

# **REGREEN-EXCEL EPC INDIA LIMITED**

## **AUDIT COMMITTEE CHARTER**

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## **1. Preamble**

- 1.1. This Charter governs the operations of the Audit Committee of Regreen-Excel EPC India Limited ("The Company"). The Charter is subject to laws and listing regulations.
- 1.2. The Audit Committee (hereafter called "the Committee") has been set up by the Board of Directors ("Board") to assist it in the discharge of its oversight role in the areas specified hereafter. The Board has the right, subject to applicable laws and regulations, to modify this Charter, to dissolve the Committee or to supersede its actions. In all cases the Board shall take such decisions in a meeting and shall minute such a decision, with reasons. In such cases the facts with reasons shall be disclosed in the annual board report to shareholders.
- 1.3. The Committee shall have at least three members of whom at least two-thirds shall be independent directors, all shall be financially literate and at least one of them shall be a financial expert. The Company Secretary shall also be secretary to the Committee. The CFO will assist the Committee in discharging its responsibilities.
- 1.4. The Committee will elect its chairperson from amongst its independent Directors.

## **2. Responsibilities**

### **2.1. Primary Responsibilities:**

The Committee shall primarily be responsible for the following:

- 2.1.1. Overseeing the processes that ensure the integrity of financial statements issued by management from time to time. For this purpose the expression "financial statements" shall include full form and summarized annual and interim financial statements for external users, management discussion and analysis reports, board reports (including the directors' responsibility statement), the details of the vigilance mechanism in the board report, the particulars of loans, guarantees & investments and the risk management policy and list of existential risks included in the annual report, press releases in respect of the foregoing and earnings guidance.
- 2.1.2. To review the process for management of risks faced by the organization and of the management of identified risks, including existential risks, the emergence of significant new risks and other business risks.
- 2.1.3. Overseeing the processes for economic and efficient operations of the Company.
- 2.1.4. Overseeing the processes for compliance with applicable laws and regulations to ensure their effectiveness.
- 2.1.5. Overseeing the process by which confidential or anonymous complaints or information regarding financial or commercial matters are received and acted upon. This includes the protection of whistle-blowers from victimization and the provision of access by whistle-blowers to the chairperson of the Committee.

- 2.1.6. Approving, prior to their execution, transactions with related parties (as defined in the Companies Act, 2013), and any subsequent modifications. In accordance with approval the Committee will consider the business needs for those transactions and the fairness of the terms at which they are proposed to be contracted. For this purpose, the Committee shall be entitled to rely on the information and explanations submitted by management if it has no reason to doubt its completeness or accuracy. The Committee shall also satisfy itself as to the disclosure of the transactions in the financial statements based on the work of the Company's auditors and discussions with management.
  - 2.1.7. Enquiring into reasons for any default by the Company in honoring its obligations to its creditors and members and recommending appropriate action to the Board.
  - 2.1.8. Satisfy itself that the remuneration, expense reimbursements and use of Company assets by the chief executive and other senior executives is in accord with their terms of employment and the Company's rules and policies in that respect.
- 2.2. Enabling Responsibilities:  
In order to discharge the above primary responsibilities, the Committee shall also be responsible for the following –
- 2.2.1. Overseeing the quality of internal accounting controls and other controls relevant to its primary responsibilities. These include controls that ensure the prevention and detection of frauds and errors. The Committee shall also make enquiries about the management's control consciousness and the quality of the control environment prevailing in the Company. For this purpose, the Committee shall consider the management letters issued by the external auditor and the reports of the internal auditor.
  - 2.2.2. The Committee shall oversee the archival policy of the Company which includes a system for storage (including back-up), modification, retrieval, display, print-out and disposal of electronic accounting records.
  - 2.2.3. Overseeing the quality of the financial reporting process, including the selection of the most appropriate permitted accounting policies, the exercise of reasonable judgment where required and the use of the most appropriate estimates. It shall enquire into unusual transactions. It shall oversee appropriate disclosure and presentation of information in financial reports. It shall enquire into the key risks affecting the business including the risk of fraudulent financial reporting. It shall decide on the most appropriate treatment in the event of any disagreements between external auditors and management. The Committee shall review all written communication between the auditors and management, including, inter alia, engagement letters, management representations to auditors and management letters from the auditors. The Committee shall also review the financial statements of subsidiary companies to satisfy itself that management is managing group financial risks, that the intra group transactions are commensurate with business needs and that material investments and other assets of the subsidiaries are real.

- 2.2.4. The Committee shall be responsible for ensuring the independence of the external auditor from management influence. It shall annually appraise the quality of the external audit. Based on such an appraisal it shall recommend to the board the appointment and the remuneration of an auditor, including any other terms, for the following year. The Committee shall make such enquiries as are necessary regarding the independence of the audit firm. For this purpose, the expression “audit firm” shall include its partners, senior employees, and associate entities. The Committee shall decide the best structure for the audit of the Company.
- 2.2.5. The Committee shall scrutinize inter-corporate loans and investments with the object of ascertaining if management has taken appropriate steps to protect their value and that they are appropriately reflected in the financial statements. The Committee may also review these in respect of its subsidiary and joint venture companies, if any
- 2.2.6. The Committee will monitor the end use of funds raised through public offers and shall draw to the attention of the board significant deviations from the use as stated in the offer document.
- 2.2.7. The Committee shall conduct the valuation of any undertaking or assets of the Company where an independent valuation is required by law or regulation or where such a valuation is necessary for incorporation in the financial statements. For this purpose, it shall decide the agency that shall undertake the valuation as also the terms of appointment and the remuneration payable.
- 2.2.8. The Committee shall oversee the internal audit function. It shall recommend the individual/firm chosen for appointment as internal auditor prior to the approval of the board. It shall make the final decision regarding his/her compensation and promotion as well as his/her dismissal from service or his/her movement to other departments. The internal audit department’s employees shall be protected by the Committee from inappropriate management influence. The Committee shall approve the annual plan of internal auditing (including the scope, periodicity & functioning). The Committee shall satisfy itself that the internal audit function has adequate resources for the discharge of its responsibilities. The Committee shall consider any investigation conducted by the internal auditors, or others appointed for the purpose, into suspected fraud. For each of the above, the Committee shall obtain and consider the opinion of the Chief Executive Officer (‘CEO’) and Chief Financial Officer (‘CFO’) before making a final decision, except where doing so would be prejudicial to the Company’s interest. If an external firm is used to provide all or a part of internal audit services, the Committee shall select and annually appraise the performance of that firm in consultation with CFO and management.
- 2.2.9. The management will disclose, and the Committee shall review the remarkable events and its impact on Business and operations.
- 2.2.10. The Committee shall bring to the notice of the Board any lacunae in the code of conduct of the Company.
- 2.2.11. The Committee shall review with the CEO and the CFO of the Company the underlying

