

ZODIAC-JRD-MKJ LIMITED

CHARTER AND WORKING PROCEDURE OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

ZODIAC-JRD-MKJ LIMITED

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1. OBJECTIVE

The Board of Directors of the Company, “ZODIAC-JRD-MKJ LIMITED” have constituted Corporate Social Responsibility Committee (“**the Committee**” or “**CSR Committee**”) in terms of Section 135 of the Companies Act, 2013 (“**the Act**”) read along with the applicable Rules thereto and, as amended from time to time.

This Charter on Corporate Social Responsibility Committee lays down the composition, roles and responsibilities of the CSR Committee to ensure that the Company fulfil its vision and responsibility towards the welfare of the society in which it operates.

2. MANDATE / SCOPE / TERMS OF REFERENCE OF CSR COMMITTEE

- a) Formulating the CSR policy in compliance to Section 135 of the Act and in areas or subject, specified in Schedule VII;
- b) Identifying activities to be undertaken as per Schedule VII of the Act;
- c) Recommending to Board the CSR expenditure to be incurred;
- d) Recommending to Board, modifications to the CSR policy as and when required;
- e) Regularly monitoring the implementation of the CSR policy;
- f) Any other matter/thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.

3. WORKING PROCEDURE

In accordance with Section 135 of the Act and applicable rules thereto, applicable Secretarial Standards and also in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following working procedure is adopted by the Corporate Social Responsibility Committee:

a. Constitution of the Committee:

- The Board of Directors shall constitute the CSR Committee.
- The Committee shall comprise of atleast three directors out of which one director shall be an independent director.

Provided that where a company is not required to appoint an independent director under sub-section (4) of section 149, it shall have in its Corporate Social Responsibility Committee two or more directors.

b. Quorum:

- Two members either personally present or through Electronic mode.
- Electronic mode shall be counted for quorum except on such restricted items as prescribed under Act.
- Quorum shall be present throughout the meeting.
- Where a member is interested in a particular item, he/she shall not be present (physically or through Electronic Mode), during discussion and shall not vote on such item.

c. Chairman:

The Chairman of this Committee shall be Independent Director and in his absence, any member elected by the Committee.

d. Frequency of Meeting:

- The Committee shall hold meeting as and when required, to discuss various issues on implementation of the CSR Policy of the Company.
- The members would thrive to hold at least one meeting in a financial year.

e. Notice of Meetings

Meetings of the Committee shall be called by the secretary of the Committee, by sending a proper Notice, by following such procedure as specified by the Board from time to time.

f. Voting

- Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed to be decision of the Committee.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

g. Company Secretary of the Committee:

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

h. Attendance at the General Meeting:

The Chairman of the CSR Committee may participate in the Annual General Meeting of the Company and in his absence, can authorise anyone to participate.

i. Sitting Fees:

The Non-Executive Directors are eligible for sitting fees per meeting subject to approval of Board of Directors and the same may be increased by the Board from time to time.

j. Minutes of the Meeting:

- Draft minutes of the CSR Committee Meeting shall be duly circulated within 15 days from the conclusion of the meeting to the members of the Committee for their comments.
- The Members, whether present or not shall communicate their comments, if any, in writing within 7 days from the date of circulation of draft minutes.
- Minutes shall be entered in the Minutes Book within 30 days from the date of conclusion of the meeting.
- Minutes of the meeting shall be signed and dated by the Chairman of the Meeting or by the Chairman of the next meeting.

- Signed copy of the minutes shall be circulated to all the members within 15 days after the minutes are signed duly certified by Company Secretary or where there is no Company Secretary, by any Director authorized by Committee.

k. Passing of resolution by Circulation:

- The Committee, in case of urgent business may pass the resolution by circulation.
- Only that business can be transacted through circulations which are not restricted as per Act and other applicable laws and standards as prescribed by the regulatory authorities.
- Draft resolutions shall be circulated to the members of the Committee by the Company Secretary or any other person authorised by her, together with the necessary papers, individually to all the Members including Interested Director through any valid mode.
- Not more than seven days from the date of circulation of the draft resolution shall be given to the Members for their response.
- Resolution shall deemed to be pass if majority of the members has assented and date of assented by the last member shall be the date of passing of resolution.
- If the approval of the majority of members entitled to vote is not received by the last date specified for receipt of such approval, the Resolutions shall be considered as not passed.
- Resolutions passed by circulation shall be noted at the next meeting of the Committee as well as Board.

4. APPLICABILITY

This Charter has been revised to incorporate the amendments in the Act. In case there are any subsequent modification(s) / amendment(s) / notification(s) / circular(s) to SEBI Listing Regulations, Secretarial Standards or the Act and Rules made thereunder, it shall apply to this Charter automatically and this Charter shall stands amended automatically and in the event of any conflict between this Charter and Secretarial Standards, provisions of the Act, SEBI Listing Regulations and Articles of Association of the Company, the provisions as contained in Secretarial Standards, the Act, SEBI Listing Regulations and Articles of Association of the Company shall prevail.
