

Item 4 (b)-(viii)

A statement of the boards, councils, committees and other bodies consisting of two or more persons constituted as its part or for the purpose of its advice, and as to whether meetings of those boards, councils, committees and other bodies are open to the public, or the minutes of such meetings are accessible for publ

Current Composition of Board & Board Committees

(Position As on 23.05.2013)

Board/ Committees	Member(s)	Remarks
BOARD		
Board of Directors	<ol style="list-style-type: none"> 1. Shri Rajeev Sharma, Chairman & Managing Director 2. Shri Prakash Thakkar, Director (Technical) 3. Shri Ajeet Kumar Agarwal, Director (Finance) 4. Shri B.N.Sharma, Government Nominee Director 5. Dr. Devi Singh, Part-time Non-official Independent Director 6. Shri Venkataraman Subramanian, Part-time Non-official Independent Director 7. Dr. Sunil Kumar Gupta, Part-time Non-official Independent Director 	The present Composition of Board of Directors is strictly as per provisions of Clause 49(I) (A) of the Listing Agreement and Clause 3.1 of the Department of Public Enterprises (DPE) Guidelines on Corporate Governance for Central Public Sector Enterprises, 2010 as there are only three Part-time Non-official Independent Directors against four Functional/ Government Nominee Directors, thereby falling short for compliance by one Part-time Non-official Independent Director
BOARD COMMITTEES		
Executive Committee	<ol style="list-style-type: none"> 1. Chairman and Managing Director (CMD) 2. Director (Finance) 3. Director (Technical) 	Constituted for the purpose of sanction of loans upto Rs.150 Crore for individual scheme / project of Central / State Sector, & for sanction of loans upto Rs.100 Crore for individual scheme / project of Private Sector. (On the recommendation of Screening Committee)
Audit Committee	<ol style="list-style-type: none"> 1. Dr. Devi Singh, Part-time Non-official Independent Director - Chairman 2. Shri Venkataraman Subramanian, Part-time Non-official Independent Director - Member 3. Shri Prakash Thakkar - Director (Technical) - Member 	Requirement under Section 292(A) of the Companies Act, 1956, Clause 49(II) of the Listing Agreement and Clause 4.1 of DPE Guidelines on Corporate Governance for Central Public Sector Enterprises, 2010.
Shareholders / Investors Grievance Committee	<ol style="list-style-type: none"> 1. Shri Shri Venkataraman Subramanian, Part-time Non-official Independent Director - Chairman 2. Director (Technical) - Member 3. Director (Finance) - Member 	Requirement under Clause 49 (IV) (G) (iii) of the Listing Agreement.
Sub Committee for Review of Lending Rates of Short-Term Loans and Term Loans	<ol style="list-style-type: none"> 1. Shri Rajeev Sharma - CMD - Chairman 2. Shri Prakash Thakkar - Director (Technical) - Member 3. Shri Ajeet Kumar Agarwal - Director (Finance) - Member 	To revise the interest rates on Short Term Loans (STL) and Term Loans (TL) from time to time.
Sub Committee for Borrowing other than Debentures	<ol style="list-style-type: none"> 1. Shri Rajeev Sharma, CMD - Chairman 2. Shri - Prakash Thakkar Director(Technical) - Member 3. Shri, Ajeet Kumar Agarwal Director (Finance) - Member 	To decide pricing, timing, mode, source of borrowings other than Debentures, such as Term Loan etc. depending upon market conditions.

