

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee” is constituted in accordance with Section 178 of the Companies Act, 2013 and applicable rules thereto and as per Regulation 20 of SEBI (LODR), Regulations, 2015.

The Board of Directors of the Company at their meeting held on October 26, 2018, had reconstituted the Stakeholders Relationship Committee comprising of the following Members:

- Mr. Sunil Srivastav [Chairman], Non Executive Independent Director
- Mr. Dhirendra Swarup, Non Executive Independent Director
- Mr. Rakesh Sood, Non Executive Independent Director
- Mr. Sunil Arjan Lulla, Executive Vice Chairman and Managing Director

The Scope/terms of reference of Stakeholders Relationship Committee are as follows:

- (i) Consider and resolve the grievances of security holders of the Company including Investors’ complaints;
- (ii) Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities
- (iii) Issue of duplicate certificates and new certificates on split/consolidation/renewal etc.;
- (iv) Non-receipt of declared dividends, balance sheets of the Company, etc; and
- (v) Carrying out any other function contained in the Listing Agreement as and when amended from time to time;
- (vi) Ensure effective implementation and monitoring of framework devised to avoid insider trading and abusive self dealing.
- (vii) Ensure effective implementation of whistle blower mechanism offered to all the stakeholders to report any concerns about illegal or unethical practices.

Working Procedure of Stakeholders Relationship Committee:

In accordance with Section 178 of the Companies Act, 2013 and applicable rules thereto, applicable Secretarial Standards and also in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following working procedure is adopted by the Stakeholders Relationship Committee:

a) Constitution of the Committee:

- The Board of Directors shall constitute the Stakeholders Relationship Committee as follows:
 - the committee shall comprise of at least three directors ;
 - the Board of directors shall decide other members of this committee;
 - chairperson of the committee shall be non-executive director ;

b) Quorum:

- Two members either personally present or through Electronic mode
- Electronic mode shall be counted for quorum except on such restricted items as prescribed under Companies Act, 2013.
- Quorum shall be present throughout the meeting
- Where a member is interested in a particular item, he/she shall not be present (physically or through Electronic Mode), during discussion and shall not vote on such item.

c) Chairman:

- The Chairman of this Committee is Mr. Sunil Srivastav and in his absence, any member elected by the Committee.

d) Frequency of the meeting:

- As and when required, with atleast two meetings in the financial year.

e) **Minutes of the Meeting:**

- Draft minutes of the Stakeholders Relationship Committee Meeting shall be duly circulated within 15 days from the conclusion of the meeting to the members of the Committee for their comments.
- The Members, whether present or not shall communicate their comments, If any, in writing within 7 days from the date of circulation of draft minutes.
- Minutes shall be entered in the Minutes Book within 30 days from the date of conclusion of the meeting.
- Minutes of the meeting shall be signed and dated by the Chairman of the Meeting or by the Chairman of the next meeting.
- Signed copy of the minutes shall be circulated to all the members within 15 days after the minutes are signed duly certified by Company Secretary or where there is no Company Secretary, by any Director authorized by Committee.

f) **Company Secretary of the Committee:**

- Company Secretary of the Company shall act as a Company Secretary of the Committee.

g) **Attendance at the General Meeting:**

- The chairperson of this committee, or in his absence, any other member of the committee authorized by him in this behalf shall attend the general meetings of the Company.

h) **Sitting Fees:**

- As per the resolution passed by the Board of Directors on May 29, 2015, Independent Directors are eligible for sitting fees of Rs. 40,000/- per meeting and the same may be increased by the Board from time to time.

i) **Scope/ Terms of Reference:**

Stakeholders Relationship Committee shall:

- consider and resolve the grievances of security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt

of declared dividends.

- The role of the stakeholders committee shall be as specified as in Part D of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time.

j) Passing of resolution by Circulation:

- The Committee, in case of urgent business may pass the resolution by circulation.
- Only that business can be transacted through circulations which are not restricted as per Companies Act, 2013.
- Draft resolutions shall be circulated to the members of the Committee by the Company Secretary or any other person authorised by her, together with the necessary papers, individually to all the Members including Interested Director through any valid mode.
- Not more than seven days from the date of circulation of the draft resolution shall be given to the Members for their response.
- Resolution shall deemed to be pass if majority of the members has assented and date of assented by the last member shall be the date of passing of resolution.
- If the approval of the majority of members entitled to vote is not received by the last date specified for receipt of such approval, the Resolutions shall be considered as not passed.
- Resolutions passed by circulation shall be noted at the next meeting of the Committee as well as Board.

k) Other points:

- The Committee shall adhere to all applicable acts, laws, regulations and standards as prescribed by the regulatory authorities.
- In case of ambiguity or clarification, the Company should refer applicable Secretarial standards, provisions of Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Articles of Association of the Company.
- In case of any amendments or modification in any of the applicable laws, regulations the working procedure shall stands modified from time to time.
