



vivriti
CAPITAL

Corporate Social Responsibility Committee Charter

Version	Approval Date
Version V1	6 th November 2019
Version V2	2 nd September 2020
Version V3	7 th November 2020
Version V4	25 th May 2021

Corporate Social Responsibility Committee Charter

1. PRIMARY OBJECTIVE

The Corporate Social Responsibility Committee (hereinafter referred as the “**Committee**”) is a committee of the Board of Directors (hereinafter referred as the “**Board**”) established in accordance with the Company’s constitution and authorised by the Board to assist the Board and the Company in fulfilling its Corporate Social Responsibility (“**CSR**”).

The Committee is formed under the provisions of section 135 and schedule VII of the Companies Act, 2013 (“**the Act**”) read with the Companies (Corporate Social Responsibility) Rules, 2014 (“**the Rules**”).

It has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions of the Board from time to time.

1.1 The Committee shall as per this charter have primary objective of:

- Formulate and recommend to the Board, a Corporate Social Responsibility policy (“the CSR Policy”), which shall indicate the activities to be undertaken by the Company as CSR activities in alignment with schedule VII of the Companies Act, 2013;
- Recommending the amount of expenditure to be incurred on the identified CSR activities;
- Implementing and monitoring the CSR policy from time to time;
- Always assist the Board and the Company in achieving its CSR objectives.

2. COMPOSITION & STRUCTURE

2.1. The Committee shall comprise of the following members:

S.no	Members	Designation
1	Gaurav Kumar	Managing Director
2	Vineet Sukumar	Managing Director
3	Namrata Kaul	Independent Director
4	Anita Belani	Independent Director

2.2. The Chairperson of the Committee shall be Ms. Namrata Kaul. If the Chairperson is absent, an independent director shall be the chairperson of the meeting.

3. SECRETARY

3.1 The Company Secretary of the Company shall act as the Secretary to the Committee Meetings.

4. QUORUM

4.1. The quorum necessary for a meeting of the Committee shall be at least three members comprising of at least one Independent Director) and at least one Managing Director.

4.2. The participation of the members of this Committee by video conferencing or by any other audio-visual means shall also be counted for the purposes of Quorum under this Committee provided such requirement of participation through Video conferencing is informed to the Secretary or to the Committee a day in advance.

4.3. A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all the powers and responsibilities vested in or exercisable by the Committee.

5. MEETING

5.1. The Committee shall meet as and when required or as stipulated by Board from time to time.

5.2. The Minutes of the meeting of the Committee will be placed at the subsequent meeting of the Committee for its approval and will be taken note on quarterly basis by the Board.

6. SELECTION AND REMOVAL OF MEMBERS:

6.1 The members of the Committee will be appointed and removed in accordance with the Articles of Association of the Company and the Act, as and when required.

6.2 Any member who tenders his/her resignation from the Company shall stand removed from the Committee from the date of submission of the resignation letter.

7. ROLE & RESPONSIBILITIES OF THE COMMITTEE

7.1 The responsibilities of the Committee shall include the following:

- a. Formulate and recommend to the Board, CSR Policy which is in alignment of the broad objectives of the Company;
- b. Identify the activities to be considered by the Company and the projects and timelines and recommend the same to the Board for its approval;
- c. Identify the “**Key Focus Areas**” for CSR expenditure which are in alignment with organisational objectives and in pursuant to schedule VII of the Act;
- d. Recommend amount of expenditure to be incurred on activities undertaken, during each financial year with preference to the local areas of operation and keep a track of timelines of expenditure on a regular basis;

- e. Identify and recommend to the Board constructive mechanism for implementation and execution of CSR initiatives/ activities;
- f. Review performance of the Company in the areas of activities/ projects undertaken.
- g. Institute a transparent monitoring mechanism for implementation of projects/ programs/ activities undertaken and review amount spent;
- h. Review synergy with various activities along with CSR partners to make sure the projects undertaken are alignment with organizational goals and vision.
- i. Ensure and take update on compliance, corporate governance and reporting;
- j. Review the policy's effectiveness and implementation on a regular basis and report relevant findings and make appropriate recommendations to the Board;
- k. Review and finalise CSR Report as part of the Annual Report and website disclosure of the Company;
- l. Implement and monitor the implementation of the CSR Policy;
- m. Place Action Taken Report on CSR activities before the Board, including responses/ actions in respect of the queries and recommendations of the Board;
- n. All such acts, deeds, matters as may be required for successful execution, implementation and smooth compliance of matters pertaining to CSR, as and when required.
- o. Delegate operational and functional tasks to CSR Working Committee of the Company and oversee its performance on a periodical basis.

8. PERFORMANCE AND EVALUATION

8.1 The CSR Committee shall on annual basis review its performance under this charter.

8.2 The Board shall, from time to time, as it deems appropriate review and reassess the adequacy of this charter as per the requirement of the Organisation and various Regulations.