

## Charter of Committees of the Board of Directors of Stampede Capital Limited (“the Company”)

Sr. No.	Basis	Audit Committee	Nomination and Remuneration Committee																								
1.	<b>Composition</b>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr style="background-color: #fff9c4;"> <th style="width: 33%;">Name of Member</th> <th style="width: 33%;">Position in Committee</th> <th style="width: 34%;">Director Category</th> </tr> </thead> <tbody> <tr> <td>Mr. Venkateswar Nellutla</td> <td>Chairman</td> <td>Independent Director</td> </tr> <tr> <td>Mr. Anil Thakur</td> <td>Member</td> <td>Independent Director</td> </tr> <tr> <td>Mrs. Shaik Haseena</td> <td>Member</td> <td>Non-Executive Non-Independent Director</td> </tr> </tbody> </table>	Name of Member	Position in Committee	Director Category	Mr. Venkateswar Nellutla	Chairman	Independent Director	Mr. Anil Thakur	Member	Independent Director	Mrs. Shaik Haseena	Member	Non-Executive Non-Independent Director	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr style="background-color: #fff9c4;"> <th style="width: 33%;">Name of Member</th> <th style="width: 33%;">Position in Committee</th> <th style="width: 34%;">Director Category</th> </tr> </thead> <tbody> <tr> <td>Mr. Venkateswar Nellutla</td> <td>Chairman</td> <td>Non-Executive Independent Director</td> </tr> <tr> <td>Mr. Anil Thakur</td> <td>Member</td> <td>Independent Director</td> </tr> <tr> <td>Mrs. Shaik Haseena</td> <td>Member</td> <td>Non-Executive Non-Independent Director</td> </tr> </tbody> </table>	Name of Member	Position in Committee	Director Category	Mr. Venkateswar Nellutla	Chairman	Non-Executive Independent Director	Mr. Anil Thakur	Member	Independent Director	Mrs. Shaik Haseena	Member	Non-Executive Non-Independent Director
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2.	<b>Terms of Reference</b>	<ul style="list-style-type: none"> <li>➤ Carrying out any other function specified under Part C of Schedule II of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements (Regulations, 2015 <b><u>(SEBI LODR)</u></b>) as and when amended from time to time.</li> <li>➤ Carrying out any other function specified in Companies Act, 2013 as and when amended from time to time.</li> <li>➤ To verify that the systems for internal control towards compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015 are adequate and operating effectively at least once in a financial year.</li> <li>➤ To review and verify the report on internal control.</li> </ul>	<ul style="list-style-type: none"> <li>➤ Carrying out any other function specified under Sub Part A of Part D of Schedule II of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements (Regulations, 2015 <b><u>(SEBI LODR)</u></b>) as and when amended from time to time.</li> <li>➤ Carrying out any other function specified in Companies Act, 2013 as and when amended from time to time.</li> <li>➤ Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.</li> <li>➤ Formulation of criteria for evaluation of Independent Directors and the Board.</li> </ul>																								

**REGISTERED OFFICE:** KURA Towers, 10th Floor, D. No. 1-11-254 & 1-11-255 S.P. Road, Begumpet, Hyderabad-500016, Telangana, India.

