

**TRF LIMITED**

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

**Principles, Responsibility & Governance  
("Terms of Reference")**

**Terms of Reference of the Stakeholders Relationship Committee:**

- Review statutory compliance relating to all security holders.
- **Consider and resolve the grievances of security holders of the company including complaints related to transfer/transmission of securities, non-receipt of annual report/declared dividends/notices/ balance sheet *and issue of new/duplicate certificates, general meetings etc..***
- Oversee compliances in respect of dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund.
- Oversee and review all matters related to the transfer of securities of the company.
- Approve issue of duplicate certificates of the company.
- Review movements in shareholding and ownership structures of the company.
- Ensure setting of proper controls and oversee performance of the Registrar and Share Transfer Agent.
- Recommend measures for overall improvement of the quality of investor services.
- Set forth policies relating to and oversee implementation of the Code of Conduct for prevention of Insider Trading (in case of absence of a separate Committee setup for this purpose).
- **Review of measures taken for effective exercise of voting rights by shareholders.**
- **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.**
- **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.**
- **The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.**
- **The Committee shall meet at least once in a year and as considered appropriate to discuss matters.**