

Sudarshan SRC - Terms of Reference

STAKEHOLDERS RELATIONSHIP COMMITTEE

TERMS OF REFERENCE

A. PROVISION UNDER COMPANIES ACT, 2013 AND CLAUSE 49 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA CIRCULAR DATED APRIL 17, 2014 ('AMENDED CLAUSE 49') REGARDING TERMS OF REFERENCE OF STAKEHOLDERS RELATIONSHIP COMMITTEE

Reference Provisions under Companies Act, 2013 regarding Terms of Reference of Stakeholders Relationship Committee

Section 178, sub-section (6)

Reference Provision under Amended Clause 49 regarding Terms of Reference of Stakeholders Relationship Committee

Clause 49 (VIII)(E)

Reference Provision in Annexure – XII to the Listing Agreement on 'Suggested List of Items to be included in the Report on Corporate Governance in the Annual Report of Companies'

- (i) Name of non-executive director heading the committee;
- (ii) Name and designation of compliance officer;
- (iii) Number of shareholders' complaints received so far;
- (iv) Number not solved to the satisfaction of shareholders;
- (v) Number of pending complaints.

B. TERMS OF REFERENCE OF STAKEHOLDERS RELATIONSHIP COMMITTEE

1. To consider and resolve the grievances of security holders of the Company including complaints related to:

- a. Transfer of shares;
- b. Non-receipt of balance sheet;
- c. Non-receipt of declared dividends; and
- d. Any other investors' grievance raised by any security holder;

2. To approve transfer or transmission of equity shares, debentures or any other securities;

3. To issue duplicate share certificates;

4. To approve and issue fresh share certificates by way of split, consolidation or renewal of the existing share certificates or in any other manner;
5. To allot fully or partly paid-up shares, convertible debentures or other financial instruments convertible into equity shares at a later stage;
6. To ensure that the rights of stakeholders that are established by law or through mutual agreements are respected;
7. To offer stakeholders the opportunity to obtain effective redress for violation of their rights and to monitor the resolution of their grievances;
8. To encourage mechanisms for employee participation;
9. To ensure that stakeholders have access to relevant, sufficient and reliable information on a timely and regular basis to enable them to participate in Corporate Governance process;
10. To devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices;
11. To oversee the performance of the Registrars and Share Transfer Agents of the Company;
12. To look into such other matters as may from time to time be required by any statutory or regulatory authority to be attended by the Committee;
13. To consider other matters, as from time to time, be referred to it by the Board.

The Terms of Reference were approved by the Board of Directors at their meeting held on 13th February, 2015.