

Terms of Reference for Corporate Social Responsibility Committee

The Terms of Reference for CSR Committee includes the following which will be in alignment of the Vision and Mission of the company from “For Profit” to “For benefit”.

A. Oversight of the development of the CSR vision, strategy , policies and plan

1. Recommend the Board the objective of Corporate Social Responsibility (CSR) to generate conducive environment to conduct the business in a socially responsible manner and to carry on business activities in the ethical way with regards to legal obligations and commitments;
2. Formulate and recommend to the Board, the Corporate Social Responsibility Policy (CSR Policy) which shall indicate the activities to be undertaken by the company in the areas or subject specified in Schedule VII to the Companies Act, 2013 integrating company's vision ,mission, focus area and resources;
3. Monitor CSR Policy of the company from time to time and recommend to the Board for modification(s) to the CSR Policy as and when required;
4. Formulation and recommendation to the Board Annual Action Plan (AAP) in pursuance of the CSR Policy of the company detailing therein the process of selection of CSR project, comprehensive budget, activity wise budget, involvement of employees, execution strategy, rational and benefits of such expenditure of selected CSR projects. In addition such AAP shall include the following namely:-
 - (a) The list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - (b) The manner of execution of such projects or programmes;
 - (c) The modalities of utilization of funds and implementation schedules for the projects or programmes;
 - (d) Monitoring and reporting mechanism for the projects or programmes; and
 - (e) Details of need and impact assessment, if any, for the projects undertaken by the company;
5. Recommend to the Board the amount of expenditure to be incurred on various activities in a financial year as per CSR Policy and Annual Action Plan ;

B. Oversight of the implementation of the CSR vision and strategy

6. Establish steps for the effective implementation, maintenance, periodic reviews and improvement in CSR system in the company;
7. Recommend to build CSR capacities of own personnel or of implementing agencies and to take measures to involve the employees in CSR activities of the company;
8. Monitor the implementation of CSR Program undertaken by the company;
9. Instituting and recommending fair, transparent, accountable monitoring mechanism for implementation of CSR activities undertaken by the company;

10. Integrating, implementing and promoting socially responsible behavior and conduct throughout company in every department and functions, its practices and policies, including company's Sustainability Policy, Employee Manual, Governance Manual, Code of Conduct for Directors and Senior Management, Communication Policy, Whistle Blower, Community Engagement Policy and Code of Ethics. Ensuring governance, disclosure and legal compliances with respect to CSR obligations of the company;
11. Analyze governance framework and identify the gaps in the light of company's Mission and make continuous improvement in Governance Framework for CSR activities of the company;
12. Plan regular Internal Audit programs, taking on record CSR Reconciliation Statement every quarter and identify any surplus, unspent or carry forward amount with regards to CSR activities of the company ;
13. Recommend the Board modalities and manner for the transfer of ownership of Capital Assets, if created or acquired ,through CSR spending;
14. Develop and suggest the Board, Standard Operating Process (SoP) for manner of execution of any CSR Projects and modalities of use of funds, factor risk assessment for any CSR project selected and plan for its management and control;

C. Oversight of the external communications policies

15. Oversea the publication, internally and externally, of corporate responsibility performance and plans using the Company's website, annual report and other such methods of communication as are considered necessary. To approve performance measures and KPIs, their audit, verification and inclusion within the Annual Report;
16. Encourage and protect whistle blowers and recommend disciplinary action to the Board against the wrong doers;
17. Suggest agencies to have Need Assessment and Impact Assessment of any CSR Project of the company for monitoring the quality and efficacy of CSR project of the company;
18. Communicating commitments, performances, reports and other information in timely and legal manner and review the quality of any reporting to external stakeholders concerning CSR matters (to form part of the Annual Report)
19. Identifying and suggesting the Board , the Implementing Agencies for any CSR Program with Due Diligence and develop Standard Operating Process (SoP) for such Due Diligence;
20. Obtain professional advice from external sources for the purpose of accomplishment of overall CSR objectives laid down under the Act and aligning it with the Mission of the company;

D. Other responsibility

21. Review and evaluate the performance of the Committee and these terms of reference to ensure that it is operating at maximum effectiveness, and recommend any changes it considers appropriate for the Board's approval;
22. The Committee may delegate any or all of its powers and authorities set out in these terms of reference to a sub-committee of the CSR Committee;

23. Any other matter as may be considered expedient in furtherance of and to comply with the CSR Policy and CSR activities of the company;
24. In carrying out its responsibilities the Committee shall work and liaise as necessary with all other Board committees, and give due consideration to all relevant laws, rules, regulations and regulatory requirements and guidance applicable to the company.

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