

THE TATA POWER COMPANY LIMITED**Charter of Stakeholders Relationship Committee****1. Principles & Objectives**

1.1 The role of the Stakeholders Relationship Committee ("Committee") of The Tata Power Company Limited ("Company") shall specifically be to discharge the Board of Directors ("Board") duties of servicing and protecting the various aspect of interest of shareholders, debenture holders and other security holders.

1.2 The Committee will report periodically to the Board on its activities.

2. Composition

2.1 The Committee shall be appointed by the Board and shall comprise of at least three Directors as members, with at least one being an Independent Director.

2.2 The members of the Committee shall elect a Chairperson from amongst themselves, who should be a Non-Executive Director.

2.3 The Chairperson of the Committee shall be present at the general meetings to answer queries of the security holders.

2.4 The Company Secretary shall act as the Secretary to the Committee. The Secretary will be responsible for taking adequate minutes of the proceedings and reporting on actions taken in the subsequent meeting.

3. Quorum

3.1 The quorum necessary for transacting business at a meeting of the Committee shall be two-thirds of the members of the Committee.

3.2 A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Meetings

4.1 The Committee shall meet at least once in a year. However, 2 to 3 meetings during the year are recommended.

4.2 The Committee may invite company executives, R&T agency officers and Securities Auditors basis an invite from the Committee Chairman.

4.3 While invitees to the Committee shall have a right to be heard in the meetings, they shall not have a right to vote. The right to vote shall vest only with the members of the Committee.

5. Authority & Powers

5.1 The Committee shall act and have powers in accordance with the terms of reference specified in writing, by the Board, which shall include the following:

- To investigate any activity within the scope of this Charter or referred to it by the Board.
- Seek any information or explanation from any employee or director of the Company.
- Ask for any records or documents of the Company.
- Engage independent consultants and advisors, including legal counsel or expert, as it deems appropriate.
- The committee shall coordinate with other committees to the extent that its work has a bearing on their scope of work.

6. Responsibilities

6.1 The responsibilities of the Committee shall include the following:

- Approval of issue of duplicate certificates for securities and transmission of securities.
- Resolving the grievances of the security holders of the Company 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.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Oversee the statutory compliance relating to all securities including dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund.
- Review of movements in shareholding and ownership structures of the Company.
- Conduct a Shareholder Satisfaction Survey to judge the level of satisfaction amongst shareholders.
- Suggest and drive implementation of various investor-friendly initiatives.
- 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.

7. Reporting

7.1 The Committee will report and update the Board periodically, on such matters as it considers relevant.

7.2 The annual report of the Company shall disclose the composition of the Committee, brief description of the scope of the Committee Charter, names of members, Chairperson, meetings, attendance.

7.3 In the matters where the Board does not accept any recommendation of the Committee, which is mandatorily required to be approved by the Board, the fact of the same to be disclosed in the Corporate Governance Report of the relevant financial year, along with reasons thereof.

8. Compensation

8.1 Members of the Committee shall receive such sitting fees and / or commission, if any, for their services as Committee members, as may be determined by the Board in its sole discretion.

9. Evaluation

9.1 The Committee shall undergo an annual self-evaluation of its performance and report the result to the Board. It shall recommend any changes it considers necessary for the approval of the Board. The Committee may facilitate/conduct such evaluation & reviews in such manner as it deems appropriate. It shall confirm annually to the Board that the responsibilities have been carried out. Areas for evaluation as part of this exercise include:

- Mandate and composition of the Committee
- Effectiveness of the committee
- Structure of the committee and meetings
- Independence of the committee from the Board
- Contribution to decisions of the Board

10. Review of Charter

10.1 The adequacy of this Charter shall be reviewed and reassessed by the Committee, periodically and appropriate recommendations shall be made to the Board to update the Charter based on the changes that may be brought about due to any regulatory amendments or otherwise.

11. Subsidiary Companies

- 11.1 Listed subsidiary companies of the Company shall also form similar Committees. In such cases, where there is a requirement to form separate charters for subsidiary companies, such Committees shall adhere as much as is possible to the provisions of this Charter for their constitution and working.
- 11.2 None of the above shall supersede the specific provisions of law, including Company Law, SEBI rules and regulations, as also provisions contained in Memorandum and Articles of Association of the Company. This document shall be deployed as a guidance tool for management.