



Date: January 4, 2024

The Listing Manager
Department of corporate services
Bombay Stock Exchange
P.J.Towers, Dalal Street
Mumbai-400001.

Dear Sir/Madam,

Sub:MRC Agrotech Limited–Reconstitution of Committees of the Board

Ref:ScripCode:540809

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations), we wish to inform you that, the Board of Directors of the Company in its meeting held on December 29, 2023, reconstituted the Committees of the Board with the members as detailed below, with effect from 29.12.2023.

S.No	Name of the Director	Status	Category
AUDIT COMMITTEE			
1	MR.SANJAYKUMARSINGH	Chairperson	Non-Executive - Independent Director
2	MR. SADANANDAN AZADATHIL CHOIKANDY	Member	Non-Executive - Non Independent Director
3	MS. NILAM HIMANSHUKUMAR SONI	Member	Non-Executive - Independent Director (Woman Director)
NOMINATION AND REMUNERATION COMMITTEE			
1	MS. NILAM HIMANSHUKUMAR SONI	Chairperson	Non-Executive - Independent Director (Woman Director)
2.	MS. SWATI SHARMA	Member	Non-Executive - Independent Director (Woman Director)
3	MR. SADANANDAN AZADATHIL CHOIKANDY	Member	Non-Executive - Non Independent Director

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S.No	Name of the Director	Status	Category
STAKEHOLDER RELATIONSHIP COMMITTEE			
1	MS. SWATI SHARMA	Chairperson	Non-Executive - Independent Director (Woman Director)
2	MR.SANJAYKUMARSINGH	Member	Non-Executive - Independent Director
3	MS. NILAM HIMANSHUKUMAR SONI	Member	Non-Executive - Independent Director (Woman Director)
4	MR. SADANANDAN AZADATHIL CHOIKANDY	Member	Non-Executive - Non Independent Director
RISK MANAGEMENT COMMITTEE			
1	MR.SANJAYKUMARSINGH	Chairperson	Non-Executive - Independent Director
2	MR. ASHOK KUMAR SINGH	Member	Executive – Non-Independent Director, CEO
3	MR. JITENDRA DHANRAJ JAIN	Member	Non-Executive - Independent Director
4	MS. NILAM HIMANSHUKUMAR SONI	Member	Non-Executive - Independent Director (Woman Director)
CORPORATE SOCIAL RESPONSIBILITY			
1	MR. JITENDRA DHANRAJ JAIN	Chairperson	Non-Executive - Independent Director
2	MR. UTTAMKUMAR ABHINANDAN SINGH	Member	Non-Executive - Non Independent Director
3	MS. NILAM HIMANSHUKUMAR SONI	Member	Non-Executive - Independent Director (Woman Director)
4	MR.SANJAYKUMARSINGH	Member	Non-Executive - Independent Director
5	MS. SWATI SHARMA	Member	Non-Executive - Independent Director (Woman Director)

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This intimation shall also be made available on the company's website at www.mrcagro.com. Kindly take the same on records.

Notes on Terms of reference, Powers and Functions of various committees are as per the content in the annexure enclosed herewith.

Though certain committees are optional for the company, but the company opted for having those committees constituted with a firm determination to follow good corporate governance norms. Kindly take the same on records.

Thanking you, Yours faithfully

For MRC Agrotech Limited

Mr. Uttam Kumar Singh
DIRECTOR AND CHAIRPERSON
DIN: 09671175

Place: Mumbai



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Annexure

Term/Tenure of Committees of the Board:

The Composition of Board and Committees continues until reconstituted of the same. The requirement for reconstitution may arise due to entry/exit of a member (or) statutory requirements.

POWERS AND FUNCTIONS: The Powers and functions of various committees are stated below:

AUDIT COMMITTEE

Terms of Reference

The present terms of reference of Audit Committee inter-alia includes the following:

1. Oversight of the Company's financial reporting and disclosure of its financial information on an annual and quarterly basis and ensuring its correctness, sufficiency and credibility.
2. Oversight of the efficient functioning of Internal Audit department and review of the findings of any investigation where there is suspected fraud or irregularity and reporting matter to the Board.
3. Recommendation for appointment, remuneration, performance and oversight of the work of the Auditors.
4. Approval or subsequent modification of transaction with related parties.

NOMINATION & REMUNERATION COMMITTEE

Terms of Reference

The present terms of reference of Nomination & Remuneration Committee inter-alia includes the following:

1. To recommend to the Board for approval the appointment/changes in Executive Directors including Chairman cum Managing Director who are appointed by the President of India acting through the respective Ministry.
2. To review and take note of Key Managerial Personnel/ Senior Management through annual promotion exercises conducted as per the existing rules and regulations.
3. To recommend to the Board for approval the appointment/changes in Key Managerial Personnel (other than Executive Directors and Chairman cum Managing Director) as per recommendations of Chairman cum Managing Director.
4. To take on record various directives/policies issued by the Government of India including policy on diversity of Board of Directors.
5. To formulate the criteria of evaluation of performance of Independent Directors and Board of Directors.

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STAKEHOLDER RELATIONSHIP COMMITTEE

Terms of Reference

The present terms of reference of Stakeholders Relationship Committee inter-alia includes the following:

1. Oversee and review all matters connected with the transfer of the Company's securities (physical and demat), non – receipt of Annual Report, non- receipt of declared dividend, etc.
2. Approve issue of the Company's duplicate share / debenture certificates,
3. Monitor redressal of investors' / shareholders' / security holders' grievances and reviewing any other related matter which the Committee may deem fit in the circumstances of the case including the following:
 - i. Change of name(s) of the Members on share certificates
 - ii. Consolidate share certificates,
 - iii. Delete name(s) of guardian(s)
 - iv. Delete name(s) from share certificates
 - v. Dematerialise Shares
 - vi. Issue of Duplicate share certificates
 - vii. Rematerialise Shares
 - viii. Replace shares
 - ix. Split-up shares
 - x. Transfer of shares
 - xi. Transmit shares
 - xii. Transpose shares
4. Oversee the performance of the Company's Registrars and Transfer Agents,
5. Recommend methods to upgrade the standard of services to investors,
6. Monitor implementation of the Company's Code of Conduct for Prohibition of Insider Trading,
7. Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

RISK MANAGEMENT COMMITTEE

Terms of Reference

The present terms of reference of Risk Management Committee inter-alia includes the following:

1. To establish an effective Risk Management framework and recommend to the Board, the Risk Management policy and processes for the Company.
2. To assist the Board in effective operation of Risk Management system by performing specialized analysis and quality reviews.

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3. To formulate fraud monitoring policy and framework for approval by the Board and to monitor its implementation.
4. To report to the Board details on the risk exposures and the actions taken to manage the exposures.
5. To review the solvency position of the Company and also to monitor regular updates on business continuity.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The CSR Committee is constituted as per Section 135 of Companies Act, 2013 to formulate and recommend to the Board CSR Policy and ensure its effective implementation.



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