

## **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE MANDATE**

### **1. Purpose:**

- 1.1 Corporate Social Responsibility Committee (the Committee) is constituted by the Board of Directors (the Board) of Dalmia Securities (P) Ltd. (the Company) to assist the Board in carrying out its responsibilities in respect of Corporate Social Responsibility (CSR).
- 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 comprise of at least 3 Directors as to be designated by the Board from time to time in compliance with the requirements of the Companies Act, 2013 and other related applicable rules and regulations thereon.
- 2.2 The Chairman of the Committee shall be designated by the Board from amongst the Committee Members.
- 2.3 The members of the Committee shall serve until such member resigns, retires or is removed from the Committee by the Board. The Board may fill any vacancy in the Committee by appointment from among the Directors of the Company.

### **3. DUTIES & RESPONSIBILITIES :**

- 3.1 Committee's responsibilities with respect to corporate social responsibility matters shall include:
  - reviewing and making recommendations as appropriate with regard to Company's CSR policies indicating the activities to be undertaken by the Company as specified under Schedule VII of the Companies Act, 2013.
  - reviewing the various proposals on CSR programmes/ projects as submitted by the external professionals and if thought fit, approval thereof provided that the same is within the framework of CSR policy.
  - identification and appointment, if thought required, of various Eligible agency/ entities for execution of CSR programmes or projects of the Company.
  - fix the schedule of implementation of CSR projects and programmes and supervise and/or review the same.
  - liaising with management on the Company's CSR programmes including sustainable development, community relations and procedures.

- 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.
  - scheduling regular reports from CSR Departments and / or various eligible agencies or entities on the Company's corporate social responsibility performance to assess the effectiveness of the CSR programmes.
  - identify the prime areas of risks and impacts relating to corporate social responsibility and ensuring that sufficient resources are allocated to address these liabilities.
  - reviewing the annual budget for the Company's CSR activities to confirm that sufficient funding is provided for compliance with this mandate.
  - reviewing the Company's corporate social responsibility performance to assess the effectiveness of the company's Corporate Social Responsibility programmes 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, wherever appropriate;
  - opening the various bank accounts and to authorize the signatories as may be required to execute various CSR programmes and projects of the Company and review of said signatories and closure of these accounts.
- 3.2 **Report to the 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 for discharging its responsibility.
- 3.3 **Work Plan.** The Committee will work out, review and update, on annual basis, a work plan for the ensuing year to ensure that the Committee fulfills its responsibility on a timely basis.
- 3.4 **Review Mandate and Performance.** The Committee will review and assess its performance and the adequacy of this Mandate at least once a year and will report the results of such review and assessment to the Board of Directors of the Company along with any proposals for approval.
- 3.5 **Other.** The Committee shall perform any other activities consistent with this Mandate and applicable law for the time being in force, as it 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 DSPL and its stakeholders. 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 discharge their responsibilities and to promote the proper conduct of the Committee:

- **Preparation for Meetings:** Committee Members are expected to diligently prepare for each meeting including reviewing the materials circulated in advance of each meeting to discuss the issues presented.
- **Attend to Meetings:** Committee Members are expected to maintain high attendance record at the Committee Meetings. Attendance by video conference may be used to facilitate a Committee Member's attendance.
- **Participation in Meetings:** Committee Members are expected to take active and effective participation in the deliberation of the Committee Meetings and encourage free and open discussion of the affairs of the company.
- **Continuous Education:** Committee Members are expected to pursue education particularly to maintain and enhance their abilities as members of the Committee and ensure that their knowledge on this matter for which the Committee is responsible, should remain updated.

## **5. ACCESS TO MANAGEMENT AND INDEPENDENT ADVICE**

- 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 and conditions 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 employees of the company or any outside advisor, attend a meeting of the Committee or to meet any members of or advisors to the Committee.

## **6. MEETINGS:**

- 6.1 **Schedule:** The Committee Meetings are scheduled in advance at appropriate intervals throughout the year. Additional meetings may be called upon with proper notice at any time to address specific needs of the company. 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, email or other electronic means not less than 7 days before the time of the meeting.
- 6.3 **Agenda:** The Chair of the Committee shall establish the agenda for each Committee Meeting in consultation with the other Committee Members. 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 any 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 promote proper preparation for a vote on an unscheduled matter.

- 6.4 A Committee Member who is unable to attend a Committee Meeting in person may participate by video conference as well.
- 6.5 **Quorum:** Quorum of meeting of CSR Committee shall be 1/3rd of the total strength or two Directors whichever is higher.
- 6.6 **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 vote, the Chair of the Meeting will have a casting vote. The powers of the Committee may also be exercised by Resolution through circulation and approval by all of the Committee Members for the time being in India.