

1.3 **Procedure followed in the decision making process:**

1.3.1 **Process of decision making Identify key decision making points:**

HSCC has a well-defined system of decision making with adequate channels of supervision and accountability. The Board of Directors is the highest decision making body within the Company. The powers to manage the affairs of the company rest with the Board of Directors. The Board has delegated certain powers to the Managing Director to exercise all or any of the powers vested in the Board for managing the affairs of the Company except the reserved matters for which approval of Board or Holding Company, as the case may be, shall be necessary.

Proposals requiring decisions of any nature are initiated at appropriate Executive level at the Offices. Proposals generally pass through the committees before they are approved. All proposals having financial implications are routed through the Finance Department.

1.3.2 **Final Decision Making Authority**

The Board of Directors is the highest decision making body and ultimate authority within the Company.

A detailed Organizational Chart of HSCC, clearly spelling out the areas of responsibilities at various levels.

1.3.3 **Related Provisions, Acts, Rules, etc.**

Powers sub-delegated to various approving authorities are clearly spelled out in HSCC's "Sub- Delegation of Powers" document. Also the process and procedures laid down in the applicable Statutes, Rules, Regulations and Government Policies including the Companies Act, 2013 and other applicable statutory regulations.

Process and Procedure for the conduct of Board / Committee meetings:

The Board/Committee meetings are being convened by giving appropriate prior notice after obtaining the approval of the Chairman of the Board/Committee. The agenda briefing papers, management reports and other relevant annexures are circulated in advance amongst the Board/Committee members for facilitating meaningful, informed and focused decisions at the meetings. To address specific urgent need, meetings are also being called at short notice. The Board is also authorized to pass Resolution by Circulation for all such matters which are of utmost urgent nature subject to the provisions of Companies Act, Secretarial Standards issued by the Institute of Company Secretaries of India.

Where it is not practicable to attach the agenda or any document which is price sensitive in nature or of confidential nature, the same is placed on the table at the meeting with the approval of the Chairperson of the meeting.

The agenda papers are prepared by the functional officials and routed through concerned functional Directors for obtaining approval of the Chairman . Duly approved agenda papers are circulated amongst the Board members by the Company Secretary. Action Taken Reports (ATR) on the decisions/directions/instructions of the Board/Committees is circulated to Board/Committee members. Presentations are also made at the Board/ Committee meetings

on the quarterly/half-yearly/annual financial results, Capital investment proposals, Human Resources, etc. Senior management officials / Project Heads are called to provide additional inputs to the items being discussed by the Board, as and when necessary.

Minutes of the proceedings of each Board/Committee meeting are recorded. Draft minutes are circulated amongst all members of the Board/ Committee for their comments before the approval by the Chairperson of the meeting.

The Company Secretary has to ensure compliance to all the applicable provisions of the Companies Act, 2013, Guidelines, Regulations, and other applicable statutory regulations.