



Different Committees and their Functioning of Nephro Care India Limited

The different Committees and their Functioning of our Company is appended below. The committee has been formed in conformity with and as per the Companies Act, 2013 are-

- **Audit Committee:** The Audit Committee is a crucial committee mandated by the Companies Act, 2013. Our Audit Committee consists of three directors, with a majority being independent directors. The committee's primary objective is to oversee financial reporting, internal control systems, audit processes, and compliance with legal and regulatory requirements. The Audit Committee ensures the accuracy, integrity, and transparency of financial statements and the effectiveness of the company's internal control mechanisms.

Function and Responsibilities of Audit Committee:

- To recommend appointment, remuneration and terms of appointment of the Auditor of the Company.
- To establish a Vigil Mechanism Policy.
- To call for remarks of the auditors about the internal control system.
- At the Annual General Meeting, the chairman of the Committee shall be present to answer the shareholder's inquiry.
- To discuss any issues related to internal and statutory auditors and the management of the Company.

Composition of Audit Committee:

Chairman: Mr Saikat Biswas (Independent Director)

Member: Ms. Alo Sengupta (Member)

Member: Dr Pritam Sengupta (Member)

- **Nomination and Remuneration Committee:** The Nomination and Remuneration Committee, is responsible for selecting, appointing, and evaluating directors and key managerial personnel. Committee shall recommend their remuneration and formulates policies related to their appointment, qualifications, and performance evaluation. The goal is to ensure a transparent and objective process for identifying individuals suitable for leadership roles within the company.

Functions of Nomination and Remuneration Committee:

- Recommendation of success plans for the directors.
- To review the elements of the remuneration package, structure of remuneration package.
- To review the changes to remuneration package, terms of appointment, severance fee, requirement and termination policies and procedures.
- To recommend the shortlisted candidates who are qualified to be director and who can be appointment in senior management.
- The committee is authorised to seek information about any employee and the management is directed to co-operate.
- The Committee will be present at the General Meeting to answer the shareholder's queries.

Composition of Committee:

Chairman: Mr Saikat Biswas (Member)

Member: Ms. Alo Sengupta (Member)

Member: Mr Pratim Sengupta (Member)

- **Stakeholders Relationship Committee:** The Stakeholders Relationship Committee is established to address and resolve grievances of shareholders, debenture holders, and other stakeholders. This committee monitors and ensures the effective communication of the company's policies and practices to its stakeholders. It also oversees the redressal of investor grievances, including issues related to share transfers, non-receipt of dividends, and other matters concerning shareholders' interests.

Function of Stakeholders Relationship Committee

The Committee shall resolve complaints related to transfer/transmission of shares, non-receipt of annual report and non-receipt of declared dividends, general meetings, approve issue of new/ duplicate certificates and new certificate on split/consolidation/ renewal etc. approve transfer/transmission, dematerialization.

Composition of Committee:

Chairman: Mr Saikat Biswas (Member)

Member: Ms. Alo Sengupta (Member)

Member: Mr Sudip Burman (Member)

- **Corporate Social Responsibility Committee:** Corporate Social Responsibility (CSR) Committee shall formulate and monitors the implementation of the company's CSR policy. It shall identify and approves CSR activities, ensures adequate allocation of resources, and monitors their impact. The CSR Committee will give a report on CSR activities in the company's annual report.

Functions of Corporate Social Responsibility Committee:

- To suggest and devise a CSR Policy according to the Schedule VII of Companies Act, 2013 to the board.
- To recommend the amount of expenditure of the devised policy above.
- To monitor the CSR Policy of company from time to time and prepare a transparent monitoring mechanism. Institution of a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the company.

Composition of Committee:

Chairman: Mr Pritam Sengupta (Member)

Member: Mr Pritam Sengupta (Member)

Member: Ms. Alo Sengupta (Member)

- **Risk Management Committee:** Risk Management Committee is responsible for identifying, assessing, and mitigating various risks that may impact the company's operations, reputation, or financial stability. It will formulate and review risk management policies, strategies, and frameworks. The committee shall also ensure the implementation of appropriate risk management systems throughout the organization.

Composition of Committee:

Member: Mr Pritam Sengupta (Member)

Member: Ms. Sutupa Sen (Member)

- **Internal Complaints Committee:** To address issues related to workplace sexual harassment, our Company has established an Internal Complaints Committee (ICC). The ICC is responsible for receiving and redressing complaints related to sexual harassment at the workplace. It follows a prescribed procedure to ensure a safe and supportive environment for employees.

Composition of Committee:

Member: Mr Pritam Sengupta (Member)

Member: Ms Alo Sengupta (Chairperson)

Member: Ms. Sutupa Sen (Member)