



Terms of Reference of Audit Committee:

Constitution

The Audit Committee ("Committee") is constituted by the Board of Directors of MIC Electronics Limited in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to Top 2000 listed entities.

The role of the Audit Committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the Statutory Auditors and the fixation of audit fee and also approval for payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
3. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to;
 - 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.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgement by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Modified opinion(s) in the draft audit report.
4. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
5. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right 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 utilisation of proceeds of a public or right issue, and making appropriate recommendations to the Board to take up steps in this matter.
6. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
7. Approval or any subsequent modification of transactions of the company with related parties;
8. Scrutiny of inter-corporate loans and investments;
9. Valuation of undertakings or assets of the company, wherever it is necessary;
10. Evaluation of internal financial controls and risk management systems;
11. Reviewing with the management, performance of the statutory and internal auditors' and adequacy of internal control systems.
12. Reviewing the adequacy of internal audit function, 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.

13. Discussion with internal auditors any significant findings and follow up there on.
14. 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.
15. 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.
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
17. To review the Vigil Mechanism / Whistleblower Policy, review complaints received, and ensure adequate safeguards against victimization of whistleblowers.
18. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience & background, etc. of the candidate.
19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
20. Recommending to the Board, the appointment / reappointment of the Cost Auditors and Secretarial Auditor.
21. Reviewing the utilization of loans and / or advances from / investment by the holding company in the subsidiary exceeding 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
22. To review the financial statements and significant transactions and arrangements of subsidiary companies, including material unlisted subsidiaries.
23. Review the adequacy of the compliance monitoring system.
24. Assists the Board in relation to the company's compliance and its value system
25. Engage in the process evaluating, developing, recommending and implementing
26. strategy, policy, procedures, processes, code of conduct, standards in respect of compliance and its value system.
27. Review the compliance with statutory, regulatory and listing requirements, observations of regulators and stock exchanges, and significant legal matters.
28. The Committee shall report its recommendations to the Board of Directors and the Chairperson of the Committee shall be present at the Annual General Meeting to respond to shareholder queries.
29. The Terms of Reference shall be reviewed periodically and amended as required to comply with applicable laws, regulations, and governance requirements applicable to Top 2000 listed companies.
30. The Terms of Reference of the Audit Committee shall be disclosed on the Company's website and in the Annual Report, in accordance with SEBI LODR Regulations.
31. Any other activities as per the requirement of Regulation 18 of the Listing Regulations and applicable provisions of the Companies Act, 2013.



Terms of Reference of Nomination and Remuneration Committee:

Constitution

The Nomination and Remuneration Committee (“Committee”) is constituted by the Board of Directors of MIC Electronics Limited in accordance with, Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The role of the Nomination and Remuneration Committee shall include the following:

1. Identify persons qualified to become directors and senior management
2. Recommend to the Board appointment, re-appointment, continuation, or removal of:
 - Directors (Executive, Non-Executive, Independent)
 - Key Managerial Personnel (KMP)
 - Senior Management. The expression “senior management” means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.
3. To recommend to the Board the appointment and removal of person identified under point (2) above.
4. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
5. To devise a policy on diversity of Board of Directors.
6. To formulate the criteria for evaluation of performance of Independent Directors and Board of Directors.
7. To decide 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.
8. Recommend to the Board, all remuneration, in whatever form, payable to senior management.
9. The Committee shall review its Terms of Reference periodically and recommend amendments to the Board to ensure compliance with applicable laws, regulations, and governance best practices.
10. Any other activities as per the requirement of Regulation 19 of the Listing Regulations and the Companies Act, 2013.



Terms of Reference of Stakeholders Relationship Committee:

Constitution

The Stakeholders Relationship Committee ("Committee") is constituted by the Board of Directors of MIC Electronics Limited in accordance with, Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The role of the Stakeholder Relationship Committee shall inter-alia include the following:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares/debentures, non-receipt of annual report, non-receipt of declared dividends/Interest, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders/ debenture holders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends ensuring timely receipt of dividend /annual reports/statutory notices by the shareholders of the Company.
5. Review of the various measures and initiatives taken by the listed entity for ensuring timely payment of interest /annual reports/statutory notices to the debenture holders of the Company.
6. Review of the various measures taken by the listed entity to ensure timely redemption of Bonds/debentures of the Company.
7. Monitoring expeditious redressal of investor complaints received through:
 - SCORES platform
 - Stock exchanges
 - Company website or emails
8. The Committee shall review its Terms of Reference periodically and recommend changes to the Board to ensure alignment with applicable laws, regulations, and best governance practices.
9. Any other activities as per the requirement of the Companies Act, 2013 and Listing Regulations.



Terms of Reference of CSR Committee:

Constitution

The Corporate Social Responsibility Committee (“Committee”) is constituted by the Board of Directors of the Company pursuant to, Section 135 of the Companies Act, 2013; and Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.

The role of the Corporate Social Responsibility Committee shall inter-alia include the following:

1. To approve CSR strategies, budgets, plans and corporate policies;
2. To approve CSR's risk management strategy and frameworks and monitoring their effectiveness;
3. Considering the social, ethical and environmental impact of CSR's activities and monitoring compliance with CSR's sustainability policies and practices;
4. To review the CSR activities undertaken during the financial year;
5. To review and modify the approved budget based on the progress reports and as recommended by CSR Committee from time to time;
6. Inclusion and modification of CSR activities based on the survey conducted by the independent agency and impact assessment analysis with respect to CSR activities undertaken by the Company;
7. To empower CSR committee and Chief Executive Officer for taken appropriate steps with an objective to achieve CSR goal determined by the Board;
8. To ensure that company shall respect human rights concern throughout its operations and if required develop a framework for managing, mitigating and preventing adverse human rights impacts;
9. Reconstitution of CSR Committee as and when required depending upon the vacancy in CSR Committee;
10. To review of the progress report of CSR Activities;
11. Giving of directions for effective implementation of CSR projects.
12. The Committee shall review these Terms of Reference periodically and recommend changes to the Board to align with amendments in law or governance best practices.
13. Any other activities as per the requirement of the Companies Act, 2013 and other applicable provisions or suggested norms.