



RUPA & COMPANY LIMITED

Terms of Reference of Corporate Social Responsibility Committee

Effective- May 21, 2025

[As revised and approved by the Board of Directors on May 21, 2025]

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. Ghanshyam Prasad Agarwala, *Whole-time Director* – Member
Mr. Kunj Bihari Agarwal, *Managing Director* – Member
Mr. Sumit Malhotra, *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 (the Act);
- (2) To monitor the CSR policy of the Company from time to time and ensure its alignment with the objectives set forth by the Board;
- (3) To review and recommend the amount of expenditure to be incurred on the CSR activities to be undertaken by the Company;
- (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) the 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) To monitor the 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 oversee and provide report to the Board about the utilization of the amounts earmarked for CSR activities in terms of the Annual Action Plan;
- (7) To develop and monitor an internal roadmap for implementation of the Business Responsibility & Sustainability Reporting (BRSR) framework and to identify personnel(s) responsible for the same;
- (8) To identify activities, strategies, initiatives for contribution towards each of the nine Principles of Business Responsibility enlisted by the Securities and Exchange Board of India (SEBI) and any additions thereto, as specified in the National Guidelines on Responsible Business Securities Conduct and establish periodic priorities, targets, objectives and deliverables to implement the same based on their significance and viability;
- (9) To track progress, monitor, oversee and review the effective implementation of the aforesaid



framework and recommendation of the Business Responsibility and Sustainability Report for further approval of Board;

- (10) To undertake such activities and carry out such functions as may be provided under section 135 of the Act and the Rules;
- (11) To perform such other functions as may be delegated by the Board of Directors from time to time.
- (12) To consider any other matter deemed appropriate by the CSR Committee, subject to the approval of the Board of Directors or as directed by the Board within their delegatory authority.
