



## **TATA CONSUMER PRODUCTS LIMITED**

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### **Stakeholders Relationship Committee Charter**

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## **Objectives of the Stakeholders Relationship Committee**

- 1.1. The Stakeholders Relationship Committee ("Committee") of the Board of Directors ("Board") of Tata Consumer Products Limited ("Company") shall review various aspects of interest of shareholders, debenture holders and other security holders.
- 1.2. The Stakeholders Relationship Committee will report to the Board on its activities at least two times in a financial year.

## **2. Composition**

- 2.1. The Stakeholders Relationship Committee shall comprise of minimum three directors including at least one Independent Director.
- 2.2. The Chairperson of the Stakeholders Relationship Committee shall be a Non-Executive Director, from amongst the members of the Committee.
- 2.3. The Company Secretary of the Company shall act as the secretary to the Committee.

## **3. Meetings and Quorum**

- 3.1. The Committee shall meet as often as needed to discuss the matters in accordance with the this Charter, at least 2 times during a financial year.
- 3.2. The Stakeholders Relationship Committee at its discretion shall invite Directors or such executives to be present at the meetings of the Committee.
- 3.3. A detailed agenda, together with supporting notes and documents, should be circulated, at least 7 days prior to each meeting to the members of the Committee and other invitees, except such information or documents on items of business which are in the nature of Unpublished Price Sensitive Information can be tabled at the meeting.
- 3.4. The minutes of each meeting must be recorded, circulated to the members of the Committee, and approved either before or at the next Committee meeting.
- 3.5. The quorum for the meetings of the Stakeholders Relationship Committee shall be two members.
- 3.6. The Chairperson of the Committee shall be present at Annual General Meeting to answer shareholders' queries.

## **4. Authority and Power**

The Stakeholders Relationship Committee shall, subject to the approval of the Board, have the power to:

- Investigate any matter within the scope of this Charter or as referred to it by the Board.
- Seek any information or explanation from any employee or director of the Company.
- Ask for any records or documents of the Company.

In the context of any of the above, it may also engage (at the expense of the Company) independent consultants, legal or other professional advisors and seek their advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

## **5. Responsibilities of the Stakeholders Relationship Committee**

The responsibilities of the Stakeholders Relationship Committee shall be the following:

- 1) Reviewing the grievances handling process of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of the annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc;
- 2) Approve issue of duplicate share certificates either at meetings or through circular resolution;
- 3) Frame guidelines for waiver of documents/ requirements prescribed in cases of:
  - a. Transmission of shares
  - b. Issue of duplicate share certificates
  - c. Recording of updation of signatures by shareholders
- 4) Review of measures taken for the effective exercise of voting rights by shareholders;
- 5) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- 6) Review of the various 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;
- 7) Such other matter as may be specified by the Board from time to time.
- 8) Any other matter as prescribed by the Companies Act, 2013 & Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 or such other Regulation prescribed by the SEBI from time to time.

## **6. Reporting**

- 6.1. The Committee will periodically report to the Board on various matters that it has considered.
- 6.2. The Annual Report of the Company shall disclose the composition of this Committee (including names of members and Chairperson), brief description of the scope of the Committee Charter, number of meetings held in a financial year and attendance of the members/chairperson of the Committee.

## **7. Compensation**

Members of Stakeholders Relationship Committee, who are Directors, shall receive such sitting fees, if any, for their services as Stakeholders Relationship Committee members as may be determined by the Board in its sole discretion.

## **8. Evaluation**

The Committee shall undergo an annual self-evaluation of its performance and report the result to the Board of Directors. Areas for evaluation as part of this exercise include:

- Degree of fulfilment of key responsibilities
- Adequacy of Committee composition
- Effectiveness of meetings
- Committee Dynamics
- Quality of relationship with Board and Management.

## **9. Review of Charter**

The adequacy of this Charter shall be reviewed and reassessed by the Committee, periodically and appropriate recommendations shall be made to the Board to update the Charter based on the changes that may be brought about due to any regulatory framework or otherwise.