

TERMS OF REFERENCE

A. Banking and Authorisation Committee

- i. Opening and/or Closure of Bank Accounts / Opening and/or Closure of Demat Accounts / Hedging Accounts / Forex Accounts / Derivative/Forex Transactions / Internet Banking Authorisations / Cash Management Services with various banks in India and/or outside India and change in operations of Bank Accounts, issuing letter of continuity and all such matters related to operations of the Current and Cash Credit Accounts.
- ii. Appointing hedging brokers/sub-brokers for London Metal Exchange or any other Metal Exchanges.
- iii. Authorise / Grant Power of Attorneys to employees of the Company for bidding in tenders, marketing, representing the Company in routine business matters.
- iv. Authorise / grant Power of Attorney to employees of the Company or consultants to the Company in routine business matters.
- v. Authorise / grant Power of Attorney to one or more persons to represent before authorities under Income Tax, Sales Tax, Excise, VAT, decide authentication of Excise Invoices, Customs (including issuing Bonds), Ministry of Corporate Affairs, the Reserve Bank of India, the Registrar of Companies, Foreign Investment Promotion Board, Enforcement Directorate, Electricity Boards, Pollution Control Boards, Town and Country Planning Authorities and/or other statutory authorities under Central and/or State Governments.
- vi. Authorise / grant Power of Attorney to one or more persons to initiate and/or defend all legal proceedings including appointment of counsel, attorneys, mediators, arbitrators on behalf of the Company and also to execute affidavits, appeals, applications, petitions and other documents and all such necessary/incidental steps necessary in this regard.
- vii. Authorise one or more employees of the Company under Section 113 of the Companies Act, 2013 to attend and vote at the meetings of the companies where the Company is a shareholder/debenture-holder, meetings of creditors and meetings convened by the orders of the Court and to nominate/change nominee shareholders in any Subsidiary or Associate Companies from time to time to ensure the presence of quorum at their General Meetings and to ensure minimum number of members under the Companies Act 2013.
- viii. Authorise employees of the Company in matters relating to opening and/or closing of representative/branch offices in India or other countries.
- ix. Authorise / grant Power of Attorney to one or more persons at various units for administrative purposes viz. applying for telephone/ internet/ power connection and/or dealing with local municipal authorities, shop act authorities and related matters.
- x. Authorise / give Power of Attorney to one or more persons to make application to Central Government, Ministry of Corporate Affairs, Foreign Investment Promotion Board, Enforcement Directorate, Reserve Bank of India, Registrar of Companies for various permissions required under various Statutory enactments.
- xi. Authorise one or more persons to execute and/or register any documents, deeds, papers for purchase/ sale/ take or give on lease and / or Leave & License basis, land, factory, office premises and/or residential premises for the purpose of business.
- xii. Invest sums of money in Units of Mutual Funds, Government Securities, Bonds, Debentures, and any other Securities or instruments upto `500 crore, at any given point of time.
- xiii. Avail Working Capital facilities from various banks/financial institutions (Fund based and non-fund based) for the prescribed limit as approved by Board from time to time.

- xiv. Avail Term Loan facilities including through Non-Convertible Debentures from various banks/financial institutions for the prescribed limit as approved by Board from time to time.
- xv. Creation of security or charge including but not limited to hypothecation, mortgage, pledge, bailment etc. on the moveable and/or immovable properties.
- xvi. Authorise one or more persons to issue, sign, execute, and deliver indemnity, corporate guarantees, undertakings, affidavit or any other document on behalf of the Company.
- xvii. Approve amendments to existing Superannuation Scheme including authority to change trustees, wherever necessary.
- xviii. Authorise any person to affix seal of the Company to any instrument by the authority of a resolution.
- xix. To revoke the powers delegated to the employee(s) by the Board and / or Committee(s) thereof from time to time

B. Allotment Committee

- i. Allot Shares / Securities of the Company.
- ii. Splitting of shares, issuance of Duplicate Share Certificate in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilised.
- iii. Authorise Directors / officers of the Company to issue Share / Securities Certificate to respective allottee(s) for above mentioned purposes.
- iv. Undertake any other activity in this regard as may be required by the Companies Act, 2013 or the Rules, from time to time.
- v. To do all acts, deeds, matters and things as may be necessary for effective implementation of the foregoing acts.

C. Investment Committee

- i. Advise the Board on the proposed following strategic transactions, provide direction and guidelines to the operating teams, evaluate risk and alignment with overall Group objectives globally, including India and Brazil:
 - a. Sale of assets;
 - b. Purchase of assets;
 - c. Bidding of infrastructure projects in India and Brazil;
 - d. Raising of debt/Refinancing/Restructuring at hold co level;
 - e. Raising of debt at project level/Refinancing/Restructuring;
 - f. Equity raise;
 - g. Potential Mergers and Acquisitions.
- ii. Review and recommend to the Board for its approval investment opportunities, acquisitions, joint ventures in accordance with the Company's Business plans.
- iii. Perform such other duties consistent with the Committee's purpose or that are assigned to it by the Board.