

STAKEHOLDERS RELATIONSHIP AND ESG COMMITTEE CHARTER OF SYNGENE INTERNATIONAL LIMITED

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SCOPE OF THE COMMITTEE

The Stakeholders Relationship and ESG Committee is 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 monitor any other related services. The scope of the Committee is widened to provide specialized focus, oversight and guidance relating to ESG. ESG refers to environmental (E), social (S) and governance (G) related parameters to monitor responsible business conduct, to ensure that the business ultimately benefits all stakeholders including investors, consumers, employees, communities, members in the value chain etc.

CONSTITUTION, MEMBERSHIP AND COMPOSITION

The Committee shall consist of a minimum of three Directors, including atleast one Independent Director. The Chairperson of the Committee should be a Non-Executive Director. The Chairperson of the Committee shall be present at the Annual General Meeting to answer any queries of the security holders.

- **Chairperson** - In case the Chairperson is not available for a 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 shall act as the coordinator and Secretary to the Committee.

ROLE AND RESPONSIBILITIES

The Role and Responsibilities of the Committee shall inter-alia include:

- 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 and/or 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.
- Reviewing 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.
- Maintain and promote the corporate image of the Company among stakeholders including potential stakeholders.
- Reviewing movement in key shareholdings and ownership structure;
- To review expectations and concerns of shareholders and analysts about the Company, emerging during face-to-face interactions, analysts' briefings or survey of shareholders. The Committee shall also review the engagement with or reports made on the company by various stakeholders including credit rating agencies, Environment, Social and Governance rating agencies and ensure that the views / concerns of the stakeholders are highlighted to the Board at appropriate time and that the steps are taken to address such concerns;
- Review of the Annual Internal Audit Report from the Registrar and Share Transfer agent pursuant SEBI Circular dated April 20, 2018 together with the audit observations and action taken report;
- To focus on the macro-level trends and developments in ESG parameters, guide the creation of ESG goals of the Company, continuously review the actions taken to achieve such goals and monitor the ESG performance of the Company.
- To ensure that the Company is taking the appropriate measures to undertake and implement actions to further its ESG Goals. The Committee shall have access to any internal information necessary to fulfill its role, in this regard.
- To review the updates provided by the ESG sub-committee and its working. The Committee may delegate authority to the sub-committee as and when it deems appropriate
- To review any statutory requirements for Sustainability reporting e.g. Business Responsibility Reporting (BRR)/ Business Responsibility and Sustainability Reporting.
- To review and evaluate the ESG risks identified by the Company and establish mitigation steps around it which can be reported to the Risk Management Committee and Board.

- Performing such other functions as may be required under the relevant provisions of the Companies Act, 2013, the Rules made there under, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and various circulars issued by the regulatory authorities thereof, as amended from time to time and discharge such other functions as may be specifically delegated to the Committee by the Board from time to time;
- To undertake self-evaluation of its functioning and identification of areas for improvement towards better governance.
- To annually 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 twice 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 shall constitute quorum. 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 law 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 sub-section 5 of Section 178 of Companies Act, 2013 and rules made there under and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 or any amendments thereto.

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, April 27, 2021 and October 19, 2021.