

Cemindia Projects Limited

Terms of Reference of Audit Committee

The powers, role and terms of reference of Audit Committee covers the areas as contemplated under Section 177 of the Companies Act, 2013. The brief terms of reference of Audit Committee are as under:

SN	Terms of Reference	Frequency
1	To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible	Q
2	To recommend for appointment, remuneration and terms of appointment of auditors of the Company	P
3	To approve payment to statutory auditors for any other permitted non- audit services rendered by the statutory auditors	P
4	To review, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:	
A	Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act, 2013	A
B	Changes, if any, in accounting policies and practices and reasons for the same	Q
C	Major accounting entries involving estimates based on the exercise of judgment by the management	Q
D	Significant adjustments made in the financial statements arising out of audit findings	Q
E	Compliance with listing and other legal requirements relating to financial statements	Q
F	Disclosure of any related party transactions	Q
G	Modified opinion(s) in the draft audit report	A
5	To review, with the management, the quarterly financial statements before submission to the board for approval	Q
6	To review, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter	P
7	To review and monitor the Auditor's independence and performance, and effectiveness of audit process	Q
8	To approve or any subsequent modification of transactions of the Company with related parties	P
9	To scrutinise inter-corporate loans and investments	Q
10	To undertake valuation of undertakings or assets of the Company, wherever it is necessary	P
11	To evaluate internal financial controls and risk management systems	Q

SN	Terms of Reference	Frequency
12	To review, with the management, the performance of statutory and internal auditors, adequacy of the internal control systems	Q
13	To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit	A
14	To discuss with internal auditors of any significant findings and follow up there on	Q
15	To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board	Q
16	To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern	Q
17	To look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors	Q
18	To review the functioning of the Whistle Blower Policy.	Q
19	To approve appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate	P
20	To review financial statements, in particular the investments made by the Company's unlisted subsidiaries	Q
21	To review the utilisation of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments	Q
22	To consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders	P
23	To review management discussion and analysis of financial condition and results of operations	A
24	To review management letters/letters of internal control weaknesses issued by the statutory auditors	Q
25	To review internal audit reports relating to internal control weaknesses	Q
26	To review the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee	A
27	To review statement of deviations, if any: (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1). (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).	P
28	To review compliance with the provisions of SEBI Insider Trading Regulations and verify that the systems for internal control are adequate and are operating effectively	Q
29	To review the Related Party Transaction Policy as and when any changes are to be incorporated in the said policy due to change in the applicable Regulations or as may be felt appropriate by the Audit Committee and any changes or modification on the Policy as recommended by the Committee to be presented for approval of the Board of Directors. Provided that this policy shall be reviewed by the Board at least once every three years and updated accordingly.	P
30	To carry out any other function mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable	P

Frequency: **A** Annually **Q** Quarterly **H** Half yearly **P** Periodically