

STAKEHOLDERS RELATIONSHIP COMMITTEE (SRC) CHARTER OF
ATLAS JEWELLERY INDIA LIMITED (AJIL)
[SRCC (V01-2021)-28.6.20]

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AJIL- STAKEHOLDERS RELATIONSHIP COMMITTEE CHARTER (SRC)

1. Charter Objectives

The Stakeholders Relationship Committee (SRC), which is a sub-committee of the Board of Directors of the Company “Board” is one of the mandatory sub-committees to be constituted by the Company to improve stakeholder satisfaction and bring in better transparency in all matters related to shareholders.

The purpose of this committee shall be to assist the Board and the Company to oversee the various aspects of interests of Stakeholders of the Company. Here Stakeholders encompass all shareholders, deposit holders and other security holders of the Company. [Sec.178(5) of the Act]

This Charter is not a substitution of the law but only an aid to the SRC to fulfil its mandated roles and responsibilities in its true letter and spirit. By which it is meant that the SRC is not only required to obey the letter of the law but also ensuring adherence to the literal interpretations of the words of the law as envisaged by the law makers.

2. Definitions

- 2.1 Act means the Companies Act, 2013 and Rules made thereunder, as amended from time to time.
- 2.2 Rules means the Companies (Meetings of Board and its Powers), Rules 2014, as amended from time to time.
- 2.3 Secretarial Standards (SS) **means** the secretarial standards specified by the Institute of Company Secretaries of India (ICSI) and approved as such by the Central Government and amended from time to time under Section 118 (10) of the Act.
- 2.4 LODR 2015, means Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2.5 Company means ATLAS Jewellery India Ltd. or AJIL.
- 2.6 Directors means a director appointed by the Board of the Company as per Section 2(34) of the Act.
- 2.7 Board of Director, or Board means, the collective body of directors of the Company as per Section 2 (10) of the Act.
- 2.8 SRC means Stakeholders Relationship Committee of the Company as constituted or reconstituted by the Board, in accordance with the Act and applicable Listing Regulations.

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- 2.9** Whole-time Directors includes an “Executive Director” or any other director in the whole-time employment of the Company as per Section 2(94) of the Act.
- 2.10** Independent Director’ means a Director referred to in Section 149(6) of the Companies Act, 2013 and rules made there under.
- 2.11** Key Managerial Personnel (‘KMP’) means those KMP’s covered under section 203 of the Act and includes-
- 2.11.1** Chief Executive Officer or the Managing Director or the Manager;
 - 2.11.2** Whole-time Director;
 - 2.11.3** Chief Financial Officer;
 - 2.11.4** Company Secretary;
 - 2.11.5** Senior Management Personnel designated as such by the Board; and
 - 2.11.6** Such other officer as may be prescribed.

Senior Management Personnel (SMP) in the Company’s context includes all officers/personnel of the Company who are members of its core management team excluding its Board of Directors.

Core management team shall include the Company Secretary and Chief Financial Officer and all other key officers who are one level below the Chief Executive Officer/ Managing Director/ Whole Time Director/ Manager / functional heads as per the organogram of the Company presently in place.

The present SMP structure of AJIL is as under-

Senior Management Personnel (SMP) (As per present Organogram of AJIL)

Sales & Marketing Division (SMD)	
Designations	Functional Role
President/ CEO	One level below Managing Director/ Executive Director and responsible for Sales & Marketing
Senior Vice President	General Managers/ Divisional Heads
Vice President	Senior Managers/ Zonal Managers/ Regional Heads
Assistant Vice President	Area Sales Managers/ Regional Heads

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Support Services Division (SSD)	
Designations	Functional Role
Chief Financial Officer	Including Chief Accounts Officer (CAO)
Company Secretary	Company Secretary
General Managers	Divisional Heads/ General Managers
Senior Managers	Functional Heads including Assistant Company Secretary

2.12 Memorandum & Articles of Association, (MOAOA) refers to the memorandum and articles of association of the Company.

3. **SRC operations subject to regulatory frameworks**

The constitution of the SRC being mandatory for our Company both under the Companies Act of 2013 as well under Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR 2015) , its functioning , role and responsibilities would be subject to the below mentioned regulatory requirements-

3.1 Section 178 of the Companies Act, 2013 read with Rule 6 of Companies (Meeting of Board and its Powers) Rules, 2014;

3.2 Secretarial Standards- 1 (SS-1) on meeting of the Board of Directors issued by the Institute of Companies Secretaries of India to the extent applicable;

