



CHARTER FOR THE STAKEHOLDER RELATIONSHIP COMMITTEE

AZAD ENGINEERING LIMITED

(Formerly Azad Engineering Private Limited)

CIN: U74210TG1983PLC004132

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1. Introduction

The purpose of the Stakeholders Relationship Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Azad Engineering Limited (formerly known as “Azad Engineering Private Limited”)(the “**Company**”) shall be to assist the Board and the Company in overseeing the various aspects of interests of Stakeholders of the Company. The term “Stakeholder” shall include shareholders, debenture holders and other security holders.

The role, responsibilities and powers of the Committee shall include matters set out in this Charter and such other items as may be prescribed by applicable laws as amended or by the Board in compliance with applicable laws from time to time.

The primary objective of the Committee is to consider and resolve the security holders’ concerns or complaints. The Committee shall monitor and review the investor service standards of the Company. The Committee shall take steps to develop an understanding of the views of shareholders about the Company, either through direct face-to-face interaction, analysts’ briefings or surveys of Stakeholders. The Committee shall oversee and review the engagement and communication plan with shareholders and ensure that the views/concerns of the shareholders are highlighted to the Board at the appropriate time and that the steps are taken to address such concerns.

2. Roles And Responsibilities Of The Committee

The role of the Committee shall inter-alia include the following:

- i. Resolving the grievances of the security holders of the listed entity including complaints related to the transfer/transmission of shares, non-receipt of annual reports, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- ii. Review of measures taken for the effective exercise of voting rights by shareholders.
- iii. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent
- iv. Review of the various measures and initiatives taken by the listed entity 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. Membership

The Committee shall consist of at least Three (3) Directors with at least one being an Independent Director, shall be members of the Committee.

4. Chairperson

- i. The chairperson of this committee shall be a Non-executive Director.
- ii. The Chairperson of the Stakeholders Relationship Committee shall be present at the Annual General Meeting to answer the queries of the security holders.

5. Meetings & Reports

- i. The Company shall constitute the Committee through the Board;
- ii. The stakeholder's relationship committee shall meet at least once a year;
- iii. The Committee may meet in person or through other methods like video conferencing, audio conferencing, etc. as may be permitted by law from time to time.



- iv. Under normal circumstances, Meetings of the Committee may be attended by the Managing Director, the Directors, the CFO and the Company Secretary and the Independent Auditors.
- v. The Committee may at its discretion require the attendance of such other persons from within the Company at Committee Meetings;
- vi. The Committee shall report to the Board at its next Board Meeting, which will be incorporated as a part of the minutes of the Board of Directors Meeting.
- vii. The Annual Report of the Company shall disclose the composition of the Committee, a brief description of the scope of the Committee Charter, names of members, Chairperson, meetings, and attendance.

6. Quorum

The quorum for a meeting of the Stakeholders Relationship Committee shall be either two members or one-third of the members of the committee, whichever is greater, including at least one independent director in attendance.

7. Circular Resolutions

The decisions to be taken by the Committee members may be taken by way of a circular resolution wherever it is not possible to have a meeting of the Committee members.

8. Delegation Of Authority

The Committee may delegate to one or more designated members of the Committee the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Audit Committee at its scheduled meetings.

9. Minutes

The Company Secretary will maintain minutes of its meetings, which will be submitted to the Board at its subsequent meeting for noting.

10. Power To Remove Difficulties

If any difficulties arise in giving effect to the provisions of this Charter, the Chairman of the Committee may in consultation with the Board by an order make such provisions as appear to it to be necessary or expedient for removing the difficulty by suitably amending/ modifying such provisions.

11. Amendment

The Board of Directors shall have the right to withdraw and/or amend any part of this Charter or the entire Charter, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment/modification in the Companies Act, 2013 or the Rules framed there under or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other laws in this regard shall automatically apply to this Charter.
