



**Effective:** August 12, 2025  
**Supersedes:** May 21, 2014

## **PI INDUSTRIES LIMITED ADMINISTRATIVE COMMITTEE: TERMS OF REFERENCE**

The Administrative Committee (“Committee”) is a committee of the Board of Directors (“Board”) of PI Industries Limited (“Company”) from which it derives its authority and to which it shall report.

The function of the Committee is to assist the Board in discharging its decision-making responsibilities by taking actions/ decisions on matters that are delegated to the committee by the Board in order to enable them to take decisions and authorise various actions that need to be taken up in routine business activities of the company to ensure smooth running of company’s business operations.

### **Constitution of the Committee**

1.1. The Committee shall comprise up to 3 (three) members. The Board shall constitute the Committee from among its members and shall review the composition of the Committee every 2 (two) years.

1.2. The Chairman may invite the senior most executive, however designated, of the Company in-charge of the finance function (“Chief Financial Officer”) or any other officer of the Company to attend any meeting of the Committee as an invitee.

1.3. The Committee will be supported by the Chief Financial Officer of the Company in discharging its duties and functions.

### **Meetings and proceedings**

2.1. The Company Secretary of the Company shall serve as the secretary to the Committee (“Secretary”).

2.2. The Committee shall meet at least 4 (four) times in a financial year, such that at least one (1) meeting is held in every quarter.

2.3. The quorum for meetings shall comprise of 2 (two) members of the Committee.

2.4. Notice of each meeting setting out the date, time, venue and agenda shall be sent to each member of the Committee at least 7 (seven) Days prior to the date of the meeting. The notice will include relevant supporting papers for the agenda items to be discussed, which should be relevant, clear, complete and concise. However, in the case of an urgent business item, the meeting may be convened at shorter notice if all the directors present agree to it.

2.5. The minutes of the proceedings and resolutions of Committee meetings shall be maintained by the Secretary. The minutes shall be circulated to all Committee members after prior approval by the Chairman within 15 days of the meeting.

2.6. All decisions of the Committee shall be taken by a majority vote of the members present at the meeting of the Committee. The Chairman shall not have a casting vote.

Registered Office:

**PI Industries Limited**

Udaisagar Road, Udaipur - 313001, Rajasthan, India.

Tel.: 0294 6651100, 2492451 - 55 | CIN: L24211RJ1946PLC000469

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### **3. Powers of the Committee**

3.1. The Committee derives its authority from the Board and shall be accountable to the Board.

3.2. The Committee shall have the power to:

3.2.1. recommend an investigation into any activity of the Company that it deems necessary, in the course of discharging its duties;

3.2.2. seek any information it requires from any employee of the Company in relation to the discharge of its duties; and

3.2.3. employ the services and/or secure the attendance of any consultants, advisers and legal counsel as it deems necessary or appropriate to discharge its duties.

3.3. The Board shall make available to the Committee sufficient resources, as determined by the Committee, to function effectively, including funds to:

3.3.1. engage and remunerate independent advisers, consultants, legal counsel to assist the Committee in carrying out its work; and

3.3.2. pay for all expenses of the Committee that are reasonable and necessary for the purpose of discharging its duties.

### **Duties of the Committee**

The Committee shall:

4.1. authorise the opening and closing of bank accounts, authorize officials of the Company to operate the bank accounts of the Company or rescind any such authority granted and deal with all other incidental matters connected with the bank accounts of the Company.

4.2. authorise the exercise of powers to borrow monies, including refinancing for optimisation of borrowing costs, from banks/financial institutions/bodies corporate within the limits approved by the Board/shareholders of the company and taking necessary actions connected therewith.

4.3. authorise the officials to sign agreements, deeds, contracts, memorandum of understanding, non-disclosure agreements, service contracts required for day-to-day operations.

4.4. authorise the officials to sign lease agreements, leave & license agreements for leasing properties for offices, warehouses or any other required for day-to-day operations.

4.5. authorise officials to appear before sub-registrar for registration of documents/agreements on behalf of the Company.

4.6. authorise the officials to sign any papers, documents, letters and correspondence on behalf of the Company relating to Central Excise/ Customs/ Import & Export/Goods and Services Tax/ Sales Tax (Central & State)/ Income Tax/ Reserve Bank of India/, Registrar of Companies, Ministry of Corporate Affairs/ Securities and Exchange Board of India or other

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agency/authority including any government authority etc., and issue Letter of authority for representing before the government or quasi-government bodies.

4.7. authorise the officials to sign and submit tenders/rate contracts to various Governmental/ Semi-Governmental authorities and Corporations.

4.8. authorise officials to sign and submit all such documents, deeds including written submissions, Re-joinders, affidavits etc. as may be required to be filed before any court, tribunal or any other judicial body and to represent before such court, tribunal or judicial body and to appoint any counsel/law firm on behalf of the company in order to represent its case before any such authority.

4.9. provide, renew and/or modify the authority given to officials of the Company to act on behalf of the Company either through power of attorney or any other manner approved by the Board.

4.10. approve execution of documents under the common seal and authorise officials of the Company for the purpose of affixing the common seal of the Company.

4.11. authorise officials of the Company to take appropriate action in relation to risk management and mitigation.

4.12. authorise officials of the Company to give indemnities, guarantees on behalf of the Company including corporate and performance guarantee not exceeding the limit of Rs. 250 crores per financial year; issue letters of comfort and pledge of securities, within the limits approved by the Board and subject to the provisions of all applicable laws; To authorize officials to sign and submit various documents pertaining to Forex and Derivatives contracts for availing the same as per RBI and FEMA guidelines.

4.13. To take on lease or hire purchase basis or sell/lease any property, vehicle or other machinery/ equipment or other asset for the Company not exceeding Rs. 50 Crores.

4.14. Purchase/ invest in the tangible or intangible assets on behalf of the Company including investment in Land & Building or plant required for business purposes upto a limit not exceeding Rs.250 Crores & grant authority to enter into contracts for the same. Also, registration of such property with the sub-registrar of property.

4.15. To create charge(s) with respect to various loans sanctioned to the Company by Banks/ Financial Institutions against current and fixed assets of the Company, within the borrowing limits as may be authorized by the Board of Directors to the Committee and to sign mortgage and hypothecation deeds as per approval under section 180(1)(a).

4.16. perform any other activity consistent with these terms of reference and applicable laws that the Committee deems necessary or appropriate, or as may be requested by the Board from time to time or any item which needs the approval of Board that can be taken up by this committee, i.e. Items not reserved exclusively for Board.

Date: August 12, 2025  
Place: Mumbai

sd/-  
Narayan K. Seshadri  
Chairperson

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