**COMPOSITION OF BOARD AND ITS COMMITTEES**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Particulars** | **Board** | **Audit Committee** | **Nomination & Remuneration Committee** | **Stakeholder Relationship Committee** | **Risk Management** |
| **Applicability** | All Listed Entities | All Listed Entities | All Listed Entities | All Listed Entities | Top 100 Listed Entities |
| **Min. No. Of Members** | Atleast 3 | Atleast 3 | Atleast 3 | Atleast 3 | Atleast 3 |
| **Kind of Directors (Executive (E) / No-Executive) (NE)** | Both [E & NE] | Both [ E & NE] | Only NE | Both [E& NE] | Both [E & NE] |
| **No. of Independent Directors Required** | Depends upon the Chairperson. (C.P.)  If C.P. is executive or non-executive but related to promoter then atleast 50% of Members shall be Independent otherwise atleast 1/3rd of Directors shall be Independent. | Atleast 2/3 rd of Members shall be Independent Directors. | Atleast 50% of Members shall be Independent Directors. | No such criteria and condition is essential. | No such criteria and condition is essential |
| **Chairperson** | C.P. may be Independent and may not be Independent | C.P. Shall be Independent. | C.P. Shall be Independent and also that C.P. of Company shall not chair the Committee. | C.P. Shall be a non-executive director and may or may not be Independent Director. | C.P. shall be a member of the board of directors and senior executives of the listed entity may be members of the committee |
| **Presence at AGM** | All directors shall be present at AGM, if any Director is absent the Chairman shall explain the absence of directors. | C.P. of ACM shall be present at AGM. | C.P. may be present at AGM | No Such criteria or essential condition. | No Such criteria or essential condition. |
| **Other Members** | – | – | – | The Board shall decide composition of other members of the Committee | The Board shall decide composition of other members of the Committee But majority shall be members of the Board |