

# **CHEMENERGY BIOFUELS LIMITED**

**CIN: U24290HR2019PLC084192**

---

## **STAKEHOLDERS RELATIONSHIP COMMITTEE CHARTER**

## STAKEHOLDERS RELATIONSHIP COMMITTEE CHARTER

### INTRODUCTION:

This Stakeholders Relationship Committee policy formulated by the Company, in compliances with Section 178(5) of the Companies Act, 2013 read along with applicable rules thereto.

### DEFINITIONS:

- **“Act”**:- Act means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- **“Board”**:- Board means Board of Directors of the Company.
- **“Director”**:- Directors means Directors of the Company.
- **“Committee”**:- Committee means Stakeholders Relationship Committee of the Company as constituted or reconstituted by the Board, from time to time.
- **“Company”**:- Company means ChemEnergy Biofuels Limited.
- **“Independent Director”**:- Section 2 (47) of the Companies Act, 2013 provides that the “Independent Director” means as Independent Director referred to in sub-section (6) of section 149 of the Companies Act, 2013.
- **“Key Managerial Personnel”**:- Key Managerial Personnel (KMP) means-
  - (i) The Chief Executive Officer or the managing director or the manager;
  - (ii) The Whole-Time Director;
  - (iii) The Company Secretary;
  - (iv) The Chief Financial Officer; and
  - (v) Such other officer as may be prescribed under the applicable statutory provisions/ regulations
- **“Senior Management”**:- The expression “senior management” shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.
- **“Stakeholders Relationship Committee”** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 (5) of the Companies Act, 2013.
- **“Policy or This Policy”** means, “Stakeholders Relationship Committee Policy”.

**OBJECTIVE:**

The main object for constitution of Stakeholder Relationship Committee is to report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company.

**CONSTITUTION OF THE STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Board has the power to constitute / reconstitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirement. At present, the Stakeholders Relationship Committee comprises of following Directors:

1. \_\_\_\_\_, Chairman (Non-Executive Independent Director)
2. \_\_\_\_\_, Member (Non-Executive Independent Director)
3. \_\_\_\_\_, Member (Whole time Director)

**MEMBERSHIP:**

1. The Committee shall consist of a minimum 3 directors.
2. The quorum for the meeting shall be presence of minimum two members at each meeting.
3. Membership of the Committee shall be disclosed in the Annual Report.
4. Term of the Committee shall be continued unless terminated by the Board of Directors.
5. Any member of the audit committee may be removed or replaced at any time by the Board, any member of the Committee ceasing to be the Director shall be ceased to be the member of the Stakeholders Relationship Committee.

**CHAIRMAN:**

1. Chairman of the Committee shall be Non-Executive Director.
2. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.

**FREQUENCY OF MEETINGS:**

The Stakeholders Relationship Committee shall meet at least four times a year with maximum interval of four months between two meetings.

**SECRETARY:**

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

**ROLE OF THE COMMITTEE**

The role of the committee shall inter-alia include the followings:

- 1) Resolving the grievances of the security holders of the listed entity 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.
- 2) Review of measures taken for effective exercise of voting rights by shareholders.
- 3) 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.
- 4) 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.
- 5) Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time.
- 6) Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
- 7) Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

#### **MINUTES OF COMMITTEE MEETING:**

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

#### **DEVIATIONS FROM THIS POLICY:**

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

#### **TENURE:**

The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, carry out the functions of the Stakeholders Relationship Committee as approved by the Board.

\*\*\*\*\*