Loan Committee	<ol style="list-style-type: none"> 1. CMD - Chairman 2. Director (Finance) - Member 3. Director (Technical), - Member 4. Govt. Nominee Director - Member 	<p>Constituted for the purpose of sanction of loans in excess of Rs.150 Crore but upto Rs.500 Crore in each case for individual scheme / project of Central / State Govt. power utilities & Rs.100 Crore but upto Rs.500 Crore in each case for individual scheme / project of Private Sector. (On the recommendation of Screening Committee)</p>
HR Sub Committee	<ol style="list-style-type: none"> 1. Shri Ajeet Kumar Agarwal, Director (Finance) - Chairman 2. Dr. Devi Singh, Part-time Non-official Independent Director - Member 3. Shri Venkataraman Subramanian, Part-time Non-official Independent Director - Member 	<p>Constituted for development, review and revision of human resources policies including benefits / facilities of employees, broadly in consonance with comparable public sector undertakings as detailed in our Memorandum, and submit such policies to our Board.</p>
Remuneration Committee	<ol style="list-style-type: none"> 1. Dr. Devi Singh, Part-time Non-official Independent Director - Chairman 2. Shri Venkataraman Subramanian Part-time Non-official Independent Director - Member 3. Dr.Sunil Kumar Gupta Part-time Non-official Independent Director - Member 	<p>Constituted for the purpose of "Performance Related Payment for the year 2010-11 onwards" in line with the revised procedure as prescribed by DPE. Requirement under Clause 49 (VII)-(Annexure-ID) of the Listing Agreement and Clause 5.1 DPE Guidelines on Corporate Governance for Central Public Sector Enterprises, 2010.</p>
Risk Management Committee	<ol style="list-style-type: none"> 1. Director (Technical) 2. Director (Finance) 3. Dr. Devi Singh, Part-time Non-official Director 	<p>Constituted for the purpose of monitoring various risks likely to arise and to examine Risk Management Policies and practices adopted by the Company, and also to initiate action for mitigation of risk arising in the operation and other related matters of the Company in terms of the applicable Guidelines / Circulars issued from time to time by RBI and / or other Agencies.</p>
Committee of Directors for Review of CSR initiatives / projects.	<ol style="list-style-type: none"> 1. Dr. Sunil Kumar Gupta, Part-time Non-official Independent Director 2. Director (Finance) 3. Director (Technical) 	<p>Constituted for the purpose of Review of CSR initiatives / projects of the Company.</p>
Bond Committee (For Financial Year 2012-13)	<ol style="list-style-type: none"> 1. CMD - Chairman 2. Director (Technical) - Member 3. Director (Finance) - Member 	<p>Constituted for the purpose of finalizing the Prospectus, including the detailed terms and conditions for Public Issue of Tax Free Secured Redeemable Non-convertible Bonds of the Company in the financial year 2012-13.</p>
Designated Committee of Directors on Sustainable Development	<ol style="list-style-type: none"> 1. Dr. Devi Singh, Part-time Non-official Independent Director -Chairman 2. Shri Prakash Thakkar, Director(Technical)- Member 3. Shri Ajeet Agarwal, Director (Finance) 	<p>Constituted for the purpose of Review of Sustainable Development projects in accordance with applicable DPE guidelines.</p>

