

**STAKEHOLDERS' RELATIONSHIP &**  
**SHARE TRANSFER POLICY**  
**OF**  
**SARVESHWAR FOODS LIMITED**

## 1. Prelude

The Sarveshwar Foods Limited policies and management system provide direction and structure for the Company's economic, social and environmental performance. In turn, these policies guide our business decisions as we work to meet regulatory requirements and stakeholder needs & expectations.

Our Stakeholder Relations Guideline reflects our values and beliefs. It specifies the importance of meeting the changing expectations of our stakeholders and encourages the kind of open, honest communication that fosters trust and co-operation.

Through information sharing and consultation, the Sarveshwar Foods Limited aims to develop long-term relationships with stakeholders that enable us to supply the products our customers' demand, while contributing to a strong economy, healthy environment and social well-being.

The SR - ST Committee constituted in compliance with the applicable provisions of the Companies Act, 2013, shall ensure;

- To consider and resolve the grievances of security holders of the Company including Investors' complaints
- Approval of transfer or transmission of shares, debentures or any other securities.
- Issuance of duplicate certificates and new certificates on split/consolidation/renewal etc.
- Redressal of complaints regarding the non-receipt of declared dividends, balance sheets of the Company, etc.
- Effective implementation of whistle blower mechanism offered to all the Stake holdersto report any concerns about illegal or unethical practices.
- Carrying out any other function contained in the Listing Agreement/Listing Regulations,as amended from time to time.
- Performance of such other functions as may be necessary under any statutory or other regulatory requirements to be performed by the Committee and as delegated by the Board from time to time.

## 2. Definitions

1. "SFL" or "Company" means Sarveshwar Foods Limited, a Company incorporated under the Companies Act, 1956.
2. "The Stakeholder Relationship & Share Transfer Committee" or "Committee" means Committee of Board of Directors of the Company constituted under the provisions of Companies Act, 2013 and Listing Obligations & Disclosure Requirements (LODR).
3. "Board of Directors" or "Board" in relation to a Company, means the collective body of Directors of the Company. (Section 2(10) of the Companies Act, 2013)
4. "Policy" means this Policy, as amended from time to time.

5. "SEBI" means Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992 (15 of 1992).
6. "LODR" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, LODR, Securities Contracts (Regulation) Act, 1956 or any other applicable law or regulation, including any amendment or modification thereof, as may be applicable.

### **3. Legal Framework**

- Section 178(5) of the Companies Act, 2013 ('the Act') requires the Board of Directors of a Company, consisting of more than one thousand shareholders, debenture-holders, deposit holders & any other security holders, shall constitute a Stakeholders Relationship Committee consisting of a chairperson who shall be a non-executive director & such other members as may be decided by the Board.
- Section 178(6) of the Act states: The Stakeholders Relationship Committee shall consider and resolve the grievances of the security holders of the Company.
- Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, across its different clauses, customarily emphasis on the duty of the board to be carried out in the best interest of stakeholders which inter-aliaincludes –

#### **Role of Stakeholders in Corporate Governance**

*The listed entity shall recognize the rights of its stakeholders and encourage co-operation between listed entity and the stakeholders, in the following manner:*

- The listed entity shall respect the rights of stakeholders that are established by law or through mutual agreements;
- Stakeholders shall have the opportunity to obtain effective redress for violation of their rights;
- Stakeholders shall have access to relevant, sufficient and reliable information on a timely and regular basis to enable them to participate in corporate governance process;
- The listed entity shall devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

## **Responsibilities of the board of directors**

*The board of directors of the listed entity shall have the following responsibilities:*

- The board of directors and senior management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making;

The board of directors shall maintain high ethical standards and shall take into account the interests of stakeholders.

## **Role of Stakeholders Relationship Committee**

- (i) 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.
- (ii) Review of measures taken for effective exercise of voting rights by shareholders.
- (iii) 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.
- (iv) 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.

