

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE CHARTER

<b>1. Introduction</b>	<p>The 'Corporate Social Responsibility Committee' (<b>the Committee</b>) has been established by the Board of Directors of Ambuja Cements Limited (<b>the Company</b>) in line with the Companies Act, 2013 (<b>2013 Act</b>) and in accordance with the prevailing Corporate Governance Standards.</p>
<b>2. Objectives &amp; Scope</b>	<p>The Committee is an expert committee of the Board and shall support the Board of Directors in fulfilling its corporate social responsibility ("CSR") and also to strike a proper balance between environment protection and social wellbeing including community development together with long term economic growth.</p> <p>The Scope of the committee shall be:-</p> <ul style="list-style-type: none"> <li>• To lay down guidelines to make CSR a key business process for sustainable development of the society.</li> <li>• Formulate and recommend to the Board of Directors of the Company, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII;</li> <li>• recommend the amount of expenditure to be incurred on the CSR activities;</li> <li>• To directly/indirectly undertake projects/programs which will enhance the quality of life and economic well-being of the communities in and around our plant and society at large;</li> <li>• To generate goodwill and recognition among all stake holders of the company.</li> </ul>
<b>3. Powers</b>	<ul style="list-style-type: none"> <li>• The Committee is empowered to obtain from within the Company relevant information and assistance as may be needed to enable the Company to obtain expert consultancy services for the performance of its duties.</li> <li>• To give directions to the management to take new initiatives in the field of sustainable development activities.</li> </ul>
<b>4. Composition</b>	<p>The Committee shall comprise of three or more directors, with at least one of them being an Independent Director.</p>
<b>5. Appointment of Members and Chairman</b>	<p>Subject to Clause 4 above, the Board of Directors shall appoint the Members and the Chairman of the Committee and they will remain in office until their retirement / resignation/removal from the Board or their resignation from the Committee or till the Board decides to change the composition of the Committee.</p> <p>In the event of the Chairman being absent from a meeting, the Committee shall elect from among the Directors present to chair that particular meeting.</p>
<b>6. Compensation of the Committee Members</b>	<p>The Board of Directors shall determine the compensation to be paid to the members of the Committee and its Chairman.</p>

<b>7. Meetings</b>	
<b>7.1 Period of meetings</b>	<p>The Committee shall meet as often as it considers necessary but at least 3 meetings shall be conducted in a year. The Chairman shall be empowered to call a meeting, as and when a need arises.</p> <p>The Members of the Committee may participate in the meeting either in person or through video conferencing or other audio visual means in accordance with the provisions of the Companies Act 2013 and rules made thereunder from time to time.</p>
<b>7.2 Permanent Invitees</b>	<p>The permanent invitees to the Committee will include the Head of CSR.</p> <p>The Chairman may invite any person from amongst the senior management to attend the meeting.</p>
<b>7.3 Secretary</b>	The Company Secretary will act as Secretary to the Committee.
<b>7.4 Agenda</b>	The agenda for the meeting of the Committee shall be prepared by the Secretary in consultation with the Chairman of the Committee and shall be generally sent at least seven days before the date of the meeting. The Agenda items would normally include the update on various CSR activities undertaken by the company as mentioned in the CSR policy.
	<p>Standard Agenda items for the Meetings during the year</p> <ul style="list-style-type: none"> <li>• Review the progress of CSR activities as may be approved by the committee and the Board from time to time.</li> <li>• Review, Monitoring and advising the Board/Management on trends and developments in the areas of CSR.</li> <li>• Evaluating and taking into account the appropriate integration of sustainable development and social responsibility related aspects in the Company's policy landscape and commitments.</li> <li>• Consider and recommend to the Board Donation to Ambuja Cement Foundation, Ambuja Vidya Niketan Trust, Ambuja Hospital trust and such other entities as may be deemed appropriate.</li> <li>• Review and recommend the CSR spend to the Board for approval as required under the Companies Act 2013.</li> <li>• Review the CSR Policy.</li> <li>• Dealing with matters as specified in the CSR Charter.</li> </ul>
<b>7.5 Minutes</b>	<p>The minutes of the meeting shall be recorded by the Secretary. The draft minutes shall be sent to the members and to the Chairman of the Committee their comments/suggestions, if any, within 15 days from the date of conclusion of the meeting or such other timeline as required by the law.</p> <p>Any minutes duly approved by the Chairman of the Committee shall be circulated to the Members of the Committee within 15 days from the date of the signed minutes for their information and record.</p>
<b>7.6 Quorum</b>	<p>The quorum for a meeting of the Committee shall be one-third of its strength or three members, whichever is higher with at least one Independent Director.</p> <p>If a meeting of the Committee cannot be held for want of a quorum, then the meeting shall stand adjourned to such day, time and place as the members present at the meeting may decide.</p>

<b>7.7 Voting</b>	All decisions will be taken by a majority vote without the Chairman having a second or casting vote.
<b>8. Duties &amp; Responsibilities</b>	<ul style="list-style-type: none"> <li>• The Committee shall review the CSR Policy and associated frameworks, processes and practices of the Company and make appropriate recommendations to the Board.</li> <li>• The Committee shall ensure that the Company is taking the appropriate measures to undertake and implement CSR projects successfully and shall monitor the CSR Policy from time to time.</li> <li>• The Committee will be responsible for monitoring CSR activities and report to the Board from time to time.</li> <li>• The Committee may form and delegate authority to subcommittees when appropriate.</li> <li>• The Committee shall periodically submit report to the Board.</li> <li>• The Committee shall review and reassess the adequacy of this Charter and recommend changes to the Board for approval, if any.</li> </ul>
<b>9. General</b>	<p>The Committee shall also perform the following tasks:</p> <ul style="list-style-type: none"> <li>• Performance of such duties as may be assigned to it by the Board of Directors or as may be required under any applicable law or regulation.</li> <li>• The standard agenda items to be dealt with during the year as set out in the Annexure-1 to this charter.</li> </ul>

<p>Sd/-</p> <p><b>NEERAJ AKHOURY</b> <b>MANAGING DIRECTOR &amp; CEO</b></p>	<p>Sd/-</p> <p><b>N.S.SEKHSARIA</b> <b>CHAIRMAN OF CSR COMMITTEE &amp; CHAIRMAN OF</b> <b>THE BOARD OF DIRECTORS</b></p>
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<p>Approved by:</p> <ul style="list-style-type: none"> <li>• CSR Committee</li> <li>• Board of Directors</li> </ul>	<p>27<sup>th</sup> April, 2022 28<sup>th</sup> April, 2022</p>
Place	Mumbai
Version	V2
Effective date	28th April, 2022

## Annexure – 1

- Review the progress of CSR activities and sustainability initiatives as may be approved by the committee and the Board from time to time.
- Review, Monitoring and advising the Board/Management on trends and developments in the areas of CSR and Sustainability.
- Evaluating and taking into account the appropriate integration of sustainable development and social responsibility related aspects in the Company's policy landscape and commitments.
- Consider and recommend to the Board Donation to Ambuja Cement Foundation, Ambuja Vidya Niketan Trust, Ambuja Hospital trust and such other entities as may be deemed appropriate.
- Review and recommend the CSR spend to the Board for approval as required under the Companies Act 2013.
- Review the CSR and Sustainability Policy.
- Dealing with matters as specified in the CSR and Sustainability Charter.