

RUBICON COMMITTEE CONSTITUTION						
S. No.	Committee	Constitution	Chairperson/ Chairman	Quorum	Frequency of Meetings	Crucial T&C
1)	Audit Committee	<u>Milind Patil - Independent Director</u> <u>Venkat Changavalli - Independent Director</u> Shantanu Rastogi	Milind Patil	2 members or 1/3rd of the Members of the Audit Committee whichever is greater. But minimum 2 independent Directors shall be present	Min 4 times in a year - Not more than 120 days shall elapse between 2 meetings. Chairperson of committee to be present at the AGM to answer shareholder queries.	1) Chairperson of committee to be present at the AGM to answer shareholder queries. 2) Minimum 2 independent Directors shall be present at the ACM. 3) Committee may invite executives (particularly HoD of Finance function) to be present at the meeting/may also meet without presence of any of the executives of the Company. 4) Company Secretary shall act as a Secretary to the Committee.
2)	Nomination and Remuneration Committee (NRC)	<u>KG Anathkrishnan - Independent Director</u> <u>Venkat Changavalli - Independent Director</u> Shantanu Rastogi	Venkat Changavalli	2 members or 1/3rd of the Members of the Committee whichever is greater. But minimum 1 independent Director shall be present	Committee shall meet atleast once a year	1) NRC to be designated as a Compensation Committee for administration and superintendence of any ESOP Scheme. However if any such scheme is being implemented thorough a trust, administration of the scheme shall be delegated to the trust. 2) NRC shall evaluate the skills, knowledge and experience, of Independent Director to be appointed. It shall prepare the description of the role and capabilities required of an Independent Director.
3)	Stakeholders Relationship Committee	<u>KG Anathkrishnan- Independent Director</u> Parag Sancheti Shantanu Rastogi	KG Anathkrishnan	2 members	Committee shall meet atleast once a year	Chairperson shall be present at the General Meetings of the Company. In absence of the Chairperson, any other member of the Committee authorised by the Chairperson shall attend.

4)	Risk Management Committee	Parag Sancheti <u>Milind Patil - Independent Director</u> Varun Talukdar	Parag Sancheti	2 members or 1/3rd of the Members of the Committee whichever is higher. Atleast 1 member of Board of Director shall be present	Shall meet atleast twice in a year. Not more than 180 days shall elapse between any two consecutive meetings.	1) Periodic review of the Policy atleast Once in Two years. 2) Appointment, Removal and Terms of Remuneration of Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee
5)	CSR Committee	Parag Sancheti Pratibha Pilgaonkar <u>Venkat Changavalli - Independent Director</u>	Pratibha Pilgaonkar	1/3rd of the Total Strength or Two whichever is higher	Minimum One meeting in a year	1) Annual Action Plan to be drafted every year 2) CFO certificate regarding fund utlaization to be obtained every year.