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**SUSTAINABILITY AND CORPORATE SOCIAL
RESPONSIBILITY COMMITTEE CHARTER**



SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY COMMITTEE CHARTER

1. Primary Objectives:

The Sustainability Corporate Social Responsibility Committee shall assist the Board of Directors ('Board') in fulfilling its responsibilities pertaining to Corporate Social Responsibility ('CSR') as required under the Companies Act, 2013 and in strengthening the oversight responsibilities relating to sustainability risks, its opportunities and progress against sustainability related goals.

2. Members:

The Sustainability Corporate Social Responsibility Committee shall comprise of minimum three directors as Members out of which at least one Member shall be an Independent Director.

The Committee comprises of the following Members:

Sr. No	Name of the Member(s)	Designation
1	Mrs. Manju D. Gupta - Chairperson	Non-Executive Director
2	Ms. Vinita Gupta - Member	CEO
3	Mr. Nilesh D. Gupta - Member	Managing Director
4	Mr. K.B.S Anand - Member	Independent Director
5	Mr. Anand Kripalu - Member	Independent Director

3. Meetings:

The Committee shall meet at least once in a financial year.

The quorum for Sustainability Corporate Social Responsibility Committee shall be either two Members or one third of the Members of the Committee, whichever is higher. The participation of Members through video conferencing or by other audio visual means shall also be counted for the purpose of quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at a meeting at which a quorum exists.

Business that requires urgent decisions can be approved by the Committee by means of resolutions passed by circulation. The resolution is passed when it is approved by a majority of the Committee Members entitled to vote, unless one-third of all Members request for a meeting to decide on it.

The Committee can require or request Company officer, employee, external legal counsel or auditors or advisors to attend meetings.

4. Secretary:

The Company Secretary shall act as Secretary to the Committee.

5. Roles & Responsibilities:

- Formulate and recommend to the Board, a CSR policy which shall cover activities to be undertaken by the Company in areas or subjects specified in Schedule VII of the Act;
- Recommend the amount of expenditure to be incurred on CSR activities;
- Monitor the CSR policy of the Company from time to time;
- Formulate and recommend to the Board, an Annual Action Plan in pursuance of its CSR policy, which shall include the items mentioned in Rule 5(2) of the Companies (Corporate Social Responsibility Policy) Rules, 2014;
- Formulate and recommend to the Board, a Sustainability Policy *inter alia* covering Environment, Social and Governance ('ESG') principles and to recommend appropriate changes / modifications to the policy, from time to time;
- Review performance on Sustainability goals, targets & strategy and provide guidance to achieve the same;
- Review and recommend Sustainability Report to the Board;
- Have access to any internal information necessary to fulfill responsibilities and external benchmarking data including the peer-group sustainability ranking.
- Seek information from any employee, seek external, legal or other professional advice and secure the attendance of outsiders with relevant expertise, if considered necessary.
- To review and update this Charter every two years for approval of the Board.
- Perform such functions as prescribed under the Act or any other applicable law(s) from time to time; and

- Carry out such other functions as may be delegated by the Board from time to time.

6. Annual Performance Evaluation

The Committee shall review its performance with the Board, annually, with respect to the requirements of this Charter. This evaluation shall also set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation shall be conducted by the Committee as per the criteria laid down by the Nomination and Remuneration Committee.
