

Charter of Committees of the Board of Directors of Stampede Capital Limited ("the Company")

Sr. No.	Basis	Audit Committee			Nomination and Remuneration Committee		
1.	Composition	Name of Member	Position in Committee	Director Category	Name of Member	Position in Committee	Director Category
		Mr. N Venkateshwar Rao	Chairman	Independent Director	Mr. Anil Thakur	Chairman	Independent Director
		Mr. Anil Thakur	Member	Independent Director	Mr. N Venkateshwar Rao	Member	Independent Director
		Ms.Sai Naga Kathyayani Mugata	Member	Non-Executive Non-Independent Director	Ms. Sai Naga Kathyayani Mugata	Member	Non-Executive Non-Independent Director
2.	Terms of Reference	<ul style="list-style-type: none"> ➤ 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 <u>(SEBI LODR)</u> as and when amended from time to time. ➤ Carrying out any other function specified in Companies Act, 2013 as and when amended from time to time. ➤ 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. ➤ To review and verify the report on internal control. 			<ul style="list-style-type: none"> ➤ 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 <u>(SEBI LODR)</u> as and when amended from time to time. ➤ Carrying out any other function specified in Companies Act, 2013 as and when amended from time to time. ➤ 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. ➤ Formulation of criteria for evaluation of Independent Directors and the Board. 		

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

CONTACT: 040-69086900/84

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	<ul style="list-style-type: none"> ➤ To strengthen the internal control system placed for compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015. ➤ 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. ➤ To Review with management, quarterly, half yearly and annual financial statements before submission to the Board. ➤ To discuss with the management and the internal and statutory auditor’s findings in the internal audit reports. ➤ 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. ➤ To Review the Company's Financial and Risk Management Policies and Audit Reports covering operational, financial and other business risk areas. ➤ The committee shall review and reassess the adequacy of this charter periodically and recommend any proposed changes to Board for approval. 	<ul style="list-style-type: none"> ➤ Devising a policy on Board diversity. ➤ 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. ➤ To recommend to the Board, the terms and conditions of appointment of key Management personnel. ➤ Power to seek information from any employee. ➤ The committee shall review and reassess the adequacy of this charter periodically and recommend any proposed changes to Board for approval. ➤ The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. ➤ 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.
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		<ul style="list-style-type: none"> ➤ The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. ➤ 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.	Role of Company Secretary	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.	Quorum	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			Independent Director 's Committee		
1.	Composition						
		Name of Member	Position in Committee	Director Category			
		Mr. Anil Thakur	Chairman	Independent Director			
		Mr. N Venkateshwar Rao	Member	Independent Director			
		MS. Sai Naga Kathyayani Mugata	Member	Non-Executive Non-Independent Director			
	Terms of Reference						

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		<ul style="list-style-type: none"> ➤ 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. ➤ To monitor the matters of litigation related to shareholders and take decisions relating thereto. ➤ To consider and finalize the report on Corporate Governance to be annexed with the Annual Report of the Company. ➤ The committee shall review and reassess the adequacy of this charter periodically and recommend any proposed changes to Board for approval. ➤ The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. ➤ 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. 	<ul style="list-style-type: none"> ➤ To perform other duties as assigned by the Board, provided that such duties do not affect the Committee’s independence ➤ To regularly review and update the Independent Directors Committee Charter to ensure its appropriateness
3.	Role of Company Secretary	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.	Quorum	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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