

Piramal Pharma Limited

Statutory Committees – Composition & Terms of Reference

Stakeholders Relationship Committee:

Name	Chairman/Member	Designation
Ms. Vibha Paul Rishi	Chairperson	Independent Director
Ms. Nandini Piramal	Member	Executive Director
Mr. Vivek Valsaraj	Member	Executive Director

Terms of Reference:

1. To look into the redressal of grievances of debenture holders and other security holders (in addition to shareholders);
2. To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
3. To review of measures taken for effective exercise of voting rights by shareholders;
4. To review of adherence to the service standards in respect of various services being rendered by the Registrar & Share Transfer Agent;
5. To review of the various measures and initiatives for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
6. To review the Internal Audit Report submitted by the RTA on the effectiveness of its operations;
7. To undertake or perform such other role as required by law or as may be directed by the Board, from time to time.

Sustainability and Risk Management Committee :

Name	Chairman/Member	Designation
Ms. Nandini Piramal	Chairperson	Executive Director
Mr. Jairaj Purandare	Member	Independent Director
Mr. Neeraj Bharadwaj	Member	Non-Executive Director
Mr. Sridhar Gorthi	Member	Independent Director
Ms. Vibha Paul Rishi	Member	Independent Director

Terms of Reference:

1. To provide guidance to the Company on ESG vision and strategy including sustainability - related matters;
2. To oversee ESG performance of the Company and track progress;
3. To provide guidance on matters of public responsibility including, community quality assurance and corporate reputation;
4. To recommend guidelines on corporate governance and ethics from time to time;
5. To review key corporate governance processes not specifically assigned to any other committee of the Board;
6. To monitor and track business risks and opportunities arising from ESG aspects;
7. To provide guidance to the Company on stakeholder engagement on ESG matters;
8. To review the Company's performance on external ESG Ratings and Indices and guide the Company in improving such ratings;

9. To formulate a detailed risk management policy which shall include:
 - A framework for identification of internal and external risks, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk;
 - Measures for risk mitigation including systems and processes for internal control of identified risks;
 - Business continuity plan;
10. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate business related risks;
11. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
12. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
13. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
14. To review appointment, removal and terms of remuneration of the Chief Risk Officer (if any);
15. To evaluate risks related to cyber security and ensure appropriate procedures to mitigate these risks in a timely manner;
16. To coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g. internal or external audit issue relating to risk management policy or practice);
17. To undertake such other functions as may be entrusted to it by the Board or prescribed under applicable statutory / regulatory requirements from time to time.

Nomination and Remuneration Committee:

Name	Chairman/Member	Designation
Mr. S. Ramadorai	Chairman	Independent Director
Mr. Jairaj Purandare	Member	Independent Director
Ms. Nandini Piramal	Member	Executive Director
Ms. Vibha Paul Rishi	Member	Independent Director

Terms of Reference:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
2. To identify persons who are qualified to become directors and who may be appointed as senior management in accordance with the criteria laid down, to recommend to the Board their appointment and removal and to specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
3. To formulate the criteria for evaluation of performance of independent directors and the board of directors;
4. To devising a policy on diversity of board of directors

5. To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. To recommend to the board, all remuneration, in whatever form, payable to senior management.
7. For every appointment of an independent director, the Nomination and Remuneration 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:
8. 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.
9. Any other terms of reference as laid down in Section 178 and other applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as well as any other applicable legislation that may be in force or modified/ implemented from time to time;

Audit Committee:

Name	Chairman/Member	Designation
Mr. Jairaj Purandare	Chairman	Independent Director
Mr. S. Ramadorai	Member	Independent Director
Mr. Sridhar Gorthi	Member	Independent Director

Terms of Reference:

