

# **COSCO (INDIA) LIMITED**

## **STAKEHOLDER RELATIONSHIP COMMITTEE: DRAFT TERMS OF REFERENCE (Effective from 1<sup>st</sup> April, 2019)**

### **1. CONSTITUTION AND COMPOSITION OF COMMITTEE**

- 11 The Board of Directors (“**Board**”) of the Cosco (India) Limited (the “**Company**”) shall constitute a “Stakeholders Relationship Committee” (“**SRC**” or “**the Committee**”) to specifically look into various aspect of interest of shareholders, or other stakeholders of the Company and perform such other functions as mentioned in para 3 of this Charter.
- 12 SRC shall comprise of at least three Directors comprising of at least one Independent Director. The Chairperson of the SRC shall be a Non-Executive Director. The Chairperson may be selected by the Board or if so requested by the Board, the SRC members shall appoint the Chairperson.
- 13 The Chairperson of the SRC shall be present at the annual general meetings to answer queries of the security holders.
- 14 The Company Secretary of the Company shall act as Secretary of SRC.
- 15 The Board may change/replace any member of SRC any time, as it may deem fit and proper in the advancement and purpose of SRC.

### **2. MEETINGS**

- 21 The SRC shall meet as frequently as may be necessary but meet at least once in a year.
- 22 The meeting of SRC may be called by the Board or on request by a SRC member or Secretary thereof.
- 23 At least two members present whether physically or through permitted audio/video visual mode (provided the option of audio-visual mode is offered by Company and the provisions related thereto are fully complied with) shall form a valid quorum for a SRC meeting.
- 24 In the absence of Chairperson of SRC at the meeting, the members present in the meeting, after duly noting the reason for absence of the Chairperson shall elect among themselves a member to Chair the meeting.

### **3. ROLE AND FUNCTIONS OF THE COMMITTEE**

- 3.1 The Committee shall review and resolve 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. in a timely manner.

- 3.2 The Committee shall review the measures taken for effective exercise of voting rights by shareholders.
- 3.3 The Committee shall review the adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent and recommends measures for overall improvement in the quality of investor services.
- 3.4 The Committee shall oversee the various aspect of interest of security holders of the Company and review of the 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.
- 3.5 The Committee shall periodically provide updates to Board in the form of Minutes or otherwise, as it may deem fit and may consult with other Committees of the Board, if required, while discharging its responsibilities.
- 3.6 The Committee shall have access to any internal information necessary to fulfill its roles and responsibilities.
- 3.7 The Committee shall also have authority to obtain, advise and receive assistance from internal or external legal, accounting or other advisors.
- 3.8 Perform such other functions as may be delegated by the Board and required to be performed under any applicable law by the SRC.

#### **4. AMENDMENTS**

The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval. However, this Policy may stand amended on account of any regulatory amendments, clarifications etc in the applicable Laws.

#### **5. LIMITATIONS**

In the event of any conflict between the provisions of this Charter and of the Act or Listing Agreement or any other statutory enactments, rules, the provisions of such Act or Listing Agreement or statutory enactments, rules shall prevail over this Charter.