

Stakeholder Relationship Committee Charter of BEW Engineering Limited



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1) Preamble.:

This charter governs the functioning of the Stakeholder Relationship Committee of Board of Directors of the Company BEW Engineering Limited (hereinafter referred to as the said “**Company**”) constituted in pursuance of provisions under Companies Act, 2013 read with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements),2015.

An Stakeholder relationship Committee is constituted by the Board of Directors of the Company for resolving the grievances of the stakeholders not limited to Shareholders, debenture holders and other security holders.

2) Regulatory Framework.:

Pursuant to Section 178(5) and Section 178 (6) of the Companies Act, 2013 read with Regulation 20 read with Part D OF Schedule II of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements),2015, and as amended from time to time laid down the provisions for the constitution, purpose, frequency of the meeting, role and penalty for non compliance of the abovesaid provisions.

3) Composition.:

- i. The Stakeholder relationship Committee shall comprise a Chairman who shall be non-executive director and such other members as by decided by the Board.

The Company Secretary shall act as Secretary to the Committee.

4) Quorum.:

The Quorum necessary for transacting business at a meeting of the committee shall be 1/3rd of the members of the Stakeholder relationship Committee or two members; whichever is greater. A duly convened meeting of the Stakeholder relationship Committee of the Company at which the requisite quorum is present shall be competent to exercise all or any of the authorities, power, and discretion vested in our exercisable by the committee.

5) Frequency of Meetings.

The Stakeholder relationship Committee shall meet at regular intervals, as and when required.

6) Place of Meetings.

The Stakeholder relationship Committee shall meet at the registered office of the company or any such other place as the members of the Committee may decide. The decision of Chairman of the Committee shall be final in this regard.

7) Invitees to meeting.:

The Stakeholder relationship Committee may invite such executives(s)/ person(s) as it considers appropriate to be in present in the meeting.

8) Minutes of the meeting and approval.:

The Company Secretary shall send notices of meeting to all members of Committee and record minutes of the Meeting. The minutes of each meeting of Committee shall be record minutes of the Meeting. The Minutes of each meeting of Committee shall be drafted and circulated to the members of the Committee, within 15 days from conclusion of the meeting, for consideration and concurrence. The observations/ suggestions made by members, if any, shall be incorporated. The finalized minutes shall be put for noting at the next meeting and signed by Chairman of the Stakeholder relationship Committee.

9) Role of the Committee.:

The role of the committee shall inter-alia include the following

- (1) 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.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) 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.
- (4) 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

To perform all functions relating to the interests of shareholders / investors of the Company and as assigned by the Board, as may be required by the provisions of the Companies Act, 2013 and Rules made thereunder, Listing Regulations and guidelines issued by the SEBI or any other regulatory authority.

10) Power.:

The Committee shall act and have powers in accordance with the terms of reference specified in writing, by the Board, which shall include the following:-

- i. To Supervise or review any activity within its terms of reference or referred to it by the Board and for this purpose shall have the powers to obtain professional advice from external sources and have full access to information contained in the records of the company;
- ii. To seek information from any employee, Director or KMP.
- iii. To secure attendance of outsiders with relevant expertise, if it considers necessary.

11) Function:

The primary functions of the Committee shall be as follows;-

- i) To consider and resolve the grievances of security holders of the Company.
- ii) Formulation of policies/ procedures in line with the statutory guidelines to ensure speedy disposal of various grievances received from security holders from time to time;
- iii) To further delegate all or any of the power to any other employee(s), officer(s), representatives(s), consultant(s), professional(s), or agent(s) as it deem necessary;

12) General Meetings.

The Chairman of the Committee or, in his absence, any other meeting of the committee authorized by him in this behalf shall attend General Meetings of the Company.

13) Sitting fees:

The members of the Committee shall be paid sitting fees for every Stakeholder relationship Committee meeting attendees. The sitting fees shall be such as is approved by the Board from time to time in accordance with the provisions of the Companies Act, 2013.

14) Review of Charter

This charter is subject to Companies Act, 2013 read with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), 2013 and/or any other law as may be applicable in this regard. If a provision of this Charter is inconsistent or contrary to any law in force in India, such law, rules and/or regulations shall prevail over the Charter.

The Board has the right, subject to applicable laws and regulations, to modify this Charter, to reconstitute/dissolve the Committee or to supersede its actions.

The adequacy of this Charter shall be reviewed and reassessed by the Committee, at least annually and appropriate recommendations shall be made to the Board to



update the Charter based on the changes that may be brought about due to any regulatory amendments or otherwise.
