



Corporate Social Responsibility and Sustainability Committee

Terms of Reference (Charter)

In line with the provisions of the Companies Act 2013 read with the applicable rules made thereunder (Act) and the Governance Guidelines released by the Tata Group, this Charter specifies the Composition, Conduct of Meetings, Authorities, Roles and Responsibilities and Review Mechanism of the Corporate Social Responsibility and Sustainability Committee of the Board of Directors of the Company (Committee).

The Terms of Reference of the Committee are approved by the Board and may be amended by the Board at any time.

1. COMPOSITION

Chairperson:

The Board shall appoint a Chairperson of the Committee.

In the absence of the Chairperson of the Committee, the members present at any meeting shall elect one of the Director among themselves to Chair the meeting.

Membership:

The members of the Committee shall be appointed by the Board and shall consist of at least three Directors, with at least one being an Independent Director.

Appointments to the Committee shall be determined by the Board in consultation with the Chairperson of the Committee, after having regard to the Director's experience, performance, suitability and independence. A Director shall automatically cease to be a Committee member on ceasing to be a Director.

Secretary:

The Company Secretary shall act as the Secretary of the Committee and shall be present at all the meetings of the Committee. The Secretary shall keep a record of the membership of and the dates of any changes to the membership of the Committee. The Secretary shall ensure members receive notice, information and papers in a timely manner to enable full and proper consideration to be given to the issues.

2. MEETINGS

Quorum:

The quorum shall be two members or one third of the total members, whichever is greater. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Attendance:

Only Committee members shall have the right to attend Committee meetings, but the Committee may invite any other Director or executives, as it considers appropriate to be present at the meetings of the Committee.

Occasionally, the Committee may meet without the presence of any executives of the Company.

Frequency:

The Committee shall meet periodically to discharge its functions.

Voting:

Matters arising for determination at Committee meetings shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

While invitees to the Committee shall have a right to be heard in the meetings, they shall not have a right to vote. The right to vote shall vest only with the members of the Committee.

If there is an equality of votes, the Chairperson of the Committee shall have a casting vote.

Notice and agenda:

The Committee meetings shall be called by the Company Secretary at the request of the Chair of the Committee.

The agenda and supporting materials for the items to be discussed shall be forwarded to each member of the Committee and any other person required to attend in a timely manner to enable full and proper consideration to be given to the issues. Unless otherwise agreed this shall be no later than seven days before the date of the meeting.

Minutes:

The Secretary to the Committee shall minute the proceedings and decisions of all Committee meetings.

The Minutes shall be circulated to all Committee members, including the Chairperson.

Without prejudice and in addition to the above, the Meetings of the Committee shall be conducted in accordance with the provisions of the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (Secretarial Standards) read with provisions of the Act. In case of any conflict between the Terms of Reference of the Committee, as included in this Charter and the Secretarial Standards read with the Act, the latter shall be considered to override the former, with respect to minimum compliance requirements.

3. AUTHORITY AND POWERS

The Committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

4. ROLE

The responsibilities of the Committee shall include the following:

- Formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy which indicates the 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 the activities referred to in clause above;
- Monitor the CSR Policy of the Company from time to time;
- Formulate and recommend to the Board, an annual action plan in pursuance of the CSR policy;
- Oversee the Company's sustainability commitments;
- Identify relevant and material sustainability issues and develop comprehensive sustainability strategies with goals, targets, mitigation and adaptation action plans to address them (KPIs) and establish the governance mechanism to oversee the performance and KPIs agreed.
- Embody principles of product stewardship by enhancing health, safety, environmental and social impacts of products across their lifecycles;

5. REPORTING

The Chairperson of the Committee shall report to the Board on the Committee's proceedings and the Committee shall make such recommendations to the Board as it deems appropriate.

The Annual Report of the Company shall disclose the composition of the Committee and such other disclosures as may be mandated in terms of the provisions of applicable laws.

6. COMPENSATION

Members of the Committee shall receive such sitting fees and/or commission, if any, for their services as the Corporate Social Responsibility and Sustainability Committee members as may be determined by the Board in its sole discretion.

7. EVALUATION

The Committee shall conduct an annual self-evaluation of its performance and report the result to the Board of Directors. It shall confirm annually to the Board that the responsibilities outlined above have been carried out.

8. REVIEW OF THE CHARTER

The adequacy of this Charter shall be reviewed and reassessed by the Committee once in two years or in case any relevant amendments in the Company Law/SEBI Listing Regulations. Appropriate recommendations shall be made to the Board to update the Charter based on the changes that may be brought about due to any regulatory amendments or otherwise.
