

Terms of Reference of Audit Committee

1. Name of the Committee

Audit Committee of Board of Directors of **Helpage Finlease Limited**.

2. Objective

To assist the board in fulfilling its oversight responsibilities by monitoring the:

- Financial Reporting Process
- Audit Process
- Effectiveness of Internal Control
- Risk Management System
- Compliance with laws, regulations, and ethical standards

3. Authority

The audit committee shall have the authority to:

- To investigate any matter under its scope
- Access the records and information of the Company
- Interact with the Statutory Auditor, Internal Auditor and Key Managerial Personnel
- Seek external professional advice, if necessary

4. Composition

- Minimum of three directors with a majority of being independent directors
- All members shall be financially literate
- At least one member shall have accounting and related financial management expertise
- The Chairperson shall be independent director
- The Company Secretary shall act secretary to the committee

5. Meetings

- Minimum four meetings per year
- The gap between two meetings shall not exceed 120 days
- Quorum shall be either two members or one-third of the members, whichever is higher, with at least one independent director
- Statutory and internal auditor may be invited to meetings

6. Roles and Responsibilities

a. Financial Reporting & Disclosures:

- Oversee the Company's financial reporting process
- Review quarterly and annually financial statement before submitting to the Board
- Examine the accounting policies and significant changes made

b. Audit:

- Recommend appointment, remuneration and terms of appointment of the Statutory Auditor
- Review and monitor auditor's independence and performance
- Approve or ratify all related party transactions
- Review the scope and findings of internal audit
- Discuss audit findings with the auditors and management's response

c. Internal Control and Risk Management:

- Evaluate the adequacy and effectiveness of internal control systems
- Review the risk management framework and compliance mechanisms
- Monitor whistleblower complaints and internal fraud reporting mechanisms

d. Compliance:

- Review the Company's compliance with legal and regulatory requirements
- Examine cases of suspected fraud and irregularity

7. Reporting

- The Audit Committee shall report its discussions, findings, and recommendations to the Board after each meeting
- Shall provide disclosures in the Company's annual report, as required under SEBI (LODR)

8. Review of Terms of Reference

These terms of reference shall be reviewed annually and amended by the board, as necessary, to comply with the changes in legal and regulatory requirement.