

CHARTER OF STAKEHOLDERS RELATIONSHIP COMMITTEE

Adopted by the Board of Directors of Sterlite Power Transmission Limited on July 25, 2016

Revised and approved by the Board on August 07, 2021

PREAMBLE

This Charter is granted by the Board of Directors of Sterlite Power Transmission Limited (“**Company**”) to the Stakeholders Relationship Committee of the Board (hereafter called “**the Committee**”). The role of the Committee of SPTL shall specifically be to discharge the Board of Directors (“**Board**”) duties of looking into, servicing and protecting the various aspects of interest of shareholders, debenture holders and other security holders.

The Charter is subject to provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Regulation**”) and/or any other law as may be applicable in this regard. If a provision of this Charter is inconsistent or contrary to any law in force in India, such law, rules and/or regulations shall prevail over the Charter. The words and phrases used in the Charter shall have the same meaning as defined under the Companies Act, 2013, SEBI Regulations and other applicable laws. The Board has the right, subject to applicable laws and regulations, to modify this Charter, to reconstitute/dissolve the Committee or to supersede its actions.

COMPOSITION

1. The Committee shall comprise of minimum three directors of whom one shall be an independent director.
2. The Board shall nominate the Chairperson of the Committee who shall be a non-executive Director. In case the Chairperson of the Committee is not present within 15 minutes from the start of the meeting, the members present may elect one amongst themselves to be the Chairperson for that meeting.
3. The Company Secretary shall act as the secretary to the Committee.

MEETINGS AND QUORUM

1. The Committee shall meet at least once a year. Additional meetings may happen as the Committee deems it appropriate and advisable.
2. The quorum shall be two or one third of the Committee strength; whichever is higher and at least one Independent Director shall be present to form a valid quorum.
3. The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.

TERMS OF REFERENCE - ROLES AND RESPONSIBILITIES

The terms of reference of the Committee shall be as under:

1. To approve/refuse/reject registration of transfer/transmission of Shares in a timely manner;
2. To approve/revise the format of share certificates and authorize printing thereof;
3. To authorize to maintain, preserve and keep in its safe custody all books and documents relating to the issue of share certificates, including the blank forms of share certificates;

4. To monitor redressal of and resolve the security holder's complaints/grievances including relating to non-receipt of allotment / refund, transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
5. Review of measures taken for effective exercise of voting rights by shareholders.
6. Review of adherence of the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
7. 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.
8. Undertake any other activity in this regard or carrying out any functions as may be specified by the Board or as may be required by the Companies Act, 2013, the rules thereunder, or the SEBI Regulations each as amended or by any other regulatory authority, from time to time;
9. To do all acts, deeds and things as may be necessary for effective implementation of the foregoing acts.

MINUTES & REPORTING

1. The Committee will periodically place before the Board an MIS on pending shareholders grievances, if any, as the Committee deems appropriate from time to time.
2. The Company Secretary shall maintain minutes of the meetings of the Committee, which shall be placed before the Board quarterly.