

TEJAS NETWORKS LIMITED

Corporate Identity Number (CIN): L72900KA2000PLC026980
Registered Office: J P Software Park, Plot No 25, Sy. No 13, 14, 17, 18
Konnapanan Agrahara Village, Begur Hobli, Bangalore – 560100
Tel. No.: 080 4179 4600, Fax: +91 80 2852 0201
Email: corporate@tejasnetworks.com
Website: www.tejasnetworks.com

CHARTER OF THE STAKEHOLDERS RELATIONSHIP COMMITTEE

(Approved by the Board of Directors on January 23, 2019)

1. Introduction

The Board of Directors of Tejas Networks Limited (the “**Company**”), pursuant to the requirements of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**LODR**”) and the provisions of Section 178 of the Companies Act, 2013 (the “**Act**”), has adopted this Amended and Restated Stakeholders Relationship Policy (“**Policy**”) to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions of the Board from time to time. The Committee shall as per this charter and as per the policy approved by the Board have primary objective of:

- 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;
- The main objective of the Committee is to consider and resolve the grievances and various aspects of interest of the security holders of the Company;
- To approve, register, refuse to register transfer / transmission of shares and other securities;
- To monitor and review any investor complaints received by the Company or through SEBI and SCORES and ensure its timely and speedy resolution, in consultation with the Company Secretary and Compliance officer and RTA of the Company.

The term “Stakeholder” shall include shareholders, debenture holders, other security holders, vendors, customers, employees and other persons.

2. Composition of the Committee

- The Committee shall comprise of atleast Three Directors as members with atleast one being an Independent director.
- The Chairperson of the Nomination and remuneration committee shall be a Non-Executive Director.
- The Company Secretary shall act as the Secretary to the Committee Meetings.
- The Chairperson of the Committee shall be present at the annual general meetings of the Company to answer queries of the security holders.

3. Meetings and Quorum

- The quorum necessary for transacting business at a meeting of the Committee shall be two members or one-third of the members of the Committee, whichever is greater.
- A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- The Committee shall meet from time to time as determined by the Board with at least one meeting in a year.

4. Role of the Committee

The primary role of the Stakeholders relationship Committee shall be as follows:

- Resolving the grievances of the Security holders 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.
- Review of measures taken for effective exercise of voting rights by the Shareholders.
- Review of adherence to the Service standards adopted in respect of various services being rendered by the Registrar and Share Transfer Agent.
- Review of the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports / statutory notices by the shareholders of the company.
- 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.
- To approve, register, refuse to register transfer / transmission of shares and other securities and to sub-divide, consolidate and / or replace any share or other securities certificate(s) of the Company.
- To authorize printing of Share Certificates post authorization from the Board of Directors of the Company and to issue the Share Certificates under the seal of the Company which shall be affixed in the presence of and signed by any two Directors (including Managing or Whole-time Director, if any), and by the Company Secretary / Authorised Signatory.
- To authorize issue of Duplicate Share Certificates and Share Certificates after Split / Consolidation / Rematerialization and in Replacement of those which are defaced, mutilated, torn or old, decrepit, worn out or where the pages on reverse for recording transfers have been utilized.
- 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 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.
- To consider and review reports on employees, vendors and customer satisfaction surveys.
- To review the Company obligations on environment, health and safety requisites for all the stakeholders.
- To monitor and review on an annual basis the Company performance in dealing with the Stakeholders grievances.

5. Powers and Authority

- The Committee has direct and unlimited access to all resources necessary to discharge its duties and responsibilities, including engaging counsel, or other experts as it considers appropriate. This may include requesting management or engaging external remuneration consultants to provide information to the Committee. The Committee also has the authority to conduct or direct any investigation required to fulfill its responsibilities.
- The Committee has direct authority to 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.
- The Committee may sub-delegate all or any of its power as referred in this charter to any subcommittee, Managing Director or Director to timely and speedy resolution of the shareholders complaints/grievances/requests etc.
- The Committee shall perform any other functions required under the Companies Act, 2013 and rules framed thereunder, Listing agreement entered between the Company and the Stock Exchanges, SEBI Act and Regulations and such other acts as may be applicable.

6. Review of Committee Charter

The adequacy of this charter shall be reviewed and reassessed by the Committee as may be deemed fit by the Committee and appropriate recommendations shall be made to the Board to update the same based on the changes that may be brought about to the regulatory framework.