3.3 Regulation 20 read with Part D (Clause B) of schedule II. Clause (B) of Part D deals with role of the committee.

3.4 Clauses 137 to 143 of the Articles of Association of the Company.

3.5 The terms of reference specified by the Board in writing.

4. **SRC Composition**

The Committee shall be appointed by and will serve at the discretion of the Board. The composition of the Committee shall be as under-

4.1 The SRC shall have a minimum of three (03) directors one of whom shall be an independent director of the Company [R20(2A) LODR 2015 as Amended by amendment of 2018]

4.2 The Chairperson of the SRC shall be a Non-Executive Director.

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5. SRC Chairperson

- 5.1** The Committee may elect a Chairperson of its meetings unless the Board, while constituting the Committee, has appointed a Chairperson of such Committee. [Article 140(1) of the MOAOA] and which shall be subject Clause 4.2 above.

6. Secretary to SRC

- 6.1** The Company Secretary of the Company shall act as the Secretary to the SRC.
- 6.2** The Company Secretary cannot summon a Meeting on his own, unless authorised by the Chairperson of the Committee or the Articles to do so.
- 6.3** Notice should be signed and issued by the Company Secretary. Where there is no Company Secretary or in the absence of the Company Secretary by the Chairperson of the Committee or any member of the SRC so authorised or any other person so authorised by the Board in this behalf.

7. Functioning's of the Committee, Proceedings, Quorum, etc.**7.1** Minimum Number of Meetings

The SRC shall have at least one physical meeting in a financial year

7.2 Maintaining high Corporate Governance Standards

SRC being a sub-committee of the Board, it is expected to adhere to all the provisions as applicable to meetings of the Board, including Secretarial Standards -1 (SS-1 on Meeting of its Board of Directors) to the extent applicable to it.

Questions arising at any meeting of the Committee shall be determined by a majority of votes of the members present. [141(2) of MOAOA]

7.3 Conflict of Interest

Committee Members including its Chairman/ Chairperson shall avoid any situation that may give rise to a conflict of interest or the appearance of a conflict of interest. If an actual or potential conflict of interest arises, the Members/ Chairman/ Chairperson shall promptly inform the Committee members present in the meeting and shall recuse himself or herself from any Committee deliberations or decisions related to the matter that is the subject of the conflict of interest.

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7.4 Quorum

- 7.4.1** The quorum for its meetings shall be either two-members or one-third of its member strength, whichever is higher. No meetings can be held without the presence of at least one non-executive director of the Company.
- 7.4.2** If the number of Interested Directors exceeds or is equal to two-thirds of the total strength, the remaining Directors present at the Meeting, being not less than two, shall be the Quorum during such item/ discussion, provided one of them is a non-executive director.
- 7.4.3** In a situation where the Quorum excluding the Interested Directors is less than two, the item may be put up to the Board of the Company for its consideration.
- 7.4.4** In order that a Meeting may be properly constituted, and the business be validly transacted, Quorum should be present throughout the meeting.

7.5 Attendance & Leave of Absence

- 7.5.1** All the SRC members should strive to be present at the meeting of the Committee.
- 7.5.2** Request for leave of absence may be either oral or written. Any such request received should be mentioned at the Meeting and should be recorded in the Minutes of the Meeting, with the names of directors' present at the meeting and those who have been granted leave of absence.

7.6 Meeting through Video Conferencing

The SRC, if deems expedient can hold its meetings through video conferencing or other audio-visual means in adherence with the requirements of Rule 3 & 4 of the Companies (Meetings of Board and its Powers) Rules 2014 to the extent applicable to it.

7.7 Notice of Meeting

- 7.7.1** The SRC meetings ordinarily shall be called by giving not less than seven (07) days' notice in writing.
- 7.7.2** A shorter notice to transact urgent business can also be given subject to the condition that at least one non-executive director shall be present at the meeting.

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7.8 Agenda Items

- 7.8.1** The Committee Chairperson shall in consultation with other members establish an agenda for each meeting of the Committee, which may include matters additional to those contemplated under the statute.
- 7.8.2** Any member of the committee may not less than two (02) working days of the meeting date suggest the addition of any matters to a meeting agenda. The same shall be included as part of the agenda item as per the sole discretion of the Committee Chairperson taking into consideration the points covered under Clause 7.8.3 hereinbelow.
- 7.8.3** Any item not part of the Agenda item and sought to be discussed at the meeting, shall be only allowed at the sole discretion of the Committee Chairperson and with the approval of all the directors present at the meeting.

