

HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

**TERMS OF REFERENCE OF THE STAKEHOLDERS RELATIONSHIP
COMMITTEE OF DIRECTORS**

Constitution:

- (i) The Stakeholders Relationship Committee (SRC) shall comprise of at-least 3 directors including a Chairperson who shall be a non-executive director, with at least one being an independent director.
- (ii) The Company Secretary of the Corporation shall act as the Secretary to the Committee.

Chairperson:

- (i) The Chairperson shall be appointed by the Board. In case the Chairperson is not present at any SRC meeting, the members present at the meeting shall, amongst themselves, elect a Chairperson for that particular meeting.
- (ii) The Chairperson of the SRC or, in his absence, any other member of SRC authorised by him in this behalf shall attend the general meetings to answer shareholders' queries.

Meetings:

- (i) The Committee shall meet on a quarterly basis and also at such times as the Chairperson or any Member of the SRC may deem appropriate.
- (ii) The quorum for meetings of the SRC shall be at-least two Members or one third of the Members, whichever is greater.
- (iii) The Committee shall meet in person, or through video conferencing or other audio visual means, in accordance with the procedure prescribed in the Companies (Meetings of Board and its Powers) Rules 2014, as amended.
- (iv) The Members of the Committee shall be entitled to sitting fees for attending meetings of the Committee, as may be fixed by the Board, from time to time.
- (v) The minutes of the meetings of the Committee shall be recorded and maintained in accordance with the relevant provisions of the Companies Act, 2013, or any enactment or amendment or modification thereto and the applicable Secretarial Standards issued by the Institute of Company Secretaries of India .

Invitees:

- (i) In addition to the Company Secretary, the Committee may invite such officers of the Secretarial, Treasury and Deposit Departments of the Corporation to participate in the meeting, but such meetings may also be held without their presence.
- (ii) The Secretarial Auditor may be invited if necessary and shall have the right to be heard at the meetings of the Committee, but shall not have right to vote.

Role:

The role of the Committee shall include the following:

- (i) Review the mechanism adopted for redressing the grievance of shareholders, debenture holders, depositors and other security holders and the status of such redressal;
- (ii) Resolve the grievances of the shareholders, debenture holders, depositors, and including but not limited to 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.;
- (iii) Review of the activities of the Secretarial Department of the Corporation inter alia adherence to Service Standards and Standard Operating Procedures relating to the various services rendered by the Investor Services Department;
- (iv) Review of the various measures and initiatives taken by the Corporation for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders, status of claims received and processed for unclaimed shares;
- (v) Review status of compliances with laws applicable to the Secretarial Department and its risk profile;
- (vi) Review the audit report of internal/ secretarial auditor, undertake corrective actions to rectify the deficiencies, if any and recommend the same for its noting/ approval by the Board of Directors;
- (vii) Review the Action Taken Report in respect of recommendations made by the Committee / Management;
- (viii) Review the status of the litigation(s) filed by/ against the security holders of the Corporation;
- (ix) Review of measures taken for effective exercise of voting rights by shareholders;
- (x) Review the mechanism adopted to review, monitor and report transactions relating to securities which may be suspicious from a money laundering perspective, in accordance with the KYC & AML Policy relating to securities of the Corporation;
- (xi) The Committee shall perform such other functions as may be required under the relevant provisions of the Companies Act, 2013, the Rules made there under, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and various circulars issued by the regulatory authorities thereof, as amended from time to time.

Powers:

The Committee shall be vested with the following powers:-

- (i) Investigate any activity within the terms of reference.

- (ii) To obtain advice from auditors or lawyers or experts as it may deem appropriate and to secure their attendance.
- (iii) To call for records, documents or seek explanations from Officer(s) of the Corporation or auditors or lawyers or experts as it may deem appropriate, whether or not as part of any investigation into violation of the policies of the Corporation.

Report:

The Chairperson of the SRC shall apprise the Board on the recommendations made by it on any matter under these terms of reference.

The minutes of the meeting of the Committee duly approved by the Chairperson, shall be tabled at the meeting of the Board of Directors of the Corporation for its noting.

Review & Authority:

The terms of reference of the Committee shall be reviewed periodically to reassess its adequacy.