



## **STAKEHOLDERS RELATIONSHIP COMMITTEE CHARTER**



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### **1. Primary Objectives:**

The Stakeholders Relationship Committee looks into various aspects of interests of security holders of the Company. It shall review and evaluate facets of operations pertaining to investors services including activities related to the Investor Education & Protection Fund Authority.

### **2. Members:**

As per the requirement prescribed under the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Stakeholders Relationship Committee shall comprise of minimum three directors as Members out of which at least one Member shall be an Independent Director.

The Chairperson of the Committee shall be a Non-Executive Director.

The Committee comprises of the following Members:

<b>Sr. No</b>	<b>Name of the Member(s)</b>	<b>Designation</b>
1	Mr. K.B.S Anand – Chairman	Independent Director
2	Mr. Nilesh D. Gupta – Member	Managing Director
3	Mr. Ramesh Swaminathan – Member	Executive Director, Global CFO, Head of IT and API Plus SBU

The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.

### **3. Meetings:**

The Committee shall meet at least once in a financial year.

The quorum for the Stakeholders Relationship Committee shall be either two Members or one third of the Members of the Committee, whichever is higher. The participation of Members through video conferencing or by other audio-visual means shall also be counted for the purpose of quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at a meeting at which a quorum exists.

Business that requires urgent decisions can be approved by the Committee by means of resolutions passed by circulation. The resolution is passed when it is approved by a majority of the Committee Members entitled to vote, unless one-third of all Members request for a meeting to decide on it.

The Committee can require or request Company officer, employee, external legal counsel or auditors or advisors to attend meetings.

#### **4. Secretary:**

The Company Secretary shall act as Secretary to the Committee.

#### **5. Roles & Responsibilities:**

- Resolving grievances of security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate share certificates, demat/remat share certificates, general meetings etc.;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review the voting recommendation of the proxy advisor(s) on the various Resolutions proposed by the Company from time to time;
- Take steps to develop an understanding of the views of shareholders about the Company, either through direct face-to-face contact, analysts' briefings or survey of shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- Review resolution of the grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.
- Seek information from any employee, seek external, legal or other professional advice and secure the attendance of outsiders with relevant expertise, if considered necessary.
- Have access to any internal information necessary to fulfill responsibilities;
- To review and update this Charter every two years for approval of the Board.
- Perform such functions as prescribed by the Act, Listing Regulations or any other applicable law(s) from time to time;

- Carry out such other functions as may be delegated by the Board from time to time.

## **6. Annual Performance Evaluation**

The Committee shall review its performance with the Board, annually, with respect to the requirements of this Charter. This evaluation shall also set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation shall be conducted by the Committee as per the criteria laid down by the Nomination and Remuneration Committee.

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