



Corporate Social Responsibility Committee Charter

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CSR Committee Charter

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Revision History

Date	Description	Author/ Reviewer
24 th May 2022	Initial charter	Compliance team
29 th March 2024	Change in Composition of the Committee	Compliance team

Approval History

Date	Approval	Title
24 th May 2022	Board of Directors	Sumeet Srivastava, Managing Director
29 th March 2024	Board of Directors	Gaurav Kumar, Director

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 is 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 to:

- 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;
- Recommend the amount of expenditure to be incurred on the identified CSR activities;
- Implement and monitor the CSR policy from time to time;
- Formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy
- Always assist the Board and the Company in achieving its CSR objectives.
- To carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

2. COMPOSITION & STRUCTURE

2.1. The Committee shall comprise of the following members:

S.no	Members	Designation
1.	Anil Mehta	Chairman and Member
2.	Gaurav Kumar	Member
3.	Irfan Basha Shaik Mohammed	Member

2.2. The Chairperson of the Committee shall be Mr. Anil Mehta.



3. QUORUM

- 3.1 The quorum necessary for a meeting of the Committee shall be at least two members.
- 3.2 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 Company Secretary or to the members of the Committee a day in advance.
- 3.3 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.

4. MEETING

- 4.1 The Committee shall meet as and when required or as stipulated by Board from time to time.
- 4.2 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.

5. SELECTION AND REMOVAL OF MEMBERS:

- 5.1 The members of the Committee will be appointed and removed, as and when required subject to the Board's approval.
- 5.2 Any member who tenders his resignation from the Company shall stand removed from the Committee from the date of submission of the resignation letter.

6. ROLE & RESPONSIBILITIES OF THE COMMITTEE

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. Formulate and recommend to the Board, an Annual Action Plan for the year
- c. Recommend with reasonable justifications for changes, if any, to the Annual Action Plan as approved by the Board
- d. Identify the activities, the projects to be considered by the Company with timelines, amount to be allocated, mode/ manner of implementation and recommend the same to the Board for its approval;
- e. Identify the "**Key Focus Areas**" for CSR expenditure which are in alignment with organisational objectives and in pursuant to schedule VII of the Act;

- f. 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;
- g. Identify and recommend to the Board constructive mechanism for implementation and execution of CSR initiatives/ activities;
- h. Review performance of the Company in the areas of activities/ projects undertaken.
- i. Institute a transparent monitoring mechanism for implementation of projects/ programs/ activities undertaken and review amount spent;
- j. Review synergy with various activities along with CSR partners to make sure the projects undertaken are aligned with organizational goals and vision.
- k. Ensure and take update on compliance, corporate governance and reporting;
- l. Review the policy's effectiveness and implementation on a regular basis and report relevant findings and make appropriate recommendations to the Board;
- m. Review and recommend CSR Report as part of the Annual Report and website disclosure of the Company;
- n. Implement and monitor the implementation of the CSR Policy;
- o. Review and recommend any amendments to be made in the CSR policy;
- p. Take necessary action as per the Companies Act, 2013, for unspent amount, if any, at the end of the year
- q. Place Action Taken Report on CSR activities before the Board, including responses/ actions in respect of the queries and recommendations of the Board;
- r. 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.

7. ANNUAL ACTION PLAN:

The CSR Committee shall formulate and recommend to the Board, an annual action plan 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 utilisation of funds and implementation schedules for the projects or programmes; and
- d) monitoring and reporting mechanism for the projects or programmes;

8. PERFORMANCE AND EVALUATION

8.1 The CSR Committee shall review its performance under this charter from time to time.

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