7.9 Circulation of Notices & Committee Meeting Packs

Normally as part of the “**Go Green Initiative**” all AC meeting notices/ Committee Meeting Packs / other related information shall be sent by electronic mail to the committee members by the Committee Chairperson or by the Company Secretary authorised in this behalf.

7.10 Designated/Company provided E-Mail Ids

To maintain necessary levels of confidentiality and to ensuring sensitive and inside trading information not being leaked out, the members are expected to use the company provided e-mails to receive and communicate with the Company. The consequences and responsibilities (regulatory or otherwise) of not using the company provided e-mail ids is solely on the member concerned. The Company would not be held liable for the same.

7.11 Seeking Clarifications/ Raising Concerns

In case of any doubts/ concerns the Committee, Members are expected to seek clarifications from the Committee Chairperson or the Company Secretary. The responsibility to do so, lies with the Committee Member/s.

7.12 Committee Chairperson and matters connected thereof

- 7.12.1** If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting. [Article 140(2) of MOAOA] subject to Clause 4 and 5 hereinabove.

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7.12.2 In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote. [141(3) of MOAOA]

7.13 Adjourned Committee Meetings

7.13.1 A Committee may meet and adjourn as it thinks fit. [Article 141(1) of MOAOA]

7.13.2 Meeting which has been validly summoned or convened, and where the requisite Quorum is present, may still be adjourned by the Chairperson for any reason, unless a majority of the Directors present at the Meeting dissent or object to such adjournment. [Clause 1.1.2 of SS-1]

7.13.3 In respect of a Meeting adjourned for want of Quorum, a statement to that effect by the Chairperson or in his absence, by any other Director present at the Meeting shall be recorded in the Minutes.

7.13.4 The Minutes of the adjourned Meeting should be prepared separately and in the same manner as the Minutes of the original Meeting and the fact that the Meeting is an adjourned Meeting should be specified in such Minutes.

7.13.5 For the purpose of recording the time of conclusion of the Meeting which has been adjourned, the time at which such Meeting was adjourned should be recorded.

8. Passing Resolutions by Circulation

8.1 The Committee can may also approve matters through passing's resolutions by circulation, while ensuring compliance with Section 175 read with Rule 5 and SS-1 to the extent applicable to it.

8.2 Normally the draft resolution and necessary papers for seeking the said approval shall be circulated by electronic means which includes electronic mail.

8.3 The committee members decision shall be confirmed by him/her within **seven (07)** days of receipt of the same or some reasonable as may be decided by the NRC. Failing which his approval shall be presumed.

9. Proceedings and Minutes of Committee Meeting

9.1 Proceedings- since the same is required to be submitted to the Board, the same shall be signed by the Committee Chairperson, who had chaired in the said meeting. And incase of incapacity or reasons beyond the control by the Chairperson by all the Committee Members present at the meeting before the same is submitted to the Board.

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- 9.2** The draft minutes of the meeting shall be circulated among all members of the committee within fifteen (15) days of the meeting either in writing or electronic mode as per normal practice. Every member who attended the meeting shall confirm or give his comments in writing, about the accuracy or recordings of the proceedings of that particular meeting in the draft minutes, within seven (07) days or some reasonable time as decided by the SRC, after receipt of the draft minutes. Failing which his/her approval shall be presumed.
- 9.3** The Chairperson of the meeting shall have the absolute discretion to the inclusion or non-inclusion of any matter in the minutes, which in his/her opinion-
- a. Is or could be reasonably regarded as defamatory or any person, or
 - b. Is irrelevant or immaterial to the proceedings; or
 - c. Is detrimental to the interests of the Company.

10. Submission of Committee Proceedings to Board

- 10.1** The Committee shall record its summaries of recommendation to the Board, which will be incorporated as a part of the Minutes of the Board of Director's Meetings of the Company.
- 10.2** Subsequently once the minutes of the meeting are signed, they shall be submitted to the Board meeting held immediately after the signing date and taken on record at the said Board Meeting.

