

MOHIT PAPER MILLS LIMITED

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Policy:

STAKEHOLDER RELATIONSHIP CHARTER

STAKE HOLDER RELATIOHNSHIP COMMIITR CHARTER

PREFACE:

The Board of Directors (“Board”) of the Mohit Paper Mills Limited (“the Company or MPML”) adopted and granted this charter to the Stakeholder Relationship Committee (“the Committee”) of the Company. It governs the operations of the Committee. It specified the limits and responsibilities of the Committee but it is subject to the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI listing regulation”), as amended from time to time. Any provision of the Charter that reduces the effectiveness of such Act or SEBI listing regulations shall not prevail i.e. this charter shall be subject to the provisions of the Act and SEBI listing regulation.

The Committee has been set up by the Board of Directors to assist it in the discharge of its oversight role in the areas specified hereafter. The Board has the right, subject to applicable laws and regulations, to modify this Charter, to dissolve the Committee or to supersede its actions. In all cases, the Board shall take such decisions in a full meeting and shall minute such a decision, with reasons. In such cases the fact with reasons shall be disclosed in the annual report to shareholders.

As per section 178 of the Act read with Rule of Companies (Meetings of Board and its Powers) Rules, 2018 (“Rules”) and regulation 20 read with part D of schedule II of SEBI listing regulation, the primarily role and responsibility of the committee towards the Company mentioned herein. The Chairperson of the Committee shall be a Non-executive Director.

Objective

The Committee of the Board of Directors (“Board”) established in accordance with the Act and SEBI listing regulation and authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions of the Board from time to time. The Committee shall as per this charter and as per the policy approved by the Board have primary objective of:

- a. formulation of policies and procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from security holders from time to time,
- b. to consider and resolve the grievances of security holders of the Company;
- c. To approve, register, refuse to register transfer / transmission of shares and other securities.
- d. monitor and review any investor complaints received by the Company or through SEBI and SCORES and ensure its timely and speedy resolution, in consultation with the Company Secretary and Compliance officer and RTA of the Company.

Role of the Committee

The role of the Committee shall be to as follows:-

- a. Redressal of shareholders and investor complaints/ grievances e.g. transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc.;
- b. formulation of policies and procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from security holders from time to time;
- c. to approve, register, refuse to register transfer / transmission of shares and other securities;
- d. to sub-divide, consolidate and / or replace any share or other securities certificate(s) of the Company;
- e. to authorize printing of Share Certificates post authorization from the Board of Directors of the Company;
- f. to issue the Share Certificates under the seal of the Company, which shall be affixed in the presence of, and signed, as required under the provisions of the Act.

- g. To authorize issue of Duplicate Share Certificates and Share Certificates after Split/Consolidation/Rematerialization and in replacement of those which are defaced, mutilated, torn or old, decrepit, worn out or where the pages on reverse for recording transfers have been utilized;
- h. to approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder or operation of law;
- i. to monitor and review the performance and service standards of the Registrar and Share Transfer Agents of the Company and provides continuous guidance to improve the service levels for investors;

Composition

Pursuant to the provisions of the Act and SEBI listing regulation, the Board shall constitute the committee under the required provisions. The Committee shall comprise of minimum three Directors as members as decided by the Board from time to time and required details are under.

Chairperson The Chairperson of the Stakeholders Relationship Committee shall be appointed by the Board at the time of constitution or reconstitution of the Committee and shall be non- executive Director. The members of the Committee may also elect the Chairperson amongst themselves in absence of the chairperson.

Members In terms of section 178 (5) of the Companies Act, 2013, the Committee shall consist of a chairperson who shall be a non-executive director and such other members as may be decided by the Board. In terms of Regulation 20 of SEBI Listing Regulations, the Committee shall consist of at least three directors, with at least one being an independent director The Committee members shall be appointed by the Board. The Company Secretary shall act as the Secretary to the Committee. The chairperson of the committees or, in his/her absence, any other member of the committee authorised by him in this behalf shall attend the general meetings of the Company.

Reconstitution The Board may at its discretion reconstitute the Committee at any time as required.

