

TERMS OF REFERENCE OF THE AUDIT COMMITTEE OF STERLITE GRID 5 LIMITED

Adopted by the Board of Directors on March 31, 2025

The terms of reference of the Audit Committee shall be as under:

- i. Recommendation for appointment, remuneration and terms of appointment of the auditors of the Company.
- ii. Review and monitor auditor's independence and performance and effectiveness of the audit process.
- iii. Examination of the financial statement and auditor's report thereon.
- iv. Approval or any subsequent modification of the transactions of the Company with related parties.
- v. Scrutiny of inter corporate loans and investments.
- vi. Valuation of the undertakings or assets of the Company, wherever it is necessary.
- vii. Evaluation of Internal Financial Controls and Risk Management Systems.
- viii. Monitoring end use of funds raised through public offers and related matters.
- ix. Approval of non-audit services that may be rendered by the Auditors.
- x. Call for comments by the auditors about internal control systems/scope of audit, including the observations of the auditors and review of financial statements before their submission to the Board and discuss any related issues with the internal and statutory auditors and the management of the company.
- xi. Investigate into any matter in relation to activities mentioned above and for this purpose, have the authority to obtain professional advice from external sources and have full access to records of the company.
- xii. Appointment of Registered Valuer in terms of Section 247 of the Companies Act, 2013, if required.
- xiii. To review the functioning of the Vigil / Whistle Blower Mechanism
- xiv. Recommendation for appointment, remuneration and terms of appointment of the Cost Auditors of the Company, if required.
- xv. Formulate the scope, functioning, periodicity and methodology for conducting the internal audit in consultation with internal auditor.
- xvi. Undertake any other activity in this regard as may be required by the Companies Act, 2013 or the Rules, from time to time.
- xvii. To do all acts, deeds and things as may be necessary for effective implementation of the foregoing acts.