

### **TERMS OF REFERENCE OF STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Securities and Exchange Board of India vide their notification No SEBI/LAD-NRO/ GN/2018/10 dated May 9, 2018 has further amended the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further vide the above circular, the following amendments in Regulation 20 were notified, which are effective from April 1, 2019 i.e.

- The listed entity shall constitute a Stakeholders Relationship Committee to specifically look into various aspects of interest of shareholders, debenture holders and other security holders;
- At least three directors, with at least one being an independent director, shall be members of the Committee;
- The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders;
- The stakeholders relationship committee shall meet at least once in a year;
- The role of committee has been defined to include the following:
  - ✓ Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, nonreceipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
  - ✓ Review of measures taken for effective exercise of voting rights by shareholders.
  - ✓ Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
  - ✓ Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

In view of the above amendment, the Board is requested to take note of the above and accord its approval for the updated “Terms of Reference” of the Stakeholders Relationship Committee in terms of Section 178 of the Companies Act, 2013 and Regulation 20 (as amended) of SEBI (LODR) Regulations, 2015.

#### **Terms of reference of the Committee**

- 1) The Committee shall consist at least three directors, with at least one being an independent director, shall be members of the Committee.
- 2) The committee shall meet at least once in a year.
- 3) Maintaining Investors including security holders relations and redressing of security holders complaints like transfer of security, non-receipt of balance sheet, annual report, non-receipt of declared dividends/ interests etc.,

- 4) Approving requests for security transfers, transmission and those pertaining to rematerialization of security/ sub-division/ consolidation/ issue of renewed and duplicate certificates etc.,
- 5) Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of securities issued by the Company,
- 6) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- 7) Review of measures taken for effective exercise of voting rights by shareholders.
- 8) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 9) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- 10) To do such act as specifically prescribed by Board and carrying out functions, and is empowered to act, in terms of Companies Act 2013, read with rules framed there under, rules and regulations framed by Securities Exchange Board of India, including any amendment or modification thereof.”