



*CORPORATE SOCIAL RESONSIBILITY COMMITTEE
TERMS OF REFERENCE*

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1. OBJECTIVE

The objective of the Corporate Social Responsibility Committee (the Committee) shall be to:

- 1.1. Assist the Company in making it a corporate leader in Corporate Social responsibility initiatives;
- 1.2. Formulate and Recommend to the Board, Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company;
- 1.3. The Activities to be included in the policy shall be as per Section 135 & Schedule VII of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 :
 - 1.3.1 Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
 - 1.3.2 promotion of education including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
 - 1.3.3 promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
 - 1.3.4 ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;
 - 1.3.5 protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
 - 1.3.6 measures for the benefit of armed forces veterans, war widows and their dependents;
 - 1.3.7 training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
 - 1.3.8 contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
 - 1.3.9 contribution or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
 - 1.3.10 rural development projects.

- 1.4. Recommend the amount of expenditure to be incurred on the activities referred in the policy;
- 1.5. Monitor the Corporate Social Responsibility Policy of the Company from time to time.

2. CONSTITUTION

- 2.1. The Committee shall be comprised of a minimum of three (3) members of the Board, out of which one director shall be independent director;
- 2.2. The Committee shall be appointed by resolution of the Board. Each member shall continue as a member until a successor is appointed, unless the member resigns, or is removed by resolution of the Board or otherwise ceases to be a member of the Board;
- 2.3. Where a vacancy occurs at any time in the membership of the Committee, it shall be filled by the Board;
- 2.4. The Committee shall appoint a Chair from among the Committee members. If the Chair of the Committee is not present at any meeting of the Committee, the Chair of the meeting shall be chosen by the Committee from among members present;
- 2.5. The Chair presiding at any meeting of the Committee shall have a vote in matters considered by the Committee. In the event of tie, the motion is defeated;
- 2.6. The Secretary to the Board shall act as Secretary to the Committee;
- 2.7. The Committee shall assist with deliberations required for the fulfilment of the Board's mandate and those specific responsibilities and duties assigned to the Committee; however unless specifically stated otherwise, the Committee shall act in advisory capacity only, recommending decisions to the Board for approval.

3. DUTIES & RESPONSIBILITIES

The Committee shall have the following duties & responsibilities respecting CSR:

- 3.1. Ensure that all programs/projects to be undertaken shall be in line with the activities enumerated in Schedule VII of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014;
- 3.2. Review and monitor implementation of various program or projects undertaken relating to activities specified in clause 1.3 including adequacy of resources provided to deliver the program/projects ;

- 3.3. Adopt an Annual Work Plan to ensure that duties and responsibilities listed in terms of reference are scheduled to be achieved.

4. MEETINGS

- 4.1. The Committee shall meet at least twice per year at appropriate times in a year;
- 4.2. A meeting of the Committee may be called by the chair of the committee, the chair of the Board or by any two members of the Committee;
- 4.3. A quorum for meeting shall be one third of its total strength or 2 directors whichever is higher and participation of the directors by video conferencing or by other audio visual means shall be counted for the purpose of quorum;
- 4.4. A meeting of the committee shall be called by giving not less than 7 days' notice in writing to every member.

5. MINUTES AND REPORTING

- 5.1. An outline of material proceedings and deliberations addressed by the committee, and all recommendations, decisions and directives of the committee shall be recorded by the secretary in the minutes of the meeting;
- 5.2. The minutes of the meeting shall be prepared and signed in the manner provided in the Companies Act, 2013 for minutes of board meeting;
- 5.3. Approved minutes shall be placed before the Board for confirmation.

6. SUPPORT TO THE COMMITTEE

- 6.1. The Committee shall identify through office of the Chief financial Officer or designate , the kind and frequency of information required by the committee
- 6.2. The Committee shall have access to books and records of the company required for the execution of committee's obligations;
- 6.3. The Committee shall have the authority to retain external advisors, experts or consultants, in order to properly discharge its duties and obligations;
- 6.4. The Committee may build CSR capacities of their own personnel, in order to properly discharge its duties and obligations.