

Terms of Reference for the Audit Committee:

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange(s) from time to time, the following:

A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- (1) to investigate any activity within its terms of reference;
- (2) to seek information from any employee of the Company;
- (3) to obtain outside legal or other professional advice;
- (4) to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- (5) such other powers as may be prescribed under the Companies Act, 2013 and the SEBI Listing Regulations.

B. Terms of Reference (ToR) / Role of Audit Committee

The role of the Audit Committee shall include the following:

- (1) oversight of financial reporting process, examination of the financial statement and the auditor's report thereon and the disclosure of financial information relating to Uniparts India Limited (the "**Company**") to ensure that the financial statements are correct, sufficient and credible;
- (2) recommendation to the board of directors of the Company (the "**Board**" or "**Board of Directors**") for appointment, re-appointment, remuneration and terms of appointment of auditors.;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors of the Company;
- (4) reviewing, 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 clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. modified opinion(s) in the draft audit report.
- (5) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- (6) reviewing, 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 utilized for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed by the independent directors who are members of the Audit Committee;

Explanation: *The term "related party transactions" shall have the same meaning as provided in*

Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

- (9) scrutiny of inter-corporate loans and investments;
 - (10) valuation of undertakings or assets of the Company, wherever it is necessary;
 - (11) evaluation of internal financial controls and risk management systems;
 - (12) reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
 - (13) reviewing 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;
 - (14) discussion with internal auditors of any significant findings and follow-up thereon;
 - (15) reviewing 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;
 - (16) discussion 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;
 - (17) to look into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - (18) reviewing the functioning of the whistle blower mechanism;
 - (19) approval of appointment of chief financial officer of the Company after assessing the qualifications, experience and background, etc. of the candidate;
 - (20) reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision;
 - (21) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders; and
 - (22) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.
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Terms of Reference for the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the “**Board**” or “**Board of Directors**”) a policy relating to the remuneration of the directors, key managerial personnel and other employees (“**Remuneration Policy**”);
2. For every appointment of an independent director, the Nomination and Remuneration Committee 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. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may
 - (a) use the services of external agencies, if required;
 - (b) consider candidates for a wide range of backgrounds, having due regard to diversity; and
 - (c) consider the time commitments of the candidates;
3. Formulation of criteria for evaluation of performance of independent directors and the Board;
4. Devising a policy on diversity of the Board of Directors of the Company;
5. 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 of Directors their appointment and removal
6. 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;
7. Recommend to the Board of Directors, all remuneration, in whatever form, payable to senior management.
8. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee
9. Performing such functions as are required to be performed by the Nomination and Remuneration Committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including administering the existing and proposed employee stock option plans formulated by the Company from time to time (the “**Plan**”);
10. framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
 - (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
 - (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.
 - (c) carrying out any other activities as may be delegated by the Board of Directors of the Company functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Terms of Reference for the Corporate Social Responsibility Committee:

The Corporate Social Responsibility Committee shall be responsible for, among other things, the following:

- a. Oversight of the development of the CSR vision, strategy, policies and plan**
 1. Recommend the Board the objective of Corporate Social Responsibility (CSR) to generate conducive environment to conduct the business in a socially responsible manner and to carry on business activities in the ethical way with regards to legal obligations and commitments;
 2. Formulate and recommend to the Board, the Corporate Social Responsibility Policy (CSR Policy);
 3. Monitor CSR Policy of the Company from time to time and recommend to the Board for modification(s) to the CSR Policy as and when required;
 4. Formulation and recommendation to the Board an Annual Action Plan (AAP) in pursuance of the CSR Policy which shall include the items as specified in Rule 5(2) of the Companies (CSR Policy) Rules, 2014
 5. Recommend to the Board the amount of expenditure to be incurred on various activities in a financial year as per CSR Policy and Annual Action Plan;

 - b. Oversight of the implementation of the CSR vision and strategy**
 1. Establish steps for the effective implementation, maintenance, periodic reviews and improvement in CSR system in the Company;
 2. Recommend to build CSR capacities of own personnel or of implementing agencies and to take measures to involve the employees in CSR activities of the company;
 3. Monitor the implementation of CSR Program undertaken by the company;
 4. Recommend the Board modalities and manner for the transfer of ownership of Capital Assets, if created or acquired, through CSR spending;
 5. Develop and suggest the Board, Standard Operating Process (SoP) for manner of execution of any CSR Projects and modalities of use of funds, factor risk assessment for any CSR project selected and plan for its management and control;

 - c. Oversight of the external communications policies**
 1. Overseas the publication, internally and externally, of corporate responsibility performance and plans using the Company's website, annual report and other such methods of communication as are considered necessary.
 2. Suggest agencies to have Need Assessment and Impact Assessment of any CSR Project of the company for monitoring the quality and efficacy of CSR project of the company;
 3. Communicating commitments, performances, reports and other information in timely and legal manner and review the quality of any reporting to external stakeholders concerning CSR matters (to form part of the Annual Report)
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d. Other responsibility;

1. Any other matter as may be considered expedient in furtherance of and to comply with the CSR Policy and CSR activities of the company;
 2. In carrying out its responsibilities the Committee shall work and liaise as necessary with all other Board committees, and give due consideration to all relevant laws, rules, regulations and regulatory requirements and guidance applicable to the company.
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Terms of Reference for the Stakeholders Relationship Committee:

The role of the Stakeholders' Relationship Committee shall include the following:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
 2. Review of measures taken for effective exercise of voting rights by the shareholder;
 3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
 4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
 5. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
 6. Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing regulations (if applicable), as and when amended from time to time;
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Terms of Reference for the Risk Management Committee:

The role and responsibility of the Risk Management Committee shall be as follows:

1. Formulation of a detailed risk management policy which shall include:
 - a. a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, Foreign Exchange, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;
 - b. measures for risk mitigation including systems and processes for internal control of identified risks; and
 - c. business continuity plan;
2. Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. Keep the Board of directors of the Company informed about the nature and content of its discussions, recommendations and actions to be taken;
6. Review of the appointment, removal and terms of remuneration of the Chief Risk Officer (if any).
7. Coordinate its activities with other committees, in instances where there is any overlap with activities as per the framework laid down by the board of directors.
8. Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under the applicable law, as and when amended from time to time.