



GENPHARMASEC LIMITED

(Formerly Known as Generic Pharmasec Limited)

STAKEHOLDERS RELATIONSHIP COMMITTEE POLICY





STAKEHOLDERS RELATIONSHIP POLICY

I. INTRODUCTION

This Stakeholders Relationship Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 20 of the Listing Agreement, as amended from time to time. The Board of the Directors of the Company have reviewed, modified and adopted this to align the same with the applicable laws, rules and regulations.

II. OBJECTIVE

Stakeholder Relationship Committee (Committee) is the Committee of the Board of Directors. The main objective of this Committee is to resolve the grievances of security holders of the company. For listed companies the rights of stakeholders play a very important role in the Corporate Governance of the Company. The listed entity shall constitute a Stakeholders Relationship Committee to look into various aspects of interest of shareholders, debenture holders and other security holders.

III. WHO SHOULD CONSTITUTE STAKEHOLDER RELATIONSHIP COMMITTEE?

Every listed company and the Board of Directors of a company which consists of more than one thousand shareholders, debenture-holders, deposit-holders and any other security holders at any time during a financial year shall constitute a Stakeholders Relationship Committee.

IV. COMPOSITION

- ❖ The Committee shall be appointed by the Board and shall comprise of at least three Directors as members, with at least one being an Independent Director.
- ❖ The members of the Committee shall elect a Chairperson from amongst themselves, who should be a Non-Executive Director.
- ❖ The Chairperson of the Committee shall be present at the general meetings to answer queries of the security holders.
- ❖ The Company Secretary shall act as the Secretary to the Committee. The Secretary will be responsible for taking adequate minutes of the proceedings and reporting on actions taken in the subsequent meeting.

V. QUORUM

- ❖ The quorum necessary for transacting business at a meeting of the Committee shall be two- thirds of the members of the Committee.
- ❖ A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.



VI. Meetings

- ❖ The Committee shall meet at least once in a year. However, 2 to 3 meetings during the year are recommended.
- ❖ The Committee may invite company executives, R&T agency officers and Securities Auditors basis an invite from the Committee Chairman.
- ❖ While invitees to the Committee shall have a right to be heard in the meetings, they shall not have a right to vote. The right to vote shall vest only with the members of the Committee.

VII. Authority & Powers

- ❖ 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:
 - To investigate any activity within the scope of this Charter or referred to it by the Board.
 - Seek any information or explanation from any employee or director of the Company.
 - Ask for any records or documents of the Company.
 - Engage independent consultants and advisors, including legal counsel or expert, as it deems appropriate.
 - The committee shall coordinate with other committees to the extent that its work has a bearing on their scope of work.

VIII. Role of the Stakeholders Relationship Committee

- ❖ 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.
- ❖ Review of measures taken for effective exercise of voting rights by shareholders
- ❖ 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
- ❖ 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.

IX. Measures to be taken by the Committee

- ❖ Since this Committee is a Board Committee, the Board shall delegate powers and responsibilities to the Committee (terms of reference)



- ❖ The terms of reference should include the responsibilities stated under the Act and the Regulations.
- ❖ The Committee can further create sub-committees of the management if the Company has large shareholder base or more than one type of securities listed on stock markets. This will help better management and quick resolution of the shareholder grievances.
- ❖ The Committee shall lay down policies, procedures and ask for report on status of compliances and various measures taken.
- ❖ The Chairman shall attend the General Meetings of the Company to answer the queries of the security holders and in absence of Chairman, any other member of the committee authorized by in this behalf shall attend the General meetings of the Company.

X. Measures to be taken by the Company

- ❖ The listed entity shall make the specified disclosures and follow its obligations in letter and spirit taking into consideration the interest of all stakeholders.
- ❖ Monitor and review any investor complaints received by the Company and through SCORES platform, ensure its timely and speedy resolution
- ❖ Listed entities to file with recognized Stock Exchanges, on quarterly basis, within 21 days from the end of each quarter, a statement of number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed during the quarter and those remaining unresolved at the end of the quarter. This statement shall be placed on quarterly basis, before the Board of Directors of the Listed entity.
- ❖ Inform shareholders about all corporate actions clearly and in a timely manner
- ❖ Following details with respect to this Committee to be published in the Annual Report of the Company name of non-executive director heading the committee; name and designation of compliance officer; terms of reference of the Committee (optional); number of shareholders' complaints received so far; number not solved to the satisfaction of shareholders; number of pending complaints. Details of composition and attendance of the members in the Committee meetings and terms of reference of the Committee.
- ❖ Following details to be published on the website of the Company Composition of the Committee the email address for grievance redressal, contact details of the Registrar and Share Transfer Agents of the Company and other relevant details contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances
- ❖ The Company shall maintain a list of complaints/queries/grievances received from the shareholders and ensure that the same are addressed in a timely manner.
- ❖ The Company shall write to all shareholders to register their email id's for better communication and access.
- ❖ Details of voting during the general meetings should be communicated on time along with necessary details.

XI. Responsibilities

- ❖ The responsibilities of the Committee shall include the following:
 - Approval of issue of duplicate certificates for securities and transmission of securities.
 - 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.
 - Review of measures taken for effective exercise of voting rights by shareholders.
 - Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
 - 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.

- Oversee the statutory compliance relating to all securities including dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund.
- Review of movements in shareholding and ownership structures of the Company.
- Conduct a Shareholder Satisfaction Survey to judge the level of satisfaction amongst shareholders.
- Suggest and drive implementation of various investor-friendly initiatives.
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

XII. Reporting

- ❖ The Committee will report and update the Board periodically, on such matters as it considers relevant.
- ❖ The annual report of the Company shall disclose the composition of the Committee, brief description of the scope of the Committee Charter, names of members, Chairperson, meetings, attendance.
- ❖ In the matters where the Board does not accept any recommendation of the Committee, which is mandatorily required to be approved by the Board, the fact of the same to be disclosed in the Corporate Governance Report of the relevant financial year, along with reasons thereof.

XIII. Compensation

Members of the Committee shall receive such sitting fees and / or commission, if any, for their services as Committee members, as may be determined by the Board in its sole discretion.

XIV. Evaluation

- ❖ The Committee shall undergo an annual self-evaluation of its performance and report the result to the Board. It shall recommend any changes it considers necessary for the approval of the Board. The Committee may facilitate/conduct such evaluation & reviews in such manner as it deems appropriate. It shall confirm annually to the Board that the responsibilities have been carried out. Areas for evaluation as part of this exercise include:
 - Mandate and composition of the Committee
 - Effectiveness of the committee
 - Structure of the committee and meetings
 - Independence of the committee from the Board
 - Contribution to decisions of the Board

XV. REVIEW OF THIS POLICY

The Board of the Company may carry out the changes to this policy from time to time so as to bring them in line with the amendments as may happen under the listing regulations and/or Companies Act, 2013.

XVI. PLACEMENT OF THE CODE ON THE WEBSITE OF THE COMPANY

This policy as amended from time to time shall be posted on the website of the Company.