**CIN:** L67120TG1995PLC020170

**WEBSITE:** <https://www.stampedecap.com/> **EMAIL ID:** [cs@stampedecap.com](mailto:cs@stampedecap.com)

**CONTACT:** 040-69086900/84

## **Charter of Committees of the Board of Directors of Stampede Capital Limited (“the Company”)**

	<ul style="list-style-type: none"> <li>➤ To strengthen the internal control system placed for compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015.</li> <li>➤ To review and verify the report to be provided by Compliance officer on compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015 and code of conduct at such frequency as may be stipulated by the Board of Directors.</li> <li>➤ To Review with management, quarterly, half yearly and annual financial statements before submission to the Board.</li> <li>➤ To discuss with the management and the internal and statutory auditor’s findings in the internal audit reports.</li> <li>➤ To Deliberate on the applicability, compliance and impact of various Accounting Standards and guidelines issued by the Institute of Chartered Accountants of India from time to time.</li> <li>➤ To Review the Company's Financial and Risk Management Policies and Audit Reports covering operational, financial and other business risk areas.</li> <li>➤ The committee shall review and reassess the adequacy of this charter periodically and recommend any proposed changes to Board for approval.</li> <li>➤ The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.</li> </ul>	<ul style="list-style-type: none"> <li>➤ Devising a policy on Board diversity.</li> <li>➤ Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria lay down, and recommend to the Board their appointment and removal.</li> <li>➤ To recommend to the Board, the terms and conditions of appointment of key Management personnel.</li> <li>➤ Power to seek information from any employee.</li> <li>➤ The committee shall review and reassess the adequacy of this charter periodically and recommend any proposed changes to Board for approval.</li> <li>➤ The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.</li> <li>➤ Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.</li> </ul>
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## Charter of Committees of the Board of Directors of Stampede Capital Limited (“the Company”)

		➤ Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.	
3.	<b>Role of Company Secretary</b>	Company Secretary of the Company acts as a Secretary to this Committee.	Company Secretary of the Company acts as a Secretary to this Committee.
4.	<b>Quorum</b>	Quorum shall either be two members or one-third of the members of the committee, whichever is greater, with at least two independent directors.	Quorum shall either be two members or one-third of the members of the committee, whichever is greater, with at least one independent director in attendance.

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Sr. No.	Basis	Stakeholder Relationship Committee	Inquiry Committee (SEBI (Prohibition of Insider Trading) Regulations, 2015)																								
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		<ul style="list-style-type: none"> <li>➤ To review and monitor the approval to the transfers and transmission made by any Director under executive authority delegated to him from time to time.</li> <li>➤ To monitor the matters of litigation related to shareholders and take decisions relating thereto.</li> <li>➤ To consider and finalize the report on Corporate Governance to be annexed with the Annual Report of the Company.</li> <li>➤ The committee shall review and reassess the adequacy of this charter periodically and recommend any proposed changes to Board for approval.</li> <li>➤ The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.</li> <li>➤ Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.</li> </ul>	<ul style="list-style-type: none"> <li>➤ To investigate, in cases of leak or suspected leak of UPSI;</li> <li>➤ To require the attendance of the person supposed to be acquainted with the facts and circumstances of the leak or suspected Leak of UPSI, for the purpose of the investigation;</li> <li>➤ To examine, either orally or in writing, any person supposed to be acquainted with the facts and circumstances of the leak or suspected Leak of UPSI;</li> <li>➤ To reduce into writing any statement made to the Committee in the course of examination;</li> <li>➤ To make a separate and true record of the statement of each such person whose statement is recorded;</li> <li>➤ To require the attendance of the witnesses unless their appearance is not necessary for the just decision of the case and to examine the witnesses.</li> <li>➤ To require the production of documents (physical/electronic) in connection to the investigation.</li> </ul>
3.	<b>Role of Company Secretary</b>	Company Secretary of the Company acts as a Secretary to this Committee.	Company Secretary of the Company may or may not act as a Secretary to this Committee.
4.	<b>Quorum</b>	Quorum shall either be two members or one-third of the members of the committee, whichever is greater	Quorum shall either be two members or one-third of the members of the committee, whichever is greater

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## Charter of Committees of the Board of Directors of Stampede Capital Limited (“the Company”)

