



# **BUTTERFLY GANDHIMATHI APPLIANCES LIMITED**

## **Policy on Stakeholders Relationship Committee**

**(A) PURPOSE:**

As per Section 178 (6) of the Companies Act 2013, the primary function of Stakeholders Relationship Committee is to consider and resolve the grievances of security holders of the Company.

**(B) CONSTITUTION:**

The Committee shall have minimum three directors and atleast one member of the Committee shall be a Non-Executive Independent Director. The Committee shall be constituted/ reconstituted by the Board of Directors from time to time by nomination or removal of members.

**(C) CHAIRMAN:**

The Chairman of the Committee shall be appointed by the Board, from time to time to preside over the meeting of the Committee, and the chairman should be a Non-Executive Independent Director.

**(D) MEMBERSHIP & QUALIFICATION:**

1. As per Section 178(5) of the Companies Act 2015 and Regulation 20 of the SEBI (LODR) Regulations 2015 the Chairperson of the Committee shall be a Non-Executive Independent Director and it shall comprise of such other member as may be decided by the Board of Director from time to time.
2. As per Section 178(7) of the Companies Act 2013 the Chairperson of the Committee, or, in his absence, any other member of the Committee authorised by him in his behalf shall attend the general meetings of the Company.

**(E) MEETING OF COMMITTEE:**

1. The Committee shall meet at such regular intervals as may be necessary and required by law as and when required.
2. The Committee is empowered to convene its meeting(s) through video conferencing. The presence of members through video conferencing shall be counted as valid quorum.
3. Committee is also empowered to approve emergent items through resolution by circulation. The resolution passed through circulation by the members shall be placed in the next meeting of the Committee for noting and confirmation.

**(F) QUORUM OF THE MEETING:**

The quorum shall be either two members or one third of the members of the Committee whichever is greater. At least one member shall be a Non-Executive Independent Director.

**(G) SECRETARY:**

The Company Secretary /Compliance Officer shall act as the Secretary of the Committee.

**(H) ROLE OF THE COMMITTEE:**

The role of the Committee shall be as under:

1. To authorise printing of share certificate post authorisation from the Board of Directors of the Company.
2. To authorise RTA 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.
3. To monitor redressal of stakeholder's complaints/grievances including relating to non-receipt of allotment/refund, transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc.

**(I) REPORTING:**

The Shareholders Grievance Committee shall report to the Board by placing the minutes of its meeting before the Board from time to time.

**(J) POWERS AND AUTHORITY:**

The Shareholders' Grievance Committee shall:

1. Ensure proper control at Registrar and Transfer Agent by formulating policy for them to be enforced by the Company Secretary and Compliance Officer who shall report to the Committee at its meetings.
2. Look into the redressing of the shareholders complaints and queries.
3. Review movement in shareholdings and ownership structure.
4. Evaluate its performance annually.