



TERMS OF REFERENCE OF AUDIT COMMITTEE

1)	Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2)	Recommending to the Board, the appointment, remuneration and terms of appointment of auditors.
3)	Approving payments to statutory auditors for any other additional services rendered by them except those enumerated under Section 144 of the Companies Act, 2013 (Act).
4)	Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to: -
a)	matters required to be included in the Directors' Responsibility Statement included in the Board's Report in terms of Section 134(3)(c) of the Act;
b)	changes, if any, in accounting policies and practices and reasons therefor;
c)	major accounting entries involving estimates based on the exercise of judgment by management;
d)	significant adjustments made in the financial statements arising out of audit findings, if any;
e)	compliance with listing and other legal requirements relating to financial statements;
f)	disclosure of related party transactions; and
g)	modified opinion(s) in the draft audit report, if any.
5)	Reviewing with the management, the quarterly unaudited financial results together with the Limited Review Report of the Auditors 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 utilisation 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 auditors' independence, performance and effectiveness of audit process.
8)	Approving or any subsequent modification of transactions of the Company with related parties.
9)	Scrutinising inter-corporate loans and investments.
10)	Valuation of undertakings or assets of the Company, wherever necessary.
11)	Evaluating internal financial controls and risk management systems.



12)	Reviewing with the management, the performance of statutory and internal auditors and adequacy of the internal control systems.
13)	Reviewing the adequacy of internal audit function, including the structure of the internal audit department, its staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audits.
14)	Discussion with the internal auditors on significant findings and follow-up thereon.
15)	Reviewing the findings of internal auditors and reporting them 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 areas of concern, if any.
17)	To look into the reasons for substantial defaults, if any, in payments to depositors, debenture holders, shareholders (for non-payment of declared dividends) and creditors;
18)	Reviewing the functioning of Whistle Blower mechanism.
19)	Approving the appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
20)	Reviewing utilization of loans and/or advances from/investment in subsidiaries exceeding INR 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments.
21)	Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
22)	Reviewing compliance with the provisions of Prohibition of Insider Trading Regulations and verifying that the systems for internal control for prohibition of insider trading are adequate and are operating effectively.
23)	Recommending to the Board, the appointment and remuneration of Cost Auditor to conduct audit of cost records in compliance with the provisions of the Act and Rules made thereunder.
24)	Reviewing financial statements of subsidiaries as also consolidated financial statements, including investments made by subsidiaries.
25)	Carrying out such other functions as may be delegated by the Board.