



CORPORATE SOCIAL RESPONSIBILITY COMMITTEE CHARTER

OF

ORKLA INDIA LIMITED

**[Formerly known as Orkla India Private Limited and
earlier as MTR Foods Private Limited]**

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1. Objective

The Corporate Social Responsibility Committee ('Committee') is constituted pursuant to and in accordance with the applicable provisions of Companies Act, 2013 ('Act') and other applicable laws.

The Committee reports to and is accountable to the Board of Directors ('the Board') of Orkla India Limited ('the Company').

The Committee helps the Company to be socially responsible corporate citizen and contribute to the social good by integrating economic and social objectives with a Company's operations and sustainable growth. The primary objective of the Committee is to identify the areas of Corporate Social Responsibility ('CSR') activities, recommending the amount of expenditure to be incurred on the identified CSR activities and implementing and monitoring the CSR policy from time to time.

2. Composition of the Committee

The Committee shall consist of three or more directors out of which at least one director shall be an Independent Director.

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

3. Meetings and Quorum

Frequency of Meetings - The Committee shall meet at such frequency as it may deem necessary from time to time. Members who are not physically present may attend through audio-video / teleconference.

Quorum for Meetings - The quorum shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher.

Minutes of Meetings - The Company Secretary will maintain minutes of meetings of the Committee, which will be submitted to the Board in subsequent meeting, for noting.

4. Terms of Reference

The Committee shall act and have powers in accordance with the terms of reference, as approved by the Board from time to time and such other items as may be prescribed by applicable laws, which shall include the following:

- (a) Formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, and the rules made thereunder, each as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;
- (b) Review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- (c) Monitor the Corporate Social Responsibility Policy of the Company from time to time;

- (d) Identifying corporate social responsibility policy partners and corporate social responsibility policy programs;
- (e) Formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:
- the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act, 2013;
 - the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act, 2013;
 - the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - monitoring and reporting mechanism for the projects or programmes; and
 - details of need and impact assessment, if any, for the projects undertaken by the Company.

Provided that the Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect; and

- (f) Carry out any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.
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5. Reporting

- The Committee shall periodically report to the Board on various matters that it has considered.
 - The Annual Report of the Company shall disclose the composition of this Committee (including names of members and Chairperson), brief description of the terms of reference, number of meetings and attendance of the members/chairperson of the Committee.
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6. Review of Charter

The adequacy of this charter shall be reviewed from time to time by the Committee and appropriate recommendations shall be made to the Board to update the same based on the changes that may be brought about due to the regulatory amendments or otherwise.

In case of any ambiguity or need for clarification, the Company should refer applicable Secretarial Standards, provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Articles of Association of the Company and any other applicable laws. Further, in case there prevails any inconsistency between the provisions of this charter and the law, the law shall prevail.

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Approved by:	Board of Directors
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