



Terms of reference of Finance and Banking Committee

[As amended on January 28, 2019]

- a)
- (i) Approve borrowings including any credit facilities (fund based and non-fund based) and borrowings through financial instruments like commercial papers, debentures, etc. such that the total outstanding together with any drawable borrowings shall not exceed a total sum of Rs. 8,000 crores, at any point of time, subject to necessary approvals of the shareholders, whenever required.
 - (ii) Approve, within the above limits, borrowings through financial instruments such as issue of Commercial Papers not exceeding Rs. 1,000 crores (subject to such internal cap being set due to credit ratings)
 - (iii) Approve availing of various facilities relating to vendor/supply payment management, bill discounting facilities, vendor financing facilities, channel financing schemes invoice discount finance, receivable purchase facility, factoring services, which essentially not being borrowings, shall not be considered for the purpose of clause a) above.
- b) To approve the documents; such as Loan Agreements, Deed of Hypothecation, Agreements for security creation, and other Deeds, Indemnities, Undertakings, letters, writings and any other document required to be executed on behalf of the Company; for the purposes mentioned at a) above and also compliance of the terms and conditions so approved by the Committee while approving the borrowings referred to in a) above.
- c) To authorise the Company's officials to execute the documents mentioned at b) above.
- d) To approve investment of surplus generated from operations up to a total limit of Rs. 500.00 crores in short term and long-term securities in the debt segment such as units of mutual funds, fixed deposits of scheduled banks, bonds, debentures, debt market linked debentures, debt instruments of public financial institutions, instruments of Central or State Governments or Public Financial Institutions etc. with the sub-limit of upto Rs. 200.00 crores for investment in long term securities in the debt segment having maximum tenor of 36 months.
- e) To authorize officials of the Company to sign any bills of exchange or hundis that may be required for any temporary borrowing.
- f) To review the Foreign Exchange (Forex) Policy from time to time and approve any modification(s) therein and for this purpose, to approve:



- (i) use of generic and structured derivatives products, as may be necessary in the interest of the Company and also,
- (ii) changes in signatories for executing the Forex transactions, both for hedging the Company's forex exposures viz. Structured and Generic Derivatives products, agreements/documents etc. from time to time within the ambit of the said Forex Policy/ RBI guidelines.
- g) To authorize opening of bank account(s) with any bank and to close any existing bank account(s).
- h) To authorize opening of Demat Account(s) with any Depository Participant and close any existing Demat Account(s) with any Depository Participant.
- i) To authorize change in authorised signatories of the existing bank accounts and demat accounts and delegate this power to Key Managerial Personnel, if required.
- j) To authorize Company's officials to execute, sign, submit and file any applications, affidavits, undertakings or any other writings before any Magistrate, Court of Law, Tribunal, Government Authorities and judicial/non-judicial Bodies and any other authority and also to represent the Company before the said Magistrate, Court of Law, Tribunal, Government Authorities Judicial/Non-Judicial bodies and other Authority and delegate this power to Key Managerial Personnel, if required.
- k) To consider and grant Power of Attorney or authorizations in favour of the Company's officials or any other person for management of its day to day affairs.
- l) To approve execution of any agreements, undertakings, letters, writings, deeds, contracts and any document, (other than that mentioned at b) above) which may be required to be executed by the Company from time to time for management of its day to day affairs, and delegate this power to Key Managerial Personnel, if required.
- m) To approve affixation of the Common Seal on any document required to be executed by the Company for management of its day to day affairs.
- n) To grant such other authorisations and approvals to any official of the Company or any other person on behalf of the Board of Directors as may be required for day to day management of the Company's business.
