

Zee Laboratories Limited

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE MANDATE

1. PURPOSE

- 1.1 The Corporate Social Responsibility Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Zee Laboratories Limited (“**Company**”) to assist the Board in carrying out its responsibilities in respect of health, safety, environment and corporate social responsibility.
- 1.2 The Board will revise this Mandate from time to time based on its assessment of the Company’s needs, legal and regulatory developments, and applicable best practices.

2. COMMITTEE COMPOSITION

- 2.1 The Committee will be composed of at least three directors out of them one shall be the independent director.
- 2.2 The Chair of the Committee shall be designated by the Board from among the Committee Members.
- 2.3 The Board may fill any vacancy in the Committee by appointment from among the directors of the Company.

3. COMMITTEE DUTIES AND RESPONSIBILITIES

- 3.1 **Health, Safety, Environmental and Corporate Social Responsibility Policies and Performance.** The Committee is responsible for overseeing the establishment and implementation of health and safety, environmental and corporate social responsibility policies and practices and for monitoring the Company’s performance against such policies and practices as well as applicable laws and regulations.
- 3.2 **Health, Safety and Environmental Matters.** The Committee’s responsibilities with respect to health, safety and environmental matters include:
- o reviewing and making recommendations, as appropriate, in regard to the Company’s environmental and health and safety programs, including corporate policies and procedures;
 - o overseeing the implementation of systems necessary for compliance with environmental and health and safety policies and monitoring the effectiveness of such systems and reporting to the Board with respect to any material non-compliance and making recommendations in regard to such non-compliance issues;

- o satisfying itself that management monitors trends and reviews current and emerging issues and evaluates their impact on the Company and regularly reports with respect to such issues on a timely basis to the Committee ;
- o liaising with management on significant environmental and health and safety matters, the Company's compliance with policies and legislation and the Company's overall environmental and health and safety performance;
- o reviewing audit results and findings on environmental and health and safety audits and monitoring the action plans established pursuant to such results and findings and the results of investigations into significant events;
- o identifying the principal areas of environmental and health and safety risks and impacts and ensuring that sufficient systems are in place and resources allocated to manage these liabilities;
- o reviewing the annual budget for the Company's environmental and health and safety operations to confirm that sufficient funding is provided for compliance with this mandate; and
- o reviewing incident reports to assess whether management procedures were effective in such incidents, and to determine whether the Company is taking all appropriate action in respect of those matters and has been duly diligent in carrying out its responsibilities and making recommendations for improvement, where appropriate.

3.3 Corporate Social Responsibility Matters. The Committee's responsibilities with respect to corporate social responsibility matters shall include:

- o reviewing and making recommendations, as appropriate, in regard to the Company's corporate social responsibility policies;
- o liaising with management on the Company's corporate social responsibility program, including significant sustainable development, community relations and security policies and procedures;
- o satisfying itself that management of the Company monitors trends and emerging issues in the corporate social responsibility field and evaluates the impact on the Company;
- o scheduling regular reports from management on the Company's corporate social responsibility performance to assess the effectiveness of the corporate social responsibility program;
- o identifying the principal areas of risks and impacts relating to corporate social responsibility and ensuring that sufficient resources are allocated to address these liabilities;
- o reviewing the annual budget for the Company's corporate social responsibility activities to confirm that sufficient funding is provided for compliance with this mandate; and
- o reviewing the Company's corporate social responsibility performance to assess the effectiveness of the Company's corporate social responsibility program and to determine whether the Company is taking all appropriate action in respect of

those matters and has been duly diligent in carrying out its responsibilities and to make recommendations for improvement in respect of their objectives, where appropriate.

3.4 Reporting to Board. The Committee will report regularly to the Board following meetings of the Committee with respect to such matters as are relevant to the Committee's discharge of its responsibility.

3.5 Work Plan. The Committee will review and update, on an annual basis, a work plan for the ensuing year for the Committee to ensure the Committee fulfills its responsibilities on a timely basis.

3.6 Committee Membership. The Committee shall recommend to the Corporate Governance and Nominating Committee the qualifications and criteria for membership on the Committee.

3.7 **Review Mandate and Performance.** The Committee will review and assess its own performance and the adequacy of this Mandate at least once a year and report the results of such review and assessment to the Corporate Governance and Nominating Committee along with any proposals for approval.

3.8 **Other.** The Committee shall perform any other activities consistent with this Mandate and applicable law, as the Committee or the Board determines necessary or appropriate.