## **4. Committee**

- The Committee is a standing Committee of the Board of the Company.
- This Committee shall primarily fulfill the requirements of the 'Stakeholders Relationship Committee, which is required to be constituted pursuant to Section 178 of the Companies Act, 2013 and the Rules prescribed thereto or any amendments thereof including Share Transfer Committee, specifically look into the various aspects of interest shareholders, debenture holders and other security holders including but not limited to complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.
- This Policy shall govern the areas of operation and processes of the committee. The committee shall review the adequacy of policy on need basis and shall recommend changes, if any required in the policy to the Board for its approval.
- The Board will adopt this policy of the Committee setting out the Terms of references / responsibilities delegated by the Board to the committee and the committee's structure and mode of operation.
- The role of the committee is to operate within the terms of its policy and to review, take note / decide / make recommendations to the Board on the matters placed before the

Committee.

## **5. Constitution of the Committee**

- The committee shall have minimum *three* Directors with at least one being an independent director including the chairperson who shall be a non-executive director.
- The committee may be constituted/ reconstituted by the Board of Directors from time to time as they deem fit in the best interest of the Company.

### **• Chairperson**

The members of the Committee shall elect a non-executive director among themselves as chairperson of the committee. The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.

## **6. Scope & Authority**

The scope and authority as well as the primary purpose of the Committee shall be to consider and resolve the grievances of security holders of the company and as may be prescribed by the Board of Directors of the Company including but not limited to the following matters:

### **Matters related with the Security Holders: Grievances**

Consider and resolve the grievances of the security holders of the Company;

Review and timely redressal of all the Security holders Grievances related to issue, allotment, transfer, dematerialization, rematerialization etc. of shares and / or other securities of the Company;

Review and timely redressal of all the Security holders Grievances related to non-receipt of information demanded if any, including but not limited to non-receipt of Annual Report, non-receipt of declared Dividend, share certificates, etc.;

Preliminary review and noting of all legal notices received and/or legal cases filed against the Company by the security holders and taking appropriate action to protect the interest of the Company.

Review and effective redressal / resolution of all other grievances related to security holders, shares, share capital, statutory documents/ information etc.

Review the process and mechanism of redressal of investor complaints and suggesting measures of improving the existing system of redressal of investor grievances.

Accomplish all such acts, things, deeds and matters in compliance with the provisions of all the applicable law(s), rules & regulations either framed thereunder or separately, including any modifications thereto and / or re-enactment thereof for the time being in force and/ or in the best interest of the stakeholders.

## **Matters related with the Security Holders: Share Transfer & Other Related Matters**

Review and approval of all requests pertaining to sub-division, consolidation, transfer, transmission of shares and issue of duplicate share certificates;

Review and approval of all requests pertaining to dematerialization or rematerialization of shares;

Review of statutory compliances pertaining to share / security capital, processes, shareholders, Registrar & Share Transfer Agent (RTA) and the depository(s) National Securities Depository Limited ("NSDL") and/ or Central Depository Services (India) Limited ("CDSL");

Management of the shareholding structure of the Company including foreign holding specifically in terms of the FDI Policy;

Overseeing the functioning of the RTA and Compliance officer;

Recommendation for change of RTA, reviewing scope of work and fees, etc;

Accomplish all such acts, things, deeds and matters in compliances with the provisions of all the applicable law(s), rules & regulations either framed thereunder or separately, including any modifications thereto and / or re-enactment thereof for the time being in force and/ or in the best interest of the security holders.

### **7. Effective Date**

This policy is approved by the Board of Directors on in its Meeting held on 26<sup>th</sup> May, 2018 and is effective from April 1, 2018.

### **8. Limitation And Amendment**

- The Board may in their discretion and on recommendation of the Committee, make any changes/modifications and/or amendments to this Policy from time to time.
- Requirements with respect to quorum, notice of meeting, documentation, etc shall be in conformity with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government, unless expressly stated otherwise.
- In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over and automatically be applicable to this Policy and the relevant provisions of the Policy would be amended/modified in due course to make it consistent with the law.