Sr. No.	Basis	Management Committee			Banking and Finance Committee		
1.	<b>Composition</b>	<b>Name of Member</b>	<b>Position in Committee</b>	<b>Director Category</b>	<b>Name of Member</b>	<b>Position in Committee</b>	<b>Director Category</b>
		Mr. Jonna Venkata Tirupati Rao	Chairman	Managing Director	Mr. Jonna Venkata Tirupati Rao	Chairman	Managing Director
		Mrs. Shaik Haseena	Member	Non-Executive Non-Independent Director	Mrs. Shaik Haseena	Member	Non-Executive Non-Independent Director
		Mr. Srinivas Maya	Member	Whole Time Director	Mr. Srinivas Maya	Member	Whole Time Director
		Mr. SNSV Jagannatha Prasad Renduchintala	Member	Chief Financial Officer	Mr. SNSV Jagannatha Prasad Renduchintala	Member	Chief Financial Officer
2.	<b>Terms of Reference</b>	<ul style="list-style-type: none"> <li>➤ The purpose of the Management Committee is to manage the day-to-day activities of the Company’s business by:               <ul style="list-style-type: none"> <li>✓ Developing and implementing strategy, policies and procedures</li> <li>✓ Optimizing the calibration, allocation, prioritization and adequacy of the firm’s resources.</li> <li>✓ To ensure succession planning is in place.</li> </ul> </li> <li>➤ Various Authorizations to be issued on behalf of the Company including Statutory Authorizations i.e. for dealing with Central and State Governments</li> </ul>			<ul style="list-style-type: none"> <li>➤ Safeguarding the integrity and adequacy of management information and financial reporting systems.</li> <li>➤ Actively managing and monitoring the financial performance of the business against targets, objectives and key performance indicators.</li> <li>➤ To identify and manage financial risk across the Company along with Audit Committee.</li> <li>➤ The presentation of the firm’s budgets, forecasts and annual operational plan to the Board and, following their adoption, the achievement of these budgets, forecasts and plans.</li> </ul>		

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		<p>(including, Department of Explosives, Mines Department, Central and State Tax Departments, GST Authorization, Provident Fund, Income Tax, Factories Act, Nominated Owner as per Mines Act), E.S.I., Sub Registrar office, and any other concerned / related departments/authorities from whom the company has to obtain various approvals, permissions or clearances from time to time under the provisions of the various Acts.</p> <ul style="list-style-type: none"> <li>➤ Inter office authorizations and approvals such as approval and signing of rental agreements, Authorization for applying and signing of necessary documents for obtaining all types of broadband connections, telecommunications and other services as may be required by the Company from time to time.</li> <li>➤ Issuance of Legal Authorizations enabling Individuals to represent the Company or authorizing them to appoint Advocates to appear before Arbitrational Tribunals, High Courts, other Courts and Regulatory Commissions / Authorities.</li> <li>➤ Granting Approval/ Authorization for applying class 3 Digital Signatures on behalf of the Company</li> <li>➤ Any other Matters as may be considered of urgent nature and relating to day to day operations of the Company except the items covered under Section 179 (3) of the Companies Act, 2013 and rules made thereunder.</li> </ul>	<ul style="list-style-type: none"> <li>➤ To borrow monies.</li> <li>➤ To invest the funds of the company.</li> <li>➤ To grant loans or give guarantee or provide security in respect of loans.</li> <li>➤ To operates appropriate financial and accounting policies globally.</li> <li>➤ To the financial performance of the Company.</li> <li>➤ To determine the strategy for management of Company’s investments ensuring appropriate reserve levels and generating adequate returns.</li> <li>➤ Monitoring and managing the impact on the Company’s liquidity of significant income and expenditure items.</li> <li>➤ To review compliance with applicable tax requirements.</li> <li>➤ To review quarterly budget-to-actual reports provided by the Company.</li> <li>➤ To review and make recommendations to the Board regarding policy issues relating to capital expenditures.</li> <li>➤ To consider the budgetary impact of proposed variations to activities through restructuring, acquisition/disposal or other significant changes, and report to the Board.</li> <li>➤ To monitor the financial position and future prospects of the Company, and its subsidiary (if applicable), to ensure that the Company can meet its commitments and strategic objectives.</li> </ul>
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