

**VISHAL COLOUR ROOFS LIMITED**  
**STAKEHOLDERS' RELATIONSHIP COMMITTEE (SRC)**  
**TERMS OF REFERENCE**

**1. FORMATION:**

The Stakeholders' Relationship Committee is constituted pursuant to Section 178 of the Companies Act, 2013 read with the rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**2. PURPOSE**

The purpose of the Stakeholders' Relationship Committee (the 'Committee') of the Board of Directors (the 'Board') of Vishal Colour Roofs Limited (the "Company") shall be to assist the Board and the Company to oversee the various aspects of interests of Stakeholders of the Company. The term 'Stakeholder' shall include shareholders, debenture holders and other security holders. The purpose and responsibilities of the Committee shall include such other items/matters prescribed under applicable laws or prescribed by the Board in compliance with applicable law, from time to time. The primary objective of the Committee is to consider and resolve the security holders' concern or complaints. The Committee shall monitor and review the investor service standards of the Company. The Committee shall take steps to develop an understanding of the views of shareholders about the Company, either through direct face-to-face interaction, analysts' briefings or survey of shareholders. The Committee shall oversee and review the engagement and communication plan with shareholders and ensure that the views / concerns of the shareholders are highlighted to the Board at appropriate time and that the steps are taken to address such concerns.

**3. COMPOSITION:**

- (a) The Stakeholders' Relationship Committee shall have at least 3 Directors as its Members, with at least one being an Independent Director.
- (b) The Chairman of the Stakeholders' Relationship Committee shall be a Non-Executive Director.
- (c) The Members of the Committee shall be appointed by the Board of Directors from time to time.
- (d) The Chairman of the Committee shall be present at the Annual General Meeting, to answer the queries of the security holders.

**4. MEETINGS:**

- (a) The Committee shall meet at least once a year and further as and when deemed necessary for the performance of its objectives.
- (b) Meetings of the Committee shall be convened by written notice or through electronic means served on each of the Member of the Committee at least seven days prior to the Meeting or at shorter notice.

**5. QUORUM:**

The quorum for a meeting of the Stakeholders' Relationship Committee shall be either two members or one-third of the members of the Committee, whichever is greater, with at least one Independent Director present.

**6. ROLE OF STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The role of the Committee are as follows:

- (i) Resolving the grievances of the security holders of the Company 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.
- (ii) Review of measures taken for effective exercise of voting rights by shareholders.
- (iii) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (iv) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- (v) Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.
- (vi) Carrying out any other function as prescribed under Listing Obligations and Disclosure Requirements, Regulations, 2015 read with its amendments issued by SEBI.

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