Procedures

Meetings: The Committee shall meet at as per required under the Act and SEBI listing regulation in a year. Apart from the Committee members, Company executives and the Registrar and Transfer Agents ('RTA') and the Auditors, if any may be invited to attend the Committee meetings, as desired by the members. The Committee is empowered to convene its meeting(s) through video conferencing, if required. The presence of members through Video Conferencing shall be counted for a valid quorum. Such meetings shall be convened and held in compliance of the guidelines issued by Ministry of Corporate Affairs for convening the meetings through video conferencing.

Agenda: The Chairperson of the Committee finalizes the Agenda, in consultation with the Company Secretary. The Agenda and information concerning the business to be conducted at each meeting, shall be, as far as practical, communicated to the members at least 2 days in advance of each meeting to facilitate meaningful overview.

Meeting proceedings: The Committee shall ensure that minutes of all its proceedings are kept and shall report on its actions and activities at the next meeting of the Board.

The Secretary of the Committee records the proceedings of the Committee meetings, which is then reviewed and approved by the Chairperson of the meeting for circulation to the other members for their comments. The final minutes are noted at the ensuing meeting of the Committee and signed by the Chairperson of the meeting. The Committee is governed by the same rules regarding meetings, notice and voting requirements as are applicable to the Board.

The Committee is authorized and empowered to look into any other matter as it deems fit to ensure better servicing and protection of investor interests, beyond the provisions of this Charter.

Quorum: The quorum for the purpose of the Committee meetings shall be any two members or as under required under the provisions of the Act and SEBI listing regulation, personally present or through any other mode like audio or video mode etc.

Authority and Responsibilities

The Committee is authorized to:

- a. Review and timely redressal of all the Security holders Grievance related to issue, allotment, transfer, dematerialization, rematerialization etc. of shares and /or other securities of the Company;
- b. Review and timely redressal of all the Security holders Grievance related to non-receipt of information demanded if any, non-receipt of Annual Report, declared Dividend, share certificates etc.;
- c. Review various measures and initiatives taken by the Company for:
reducing the quantum of unclaimed dividends / shares and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders;
encouraging shareholders to convert physical holding into dematerialized form;
updating PAN / Bank mandates, email ids, contact details of shareholders;
- d. Update on IEPF shares / dividend transfer and claims released.
- e. Provide guidance and make recommendations to improve investor service levels for the investors;
- f. Review measures taken by Company for effective exercise of voting rights by shareholders;
- g. 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. Progress on legal cases in connection with securities of the Company.
- h. Review the mechanism for effective redressal of all other grievance related to shares, sharecapital, statutory documents/ information etc.
- i. To review the list comprising details of Analysts, Fund Managers and News Agencies with whom the Management have interacted.
- j. To take note of trend of movement of the Company scrip in the shareholding, volume and prices.
- k. Yearly plan to review various investor related activities during the year.
- l. To investigate any activity covered under this Charter;
- m. To seek any specific information, as may be required, from any employee(s) of the Company and/or Registrar of Transfer Agent (“RTA”), who shall co-operate with any request of the Committee;
- n. oversight of the performance of RTA of the Company and review of adherence to the service standards adopted by the Company in respect of various services being rendered by the RTA.
- o. the Committee can transfer/delegated any authority/power on the approval of the Board to the RTA regarding/specify by the committee and board as required.
- p. To obtain legal or other independent professional advice and to secure attendance of outsider(s) with relevant experience if the same is considered necessary;
- q. to frame Investor relations strategy, IR perception and actions, actively engaging and communicating with the major shareholders of the company, including obtaining proactive input on IR strategy, identify the actionable points for implementation and matters related thereto;
- r. to form and delegate authority to its sub-committees or to one or more members of the Committee.
- S. 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. The Company shall bear all such expenses to support the requirements of the Committee.

Confidentiality

The members of the Committee and all other individuals attending the meetings of the Committee should not disclose the information contained in the reports they receive, the contents of discussion or confidential information regarding the Company which have become known to them in such meetings to any other person other than in course of conducting their normal duties.

Acknowledgement:

The Directors and Senior Management personnel shall read and fully understand this model charter comply with the policies procedures and principles contained therein.
