



RAJNANDINI METAL LIMITED

**COMPOSITION OF BOARD OF DIRECTORS
AND COMMITTEES**

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According to Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The composition of board of directors of the listed entity shall be as follows:

- i. board of directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty percent of the board of directors shall comprise of non-executive directors;
- ii. where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors:

Provided that where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors.

S. NO.	NAME OF DIRECTOR	DIN	DESIGNATION	CATEGORY	DATE OF APPOINTMENT
1	HET RAM	02925990	Chairman & Managing Director	Executive and Non-Independent	18.03.2010
2	MITHLESH SHARMA	06810394	Executive Director	Executive and Non-Independent	01.04.2016
3	SURENDER SHARMA	08074623	Non-Executive Director	Non-Executive and Non-Independent	26.02.2018
4	SHIV KUMAR	08139268	Non-Executive Director	Non-Executive and Independent	22.05.2018

COMMITTEES OF THE BOARD OF DIRECTORS

The requirements pertaining to the composition & constitution of the committees such as the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee have been complied with.

I. AUDIT COMMITTEE

According to Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity shall constitute a qualified and independent audit committee in accordance with the terms of reference, subject to the following:

- i. The audit committee shall have minimum three directors as members.
- ii. Two-thirds of the members of audit committee shall be independent directors.
- iii. All members of audit committee shall be financially literate and at least one member shall have accounting or related financial management expertise.
- iv. The chairperson of the audit committee shall be an independent director and he shall be present at Annual general meeting to answer shareholder queries.

As per the applicable provisions of the Section 177 of the Companies Act, 2013 and also to comply with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company has constituted an Audit Committee (“Audit Committee”), vide Board Resolution dated 22nd May, 2018. The constituted Audit Committee comprises following members:

NAME OF THE DIRECTOR	CATEGORY		POSITION IN COMMITTEE
Mr. Surender Sharma	Non-Executive Director	Independent	Chairman
Mr. Shiv Kumar	Non-Executive Director	Independent	Member
Mrs. Mithlesh Sharma	Executive Director	Non-Independent	Member

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to accounts. The term of reference of Audit Committee complies with requirements of both Regulation 18 & Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act, 2013. The scope and function of the Audit Committee and its terms of reference shall include the following:

A. TENURE:

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

B. MEETINGS OF THE COMMITTEE:

The committee shall meet at least four times in a year and not more 120 days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting.

C. ROLE OF THE AUDIT COMMITTEE AND REVIEW OF INFORMATION BY AUDIT COMMITTEE:

Role of Audit Committee together with its powers as Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 shall be as under:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. 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;
 - modified opinion(s) in the draft audit report;
5. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the

- board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the listed entity with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. 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;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. 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;
 16. 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;
 17. 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;
 18. To review the functioning of the whistle blower mechanism;
 19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the audit committee or containing into SEBI Listing Regulations 2015.
 21. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in section 177 of Companies Act 2013 or referred to it by the Board.

Further, the Audit Committee shall mandatorily review the following:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. Statement of deviations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

II. NOMINATION AND REMUNERATION COMMITTEE

According to Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the board of directors shall constitute the Nomination and Remuneration Committee as follows:

- i.** the committee shall comprise of atleast three directors;
- ii.** all directors of the committee shall be non-executive directors; and
- iii.** at least fifty percent of the directors shall be independent directors.
- iv.** The Chairperson of the nomination and remuneration committee shall be an independent director:
Provided that the chairperson of the listed entity, whether executive or non-executive, may be appointed as a member of the Nomination and Remuneration Committee and shall not chair such Committee.
- v.** The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

As per the applicable provisions of the Section 178 of the Companies Act, 2013 and also to comply with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company has constituted a Nomination and Remuneration Committee ("Nomination and Remuneration Committee"), vide Board Resolution dated 22nd May, 2018. The constituted Nomination and Remuneration Committee comprises following members:

NAME OF THE DIRECTOR	CATEGORY	POSITION IN COMMITTEE
Mr. Surender Sharma	Non-Executive Independent Director	Chairman
Mr. Shiv Kumar	Non-Executive Independent Director	Member
Mrs. Mithlesh Sharma	Executive Non-Independent Director	Member

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

A. TENURE:

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. MEETINGS:

The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

C. ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE SHALL, INTER-ALIA, INCLUDE THE FOLLOWING:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

III. STAKEHOLDERS RELATIONSHIP COMMITTEE

According to Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall constitute a Stakeholders Relationship Committee to specifically look into the mechanism of redressal of grievances of shareholders, debenture holders and other security holders. The chairperson of Stakeholders Relationship Committee shall be a non-executive director. The board of directors shall decide other members of this committee

As per the applicable provisions of the Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company has constituted a Stakeholders Relationship Committee (“Stakeholders Relationship Committee”), vide Board Resolution dated 22nd May, 2018. The constituted Stakeholders Relationship Committee comprises following members:

NAME OF THE DIRECTOR	CATEGORY	POSITION IN COMMITTEE
Mr. Surender Sharma	Non-Executive Independent Director	Chairman
Mrs. Mithlesh Sharma	Executive Non - Independent Director	Member
Mr. Het Ram	Managing Director	Member

The Company Secretary of our Company shall act as a Secretary to the Stakeholder Relationship Committee.

A. TENURE:

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. MEETINGS:

The Stakeholders Relationship Committee shall meet at least four times a year with

maximum interval of one hundred and twenty days between two consecutive meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.

C. ROLE OF STAKEHOLDER RELATIONSHIP COMMITTEE:

The Committee shall consider and resolve the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

1. Transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the space at back for recording transfers have been fully utilized.
2. Review the process and mechanism of redressal of Shareholders' /Investor's grievance and suggest measures of improving the system of redressal of Shareholders' /Investors' grievances.
3. Non-receipt of declared dividends, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
4. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
5. Carrying out any other function contained in the Listing Regulation as and when amended from time to time.