Terms of Reference of Audit Committee

Terms of reference of Audit Committee

S.No	Terms of Reference	Periodicity
1	Reviewing with the management standalone and consolidated financial results and recommend to the Board	**Quarterly/Annually**
2	Reviewing, approving or subsequently modifying Related Party Transactions	**Quarterly/Annually**
3	Reviewing and monitoring the auditor's independence & performance and effectiveness of audit process and audit reports submitted by the auditor	**Quarterly/Annually**
4	Reviewing the adequacy of internal audit function and discussing with the internal auditors on the significant findings and further course adopted.	**Quarterly/Annually**
5	Reviewing, with the management, the statement of uses/application of funds raised and Monitoring agency report	**Quarterly**
6	Scrutiny of investments, inter-corporate loans etc	**Quarterly**
7	Review the functioning of whistle Blower mechanism	**Quarterly**

Terms of reference of Audit Committee

RSB RETAIL INDIA LTD.

S.No	Terms of Reference	Periodicity
8	Overseeing the Company's financial reporting process and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval	**Annually**
9	Reviewing compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and verify adequacy of internal controls.	**Annually**
10	Recommending the appointment/ re-appointment, remuneration, terms of appointment and scope of Auditors of the Company and approval of payment for any other service	**Annually/Periodically**
11	Evaluating the internal financial controls and risk management systems.	**Annually**
12	Reviewing and assessing the annual Internal Audit plan to ensure it is aligned to the key risks of the business	**Annually**
13	Management's discussion and analysis of financial condition and results of operations	**Annually**
14	Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.	**Event based**

Terms of Reference of Nomination and Remuneration Committee

Terms of reference of Nomination & Remuneration Committee

RSB RETAIL INDIA LTD.

S.No	Terms of Reference	Periodicity
1	Specifying methodology for effective evaluation of performance of Board/ Committees of the Board and Directors	**Annually**
2	Reviewing and recommending to the Board, the remuneration, payable to Directors, KMP & Senior Management of the Company	**Annually**
3	Deciding whether to extend or continue the term of appointment of the Independent Director on the basis of the report of performance evaluation of Independent Directors	**Annually**
4	Playing the role of Compensation Committee and to act as an administrator to the Employees' Stock Option Scheme of the Company.	**Periodically**
5	Formulating criteria for determining qualifications, positive attributes and independence of a Director	**Periodically**
6	Determining the succession plan for the Board and the senior management	**Periodically**

Terms of reference of Nomination & Remuneration Committee

S.No	Terms of Reference	Periodicity
7	Analysing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy;	**Periodically**
8	Recommending to the Board a policy, relating to the remuneration of the Directors, KMP, SMP and other employees	**Event Based**
9	Devising a policy on Board Diversity.	**Event Based**
10	Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.	**Event Based**
11	For every appointment of an Independent Director, NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director.	**Event Based**

Terms of Reference of Risk Management Committee

Terms of reference of Risk Management Committee

S.No	Terms of Reference	Periodicity
1	Formulate a risk management policy covering risk of all functions and review it annually.	Event Based /Annually
2	Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems	Periodically
3	Ensure that appropriate processes and systems are in place to monitor and evaluate risks associated with the business of the Company	Periodically
4	Monitor the Company's compliance with the risk structure. Assess whether current exposure to the risks, it faces, is acceptable and that there is an effective remediation of non-compliance	Periodically
5	Balance risks with opportunities and evaluate decision making processes during crises.	Periodically

Terms of reference of Risk Management Committee

S.No	Terms of Reference	Periodicity
6	Assist the Board in the execution of its responsibility for the governance of risk	Periodically
7	Approve the risk identification and mitigation process	As needed
8	Define risk tolerance and appetite, including cyber security risks.	As needed
9	Approve major decisions affecting the risk profile or exposure and give appropriate directions	As needed
10	Review appointment, removal, and remuneration of the Chief Risk Officer, if any	As needed

Terms of Reference of Stakeholders Relationship Committee

Terms of reference of Stakeholders Relationship Committee

S.No	Terms of Reference	Periodicity
1	**Grievance redressal:** Address all security holder and investor complaints, including complaints relating to share transfers, non-receipt of dividends, annual reports etc . Assist in quarterly reporting of complaints and ensure compliance with statutory guidelines for prompt resolution.	Annually
2	**Voting Rights**: Review measures for effective exercise of voting rights by shareholders.	Annually
3	**Unclaimed Dividends**: Review initiatives to reduce unclaimed dividends and ensure timely receipt of dividend warrants, annual reports, and statutory notices.	Annually
4	**Transfer and Compliance**: Execute transfers/transmissions of shares and debentures, manage dematerialization/dematerialization, and ensure compliance with share-related requirements.	Annually
5	**Service Standards**: Evaluate adherence to service standards by the registrar and transfer agent, and recommend improvements for investor services.	Annually

Terms of Reference of CSR Committee

Terms of reference of CSR Committee

S.No	Terms of Reference	Periodicity
1	**CSR Policy & Action Plan:** Create and suggest a CSR policy with rules for selecting, implementing, and monitoring CSR activities. Also, prepare and update the annual CSR action plan.	Annually & as needed
2	**List of CSR Projects:** Approve and maintain a list of CSR projects or programs under the Companies Act.	Annually & as needed
3	**Monitoring & Reporting:** Track progress, ensure compliance, and report on CSR activities.	Periodically/ Annually
4	**CSR Budget Recommendation:** Recommend CSR spending, ensuring at least 2% of the average net profits of the last three years is allocated.	Annually
5	**Implementation Review & Direction:** Monitor progress and give necessary guidance for proper execution.	Periodically

Terms of reference of CSR Committee

S.No	Terms of Reference	Periodicity
6	**Monitoring Implementing Agencies:** Review progress if an external agency is engaged for CSR activities.	Periodically (quarterly/annually)
7	**Compliance with Laws & Regulations:** Ensure CSR activities comply with the Companies Act & SEBI regulations	Ongoing