

BOARD COMMITTEES

AUDIT COMMITTEE

BROAD TERMS OF REFERENCE

- Review the Company's financial reporting process and its financial statements.
- Review the efficacy of internal control mechanism including financial controls and monitor risk management policies adopted by the Company.
- Review reports furnished by Internal/Statutory Auditors and ensure that suitable follow up action is taken.
- Examine accounting, taxation and disclosure aspects as stipulated under various legislations.
- Recommend appointment/re-appointment as also terms of appointment & remuneration of Auditors; solicit professional guidance & support, wherever required.
- Review & monitor Auditor's independence, performance and effectiveness of audit processes.
- Examination of financial statements and the Auditors' report thereon.
- Approval/ratification of transactions of the Company with related parties. Scrutiny of inter-corporate loans, investments & deposits.
- Soliciting professional and legal opinions, where ever required.
- All other applicable matters.

COMPOSITION

Mr. N S Marshall	:	Chairman
Mrs. N Malkani Nagpal	:	Member
Mr. Santosh Janakiram	:	Member
Mr. Rafique Malik	:	Member.

ADOR FONTECH LIMITED

MANAGEMENT DEVELOPMENT, NOMINATION & REMUNERATION COMMITTEE

BROAD TERMS OF REFERENCE

To formulate criteria for determining qualifications, competencies, positive attributes and independence for the appointment of Director(s) both, Executive and Non-Executive.

To recommend to the Board:

- Size and composition of the board
- Succession planning
- Evaluation of performance
- Remuneration framework and policies

COMPOSITION

Mr. Rafique Abdul Malik	:	Chairman
Mrs. N Malkani Nagpal	:	Member
Mr. N S Marshall	:	Member
Mr. Santosh Janakiram	:	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

FUNCTIONS

The Stakeholders Relationship Committee of the Board looks in to redressal of Investors' complaints like non-receipt of annual reports, dividend payments etc. and matters related to share transfers/transmission, issue of duplicate share certificates, de-materialisation/re-materialisation of shares & other allied transactions. The Committee has delegated powers to the Executives of the Company, to facilitate quick response..

COMPOSITION

Mr. Santosh Janakiram	:	Chairman
Mrs. N Malkani Nagpal	:	Member
Mr. H P Ledwani	:	Member
Mr. Rafique Abdul Malik	:	Member

ADOR FONTECH LIMITED

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