



**CORPORATE SOCIAL RESPONSIBILITY & ENVIRONMENTAL, SOCIAL
AND GOVERNANCE COMMITTEE CHARTER**

OF

ORKLA INDIA LIMITED

[Formerly known as Orkla India Private Limited]

TABLE OF CONTENTS

Sr. No.	Particulars	Page Nos.
1.	Objective	3
2.	Composition of the Committee	3
3.	Meetings and Quorum	3
4.	Terms of Reference	3
5.	Reporting	5
6.	Review of Charter	5

1. Objective

The Corporate Social Responsibility & Environmental, Social and Governance 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 oversees the Corporate Social Responsibility ('CSR') initiatives by the Company, by assisting, directing and providing guidance to the Company and shall also assist the company in ensuring responsible and sustainable business practices by integrating Environmental, Social and Governance ('ESG') principles into the Company's strategy, operations and business growth, in compliance with applicable provisions relating to CSR & ESG framework.

The primary objectives of the Committee is to:

- (i) Identify, monitor and review the areas of Corporate Social Responsibility ('CSR') activities in accordance with Schedule VII of the Companies Act, 2013
 - (ii) Recommend the amount of expenditure to be incurred on the identified CSR activities and ensure expenditure aligns with statutory requirements and the Company's CSR policy.
 - (iii) Oversee and support the Company's ESG responsibilities, ensuring alignment with the Company's ESG Policy, regulatory requirements and stakeholder expectations.
 - (iv) Implement and monitor the CSR policy and the ESG policy from time to time.
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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.

The Board may invite senior management members responsible for the CSR, ESG, sustainability, environment, health & safety, or compliance to attend meetings as invitees, as required or other such experts in relevant field for opinion on matters of discussion.

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:

CSR Responsibilities:

- (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:
 - i. 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;
 - ii. the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act, 2013;
 - iii. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - iv. monitoring and reporting mechanism for the projects or programmes; and
 - v. 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.

ESG Responsibilities

In addition to CSR responsibilities, the Committee shall:

- a) Review and oversee the company’s Environmental, Social and Governance (ESG) policies, strategy, long-term objectives, targets and initiatives.
- b) Monitor the Company’s ESG performance against approved targets and Provide guidance and recommendations to management on ESG strategy, goals, and improvement areas.

- c) Review disclosures related to ESG, including the Business Responsibility and Sustainability (BRSR)
- d) Report (BRSR), sustainability disclosures, and other regulatory or voluntary ESG reporting.
- e) Ensure alignment and coordination between CSR initiatives and broader ESG objectives.
- f) Periodically review ESG performance updates and place key observations, if any, before the Board.

The Committee may carry out any other responsibility as may be assigned by the Board or required under applicable law, as amended from time to time.

5. Reporting

- i. The Committee shall periodically report to the Board on various matters that it has considered.
- ii. 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, CSR & ESG related disclosures, as applicable.

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.

Version	Approved By	Date of Approval
1.0	Board of Directors	April 09, 2025
2.0	Board of Directors	March 03, 2026