



POPULAR ESTATE MANAGEMENT LIMITED
CIN: L65910GJ1994PLC023287
81, 8th Floor, "A" wing, New York Tower, Opp. Muktidham Derasar, Thaltej,
S. G. Highway Ahmedabad - 380054 Gujarat

STAKEHOLDERS RELATIONSHIP COMMITTEE

CHARTER

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1. DEFINITIONS

1.1 Unless the context otherwise requires, capitalized terms have the following meaning:

Board: means the Board of Directors of the Company.

Chief Financial Officer: means the chief financial officer of the Company.

Committee: means the Stakeholders Relationship Committee.

Company: means *Popular Estate Management Limited* (PEML).

Company Secretary: means the Company Secretary of the Company.

Director(s): mean the Director(s) of the Company.

Group: means the Company and its subsidiaries from time to time.

Listing Rules: means the Rules Governing the Listing of Securities on The Stock Exchange of BSE

Management: means heads of divisions, departments or other operating units within the Group, and directors of subsidiaries.

2. CONSTITUTION

2.1 The Committee was formed pursuant to the resolution passed in the meeting of Board of Directors of the Company held on *November 5, 2015* and was named as "*Stakeholders Relationship Committee*".

3. PURPOSE

3.1. The primary function of the Stakeholders Relationship Committee ("the Committee") is to consider and resolve the grievances of security holders of the Company.

4. MEMBERSHIP

4.1. The Chairman of the Committee shall be a Non Executive Director and it shall comprise of such other members as may be decided by the Board Directors from time to time.

4.2 The Chairman of the Committee, or, in his/her absence, any other member of the Committee authorized by him in this behalf shall attend the general meetings of the company;

4.3 The Company Secretary/Compliance Officer shall act as the secretary to the Committee.

5. MEETINGS OF COMMITTEE

5.1. Frequency of the Meeting: The Committee shall meet at such regular intervals as may be necessary and required by law.

5.2 Notice and Agenda of Meetings: The Notice of a meeting of the Committee shall be given to each member of the Committee and to any other person required to attend no later than five working days before the date of the meeting. The notice shall state the venue, time and date of the meeting and details of any arrangements for participating in the meeting and shall include or be accompanied by an agenda of items to be discussed at the meeting. Supporting papers shall be sent to members of the Committee and to other attendees as appropriate at the same time as the notice of

meeting. The Chairman of the Committee shall plan the agenda of the meeting in co-ordination with the secretary of the committee.

5.3 Quorum of the Meeting: The quorum shall be either two members or one third of the members of the Committee whichever is greater.

5.4 Resolution of Meetings and Voting rights: Resolutions of the Committee shall be passed by a majority of votes which can also be passed by way of unanimous written resolutions. Each member of the Committee shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Committee. If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall not be permitted to vote with regards to that matter. Save where he has a personal interest, the chairman of the Committee will have a casting vote.

5.5 Minutes of Meetings: The Committee Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance and any interests of members as disclosed by them. The Committee Secretary shall circulate draft minutes of each meeting of the Committee to all members of the Committee promptly following the meeting. After receiving the comments, if any on the draft minutes, with the consultation of the Chairman of the Committee, the final version of the minutes shall be circulated to all members of the Board unless it would be inappropriate to do so.

5.6 Mode of Holding the Meeting: Meetings can be held in person, or through other electronic means of communication, e.g. by telephone or by video conference, etc.

6. REMUNERATION OF THE COMMITTEE MEMBERS

6.1. The members of the Audit Committee receive suitable remuneration as may be decided by the Board time to time.

7. ROLE OF THE COMMITTEE

The role of the committee shall include the following:

7.1. To approve/refuse/reject registration of transfer/transmission of Shares in a timely manner.

7.2. To authorize printing of Share Certificates post authorization from the Board of Directors of the Company;

7.3. To authorize to maintain, preserve and keep in its safe custody all books and documents relating to the issue of share certificates, including the blank forms of share certificates.

7.4. To monitor redressal of stakeholder's complaints/grievances including relating to non-receipt of allotment / refund, transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.

8. POWERS AND AUTHORITY:

The Shareholders' Grievance Committee may:

8.1. Ensure proper control at Registrar and Transfer agent;

8.2. Look into the redressing of the shareholders complaints and queries;

8.3. Review movement in shareholdings and ownership structure

8.4. Evaluate its performance annually.

Date: November 5, 2015

Place: Ahmedabad-----