1. To recommend the appointment, remuneration and terms of appointment of auditors of the listed company;
2. To review and monitor the auditor's independence and performance, and effectiveness of audit process;
3. To approve, including any subsequent modifications of, transactions of the company with related parties;
4. To undertake scrutiny of inter-corporate loans and investments;
5. To undertake valuation of undertakings or assets of the company, wherever it is necessary;
6. To evaluate internal financial controls and risk management systems;
7. To establish, monitor review and oversee the vigil mechanism/ whistle blower mechanism for directors and employees to report genuine concerns or grievances;
8. To grant omnibus approval for related party transactions proposed to be entered into by the company subject to the conditions as may be specified by the Board, the Act or the Regulations;
9. To undertake reviews in line with the requirements of the Forex Risk Management Policy of the Company as may be amended from time to time;
10. To consider and approve an anti-corruption policy to be adopted by the Company and amendments thereto, from time to time;
11. To review the financial statements, in particular, the investments made by the unlisted subsidiary of the Company;
12. To 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;

13. To approve payment to statutory auditors for any other services rendered by the statutory auditors;
14. To review, with the management, the quarterly financial statements before submission to the board for approval;
15. To 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 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;
16. To review, 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 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;
 - 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;
17. To review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
18. To 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;
19. To discuss with internal auditors of any significant findings and follow up there on;
20. To 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;
21. To 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;
22. 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;
23. To approve appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
24. To review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
25. To review the management discussion and analysis of financial condition and results of operations;
26. To review management letters / letters of internal control weaknesses issued by the statutory auditors;
27. To review internal audit reports relating to internal control weaknesses;
28. To review the appointment, removal and terms of remuneration of the chief internal auditor;

29. To review statement of deviations of 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 SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015;
30. To review statement of deviations of 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 (Listing Obligation and Disclosure Requirements) Regulation, 2015;
31. To examine financial statement and the auditors' report thereon;
32. To monitor the end use of funds raised through public offers and related matters;
33. To review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time), at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively;
34. To recommend the appointment, remuneration and terms of appointment of cost auditors of the company;
35. To approve the cost statements, including other statements to be annexed to the cost audit report under the Companies (Cost Records and Audit) Rules, 2014 and submit the same to the cost auditors for their Report thereon;
36. To examine the signed cost audit report from the cost auditors and to give explanation on reservations or qualifications therein, if any;
37. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
38. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
39. Undertake such other functions as may be entrusted to it by the Board or prescribed under applicable statutory / regulatory requirements from time to time
40. To take any other decisions and steps as may be required under Section 177 and other applicable provisions of the Companies Act, 2013 as well as any other applicable legislation that may be in force or modified/ implemented from time to time;
41. To investigate into any matter within the scope of its terms of reference or as may be referred to it by the Board;
42. To exercise any other powers as may be conferred by the Board from time to time.

Corporate Social Responsibility:

Name	Chairman/Member	Designation
Mr. Jairaj Purandare	Chairman	Independent Director
Ms. Nandini Piramal	Member	Executive Director
Ms. Vivek Valsaraj	Member	Executive Director

Terms of Reference:

1. To recommend to the Board, a CSR Policy (and modifications thereto from time to time) which shall provide the approach and guiding principles for selection, implementation and monitoring of CSR activities to be undertaken by the Company as well as formulation of annual action plan(s);
2. To formulate and recommend annual action plan(s), and any modifications thereof, to the Board comprising of following information:

- i) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - ii) the manner of execution of such projects or programmes;
 - iii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - iv) monitoring and reporting mechanism for the projects or programmes; and
 - v) details of need and impact assessment, if any, for the projects undertaken by the Company
- 3. To approve specific projects, either new or ongoing, in pursuance of the Areas of Interest outlined in the CSR Policy, for inclusion in the annual action plan or for contributing to specific funds/ agencies as specified in Schedule VII of the Act.
 - 4. To recommend to the Board, the amount of expenditure to be incurred on the CSR activities in a financial year and the amount to be transferred in case of ongoing projects and unspent amounts;
 - 5. To review the progress of CSR initiatives undertaken by the Company;
 - 6. To monitor the CSR Policy of the Company from time to time and institute a transparent monitoring mechanism for implementation of the projects undertaken;
 - 7. To review and recommend to the Board, the Annual Report on CSR activities to be included in Board's Report;
 - 8. To review and recommend to the Board, the impact assessment report as may be obtained by the Company from time to time;
 - 9. To undertake such activities and carry out such functions as may be provided under Section 135 of the Act and the Rules framed thereunder, as well as amendments thereto from time to time.
