

STAKEHOLDERS RELATIONSHIP COMMITTEE CHARTER

OF

SYNGENE INTERNATIONAL LIMITED

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SCOPE OF THE COMMITTEE

The Stakeholders Relationship Committee constituted in terms of section 178 (5) of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The primary role of the Committee is to resolve the grievances of the equity shareholders /any other security holders, review various measures and initiatives taken by the Company to reduce unclaimed dividend amount, effective exercise of voting rights by the stakeholders, service standard adopted in respect of various services rendered by the Registrar & Share Transfer Agents, ensure timely receipt of annual reports, statutory notices and dividend by the stakeholders and monitors of any other related services.

CONSTITUTION, MEMBERSHIP AND COMPOSITION

The Committee shall consist of a minimum of three Directors, including one Independent Director. The Chairperson of the Committee should be a Non-Executive Director. The Chairperson of the Committee or in his/her absence, any other member of the committee authorized by him/her in this behalf shall be present at the Annual General Meeting to answers any queries of the security holders.

- **Chairperson** - In case the Chairperson is not available for the meeting the members present may elect one among them to be the Chairperson of the meeting.
- **Invitees** - In addition to the members of the Committee, any other director/person may be invited to the meeting for bringing special knowledge, etc. into the discussion.
- **Secretary** - The Company Secretary of the Company acts as the coordinator and Secretary to the Committee.

ROLES AND RESPONSIBILITY

- To look into redressal of all grievances pertaining to equity shareholders /any other security holders.
- To deal with all grievances relating to non-receipt of annual report, general meeting notices, non-receipt of declared dividends, non-receipt of interest and any other related grievances of the equity shareholders /any other security holders.
- To deal with all matters relating to the transfer, transmission of shares and other allied matters. However, Company Secretary is severally authorised to approve the transfer and transmission up to two thousand equity shares.
- To deal with all matters relating to the issuance of new or duplicate share certificates.
- Review the measures taken by the Company for the effective exercise of voting rights by the shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services rendered by the Registrar & Share Transfer Agents.

- Review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividend and any other unclaimed amount.
- Review of various measures and initiatives taken by the Company to ensure timely receipt of dividend /annual reports/statutory notices by the shareholder of the company.
- To maintain and promote the corporate image of the Company among stakeholders including potential stakeholders.
- Carry out any other function contained in the SEBI Listing Regulations.
- To undertake self-evaluation of its functioning and identification of areas for improvement towards better governance.
- To periodically review and reassess the adequacy of this charter and recommend any proposed change to the Board for its approval.

POWERS

The Committee may delegate its responsibility pertaining to approval for the transfer of shares jointly/severally to the Managing Director, Whole time Director or any other authorised person to expedite the share transfer process.

PROCEDURE AND QUORUM

- **Time and frequency of meetings** – The Committee shall meet at least once in a year or as and when the need arises to discharge its roles and responsibilities. Members who are not physically present may attend through audio-video / teleconference.
- **Quorum for meetings** - Two members present including those who attend via video conference. Members attending the meeting through teleconference are to be excluded for the purpose of Quorum.
- **Sitting fees** – The members of the Committee are eligible for sitting fees, if any, approved by the Board from time to time.
- **Onward Reporting** – The Minutes of each meeting of the Committee shall be circulated within 15 days from the date of each meeting or as per prevailing applicable laws or secretarial standards to all Committee members for their comments and be placed before the Board in the subsequent meeting.
- **Clarifications** - In case of any ambiguity or need for 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 and any other applicable law.

REFERENCE

As mandated by Clause 5 of Section 178 of Companies Act, 2013 and rules made there under and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 or any amendments thereof.

VERSION HISTORY

- Stakeholders Relationship Committee was constituted on July 23, 2014, by the Board of Directors.
- First charter was approved on October 20, 2014 and subsequently modified on March 11, 2015 and later on October 24, 2018.