



TERMS OF REFERENCE FOR STAKEHOLDERS RELATIONSHIP COMMITTEE

(Amended/Updated as on 16-05-2019)

UNIVERSAL CABLES LIMITED

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UNIVERSAL CABLES LIMITED

TERMS OF REFERENCE FOR THE STAKEHOLDERS RELATIONSHIP COMMITTEE

- (1) The Stakeholders Relationship Committee (hereinafter referred to as “the Committee”) shall act in consonance with the provisions of Section 178 of the Companies Act, 2013 and rules framed thereunder, Securities Contract (Regulation) Act, 1956 and Regulation 20 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.
- (2) Stakeholders Relationship Committee shall specifically look into various aspects of interest of shareholders, debenture holders and other security holders.
- (3) The chairperson of the Committee shall be a non-executive director. At least three directors, with at least one being an independent director, shall be members of the Committee.
- (4) The Chairperson of the Committee shall be present at the annual general meetings to answer queries of the security holders.
- (5) The Committee shall meet at least once in a year
- (6) The Committee shall specifically look into various aspects of interest of shareholders, debenture holders and other security holders. The Committee shall consider and resolve the grievances of security holders of the Company consisting of shareholders, debenture holders, deposit holders and other security holders, if any, of the Company and comply with the applicable requirements of Section 178 of the Companies Act, 2013 provided that non-consideration of resolution of any grievance by the Committee in good faith shall not constitute a contravention of provisions of said Section.
- (7) The Committee is vested with all powers to approve transmission of above 2500 shares under one transfer Deed/Form as per applicable provisions of the Companies Act, 2013 and rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, or in pursuance to and compliance as per the order(s) of any court/tribunal/statutory authority or other concerned authority.
- (8) The Committee is vested with all powers to approve issuance of duplicate share certificate(s) as per applicable provisions of the Companies Act, 2013 and rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, or in pursuance to and compliance as per order(s) of any court/tribunal/statutory authority or other concerned authority.
- (9) The Committee is vested with all powers to approve issuance of fresh share certificate(s) on consolidation/sub-division/renewal and also for issuance of share certificate(s) on rematerialisation of equity shares of the Company.
- (10) 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.

- (11) Review of measures taken for effective exercise of voting rights by shareholders.
- (12) 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.
- (13) 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.
- (14) The Company Secretary of the Company shall act as the Secretary of the Stakeholders Relationship Committee.
- (15) The Chairman of the Committee or, in his absence, any other member of the Committee authorised by him in this behalf shall attend the general meetings of the Company.
- (16) The Minutes of the Meetings of Stakeholders Relationship Committee held from time to time shall be placed before the Board for its information.

The above terms of reference for the Stakeholders Relationship Committee may be amended, elaborated and expanded by the Board of Directors from time to time which shall always be specified in writing.