



**ROYAL INDIA CORPORATION
LIMITED**

**STAKEHOLDER RELATIONSHIP COMMITTEE CHARTER
(Revised on November 14, 2018)**

1. Introduction

The Stakeholders' Relationship Committee (SRC), which is a sub-committee of the Board of Directors (Board) of the Company.

The main objective of the SRC is to consider and resolve the grievances of security holders of the Company. The Committee is accountable to the Board for its performance.

As a Board Sub-Committee it also assist the Board in exercising its authority in relation to matters set out in this Charter.

2. Regulatory Framework

The primary role of the **Stakeholders' Relationship Committee** shall be to as follows:-

2.1 Formulation of policies and procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from security holders from time to time;

2.2 Redressal of shareholders and investor complaints/ grievances e.g. transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc.;

2.3 To approve, register, refuse to register transfer/transmission of shares and other securities;

2.4 To sub-divide, consolidate and / or replace any share or other securities certificate(s) of the Company;

2.5 To issue the Share Certificates under the seal of the Company, which shall be affixed in the presence of, and signed by:

2.5.1 any two Directors (including Managing or Whole-time Director, if any), and

2.5.2 Company Secretary / Authorised Signatory;

2.6 To authorize to sign and endorse the Share Transfers on behalf of the Company;

2.7 To authorize Managers/Officers/Signatories for signing Share Certificates;

2.8 To authorize issue of Duplicate Share Certificates and Share Certificates

2.9 To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s) as it deems necessary;

2.10 To authorize Company Secretary Interact with the Registrar and Share Transfer Agent/s of the Company for any security holder's matters to ensure its speedy resolution;

2.11 To monitor and review the performance and service standards of the Registrar and Share Transfer Agents of the Company and provides continuous guidance to improve the service levels for investors;

2.12 Monitor and review any investor complaints received by the Company or through SEBI, SCORES and ensure its timely and speedy resolution, in consultation with the Company Secretary and Compliance officer and RTA of the Company.

3. Other Responsibilities

3.1 To perform all functions relating to the interests of security holders of the Company;

3.2 As assigned Perform other activities related to this Charter as requested by the Board of Directors;

3.3 Carry out additional functions as is contained in the Companies Act, 2013 or Rules thereunder or in the Stock Exchange, Listing Agreement or other regulatory requirements applicable to the company or in the terms of reference of the Stakeholders' Relationship Committee.

4. Composition

The Stakeholders' Relationship Committee shall comprise of a minimum of 3 directors as members as decided by the Board of Directors of the Company.

5. Secretary

The Company Secretary of the Company shall act as the Secretary to the Committee.

6. Quorum

6.1 The quorum shall be either two members or one-third of the members of the Stakeholders Relationship Committee, whichever is greater;

6.2 A duly convened meeting of the Stakeholders Relationship Committee of the Company at which the requisite quorum is present shall be competent to exercise all or any of the authorities, power and discretion vested in our exercisable by the Committee.

7. Meetings

7.1 The meetings shall follow the procedures concerning meeting of the Board of Directors to the extent applicable;

7.2 The Committee shall regularly report on its work to the Board. The report shall include at least a summary of the matters addressed and the measures taken by the Committee;

7.3 The Committee may invite such of the executives, as it considers appropriate, to be present at the meetings;

7.4 The "Right to Vote" shall vest only in the members of the Committee.

8. Annual General Meeting

The Chairperson of the Committee or, in his absence, any other member of the committee authorised by him in this behalf shall attend General Meetings of the Company.

9. Powers

The Committee shall act and have powers in accordance with the terms of reference specified in writing, by the Board, which shall include the following:-

9.1 To investigate any activity within its terms of reference or referred to it by the Board and for this purpose shall have the powers to obtain professional advice from external sources and have full access to information contained in the records of the company;

9.2 To seek information from any employee, Director or KMP;

9.3 To obtain outside legal and professional advice for its effective functioning;

9.4 To secure attendance of outsiders with relevant expertise, if it considers necessary.

10. Recordings

The Stakeholders' Relationship Committee shall record its summaries of recommendation to the Board, which will be incorporated as a part of the Minutes of the Board of Director's Meetings of the Company.

11. Review/Amendment/Modification:

The adequacy of this Charter shall be reviewed and re-assessed by the Stakeholders' Relationship Committee, at reasonable intervals and appropriate recommendations shall be made to the Board of Directors to update the same based on the changes that may be brought about to the regulatory frame work, from time to time.
