CHARTER FOR THE STAKEHOLDERS' RELATIONSHIP COMMITTEE OF PIPELINE INFRASTRUCTURE LIMITED

I. OBJECTIVE

The objective of the Stakeholders' Relationship Committee ("Committee") of the Board of Directors ("Board") of Pipeline Infrastructure Limited ("Company") is to:

i. to specifically look into various aspects of interest of shareholders, debenture holders and other security holders (hereinafter collectively referred to as "Security holders"); and
ii. consider and resolve the grievances of Security holders of the Company.

The Committee shall primarily undertake this function by reporting its findings and making appropriate recommendations to the Board.

The constitution, quorum, role, responsibilities and powers of the Committee shall be in accordance with Section 178 of Companies Act, 2013 ("Act"), Regulation 62H of Chapter VA read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on Meetings of the Board of Directors ("SS-1") and any amendments thereto from time to time.

II. COMMITTEE CONSTITUTION

- The Committee shall consist of at least 3 directors as its members with at least one independent director.
- Chairperson of the Committee shall be a non-executive director.
- The members and Chairperson of the Committee shall be appointed by the Board at its sole discretion.

III. FREQUENCY OF MEETINGS AND QUORUM

- The Committee shall meet at least once in a financial year.
- The quorum for the Committee meeting shall either be two members or one-third of the total members of the Committee, whichever is higher.

IV. ROLES AND RESPONSIBILITIES

Key functions and responsibilities of the Committee shall include the following:

i. 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.;
ii. Review of measures taken for effective exercise of voting rights by shareholders;
iii. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar to an Issue & Share Transfer Agent;
iv. 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 Security holders of the Company;

v. Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.
vi. To consider any other key issues/ matters as may be referred by the Board or as may be required under any other statutory provisions; and
vii. The Chairperson of the Committee or, in his absence, any other member of the Committee authorised by him in this behalf, shall attend all the general meetings of the Company, including annual general meeting.

V. POWERS OF THE COMMITTEE

The Committee shall have the following authorities as empowered by the Board:

i. To have access to adequate resources which are required to perform its duties;
ii. To have full and unrestricted access to any information pertaining to the Company which may be necessary to fulfil its role;
iii. To obtain independent professional advice from external sources as may be necessary;
iv. To engage such external professionals/consultants, advisors as may be required by the Committee to discharge its duties and responsibilities; and
v. To conduct or direct any investigation required to fulfil its responsibilities.

VI. INVITEES

The Committee may invite other Directors/ officers of the Company to attend the meetings of the Committee as "Invitees" from time to time, as and when required.

Notwithstanding this invitation provision, any Director of the Company shall have the right to attend Committee meetings and have access to all documentation provided to the members of the Committee.

VII. CIRCULAR RESOLUTION

The decisions to be taken by the Committee may be taken by way of a Circular Resolution whenever it is not possible to have a meeting of the Committee, subject to compliance with the applicable provisions of the Act and SS-1.

VIII. SECRETARY

The Company Secretary of the Company shall act as the Secretary of the Committee.

IX. MINUTES

The Company Secretary of the Company shall maintain the minutes of the meetings of the Committee.

Minutes of the Committee meetings shall be placed before the Board for noting and taking the same on record as per the requirement under the Act and SS-1.

X. REVIEW

An annual review of performance of the Committee shall be conducted by the Board in consultation with the Chairperson of the Committee.

The Board shall have the sole right to review this Charter periodically and make appropriate changes as and when necessary.

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