

RAJSHREE POLYPACK LIMITED

(the “Company”)

STAKEHOLDER RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee” is constituted in accordance with Section 178 of the Companies Act, 2013 and applicable rules thereto and as per Regulation 20 of SEBI (LODR), Regulations, 2015.

1. DEFINITIONS

- 1.1 “**Act**” means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time;
- 1.2 “**Board**” means Board of Directors of the Company;
- 1.3 “**Key Managerial Personnel (“KMP”)**” means
 - (i) Managing director;
 - (ii) Whole-time director;
 - (iii) Company secretary;
 - (iv) Chief Financial Officer;
 - (iv) such other officer as may be prescribed.
- 1.4 “**Senior Management**” means personnel of the Company who are members of its core management team excluding Board of Directors comprising of all the members of the management, one level below the executive directors, including the functional heads.

2. THE ROLES AND RESPONSIBILITIES OF STAKEHOLDER RELATIONSHIP COMMITTEE/ PURPOSE

2.1 The Stakeholder and Relationship Committee (the “**Committee**”) is a Committee of the Board. The Committee’s primary functions are to:-

- Formulation of policies and procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from security holders from time to time;

- Redressal of shareholders and investor complaints/ grievances e.g. transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc.;
- To approve, register, refuse to register transfer / transmission of shares and other securities;
- To sub-divide, consolidate and / or replace any share or other securities certificate(s) of the Company;
- To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder or operation of law;
- To monitor and review the performance and service standards of the Registrar and Share Transfer Agents of the Company and provides continuous guidance to improve the service levels for investors;
- Monitor and review any investor complaints received by the Company or through SEBI, SCORES and ensure its timely and speedy resolution, in consultation with the Company Secretary and Compliance officer and RTA of the Company.
- The role of the stakeholders committee shall be as specified as in Part D of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time.
- Resolving the grievances of shareholders
- Review of measures taken for voting by shareholders.
- Review of adherence to the service standards for services rendered by the RTA.
- Review of the various measures for reducing the quantum of unclaimed dividends, ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

3. WORKING PROCEDURE OF STAKEHOLDERS RELATIONSHIP COMMITTEE:

In accordance with Section 178 of the Companies Act, 2013 and applicable rules thereto, applicable Secretarial Standards and also in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following working procedure is adopted by the Stakeholders Relationship Committee:

3.1 Constitution of the Committee:

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

- the committee shall comprise of minimum three directors with atleast one being Independent Director;
- the Board of directors shall decide other members of this committee;
- Chairman of the committee shall be Non-Executive Director;

3.2 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.

3.3 Chairman:

- The Chairman of this Committee is Non Executive Director and in his absence, any member elected by the Committee.

3.4 Frequency of the meeting:

- As and when required, with atleast once in the financial year.

3.5 Minutes of the Meeting:

- Draft minutes of the Stakeholders Relationship Committee Meeting shall be duly circulated within 15 days from the conclusion of the meeting to the members of the Committee for their comments.
- The Members, whether present or not shall communicate their comments, If any, in writing within 7 days from the date of circulation of draft minutes.
- Minutes shall be entered in the Minutes Book within 30 days from the date of conclusion of the meeting.
- Minutes of the meeting shall be signed and dated by the Chairman of the Meeting or by the Chairman of the next meeting.
- Signed copy of the minutes shall be circulated to all the members within 15 days after the minutes are signed duly certified by Company Secretary or where there is no Company Secretary, by any Director authorized by Committee.

3.6 Company Secretary of the Committee:

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

3.7 Attendance at the Annual General Meeting:

The chairman of this committee, shall attend the Annual General Meetings of the Company to answer queries of security holders.

4. SITTING FEES:

4.1 As per the Resolution passed by the Board of Directors on December 18, 2017, Non Executive Independent Directors And Nominee Directors are not eligible for Sitting fees.

5. 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 by the Company Secretary or any other person authorised by her, together with the necessary papers, individually to all the Members including Interested Director through any valid mode.
- 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.

6. 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, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, 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.