

ZODIAC-JRD-MKJ LIMITED

CHARTER AND WORKING PROCEDURE OF STAKEHOLDERS RELATIONSHIP COMMITTEE

ZODIAC-JRD-MKJ LIMITED

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1. OBJECTIVE

The Board of Directors of the Company, “ZODIAC-JRD-MKJ LIMITED” have constituted Stakeholders Relationship Committee (“**the Committee**”) in terms of Regulation 20 of Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) as amended from time to time.

2. MANDATE / SCOPE / TERMS OF REFERENCE OF STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board of Directors of the Company has broadened the mandate/ scope/ terms of reference of the Committee pursuant to the SEBI Listing Regulations to include the following revised terms of Stakeholders Relationship Committee.

1. Consider and resolve the grievances of security holders of the Company including Investors’ complaints;
2. Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal etc.;
4. Non-receipt of declared dividends, annual reports of the Company, etc.;
5. Review of measures taken for effective exercise of voting rights by shareholders;
6. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
7. 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 shareholders of the company;
8. Ensure effective implementation and monitoring of framework devised to avoid insider trading and abusive self-dealing;
9. Ensure effective implementation of whistle blower mechanism offered to all the stakeholders to report any concerns about illegal or unethical practices; and
10. Monitor and review any investor complaints received by the Company or through SEBI, SCORES and ensure its timely and speedy resolution, in consultation with the Compliance officer and Registrar and Share Transfer Agent of the Company;
11. In case there is inability to resolve or consider any grievance by the Committee, such matter is to be placed before the Board for its adequate redressal;
12. Carrying out any other function contained in the SEBI Listing Regulations as and when amended from time to time.

3. WORKING PROCEDURE

In accordance with Section 178 of the Companies Act, 2013 and applicable rules thereto, applicable Secretarial Standards and also in accordance with SEBI Listing Regulations, the following working procedure is adopted by the Stakeholders Relationship Committee:

a. Constitution of the Committee:

The Board of Directors shall constitute the Stakeholders Relationship Committee as follows:

- The Committee shall comprise of at least three directors.

- At least one director shall be independent director.
- The Chairperson of the Committee shall be Non-Executive Director.
- the Board of Directors shall decide other members of this committee.

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 Companies Act, 2013.
- 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 Non-Executive Director and in his absence, any member elected by the Committee.

d. Frequency of the Meeting:

The meeting of the Committee shall be held at such regular intervals as may be required, however, the Committee shall meet at least once in a year.

Further, it shall be ensured that such minimum number of meetings of the committee are held as required under the Act and Rules framed thereunder and under SEBI Listing Regulations.

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. Company Secretary of the Committee:

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

g. Attendance at the Annual General Meeting:

The Chairman of the Committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairman to decide who shall answer the queries.

h. 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.

i. Scope/ Terms of Reference:

Stakeholders Relationship Committee shall:

- consider and resolve the grievances of security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.
- The role of the stakeholders committee shall be as specified as in Part D of the Schedule II of SEBI Listing Regulations, as amended from time to time.

j. Minutes of the Meeting:

- Draft minutes of the Stakeholders Relationship 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 Companies Act, 2013.
- 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 SEBI Listing Regulations. 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.
