

CROMPTON GREAVES CONSUMER ELECTRICALS LIMITED STAKEHOLDERS' RELATIONSHIP COMMITTEE CHARTER (Effective from 02.02.2023)

1. Purpose:

The Stakeholders' Relationship Committee (the '**Committee**'/ '**SRC**') is a formally constituted sub-committee of the Board of Directors (the Board) in compliance with Section 178(5) of the Companies Act 2013 (hereinafter referred to as the Act) and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the '**SEBI Listing Regulations**'). Section 178(5) of the Act requires companies having more than one thousand shareholders, debenture holders, deposit holders and any other security holders at any time during the financial year to constitute a SRC.

The purpose of this Charter is to regulate the functioning of this Committee.

2. Composition:

The Committee shall have at least three Directors with at least one member of the Committee being an Independent Director. The Committee shall consist of a chairperson who shall be a Non-Executive Director of the Company.

The Chairperson of the Committee shall be present at the Annual General Meeting ('**AGM**') to answer queries of the security holders.

In the event of the Chairperson being unable to attend a meeting, the Committee shall elect from among the Members present, a Member to chair that particular meeting. One of the Members of this Committee shall be the MD or CEO.

3. Appointment of Members and Chairperson:

Subject to Clause 2 above, the Board of Directors ('**Board**') shall appoint the members and the Chairperson of the Committee who shall remain in office till their retirement/resignation or till such time unless the Board changes the composition of the Committee.

The chairperson of the Committee will be a Non-Executive Director.

4. Meetings:

4.1 Periodicity of Meetings:

The Committee shall meet as often as it considers necessary, but at least one meeting of the Committee shall be held in a year pursuant to the SEBI Listing Regulations as amended.

4.2 Permanent Invitees:

The Chairperson may invite any person from amongst the senior management, to attend the meeting of the Committee. The Committee may also invite such other Executives of the

Company, Registrar & Share Transfer Agents ('RTA'), Advisors or Consultants as it considers appropriate to be present at the meeting of the Committee.

4.3 Secretary:

The Company Secretary will act as Secretary to the Committee.

4.4 Quorum:

The quorum shall be either two members or one third of the members of the Committee whichever is greater, with at least one Independent Director being present.

4.5 Agenda:

The agenda for the meeting of the Committee shall be prepared by the Secretary in consultation with the Chairperson of the Committee and shall be sent in advance before the date of the meeting in accordance with the requirements of the Act and the Secretarial Standard 1 relating to Meetings of the Board and its Committees.

4.6 Minutes:

The minutes of the meeting shall be recorded by the Secretary. The draft minutes shall be circulated to the members and to the Chairman of the Committee for approval within fifteen days from the date of the meeting or as required by law, whichever is earlier.

The minutes duly approved and signed by the Chairman of the Committee shall be circulated to the Members of the Committee for their comments, approval and will be noted by the Board of Directors at their subsequent meeting.

5. Terms of Reference:

The terms of reference as given below have been extended in line with the revised requirements of the SEBI Listing Regulations:

- a) To review the steps taken to 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.
- b) To review the measures taken for effective exercise of voting rights by shareholders.
- c) To review the adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- d) To review the 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.
- e) To approve issue of duplicate share certificates for shares reported lost, defaced or destroyed as per the laid down procedure.
- f) To issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates/ certificates.
- g) To issue and allot right shares/bonus shares pursuant to a Rights Issue/Bonus Issue subject to such approval as may be required.

- h) To monitor dematerialization of shares and all matters incidental or related thereto.
- i) To authorize the Company Secretary & Head Compliance / other officers of the Share Department to attend to take such actions as necessary or deemed fit by the Committee for any matter and to monitor action taken.
- j) To monitor Investor Relation activities of the Company and give guidance on the flow of information from the Company to the Investors.
- k) Review of transfer of unpaid/ unclaimed dividend/ shares to the Investor Education and Protection Fund of the Government of India in line with the relevant Rules thereunder.
- l) All other matters incidental or related to shares of the Company.
- m) Perform such other functions as may be required by law, the Company's Articles of Association or as may be assigned by the Board of Directors.

The adequacy of this Charter shall be reviewed and reassessed periodically and the Board reserves its right to amend or modify this Charter in whole or in part based on the changes that may be brought about due to any regulatory amendments or otherwise. In the event of any conflict between the provisions of this Charter and of the SEBI Listing Regulations, the Act or any other statutory enactments, rules, then the provisions of the SEBI Listing Regulations / Act or statutory enactments, rules shall prevail over this Charter.

Any terms of reference of this charter covered in the Act/SEBI Listing Regulations but not covered above, if any, or any subsequent amendment / modification in the Listing Regulations or the Act or any other governing Act/Rules/Regulations or re-enactment, impacting the charter, shall automatically apply to this charter and the relevant terms of this charter shall be deemed to be modified and/or amended to that extent, even if not incorporated in this charter.

H. M. Nerurkar

Sd/-

Chairperson of the Committee & Board