



SIMRAN AGROVET LIMITED

CIN: U15400MP2017PLC043674

**COMPOSITION
OF
COMMITTEES
OF
BOARD OF DIRECTORS**

AUDIT COMMITTEE

As a measure of Good Corporate governance and providing assistance to Board of Directors, an Audit Committee has been constituted for the purpose of meeting the requirements of Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and applicable provisions of Companies Act, 2013. The terms of reference and constitution of the Audit Committee of the Company are as mentioned below:

Terms of reference of the Audit Committee

- Oversight the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (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;
 - (e) Compliance with listing and other legal requirements relating to financial statements;
 - (f) Disclosure of any related party transactions;
 - (g) Modified opinion(s) in the draft audit report.
- Reviewing, with the management, the half yearly 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 utilization of proceeds of a public or rights issue or preferential issue and making appropriate recommendations to the Board to take up steps in this matter.
- Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
- 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 on any significant findings and follow up thereon.
- 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;

- 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 nonpayment of declared dividends) and creditors.
- Reviewing the functioning of the whistle blower mechanism;
- Approval of appointment of CFO after assessing the qualifications, experience & background, etc. of the candidate.
- Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.

Further, the Audit Committee shall mandatorily review the following:

- Management Discussion and Analysis of financial condition and results of operations.
- Management letters/letters of internal control weaknesses issued by the statutory auditors.
- Internal audit reports relating to internal control weaknesses.
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- Statement of deviations:
 - Half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
 - 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 SEBI ICDR Regulations.
- The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairperson of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

COMPOSITION OF AUDIT COMMITTEE

S. NO.	NAME	DIN	CATEGORY	DESIGNATION
1	Mrs. Kashmira Chowdhry	09827210	Independent/ Non-Executive Director	Chairperson
2	Mr. Anil Roy Dubey	10981065	Independent/ Non-Executive Director	Member
3	Mr. Sumeet Singh Bhatia	00401775	Non-Executive Director	Member

NOMINATION & REMUNERATION COMMITTEE

The Board of Directors has constituted “Nomination and Remuneration Committee” in terms of Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable provision of Companies Act, 2013. The terms of reference and constitution of Nomination & Remuneration Committee of the Company are as mentioned below:

Terms of reference of the Nomination & Remuneration Committee:

- Formulation of the criteria for determining qualification, 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.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Devising a policy on diversity of the Board of Directors.
- Identifying persons, who are qualified to become directors or who may be appointed in management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
- 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.
- Recommending remuneration of all the directors and any increase therein from time to time within the limit approved by the members of our Company;
- For every appointment of an independent director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may: (a) use the services of an external agencies, if required; (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and (c) consider the time commitments of the candidates.
- 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.

COMPOSITION OF NOMINATION & REMUNERATION COMMITTEE

S. NO.	NAME	DIN	CATEGORY	DESIGNATION
1	Mrs. Kashmira Chowdhry	09827210	Independent/ Non-Executive Director	Chairperson
2	Mr. Anil Roy Dubey	10981065	Independent/ Non-Executive Director	Member
3	Mr. Sumeet Singh Bhatia	00401775	Non-Executive Director	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

The “Stakeholders Relationship Committee” has been constituted in terms of Regulation 20 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable provision of Companies Act, 2013. The terms of reference and constitution of Stakeholders Relationship Committee of the Company are as mentioned below:

Terms of Reference of the Stakeholders Relationship Committee:

- Considering and resolving the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividend, issue of new/duplicate certificates, general meetings etc. etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the company.

COMPOSITION OF STAKEHOLDERS RELATIONSHIP COMMITTEE

S. NO.	NAME	DIN	CATEGORY	DESIGNATION
1	Mrs. Kashmira Chowdhry	09827210	Independent/ Non-Executive Director	Chairperson
2	Mr. Anil Roy Dubey	10981065	Independent/ Non-Executive Director	Member
3	Mr. Sumeet Singh Bhatia	00401775	Non-Executive Director	Member