

OPERATIONS AND ADMINISTRATIVE COMMITTEE**ROLE AND RESPONSIBILITIES****(A) Treasury related**

- To grant loan at a rate of interest not lower than the rate as prescribed under the Companies Act, 2013 or any other relevant law and give guarantee or provide security in connection with the loan.
- To deal in government securities, units of mutual funds, fixed income and money market instruments, fixed deposits and certificate of deposit programme of banks and other instruments / securities / treasury products of banks and financial institutions within the limits approved by the Board from time to time.
- To deal in foreign exchange and financial derivatives linked to foreign exchange and interest rates including but not limited to foreign exchange spot, forwards, options, currency swaps and interest rate swaps as per the Foreign Exchange and Interest Rate Risk Management Policy.
- To open, operate, close, change in authorisation / signatory for any current / deposit / cash credit account(s), safe deposit vault(s), electronic bank account(s), internet bank account(s) / facility, subsidiary general ledger account(s), dematerialisation / depository account(s) with any nationalized bank(s), scheduled bank(s), co-operative bank(s) in any part of the country including foreign bank(s) authorised by Reserve Bank of India to do banking business in the country and in any country outside India with bank(s) authorised to do banking business in that country.
- To approve, finalise and authorise the execution of any deed, document, letter or writing in connection with the aforesaid activities, including borrowing / credit facilities, creation of charge.
- To approve revision in authorised signatories for any of the above matters.

(B) Employee Stock Option Scheme related

- Issue and allot equity shares of the Company pursuant to the Employee Stock Option Scheme(s) for the time being in force.
- To seek listing of shares issued as above on one or more Stock Exchanges in India and all such shares being pari-passu with the existing equity shares of the Company in all respects.
- To do all such acts, deeds and things, as may be necessary and incidental to allotment and listing of shares.

(C) General Authorisations

- To purchase, sell, take on lease / license, transfer or otherwise deal with any movable / immovable assets or property for a maximum value of Rs.50 crore.
- To constitute, reconstitute, modify, dissolve any trust or association for Company / business related matters and to appoint, reappoint, remove, replace the trustees or representatives.
- To issue voting instructions to the Depository of the Global Depository Shares in respect of the resolutions at the General Meeting / Postal Ballot of the Company.
- To authorize affixing the common seal of the Company and re-locate / move the common seal to any place other than the registered office of the Company.
- To grant / revoke general and specific power of attorney / letter of authorisation in favour of employees of the Company as and when required for business purposes.

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- To grant approval for setting up and closure of branch / representative / liaison office of the Company and nominate managers for such office.
- To nominate director / representative on the subsidiaries, joint ventures and associates and to approve and vote on all resolutions of the Companies, body corporates or entities or bodies, where the Company is a shareholder or member and where specific shareholder resolution is required.
- To handle and deal with the following matters, in case any specific authorization, approval or resolution is required from the Board of Directors or a committee thereof:
 - Obtain / renew / surrender license / Letter of Permission or such other registration of the Company with any regulatory / statutory authorities and execute legal undertaking / legal agreement or any document required for this purpose.
 - Approve for participation into any tender, bid, auction by the Company.
 - Register / de-register the Company with any Central / State Government authorities, Semi-Government authorities, regulatory authorities, statutory authorities, quasi-judicial authorities, local authorities, tax authorities including sales tax, service tax, goods and service tax, value added tax, labour law authorities, administrative authorities, business associations and any other bodies.
 - Nominate or revoke nomination of a representative under Foods Safety and Standards Act, 2006, Manager under Factories Act, 1948, managers for branch office and such similar requirement under any other applicable law.
 - Appoint any Merchant Banker, Chartered Accountant, Advocate, Counsels, Company Secretary, Engineer, Technician, Consultants and / or Professionals for undertaking any assignment for and on behalf of the Company requiring specific approval of the Board of Directors under any law.
 - Apply for and surrender any electricity, power or water connection.

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- To do all such acts, deeds and things as may be required for the smooth conduct of the operations of the Company and which does not require specific approval of the Board of Directors of the Company or which has not been delegated by the Board specifically to any other Committee of the Board.
- To discharge such other functions as may be specifically delegated to the Committee by the Board / shareholders from time to time.
- To delegate any of the terms mentioned hereinabove to any officer / employee of the Company or to any other person.