



## Stakeholders Relationship Committee

### Terms of Reference (Charter)

In line with the provisions of the Companies Act 2013 read with the applicable rules made thereunder (Act), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and the Governance Guidelines released by the Tata Group, this Charter specifies the Composition, Conduct of Meetings, Authorities, Roles and Responsibilities and Review Mechanism of the Stakeholders Relationship Committee of the Board of Directors of the Company (Committee).

The Terms of Reference of the Committee are approved by the Board and may be amended by the Board at any time.

#### 1. COMPOSITION

##### Chairperson:

The Board shall appoint a Chairperson of the Committee.

The chairperson of this Committee shall be a Non-Executive Director. In the absence of the Chairperson of the Committee, the members present at any meeting shall elect one of the Director among themselves to Chair the meeting.

The Chairperson of the Committee should be present at the Annual General Meeting of the Company to answer shareholders queries.

##### Membership:

The members of the Committee shall be appointed by the Board and shall consist of at least three Directors, with at least one being an Independent Director.

Appointments to the Committee shall be determined by the Board in consultation with the Chairperson of the Committee, after having regard to the Director's experience, performance, suitability and independence. A Director shall automatically cease to be a Committee member on ceasing to be a Director.

##### Secretary:

The Company Secretary shall act as the Secretary of the Committee and shall be present at all the meetings of the Committee. The Secretary shall keep a record of the membership of and the dates of any changes to the membership of the Committee. The Secretary shall ensure members receive notice, information and papers in a timely manner to enable full and proper consideration to be given to the issues.

## **2. MEETINGS**

### Quorum:

A quorum shall be two members or one third of the total members, whichever is greater. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

### Attendance:

Only Committee members shall have the right to attend Committee meetings, but the Committee may invite any other Director or executives, as it considers appropriate to be present at the meetings of the Committee.

Occasionally, the Committee may meet without the presence of any executives of the Company.

### Frequency:

Meetings shall be held at least once in a year. However, two or three meetings during the year are recommended.

### Voting:

Matters arising for determination at Committee meetings shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

While invitees to the Committee shall have a right to be heard in the meetings, they shall not have a right to vote. The right to vote shall vest only with the members of the Committee.

If there is an equality of votes, the Chairperson of the Committee shall have a casting vote.

### Notice and agenda:

The Committee meetings shall be called by the Company Secretary at the request of the Chair of the Committee.

The agenda and supporting materials for the items to be discussed shall be forwarded to each member of the Committee and any other person required to attend in a timely manner to enable full and proper consideration to be given to the issues. Unless otherwise agreed this shall be no later than seven days before the date of the meeting.

### Minutes:

The Secretary to the Committee shall minute the proceedings and decisions of all Committee meetings.

The Minutes shall be circulated to all Committee members, including the Chairperson.

Without prejudice and in addition to the above, the Meetings of the Committee shall be conducted in accordance with the provisions of the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (Secretarial Standards) read with provisions of the Act. In case of any conflict between the Terms of Reference of the Committee, as included in this Charter and the Secretarial Standards read with the Act, the latter shall be considered to override the former, with respect to minimum compliance requirements.

### **3. AUTHORITY AND POWERS**

The Committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

### **4. ROLE**

The responsibilities of the Committee shall include the following:

- Oversee various aspects involving the interest of shareholders and other security holders;
- Review statutory compliance relating to all security holders;
- Oversee compliances in respect of dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund;
- Oversee and review all matters related to the transfer / transmission of securities of the Company;
- Approve issue of duplicate certificates of the Company as authorised by the Board;
- Review any material change in the shareholding and ownership structures of the Company;
- Recommend measures for overall improvement of the quality of investor services;
- Resolving the grievances of the 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 certificates, general meetings, etc.;
- Review measures taken for effective exercise of voting rights by the shareholders;
- Review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review 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;
- Generally all items as listed in Regulation 20(4) read with Para B of Part D of Schedule II of the SEBI Listing Regulations and in Section 178(6) of the Act.

### **5. REPORTING**

The Chairperson of the Committee shall report to the Board on the Committee's proceedings and the Committee shall make such recommendations to the Board as it deems appropriate.

The Annual Report of the Company shall disclose the composition of the Committee and such other disclosures as may be mandated in terms of the provisions of applicable laws.

## **6. COMPENSATION**

Members of the Committee shall receive such sitting fees and/or commission, if any, for their services as the Stakeholders Relationship Committee members as may be determined by the Board in its sole discretion.

## **7. EVALUATION**

The Committee shall conduct an annual self-evaluation of its performance and report the result to the Board of Directors. It shall confirm annually to the Board that the responsibilities outlined above have been carried out.

## **8. REVIEW OF THE CHARTER**

The adequacy of this Charter shall be reviewed and reassessed by the Committee once in two years or in case any relevant amendments in the Company Law/SEBI Listing Regulations. Appropriate recommendations shall be made to the Board to update the Charter based on the changes that may be brought about due to any regulatory amendments or otherwise.

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