



**Charter of Committees of the Board of Directors of Mangalam Drugs and Organics Limited**  
**(Company)**

<b>Sr. No.</b>	<b>Basis</b>	<b>Audit Committee</b>	<b>Nomination and Remuneration Committee</b>																								
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2.	Terms of Reference	<ul style="list-style-type: none"> <li>➤ Carrying out any other function specified under Part C of Schedule II of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements)(Regulations, 2015(<b><u>SEBI LODR</u></b>)as and when amended from time to time.</li> <li>➤ Carrying out any other function specified in Companies Act, 2013 as and when amended from time to time.</li> <li>➤ To verify that the systems for internal control towards compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015 are adequate</li> </ul>	<ul style="list-style-type: none"> <li>➤ Carrying out any other function specified under Sub Part A of Part D of Schedule II of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements (Regulations, 2015 (<b><u>SEBI LODR</u></b>)as and when amended from time to time.</li> <li>➤ Carrying out any other function specified in Companies Act, 2013 as and when amended from time to time.</li> <li>➤ Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the</li> </ul>																								



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		<p>and operating effectively at least once in a financial year.</p> <ul style="list-style-type: none"><li>➤ To review and verify the report on internal control.</li><li>➤ To strengthen the internal control system placed for compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015.</li><li>➤ To review and verify the report to be provided by Compliance officer on compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015 and code of conduct at such frequency as may be stipulated by the Board of Directors.</li><li>➤ To Review with management, quarterly, half yearly and annual financial statements before submission to the Board.</li><li>➤ To discuss with the management and the internal and statutory auditor's findings in the internal audit reports.</li><li>➤ To Deliberate on the applicability, compliance and impact of various Accounting Standards and guidelines issued by the Institute of Chartered Accountants of India from time to time.</li><li>➤ To Review the Company's Financial and Risk Management Policies and Audit Reports covering operational, financial and other business risk areas.</li><li>➤ The committee shall review and reassess the</li></ul>	<p>Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.</p> <ul style="list-style-type: none"><li>➤ Formulation of criteria for evaluation of Independent Directors and the Board.</li><li>➤ Devising a policy on Board diversity.</li><li>➤ Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria lay down, and recommend to the Board their appointment and removal.</li><li>➤ To recommend to the Board, the terms and conditions of appointment of key Management personnel.</li><li>➤ Power to seek information from any employee.</li><li>➤ The committee shall review and reassess the adequacy of this charter periodically and recommend any proposed changes to Board for approval.</li><li>➤ The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.</li><li>➤ Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.</li></ul>
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		<p>adequacy of this charter periodically and recommend any proposed changes to Board for approval.</p> <ul style="list-style-type: none"><li>➤ The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.</li><li>➤ Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.</li></ul>	
3.	Role of Company Secretary	Company Secretary of the Company acts as a Secretary to this Committee.	Company Secretary of the Company acts as a Secretary to this Committee.
4.	Quorum	Quorum shall either be two members or one third of the members of the committee, whichever is greater, with at least two independent directors.	Quorum shall either be two members or one third of the members of the committee, whichever is greater, with at least one independent director in attendance.



**Charter of Committees of the Board of Directors of Mangalam Drugs and Organics Limited**  
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<b>Sr. No.</b>	<b>Basis</b>	<b><u>Stakeholder Relationship Committee</u></b>			<b><u>Inquiry Committee</u></b> <b><u>(SEBI (Prohibition of Insider Trading) Regulations, 2015)</u></b>																										
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		<p>time to time.</p> <ul style="list-style-type: none"> <li>➤ To review the status of Dematerialization of Company's shares and matters incidental thereto.</li> <li>➤ To review and monitor the approval to the transfers and transmission made by any Director under executive authority delegated to him from time to time.</li> <li>➤ To monitor the matters of litigation related to shareholders and take decisions relating thereto.</li> <li>➤ To consider and finalize the report on Corporate Governance to be annexed with the Annual Report of the Company.</li> <li>➤ The committee shall review and reassess the adequacy of this charter periodically and recommend any proposed changes to Board for approval.</li> <li>➤ The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.</li> <li>➤ Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.</li> </ul>	<p>recommendations of actions to be taken by the Board of Directors of the Company.</p> <ul style="list-style-type: none"> <li>➤ To investigate, in cases of leak or suspected leak of UPSI;</li> <li>➤ To require the attendance of the person supposed to be acquainted with the facts and circumstances of the leak or suspected Leak of UPSI, for the purpose of the investigation;</li> <li>➤ To examine, either orally or in writing, any person supposed to be acquainted with the facts and circumstances of the leak or suspected Leak of UPSI;</li> <li>➤ To reduce into writing any statement made to the Committee in the course of examination;</li> <li>➤ To make a separate and true record of the statement of each such person whose statement is recorded;</li> <li>➤ To require the attendance of the witnesses unless their appearance is not necessary for the just decision of the case and to examine the witnesses.</li> <li>➤ To require the production of documents (physical/electronic) in connection to the investigation.</li> </ul>
3.	Role of Company Secretary	Company Secretary of the Company acts as a Secretary to this Committee.	Company Secretary of the Company may or may not act as a Secretary to this Committee.



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4.	Quorum	Quorum shall either be two members or one third of the members of the committee, whichever is greater	Quorum shall either be two members or one third of the members of the committee, whichever is greater
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**Charter of Committees of the Board of Directors of Mangalam Drugs and Organics Limited**  
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<b>Sr. No.</b>	<b>Basis</b>	<b>Internal Complaint Committee for prevention and prohibition of Sexual Harassment of Woman</b>	
1.	Composition	<b>Sr. No. Name of the Member &amp; Designation</b>	<b>Designation</b>
		1. Mrs. Falguni Desai - Manager – HR & Admin	Presiding Officer
		2. Mr. Sunil Malla - Manager – HR & Admin	Member
		3. Mrs. Reshma Kanaskar - Dy. Manager – Purchase	Member
		4. Ms. Kajal Sharma - HR & Admin	Member
		5. Mr. Piyush Dhanak - Advocate & legal Advisor	External Member
2.	Terms of Reference	<ul style="list-style-type: none"><li>➤ Prevent discrimination and sexual harassment against women, by promoting gender amity among employees.</li><li>➤ Make recommendations to the Director for changes/elaborations in the rules for staff and employees to lay down procedures for the prohibition, resolution, settlement and prosecution of acts of discrimination and sexual harassment against women, by the employees.</li><li>➤ Deal with cases of discrimination and sexual harassment against women, in a time bound manner, aiming at ensuring support services to the victims and termination of the harassment.</li></ul>	
3.	Role of Company Secretary	Company Secretary of the Company may or may not act as a Secretary to this Committee.	
4.	Quorum	Quorum shall either be two members or one third of the members of the committee, whichever is greater	

*Last amended August 05<sup>th</sup> 2022*