

Stakeholders Relationship Committee **Charter**

Mopshop Distribution Limited *(formerly known as Mopshop Distribution Private Limited)*

1. PURPOSE

The purpose of the Stakeholders Relationship Committee (the “Committee”) of the Board of Directors (the “Board”) of **Mopshop Distribution Limited (the “Company”)** shall be to assist the Board and the Company to oversee the various aspects of interests of Stakeholders of the Company. The term “Stakeholder” shall include shareholders and other security holders.

The purpose and responsibilities of the Committee shall include such other items/matters prescribed under applicable laws or prescribed by the Board in compliance with applicable law, from time to time.

The primary objective of the Committee is to consider and resolve the stockholders’ concern or complaints. The Committee shall monitor and review the investor service standards of the Company. The Committee shall take steps to develop an understanding of the views of shareholders about the Company, either through direct face-to-face interaction, analysts’ briefings or survey of shareholders. The Committee shall oversee and review the engagement and communication plan with shareholders and ensure that the views / concerns of the shareholders are highlighted to the Board at appropriate time and that the steps are taken to address such concerns.

II. COMMITTEE MEMBERSHIP AND ORGANIZATION:

The Committee shall be appointed by and will serve at the discretion of the Board. At least three directors, with one being an independent director, shall be members of the Committee. The Chairperson of the Committee shall be a non-executive director.

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

The Company Secretary acts as the Secretary to the Committee.

The members of the Committee shall meet as provided in this Charter.

III. COMMITTEE ROLES, RESPONSIBILITIES AND AUTHORITY:

- a. The Committee shall consider and oversee the implementation of the objectives stated in this Charter
- b. The Committee shall resolve complaints related to transfer/transmission of shares, non-receipt of annual report and non-receipt of declared dividends, general meetings, approve issue of new/duplicate certificates and new certificates on split/consolidation/renewal etc., approve transfer/transmission, dematerialization and re-materialization of equity shares in a timely manner and oversee the performance of the Register and Transfer Agents and recommend measures for overall improvement in the quality of investor services.
- c. Review the process and mechanism of redressal of Shareholders/Investors grievance and suggest measures of improving the system of redressal of Shareholders/Investors grievances.
- d. Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other

grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.

- e. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- f. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- g. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.