4. RESPONSIBILITIES OF COMMITTEE MEMBERS

4.1 The primary responsibility of Committee members is to act honestly and in good faith and to exercise their business judgment in what they reasonably believe to be the best interests of Zee Laboratories Limited and its shareholders. In addition to the responsibilities of Committee members as directors of the Company, the Board has developed the following specific expectations of Committee members to promote the discharge by the Committee members of their responsibilities and to promote the proper conduct of the Committee.

A *Prepare for Meetings.* Committee members are expected to diligently prepare for each meeting, including by reviewing all materials circulated in advance of each meeting and should arrive prepared to discuss the issues presented. Committee members are encouraged to contact the Chair of the Committee or any other appropriate executive officer to ask questions and discuss agenda items prior to meetings.

B *Attend at Meetings.* Committee members are expected to maintain a high attendance record at meetings of the Committee. **Attendance by telephone, mail or video conference may be used to facilitate a Committee member's attendance.**

C *Participate in Meetings.* Committee members are expected to be active and effective participants in the deliberations of the Committee by participating fully and frankly in Board discussions and encouraging free and open discussion of the affairs of the Company.

D *Continuing Education.* Committee members are expected to pursue continuing education opportunities to maintain and enhance their abilities as members of the Committee and ensure that their knowledge of the matters for which the Committee is responsible remains current.

5. ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

5.1 Committee members will have full access to management of the Company to discuss any matter which the member may wish to discuss or obtain additional information on.

- 5.2 The Committee has the authority to retain, set the terms of and compensate independent legal, financial or other advisors, consultants or experts that it determines necessary to assist it in carrying out its duties.
- 5.3 The Committee may conduct any investigation appropriate to its responsibilities, and request any officer or other employee of the Company, or any outside advisor, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee.

6. MEETINGS

- 6.1 **Scheduling.** Committee meetings are scheduled in advance at appropriate intervals throughout the year. Additional meetings may be called upon proper notice at any time to address specific needs of the Company. The Committee may also take action from time to time by unanimous written consent. A Committee meeting may be called by the Committee Chair or any Committee member.
- 6.2 **Notice.** Notice of the time and place of each meeting of the Committee must be given to each Committee member either by personal delivery, electronic mail or other electronic means before 5 days of the time of the meeting. Committee meetings may be held at any time through short notice if all of the Committee members have waived or are deemed to have waived notice of the meeting. A Committee member participating in a Committee meeting is deemed to have waived notice of the meeting. The practice of the Committee is to provide notice of meetings to all directors in order that they may attend the meeting.
- 6.3 **Agenda.** The Chair of the Committee shall establish the agenda for each Committee meeting in consultation with the Chair of the Board. The agenda will be distributed to Committee members in advance of each Committee meeting to allow Committee members sufficient time to review and consider the matters to be discussed. Each Committee member is free to request the inclusion of other agenda items, request the presence of, or a report by, any member of senior management and/or request the consideration of matters that are not on the agenda for that meeting, although voting on matters so raised may be deferred to another meeting to permit proper preparation for a vote on an unscheduled matter.
- 6.4 **Distribution of Information.** Information and data that are important to the Committee's understanding of the business to be conducted at a Committee meeting will normally be distributed to the Committee members reasonably in advance of the meeting or as soon as practicable. The practice of the Committee is to provide all directors with the information distributed to Committee members.
- 6.5 **Attendance.** A Committee member who is unable to attend a Committee meeting in person may participate by telephone or teleconference. All directors are welcome to attend meetings of the Committee.

- 6.6 **Quorum.** A quorum for any Committee meeting is a majority of Committee members.
- 6.7 **Voting and Approval.** Each Committee member is entitled to one vote and questions are decided by a majority of votes. In case of an equality of votes, the Chair of the meeting has a casting vote. The powers of the Committee may also be exercised by resolution in writing and signed by any one of the Committee members.
- 6.8 **Procedures.** Procedures for Committee meetings are determined by the Chair unless otherwise determined by the by-laws of the Company or a resolution of the Committee.
- 6.9 **Corporate Secretary.** The Corporate Secretary acts as secretary to the Committee. In the absence of the Corporate Secretary, or at the election of the Committee, the Committee may appoint any other person to act as secretary. The Corporate Secretary keeps minutes of the proceedings of the Committee and circulates copies of the minutes to each Committee member on a timely basis. The minutes of the Committee's meetings are made available for review by the Board.

7. PUBLICATION ON WEBSITE

- 7.1 This Mandate will be posted on Zee Laboratories Limited website: www.zeelab.co.in