

SHRADHA INFRAPROJECTS (NAGPUR) LIMITED

CIN - U45200MH1997PLC110971

Registered Office Address - Block No F/8, Shradha House, Near Shri Mohini Complex,
Kingsway, Nagpur 440001, Maharashtra, India

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COMMITTEE OF BOARD OF DIRECTORS

The Committee of Board of Directors is one of the committees of the Board of Directors of the Company and has been entrusted with the general management of the Company with the exception of:

- the determination of the strategy and general policy of the Company; and
- the powers reserved to the Board of Directors by law or the Articles of Association.

CONSTITUTION: The Committee of Board of Directors of the Board be and is hereby constituted consisting of the following Members, viz.,

Mr. Sunil Raisoni	Managing Director	Chairman
Ms. Mragna Anunay Gupta	Director (Non Executive Non Independent)	Member
Mr. Siddharth Raisoni	Chief Financial Officer (CFO)	Member

and that the Company Secretary of the Company shall act as a Secretary of the Committee of Board of Directors with a quorum requirement for each Committee of Board of Directors meeting is of attendance of minimum two (2) members, out of which at least one (1) shall be an independent director.

- that the Committee of Board of Directors shall act in accordance with the terms of reference specified which shall, inter-alia, includes —
- to review the Company's performance against targets and objectives, in particular its performances on finance, business, corporate governance and corporate social responsibility;
- to liaise with all regulatory authorities and organisations on all matters relating to the Company, and to monitor changes in their policies relating to and affecting the Company;
- to engage such external legal or other professional advisers to assist and/or advise it on issues as it considers necessary;

- Appointments of Senior management and monitoring the performance of senior management
- Develop and recommend to the Board yearly business plans and budgets that support the Company's long-term strategy
- Monitor and report to the Board the performance of the Company and its conformance with compliance imperatives
- Manage the business and affairs of the Company within the Limits of Authority to create value in the short, medium and long term.
- Prioritise and allocate capital, technical and human resources in terms of the Limits of Authority
- Review banking arrangements and cash management
- Exercise all powers to borrow monies (otherwise than by issue of debentures) within the limits approved by the Board for capital expenditure, general corporate purposes including working capital requirements within the limits approved by the Board i.e. not exceeding INR 1,00,00,000/- (Rupees One Crore Only)
- Provide corporate guarantee/performance guarantee by the Company within the limits approved by the Board.
- Approve opening and operation of Bank Accounts with suitable changes in the operation of the signatories of the Accounts with the banks.
- to ensure that the Company's financial statements are properly prepared in accordance with IFRS, relevant legislation and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI(LODR) Regulations, 2015 / Listing Regulations]
- to recommend to the Board, capital budgets and other major capital schemes, to consider new businesses, acquisitions, divestments, and possible new strategic investments within the limits approved by the Board ie not exceeding INR 1,00,00,000/- (Rupees One Crore Only)at any one point of time.
- Without prejudice to the generality of the foregoing:-
 - (i) to establish, adopt and review the Company's vision, mission, principles, policies and values;

(ii) to oversee and enhance the Company's development, to adopt and monitor its strategic and annual operating plan,;

(iii) to form any committee(s) or panels, appoint members thereto, delegate at any time and from time to time to any person or committee(s) or panel(s), any of its powers and functions conferred on it hereunder, review and approve the reports of the committees(s) and panel(s), review their performance and revise their composition and terms of reference as appropriate;

(iii) to oversee all matters and to formulate policies in relation to the Company's internal control, businesses and corporate accommodation, investment, succession plans, remuneration and compensation for Directors and employees, risk management, corporate governance and corporate social responsibility, and to supervise the Company's management to implement such policies;

- Other transactions or financial issues that the Board may desire to have them reviewed by the Committee of Directors.
- Periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and risk management processes.
- To ensure compliance with the corporate governance norms prescribed under the Listing Agreements with Stock Exchanges, the Companies Act and other statutes or any modification or re-enactment thereof; and to suggest remedial measures wherever necessary;
- Delegate authorities from time to time to the executives/authorised persons to implement the decisions of the Committee.
- Regularly review and make recommendations about changes to the charter of the Committee