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**STAKE HOLDERS RELATIONSHIP COMMITTEE
OF
INTERNATIONAL DATA MANAGEMENT LIMITED**

International Data Management Limited

The Stakeholders Relationship Committee” is constituted in accordance with Section 178 of the Companies Act, 2013 and applicable rules thereto and as per Regulation 20 of SEBI (LODR), Regulations, 2015 to the extent applicable.

The Committee comprises of the following members:

Name of Committee Member	Designation in Committee	Category
Mr. Sashi Sekhar Mishra	Chairman	Non-Independent Director
Mr. Suresh Chand Sharma	Member	Independent Director
Mr. P S Ravishankar	Member	Independent Director

The Scope/terms of reference of Stakeholders Relationship Committee are as follows:

- i. Consider and resolve the grievances of security holders of the Company including Investors’ complaints;
- ii. Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities
- iii. Issue of duplicate certificates and new certificates on split/consolidation/renewal etc.;
- iv. Non-receipt of declared dividends, balance sheets of the Company, etc; and
- v. Carrying out any other function contained in the Listing Agreement as and when amended from time to time;
- vi. Ensure effective implementation and monitoring of framework devised to avoid insider trading.
- vii. Ensure effective implementation of whistle blower mechanism offered to all the stakeholders to report any concerns about illegal or unethical practices.

Working Procedure of Stakeholders Relationship Committee:

In accordance with Section 178 of the Companies Act, 2013 and applicable rules thereto, applicable Secretarial Standards and also in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following working procedure is adopted by the Stakeholders Relationship Committee:

A. Constitution of the Committee:

The Board of Directors shall constitute the Stakeholders Relationship Committee as follows:

- a) the committee shall comprise of at least three directors ;
- b) the Board of directors shall decide other members of this committee;

B. Quorum:

- a) Two members either personally present or through Electronic mode

- b) Electronic mode shall be counted for quorum except on such restricted items as prescribed under Companies Act, 2013.
- c) Quorum shall be present throughout the meeting
- d) Where a member is interested in a particular item, he/she shall not be present (physically or through Electronic Mode), during discussion and shall not vote on such item.

C. Chairman:

The Chairman of this Committee is Mr. Sashi Sekhar Mishra and in his absence, any member elected by the Committee.

D. Frequency of the meeting:

As and when required, with at least two meetings in the financial year.

E. MINUTES:

The Company Secretary will maintain minutes of the meetings of the Committee, which will be submitted to the Board for noting.

F. Attendance at the General Meeting:

The chairperson of this committee, or in his absence, any other member of the committee authorized by him in this behalf shall attend the general meetings of the Company.

G. Scope/ Terms of Reference:

Stakeholders Relationship Committee shall:

- Consider and resolve the grievances of security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.
- The role of the stakeholders committee shall be as specified as in Part D of the Schedule II of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended from time to time.

H. Other points:

- The Committee shall adhere to all applicable acts, laws, regulations and standards as prescribed by the regulatory authorities.
- In case of ambiguity or clarification, the Company should refer applicable Secretarial standards, provisions of Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Articles of Association of the Company.
- In case of any amendments or modification in any of the applicable laws, regulations the working procedure shall stands modified from time to time.

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