



PONDY OXIDES AND CHEMICALS LIMITED

STAKEHOLDERS RELATIONSHIP COMMITTEE
CHARTER

CHARTER

I. OBJECTIVE:

The Stakeholders' Relationship Committee ("Committee") is constituted pursuant to and in accordance with the applicable provisions of Companies Act 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time.

The Objective of the Stakeholders Relationship Committee ("the Committee") of the Board of Directors ("the Board") of Pondy Oxides and Chemicals Limited ("the Company") is to assist the Board to oversee the various aspects of interests of Stakeholders of the Company. The term "Stakeholder" shall include shareholders, debenture holders and other security holders. The role, responsibilities and powers of the Committee shall include matters set out in this charter and such other items as may be prescribed by applicable laws as amended or by the Board in compliance with applicable law from time to time.

II. COMPOSITION OF THE COMMITTEE:

The Committee shall have minimum of three (3) members with at least one Independent Director as member. The members of the Committee shall meet as provided under applicable laws from time to time. The members of the Committee will be appointed by the Board.

III. MEETINGS AND QUORUM:

The Committee shall meet at least once in a financial year. The quorum for Committee meeting shall either be two members or one third of the members of the Committee, whichever is greater.

IV. TERMS OF REFERENCE

In terms of the applicable provisions of the Companies Act, 2013 and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, the scope, functions, and terms of reference of the Committee inter alia include the following:

- (a) Reviewing the measures taken for effective exercise of voting rights by shareholders;
- (b) Reviewing various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends, if any and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company;
- (c) Resolving the grievances of the security holders of the Company including complaints relating to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings, etc.; and
- (d) Reviewing of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent.