

TENTY LIMITED

(Formerly known as TENTY PRIVATE LIMITED)

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TENTY AUDIT COMMITTEE CHARTER

PRINCIPLES AND OBJECTIVES:

The role of the Audit Committee shall flow directly from the Board of Directors'. The Audit Committee's review function will include the financial reporting process, the system of internal financial controls, the audit process, the Company's process for monitoring compliance with laws and regulations and Tenty Code of Conduct.

AUTHORITY:

The Audit Committee shall act and have powers in accordance with the terms of reference which shall include the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it considers it to be necessary
- To have full access to information contained in the records of the Company.

RESPONSIBILITIES:

The Audit Committee shall have discussions with the Auditors periodically about internal financial control systems, the nature and scope of audit, including the observations of the Auditors and review the quarterly and year-to-date and annual financial statements and / or financial results before submission to the Board and recommend the same to the Board for its consideration and

oversee compliance of internal financial control systems. In addition, the responsibilities of the Audit Committee shall include the following:

✓ Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are true, fair, sufficient and credible.

✓ Reviewing with the Management the annual financial statements and the Auditors' Report thereon before submission to the Board, with reference to:

- Matters required to be included in the Director's Responsibility Statement in the Board's Report in terms Section 134 (3) (c) of the Companies Act, 2013
- Changes, if any, in accounting policies and practices and reasons for the same.
- Major accounting entries involving estimates based on exercise of judgment by the Management.
- Modified opinion(s) in the draft Auditors' Report, if any.
- Significant adjustments made in the financial statements arising out of audit findings.
- The going concern assumption
- Compliance with Accounting Standards, Compliance with listing, and other legal requirements concerning financial statements.
- Scrutiny of inter-corporate loans and investments.
- Disclosure of contingent liabilities Disclosure of any related party transactions as per the relevant Accounting Standards, the Companies Act, 2013 and Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time.
- The effect of regulatory and accounting initiatives as well as off- balance-sheet structures on financial statements.
- Company's press releases, as well as financial information and earnings guidance, if any, are provided to analysts and rating agencies.
- Reviewing and evaluating the Company's financial and risk management systems.

✓ Reviewing and examining Internal audit reports relating to internal control weaknesses.

- √ Reviewing Management Discussions and Analysis of financial condition and results of operations.
- √ Reviewing Reports relating to risk management and compliance with applicable laws.
- √ Reviewing Management letters / letters of internal control weaknesses issued by the Statutory / Internal Auditors
- √ Evaluation of the internal financial controls, accounting policies, etc. with the Management, external and internal Auditors, and to review the adequacy of internal financial control systems.
- √ Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity.
- √ Reviewing and monitoring the performance and effectiveness of the Internal Audit process.
- √ Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, right issue, preferential issue etc.), the statement of funds utilized for the purposes other than those stated in the issue document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the board to take up steps in this matter.
- √ Disclosure of any related party transactions as per the relevant Accounting Standards, the Companies Act, 2013 and Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time.
- √ Approval or any subsequent modification of transactions of the Company with the related parties.
- √ Recommending to the Board the appointment / re-appointment and removal / replacement of the Auditors, fixation of the remuneration and terms of appointment of the Auditors and also approval for payment for any other services rendered by the Auditors, as permitted by law. While considering the appointment of the statutory auditor, the committee shall consider any order or pending proceedings relating to professional matters of conduct against the proposed auditor

before the Institute of Chartered Accountants of India or any other competent authority or any Court.

✓ Discussing with the Statutory Auditors before the audit commences, the nature and scope of audit as well as post-audit discussion to ascertain any areas of concern.

✓ Reviewing and monitoring the Auditor's independence and performance and the effectiveness of the audit process.

✓ Reviewing, monitoring, examining all cases above Rs. 1 Crore..

✓ Review of inter-corporate loans and investments.

✓ Valuation of undertakings or assets of the Company, wherever it is necessary.

✓ Reviewing the functioning of and compliance with the Company's Whistle Blower Policy.

✓ Reviewing with the management, performance and effectiveness of the Internal audit process.

✓ Reviewing the reasons for defaults in the payments to the depositors, debenture holders, shareholders or any other security holders.

✓ Deciding penal and disciplinary actions in respect of violation of the Regulations/ Code.

✓ Reviewing compliance with the provisions of the code, at least once In a financial year and to verify that the systems for internal control are adequate and are operating effectively. The Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statements before their submission to the Board and may also discuss any related issues with the auditors and the management of the Company.

✓ The Committee shall have an authority to investigate into any matter related to it or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and shall have full access to information contained in the records of the Company.

✓ Performing such other activities as may be requested by the Board of Directors from to time.

REVIEW OF COMMITTEE CHARTER

The Committee will report periodically to the Board on its activities. The adequacy of this charter shall be reviewed and reassessed by the Board of Directors from time to time as it may deem appropriate.

COMMITTEE EVALUATION

The Committee shall undergo an annual self-evaluation of its performance and report the result to the Board. Tentative areas for evaluation as part of this exercise shall include :

- √ Degree of fulfillment of Key responsibilities
- √ Adequacy of Committee Composition
- √ Effectiveness of meetings
- √ Committee dynamics
- √ Quality of relationship of the Committee with the Board and the Management
- √ Any other matter as they deem necessary

COMPOSITION

The Audit Committee shall have minimum three members and at least Two-thirds of the members of audit committee shall be independent directors. All members of audit committee shall be financially literate and at least one member shall have accounting or related financial management expertise. The chairperson of the audit committee shall be an independent director and he/she shall be present at Annual General Meeting to answer shareholder queries.

Meeting of Audit Committee

The Committee shall hold at least four meetings in a year and with a maximum interval of 120 days between two consecutive meetings.
