

## UNITED SPIRITS LIMITED

### STAKEHOLDERS RELATIONSHIP AND GENERAL COMMITTEE CHARTER

**(As amended by the Board of Directors at their meeting held on 27<sup>th</sup> May 2020 – Unless otherwise specified, all the amended provisions shall come into effect from 28<sup>th</sup> May 2020)**

#### 1. PURPOSE:

- a. Look into various aspects of interest of shareholders, debenture holders and other security holders.
- b. To ensure efficient systems are in place for expeditious transfer of shares and redressal of the stakeholders grievances.
- c. To ensure all statutory compliances relating to shares / fixed deposits, debentures, or any other security holders are complied within the prescribed time and there are no defaults.
- d. Delegation of certain powers of the Board for ease of operation.

#### 2. TERMS OF REFERENCE#:

The role of the Stakeholders Relationship & General Committee of Directors shall be the following:

- a. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.\*
- b. Review of measures taken for effective exercise of voting rights by shareholders.\*
- c. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.\*



- d. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.\*
- e. Specifically look into various aspects of interest of shareholders, debenture holders and other security holders\*
- f. Review the adherence to service standards relating to the various services rendered by the Company and Company's Registrars & Transfer Agents.
- g. Review the status of the litigations(s), complaints / suits filed by or against the Company relating to the shares / fixed deposits, debentures or any other securities of the Company before any Courts / other appropriate authorities, and in particular where directors are implicated or could be made liable.
- h. Review the impact of enactments/ amendments made by the Ministry of Corporate Affairs/ Securities and Exchange Board of India and other regulatory authorities on matters concerning the Stakeholders in general.
- i. Review matters relating to transfer of unclaimed and unpaid dividend, matured deposits, interest accrued on the matured deposits, debentures etc., to the Investor Education and Protection Fund as specified under the Companies Act, 1956 / 2013.
- j. Review the status of claims received for unclaimed shares and dividend on unclaimed shares.
- k. Review the initiatives taken to reduce quantum of unclaimed dividends / unclaimed deposits.
- l. The Chairman of the Committee or in his absence, any other member of the Committee authorised by the Chairman in his behalf shall attend the general meetings of the Company.
- m. The Shareholders / Investors Grievance Committee shall act on such further terms of reference as may be considered necessary and specified by the Board in writing from time to time.
- n. Review service standards and investor service initiatives undertaken by the company.
- o. consider, decide, approve, issue instructions and / or directions relating to the following matters:\*

- i. transfer / transmission / transposition of the shares / debentures of the Company and shares / debentures of the erstwhile McDowell & Company Limited
- ii. issue of share / debenture certificates and fixed deposit receipts of the Company and of erstwhile McDowell & Company Limited
- iii. closure of register of members / debenture holders and fixing of book closure dates / record dates in relation thereto
- iv. unpaid dividends and interests to shareholders / debenture holders / deposit holders of the Company and of the erstwhile McDowell & Company Limited
- v. dealing with Stock Exchanges, National Securities Depository Limited (NSDL) Central Depository Services (India) Limited (CDSL) and Securities and Exchange Board of India (SEBI)
- vi. dealing with Stock Exchanges where the shares of erstwhile McDowell & Company Limited are listed, NSDL, CDSL and other authorities and organisations.
- vii. opening of bank accounts, Demat accounts / closing of bank accounts, Demat accounts / changes in operating instructions of banking account(s) / Demat accounts of the Company.
- viii. acknowledgement of debts / securities and confirmation of balances to the bankers of the Company
- ix. issue / revocation / modification of powers of attorney to represent the Company
- x. admission / deletion of executives of the Company to the benefits of superannuation fund.
- xi. issues relating to the legal matters involving the Company
- xii. registration and protection of trade marks, patent rights, copy rights of the Company
- xiii. authorise representations at the meetings of the members of the companies of which the Company is the shareholder and giving consent for holding general meetings at a shorter notice period.
- xiv. appointment / reappointment of Registrars and Transfer Agents (RTA) including finalisation of terms and conditions

- xv. dealing with Company's RTA, including authorising the officials of RTA to endorse and sign share certificates for transfer, transmission and transposition and fixed deposit receipts.
- xvi. dealing with the telephone/electricity/ postal/transport and other Statutory Authorities including transfer of telephone(s) to third parties.
- xvii. dealing with matters relating to payment of dividend including opening of dividend account(s) with bank(s), printing of dividend warrants and other related requirements.
- xviii. authorise affixation of Common Seal of the Company in terms of the Articles of Association of the Company.
- xix. Power to borrow subject to applicable laws from banks, financial institutions and other bodies corporate, apart from the money(s) already borrowed till date under any specific resolutions, such that the borrowings availed by the Company pursuant to the resolutions of the Stakeholders & General Committee of Directors and outstanding at any point of time, do not exceed an amount of Rs 500 Crores in aggregate.
- xx. Power to invest the funds of the Company subject to applicable laws, apart from the money(s) already invested by the Company till date under any specific resolutions, in Mutual funds, properties and assets and investments in the share capital of wholly owned subsidiaries of the Company, such that the total amount of investments made pursuant to the resolutions of the Stakeholders & General Committee of Directors and outstanding at any point of time, do not exceed Rs 500 Crores in aggregate.
- xxi. Power to give loans subject to applicable laws to wholly owned subsidiaries of the Company for the purpose of Working Capital, apart from the loans already made to the wholly owned subsidiaries of the Company till date under any specific resolutions for such purpose(s), such that the total amount of loan given pursuant to the resolutions of the Stakeholders & General Committee of Directors for such purpose(s) and outstanding, at any point of time, do not exceed Rs 500 Crores in aggregate.
- xxii. The powers referred in xix to xxi above can be exercised only by way of Resolutions passed at a meeting of the Committee and if the powers referred in xix to xxi are exercised by the Stakeholders & General Committee of Directors, shall be reported at a subsequent meeting of the Board of Directors of the Company.

xxiii. The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.

xv. The stakeholders relationship committee shall meet at least once in a year.

*# Some of the powers stated in the terms of reference have also been delegated by the Board to the Delegated Authority of the Board and such powers run concurrently with this Committee and the Delegated Authority.*

### **3. MEETINGS**

- a. The Committee should meet, at least once in a year.
- b. The quorum for any of the meetings shall be either two members or one third of the members of Stakeholders Relationship Committee whichever is greater.
- c. In the absence of the Committee Chairman, the remaining members present shall elect one of the members to chair the meeting.

### **4. COMPOSITION**

The Committee Members and Chairman will be appointed by the Board from amongst the non-executive Directors, in compliance with legal and regulatory requirements and shall not be less than three with at-least one Independent Directors.

Chairman : Independent Director  
Members : Non-Executive Directors/Independent Directors  
Secretary : Company Secretary

### **5. REPORTING PROCEDURES**

The Committee shall report to the Board.

The Secretary shall circulate the minutes of meetings of the committee to all members of the committee, following their approval by the Chairman of the committee. Any Director may obtain copies of the committee's agenda and minutes with the agreement of the Chairman of the committee.

The Stakeholders Relationship Committee shall have such powers/ functions / features / role and activities and shall also comply with such other stipulation to meet the requirements as may be necessary both under the Companies Act, 2013 or any other Act or legislation, as well as under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.