

TIVOLI CONSTRUCTION LIMITED

Stakeholders Relationship Committee Charter

Drafted under Section 178 of the Companies Act, 2013 & the Regulations under SEBI (LODR) Regulations, 2015

(A) PURPOSE

Sec. 178 (6) The primary function of the Stakeholders Relationship Committee ("the Committee") is to consider and resolve the grievances of security2 holders of the Company.

(B) MEMBERSHIP & QUALIFICATION

Sec. 178(5)

1. The Chairperson 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.

Sec. 178(7)

2. The Chairperson of the Committee, or, in his/her absence, any other member of the committee authorised by him in this behalf shall attend the general meetings of the company;
3. The Company Secretary/Compliance Officer shall act as the secretary to the Committee.

(C) MEETINGS OF THE COMMITTEE

1. The Committee shall meet at such regular intervals as may be necessary and required by law.
2. The quorum shall be either two members or one third of the members of the Committee whichever is greater.

(D) ROLE OF THE COMMITTEE

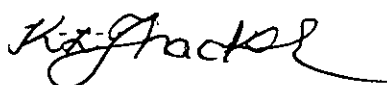
The role of the Committee shall be as under:

1. To approve/refuse/reject registration of transfer/transmission of Shares in a timely manner;
2. To authorise printing of Share Certificates post authorization from the Board of Directors of the Company;



3. To issue the Share Certificates under the seal of the Company, which shall be affixed in the presence of, and signed by:
 - (i) any two Directors (including Managing or Whole-time Director, if any), and
 - (ii) Company Secretary / Authorised Signatory;
4. To authorise affixation of the Common Seal of the Company on Share Certificates of the Company;
5. To authorise to sign and endorse the Share Transfers on behalf of the Company;
6. To authorise Managers/Officers/Signatories for signing Share Certificates;
7. To authorise issue of Duplicate Share Certificates and Share Certificates after Split / Consolidation/Rematerialization and in Replacement of those which are defaced, mutilated, torn or old, decrepit, worn out or where the pages on reverse for recording transfers have been utilized;
8. To monitor redressal of stakeholders complaints/grievances including relating to non-receipt of allotment / refund, transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.
9. 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.
10. To oversee the performance of the Register and Transfer Agents and to recommend measures for overall improvement in the quality of investor services.
11. To perform all functions relating to the interests of security holders of the Company and as assigned by the Board, as may be required by the provisions of the Companies Act, 2013 and Rules made thereunder, Listing Agreements with the Stock Exchanges and guidelines issued by the SEBI or any other regulatory authority.

Tabled and adopted by the Board of Directors of the Company at the Board Meeting held on 29th January, 2016.



**KIRIT THACKER
CHAIRMAN OF THE MEETING**