11. Chairperson's attendance at General Meetings of the Company [Sec.177(7) of the Act].

- 11.1** It is expected of the Committee Chairperson to be present at all general meetings of the Company (Annual or Extraordinary or other general meetings of members of the Company).
- 11.2** Incase due to exigence's or incapacities or reasons beyond his/her control the Committee Chairperson is unable to attend the said meetings, he/she shall-
- 11.2.1** Communicate his/her inability to attend in writing, electronic or otherwise at the earliest but not less than 48 hours from the meeting time.
 - 11.2.2** The communication shall be addressed to the Board Chairman or the Company Secretary as the case may be.
- 11.3** The Committee Chairperson's inability to attend the meeting on the ground/s envisaged under Point 11.2. above shall simultaneously –

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- 11.3.1** also be required to nominate and authorise any other member of the SRC to represent him and attend the general meeting on his/her behalf.
- 11.3.2** Such Authorisation/Nomination shall be forwarded to the Board Chairman/ Company Secretary at the earliest, but not later than forty-eight (48) hours before the designated meeting commencement time.

12. SRC's Terms of Reference

SRC is expected to consider and resolve all the concerns/ grievances of the security holders related to AJIL and hence its terms of reference for the Committee shall be as under

12.1 Resolving Stakeholder Grievances/ Concerns/ Queries

- 12.1.1** Complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, general meetings.
- 12.1.2** Approve issue of new/duplicate certificates and new certificates on split/consolidation/renewal.
- 12.1.3** Approve, register, refuse to register transfer/transmission of shares and other securities.
- 12.1.4** Approve dematerialization and re-materialization of equity shares.

12.2 Review and Monitoring Responsibilities

- 12.2.1** Review the measures taken for effective exercise of voting rights by shareholders;
- 12.2.2** Review and Monitor 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;
- 12.2.3** 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; and
- 12.2.4** Review the overall performance in the quality of investor services and recommend measures for their improvement.
- 12.2.5** Monitor and review any investor complaints received by the Company or through SEBI, SCORES and ensure its timely and speedy resolution, in

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consultation with the Company Secretary and Compliance officer and RTA of the Company.

12.3 Authority to Sub-delegate Responsibilities

As timely resolution of investor concerns and grievances is paramount in ensuring high quality investor services and also ensuring adherence to the timeliness prescribed by statute related to resolving stakeholders issues the SRC may delegate some of the routine functions related to stakeholders' issues, inter-alia: -

- a. Matters connected with transfer/transmission, duplicates/ replacement of share certificate, Dematerlization/re-materialization, and any other routine matters connected thereto;
- b. Routine share holder communications including those related to non-receipt of annual reports, etc.
- c. Response to SCORES complaints and timely closure
- d. Day to day operational interactions between Company and RTA in addressing stakeholders' concerns/queries/ etc.
- e. Filing submissions, responses including appearances before SEBI on any stakeholder related matter, provided the Committee is duly updated and fully informed about the same.
- f. Adherence to compliances and filings connected thereto, including but not restricted to LODR 2015 compliances as mandated.

The aforementioned sub-delegation shall be in favour of the Company Secretary of the Company at first instance.

However, in his/her absence, the same may be sub-delegated to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s) as it deems necessary and expedient and in the interest of Stakeholder services.

12.4 Other Responsibilities

12.4.1 The Committee shall consider and oversee the implementation of the objectives stated in this Charter.

12.4.2 Providing periodical updates to the Board.

12.4.3 Shall perform any other function required under

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- SEBI Regulations;
- The Companies Act 2013 and Rules made thereunder;
- Stock Exchange Regulations wherein the Companies' shares are listed;
- Directions of the Board of the Company and
- Any other law as applicable.

13. Review/Amendment/Modification

13.1 The adequacy of this Charter Document shall be reviewed and reassessed at periodic intervals by SRC as deemed appropriate.

13.2 Reviews and recommendations by SRC shall be forwarded to the Board for its consideration and approvals.

14. Scope and Limitation

14.1 This Charter Document of the Stakeholders Relationship Committee Charter (SRCC) is framed based on the provisions of the Companies Act, 2013 and rules thereunder and the requirements of Listing Regulations with the Stock Exchanges.

14.2 In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

14.3 The right to interpret this Charter Document rests with the Committee or the Board.

15. Version Control

Sl. No	Version	Recommended (by SRC)	Approved (By Board)	Effective From (Date)
1	Previous Version: SRCC/V01/1516	26-April-2015	18-May-2015	18-May-2015
2	Amended Version: SRCC(V01-2021)	28-June-2020	27-July-2020	28-June-2020