process followed by them in their annual certification to the Board matters related to financial statements, legitimacy of transactions, internal controls and other matters as required to be certified to the Board by them under laws and regulations.

2.2.12. The Committee shall recommend the appointment of the CFO.

2.2.13. The Committee shall recommend to the Board the appointment and the remuneration of the secretarial auditors and cost auditors.

2.3. Resources to the Committee: The Committee shall discharge its oversight responsibilities by considering reports from management, both auditors and other consultants as it deems necessary. The Committee shall take such steps as are reasonable in the circumstances to ensure the reliability of the reports upon which it is depending.

The Committee is not expected to itself undertake any audit, evaluation, appraisal, investigation, or other similar activities in the discharge of its responsibilities.

2.4. Management Responsibilities: Management is solely responsible for preparing and issuing reliable financial statements and other reports. Management is also solely responsible for implementing and maintaining reliable systems, processes and controls for ensuring the integrity of financial reporting, the prevention and detection of fraud, the compliance with laws and regulations, the compliance by management personnel with their terms of employment and the Company's policies, the meeting of obligations to creditors & members, compliance with the codes of ethics & conduct and the effective management of enterprise risks. Management is also responsible for the fair terms of transactions with related parties and for their business propriety. The Committee's role in these areas does not make it responsible for any lacunae or errors in them. The Committee's responsibility, when it is informed of such lacunae or errors, is to initiate appropriate action by directing management and reporting to the Board if action is not initiated by management. The Committee is not expected to audit the financial reports or to design systems, processes, and controls or to investigate transactions.

2.5. Board of Directors Responsibilities: The Board will be responsible for the approval of the Charter of the Committee and any revisions of it, for the constitution of the Committee in accord with laws and regulations, for considering the reports and recommendations of the Committee to it and for supporting the Committee in its activities. Management has a right to appeal to the Board if it disagrees with any recommendations of the Committee. The Board, after hearing management and considering the views of the Committee, has the power to overrule the Committee's recommendations; in which case the Board shall record its reasons and shall inform the shareholders of the same in the annual report or in the quarterly interim reports, as is appropriate.

2.6. Shareholders' Meetings: The chairperson of the Committee shall be present at all shareholders' meetings where the agenda includes the consideration of audited financial reports, or the appointment or reappointment of auditors and it shall be his/her responsibility to respond to any questions relating to the audit opinion or to the appointment or reappointment of the auditors.

2.7. Coordination with other Committees: The Committee shall coordinate with other Committees

to the extent that its work has a bearing on their scope of work. For example, the Committee may consult the nominations & remuneration Committee to discuss disclosures in the annual report of remuneration to directors and senior executives.

### **3. Powers**

The Committee shall have the powers to –

- 3.1. Call for any explanation, information, representation or confirmation from any employee, director, auditor, vendor, customer, or other stakeholder, confidentially or otherwise.
- 3.2. Examine and take into its custody any record or document of the Company.
- 3.3. Appoint legal counsel, accountants, or other advisors at its sole discretion at the cost of the Company.
- 3.4. Management shall implement the Committee's directions in respect of the foregoing areas. Management has a right to appeal to the Board of Directors should it disagree with the Committee's directions.
- 3.5. Should the Board overrule the Committee on any matter, the reasons for such will be recorded and the facts conveyed to the shareholders in the quarterly, half-yearly or annual reports made to them.

### **4. The Committee's Processes**

The Committee shall –

- 4.1. annually review this Charter and recommend any changes if it considers necessary to the Board;
- 4.2. ensure the independence of its members from any management or any member of influence. For this purpose, a member's independence will be considered impaired if
  - 4.2.1. it is so considered by the listing regulations or any laws;
  - 4.2.2. the member has made recommendations to management in any of the areas for which the Committee is responsible, other than when acting as a member of the Committee;
  - 4.2.3. the member has advocated management's opinion or interests other than when acting as a member of the Board;
  - 4.2.4. the member shares any economic interests with management or the Company;
  - 4.2.5. the member has put himself/herself in a position subservient to management;
  - 4.2.6. the member has accepted any gifts or favors from management; or

For this purpose, the expression "Management" shall include all employees, their immediate relatives and entities controlled by them;

- 4.3. appraise its performance annually and report to the Board the outcome thereof;

- 4.4. hold, whenever necessary, separate meetings with both auditors and with management.
5. The members of the Committee shall receive exposure to developments in accounting standards, laws and regulations and other relevant disciplines to enable them to discharge their responsibilities from the Committee. The Committee shall periodically review the process and level of such exposure and make any modifications it deems necessary.

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