



ADITYA BIRLA FASHION AND RETAIL LIMITED

CHARTER & TERMS OF REFERENCE : STAKEHOLDERS RELATIONSHIP COMMITTEE*

**Updated as on March 31, 2021*

ADITYA BIRLA FASHION AND RETAIL LIMITED

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CHARTER

I. OBJECTIVES:

The objectives of the Stakeholders Relationship Committee (*“the Committee”*) of the Board of Directors (*“the Board”*) of Aditya Birla Fashion and Retail 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. COMMITTEE MEMBERSHIP AND ORGANIZATION:

The Committee shall be appointed by and will serve at the discretion of the Board. The Committee shall consist of three (3) or more members including at least one Independent Director. 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 year. The quorum for Committee meeting shall either be two members or one third of the members of the Committee, whichever is greater. The Managing Director shall be a permanent invitee to the meetings of the Committee.

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 if 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.