OTHERS COMMITTEES

<p>In-house Screening Committees</p>	<p>(A) For T&D, IC&D and RGGVY Projects</p> <p><u>For Loan proposals upto Rs.100 crores</u></p> <ol style="list-style-type: none"> 1. GM (T&D) – Member 2. GM (RGGVY-I) – Member. In case of non-availability of GM (RGGVY-I), GM (Renewable Energy) will function as Member of the Screening Committee. 3. Shri Ajoy Choudhury, AGM (Finance) – Member. In case of non-availability of Shri, Ajoy Choudhury AGM (Finance), Shri Rajiv Sood, AGM (Finance) will function as Member of the Screening Committee. <p><u>For Loan proposals above Rs.100 crores</u></p> <ol style="list-style-type: none"> 1. GM (T&D) – Member 2. GM (RGGVY-I) – Member. In case of non-availability of GM (RGGVY-I), GM (Renewable Energy) will function as Member of the Screening Committee. 3. ED (Finance)-Resources – Member. In case of non-availability of ED (Finance) -Resources, GM (Finance)-Resources will function as Member of the Screening Committee. <p>(B) For Renewable Projects</p> <ol style="list-style-type: none"> 1 GM (Renewable Energy division) – Member 2. Shri Sunil Kumar GM(RGGVY-I)- Member. In case of non-availability of GM (RGGVY)-I, Shri T.S.C. Bosh, GM (RGGVY)-II will function as Member of the Screening Committee 3. Shri Ajoy Choudhury, AGM (Finance) – Member in case of non-availability AGM (Finance), Shri Ajoy Choudhury, Shri Rajiv Sood ,AGM (Fin.) will function as Member of the Screening Committee. <p>(C) For Generation Projects</p> <p><u>For projects of Generation Division-I</u></p> <ol style="list-style-type: none"> 1. Executive Director -Generation Division – Member. In case of non-availability of ED (Generation), GM (T&D) will function as Member of the Screening Committee 2. Executive Director (Renewable Energy) – Member In case of non-availability of ED (RE), GM (T&D) will function as Member of the Screening Committee 3. General Manager (F&A) -Resources - Member 4.General Manager (Generation-I) – Member & Convener 	<p>Constituted for the purpose of processing of Loan proposals of State / Private Sectors, for approval of the Competent Authority as per Delegation of Powers.</p> <p>Constituted for the purpose of processing of Loan proposals of State / Private Sectors, for approval of the Competent Authority as per Delegation of Powers.</p>
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	<p><u>For projects of Generation Division-II</u></p> <p>1.Executive Director (Generation) – Member . In case of non-availability of ED (Generation), GM (T&D) will function as Member of the Screening Committee</p> <p>2. Executive Director (Renewable Energy) – Member In case of non-availability of ED (RE), GM (T&D) will function as Member of the Screening Committee</p> <p>3. General Manager (F&A)– Resources -Member</p> <p>4. GM/AGM(In-charge) – Generation division-II – Member & Convener.</p> <p>(D) For Transitional Financing Projects</p> <p>1. ED(Finance) – looking after the proposals for Transitional Financing – Member</p> <p>2. GM (T&D) – Member . In case of non –availability of GM(T&D), GM(RGGVY) will function as Member of the Screening Committee.</p> <p>3. GM(Generation)-I – Member. In case of non – availability of GM(Gen)-I, GM(Entity Appraisal) will function as Member of the Screening Committee.</p> <p>(E) For Short Term Loan (STL) projects</p> <p>1. Shri V.K. Arora, ED (Finance)-Loans – Member 2. Shri Sanjiv Garg, GM - Generation Division-I - Member 3. Shri S.K. Gupta, GM (T&D) – Member</p> <p>(F) For State Sector Renewable Energy Projects, including R&M of Generation Projects of Northern Zone and Eastern Zone.</p> <p>(a) For Northern Zone</p> <p>1. Zonal Manager, REC Zonal Office, Panchkula 2. Dy. Manager (Finance), REC,PO Panchkula - (Finance Member) 3. Chief Manager, REC, PO Shimla</p> <p>(b) For Eastern Zone</p> <p>1. Zonal Manager,REC Zonal Office Kolkatta 2. CPM, REC Project Office Guwahati 3. Manager (Finance), REC Project Office Kolkatta- (Finance Member)</p>	
<p>Share Transfer Committee</p>	<p>1. Shri J.S.Amitab, GM & CS – Member 2. Shri Rakesh Kumar Arora, GM (F&A). - Member</p>	<p>To consider and approve requests received from shareholders for splitting / consolidation and transfers of physical shares, exceeding 500 equity shares per individual in each case.</p>

Investment Committee	Recommending Authority for Investments-		For recommending instruments, tenor and amount to be invested.	
	1. GM(Treasury Management) - Member 2. DGM(Loan/Claims) - Member 3. Officer-in-Charge of Banking / Bond			
	Approving Authority for Investments-			For approving instruments, tenor and amount to be invested.
	Sl. No.	Approving Authority	Investment Limit	
1.	Director (Finance)	Upto Rs.100 crore at a time		
2.	CMD	Upto Rs.250 crore at a time		
3.	Committee comprising of CMD, D(F) & D(T) with quorum of two Directors including CMD.	Beyond Rs.250 crore at a time		