



RUPA & COMPANY LIMITED

Terms of Reference of Corporate Social Responsibility Committee

Effective- May 24, 2023

[As revised and approved by the Board of Directors on May 24, 2023]

Rupa & Company Limited

CIN: L17299WB1985PLC038517

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Members of Corporate Social Responsibility (CSR) Committee:

Mr. Prahlad Rai Agarwala, *Whole-time Director* – Chairman
Mr. Kunj Bihari Agarwal, *Managing Director* – Member
Mr. Dipak Kumar Banerjee, *Independent Director* – Member

Terms of Reference of the Corporate Social Responsibility (CSR) Committee:

- 1) To formulate and recommend to the Board, a CSR policy which shall indicate the CSR activities to be undertaken by the Company in areas or subject, specified in Schedule VII of the Companies Act, 2013 (Act);
- 2) To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
- 3) To monitor the CSR policy of the Company from time to time;
- 4) To formulate and recommend to the Board, an annual action plan and any modifications thereof, in pursuance of its CSR policy, which 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) monitor implementation of the Annual CSR Plan against pre-determined targets and review and recommend to the Board, the impact assessment report obtained by the Company from time to time, wherever applicable;
- 6) To approve specific projects, either new or ongoing, in pursuance of the focus areas outlined in this Policy, either for undertaking such projects by the Company itself, directly or through other implementing agency for inclusion in the annual action plan;
- 7) To oversee and provide report to the Board about the utilization of the amounts earmarked for CSR activities in terms of the Annual Action Plan;
- 8) To undertake such activities and carry out such functions as may be provided under section 135 of the Act and the Rules;
- 9) To develop an internal roadmap for implementation of the Business Responsibility & Sustainability Reporting (BRSR) framework;
- 10) To identify personnel(s) who shall be responsible for implementation of the BRSR framework;



- 11) To research and thereby identify activities, strategies, initiatives for contribution towards each of the nine Principles of Business Responsibility enlisted by the Securities and Exchange Board of India and any additions thereto and recommend the implementation of the same based on their significance and viability;
- 12) To establish periodic priorities, targets, objectives, deliverables with respect to the nine Principles of Business Responsibility enlisted by the National Voluntary Guidelines on Social, Environmental & Economic Responsibilities of Business and any additions thereto;
- 13) To track progress, monitor, oversee and review the effective implementation of the aforesaid framework and preparation of the Business Responsibility and Sustainability Report;
- 14) Recommendation of the Business Responsibility and Sustainability Report (BRSR) for further approval of Board;
- 15) Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors, within their delegatory authority from time to time.
