Social Responsibility committee**

The Corporate Social Responsibility committee comprises of two Executive Directors and four Non-Executive Directors.

The Composition of Corporate Social Responsibility committee is

* Mr. Sanjay Sagar, Jt. Managing Director and CEO
* Mr. Pramod Menon, Director-Finance
* Mr. Chandan Bhattacharya, Independent Director
* Mr. Nirmal Kumar Jain, Non-Executive Non- Independent Director
* Ms. Shailaja Chandra, Independent Director
* Ms. Sheila Sangwan, Independent Director

The Board of Directors of the Company has approved CSR Policy based on the recommendation of the CSR Committee.

Further to which, the broad terms of reference of the Corporate Social Responsibility Committee are to recommend the amount of expenditure to be incurred on CSR activities and to monitor the CSR policy from time to time.