

RR Metalmakers India Limited

(Formerly known as Shree Surgovind Tradelink Limited)

Stakeholders Relationship Committee

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Constitution of Stakeholders Relationship Committee

(As per Companies Act, 2013)

(Resolution dated 25.07.2018)

Members:

- 1. Mrs. Kalpana Kulkarni**
- 2. Mr. Atith Shah**
- 3. Mr. Navin Mehta**

Company Secretary

Ms. Tanvi Bobhate

STAKEHOLDERS RELATIONSHIP COMMITTEE

INTRODUCTION:

The Board of Directors of *RR Metalmakers India Limited (the “Company”) has adopted a policy for Stakeholders Relationship Committee in accordance with Section 178 of the Companies Act, 2013 and applicable rules thereto.

SCOPE

The Scope/terms of reference of Stakeholders Relationship Committee are as follows:

- (i) Consider and resolve the grievances of security holders of the Company including investors’ complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends;
- (ii) Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities
- (iii) Issue of duplicate certificates and new certificates on split/consolidation/renewal etc.
- (iv) Non - receipt of declared dividends, balance sheets of the Company, etc; and
- (v) Carrying out any other function contained in the Listing Agreement as and when amended from time to time;
- (vi) Ensure effective implementation and monitoring of framework devised to avoid insider trading and abusive self-dealing.
- (vii) Ensure effective implementation of whistle blower mechanism offered to all the stakeholders to report any concerns about illegal or unethical practices.

WORKING PROCEDURE OF THE COMMITTEE:

In accordance with Section 178 of the Companies Act, 2013 and applicable rules thereto and the applicable Secretarial Standards the following working procedure is adopted by the Stakeholders Relationship Committee:

a) Constitution of the Committee:

The Board of Directors shall constitute the Stakeholders Relationship Committee as follows:

- the committee shall comprise of at least three directors;
- the Board of directors shall decide other members of this committee;
- Chairperson of the committee shall be non-executive director;

b) Quorum:

- Two members either personally present or through Electronic mode.
- Electronic mode shall be counted for quorum except on such restricted items as prescribed under Companies Act, 2013.
- Quorum shall be present throughout the meeting.
- Where a member is interested in a particular item, he/she shall not be present (physically or through Electronic Mode), during discussion and shall not vote on such item.

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c) Chairman:

The Chairman of this Committee shall be non-executive independent director and in his absence, any member elected by the Committee.

d) Frequency of the meeting:

As and when required, with atleast two meetings in the financial year.

e) Minutes of the Meeting:

Proceedings of all meetings must be minuted and signed by the Chairman of the Meeting or by the Chairman of the next meeting. Minutes of the Committee meetings will be tabled at the subsequent Board meeting.

f) Company Secretary of the Committee:

Company Secretary of the Company shall act as a Company Secretary of the Committee.

g) Attendance at the General Meeting:

The chairperson of this committee, or in his absence, any other member of the committee authorized by him in this behalf shall attend the general meetings of the Company.

h) Passing of resolution by Circulation:

- The Committee, in case of urgent business may pass the resolution by circulation.
- Only that business can be transacted through circulations which are not restricted as per Companies Act, 2013.
- Draft resolutions shall be circulated to the members of the Committee .
- Not more than seven days from the date of circulation of the draft resolution shall be given to the Members for their response.
- Resolution shall deemed to be pass if majority of the members has assented and date of assented by the last member shall be the date of passing of resolution.
- If the approval of the majority of members entitled to vote is not received by the last date specified for receipt of such approval, the Resolutions shall be considered as not passed.
- Resolutions passed by circulation shall be noted at the next meeting of the Committee as well as Board.

k) Other points:

- The Committee shall adhere to all applicable acts, laws, regulations and standards as prescribed by the regulatory authorities.
- In case of ambiguity or clarification, the Company should refer applicable Secretarial standards, provisions of Companies Act, 2013 and Articles of Association of the Company.
 - In case of any amendments or modification in any of the applicable laws, regulations the working procedure shall stands modified from time to time.
