SUN PHARMACEUTICAL INDUSTRIES LIMITED

BOARD COMMITTEES' CHARTER

Sl. No.	Version Description	Date of Approval	Date of Commencement
1	Adoption of the Board Committees' Charter	22 May 2026	15 June 2026

1. INTRODUCTION

The Board of Directors ("Board") of Sun Pharmaceutical Industries Limited ("Company/Sun Pharma") is entrusted with the overall management, strategic direction, and governance of the Company. To ensure effective oversight and focused decision-making, the Board delegates specific responsibilities to various Board Committees as mandated under the applicable laws, regulations, and principles of good corporate governance, each of which assists the Board in discharging its duties within defined areas of governance.

In order to ensure that the Board Committees operate within a clearly defined framework and in compliance with applicable legal and regulatory requirements, their roles, responsibilities, authority, and scope of work are formalized through their respective Terms of Reference ("TOR") as prescribed in the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Therefore, to provide a comprehensive framework governing their powers, duties, responsibilities, and functioning the Board has adopted and approved this Board Committees' Charter, which sets out the framework for the Company's Board Committees and serves as a guiding document for the effective, transparent, and accountable discharge of their responsibilities. It outlines the duties assigned to the Committees, the manner in which they are expected to function, and the standards that are required to be followed while performing their responsibilities and to provide well-considered, informed recommendations to the Board and wherever required to the Stakeholders.

This Board Committees' Charter has been formulated in accordance with the applicable provisions of the Act, the Listing Regulations, and other relevant laws and regulations. In the event of any inconsistency or conflict between the provisions of this Charter and those of the Act or the Listing Regulations, the provisions of the Act and the Listing Regulations, as amended from time to time shall prevail.

2. FRAMEWORK

1. Regulatory Framework

This Charter applies to the following Board Committees:

- Audit Committee (AC)
- Nomination and Remuneration Committee (NRC)
- Stakeholders Relationship Committee (SRC)
- Risk Management Committee (RMC)
- Corporate Social Responsibility Committee (CSR)
- Corporate Governance and ESG Committee (CGESGC)

The composition of each Board Committee shall be determined by the Board from time to time, taking into consideration the requirements of applicable laws and regulations, the skills, experience, expertise, independence, and availability of Directors, as well as the specific responsibilities of the respective Committee.

2. Lead Independent Director

The Board has appointed Dr. Pawan Goenka as the Lead Independent Director ("Lead ID") of the Company.

In accordance with the terms of his appointment, the Lead ID shall be a member of all the Board Committees and shall serve as the Chairperson of the Nomination and Remuneration Committee. The Lead ID shall, in this capacity, provide guidance and leadership in strengthening the independence of the Board and in enhancing the effectiveness of its governance practices.

3. Administration and Processes

Effective and well-planned Committee meetings, scheduled sufficiently in advance, are fundamental to enabling meaningful participation, informed deliberations and robust oversight.

An annual calendar of meetings shall be drawn up and communicated well in advance to Committee members and relevant invitees. Meeting invitations, together with the agenda and supporting materials, shall be circulated in a timely manner to facilitate considered deliberations. Meetings may, however, be convened at shorter notice for urgent matters, in accordance with applicable laws and regulations.

The meetings may be conducted in person or via video conferencing or other audio-visual means in compliance with applicable laws and Secretarial Standards as issued by the Institute of Company Secretaries of India (ICSI), and the proceedings shall be properly recorded and maintained. However, as far as possible, the Committee members are encouraged to participate in the proceedings in person.

The respective Committees may invite members of management, auditors, advisors, subject matter experts or such other persons, as considered appropriate, to attend meetings and provide relevant inputs.

4. Constitution of Special Purpose Committees and Delegation of Authority

The Board may constitute such committees, sub-committees, or working groups as it deems necessary from time to time for specific purposes and may delegate appropriate powers, authority, and responsibilities to them in accordance with applicable laws. The Board shall determine and may modify their composition, scope, terms of reference, quorum, and delegated authority from time to time. Such committees shall be subject to this Charter, to the extent of its relevance.

5. Policy Governance

Each of the Board Committees oversees the formulation, review and implementation of key policies relevant to its scope and responsibilities, in accordance with applicable legal and regulatory requirements.

In formulating such policies, they endeavour to ensure that they provide guiding principles and a broad governance framework, rather than being prescriptive, thereby enabling appropriate flexibility in implementation to achieve the intended objective. These policies serve to guide decision-making, promote consistency in approach and reinforce strong governance practices across the Company.

The respective Committees periodically review such policies to ensure their continued relevance, alignment with evolving regulatory requirements and adherence to leading governance standards.

Details of the policies overseen by the respective Committees are set out in **Annexure A**.

3. AUDIT COMMITTEE

1. Introduction

The Audit Committee ("Committee") plays a critical role in supporting the Board in discharging its oversight responsibilities, particularly with respect to the integrity and reliability of financial reporting, compliance with legal and regulatory requirements, and the robustness of internal financial controls. The Committee also oversees the independence and performance of auditors and reviews Related Party Transactions ("RPTs") to ensure transparency and accountability in the Company's operations.

2. Composition

The Committee shall comprise a minimum of three members, of whom at least two-thirds shall be Independent Directors. As far as possible the Committee shall comprise of Independent Directors only. Without prejudice to the generality of composition requirements, while determining the candidature of committee members, the Board shall ensure independent oversight, objective evaluation, and unbiased judgment in the discharge of its responsibilities.

The Company Secretary shall act as the Secretary to the Committee and provide necessary support for its effective functioning.

The present composition of the Committee is provided in **Annexure B**.

3. Meetings and Quorum

The Committee shall meet at least four times in a financial year, with not more than 120 days elapsing between two meetings. The quorum shall be either two members or one-third of the members of the Committee, whichever is higher, with at least one Independent Director present. The Committee may also meet the auditors separately without management being present, to enable independent deliberations.

The Committee shall ensure that the confidentiality of financial results is strictly preserved. Accordingly, wherever considered necessary, the Committee may adjourn its meeting and reconvene immediately prior to the Board meeting so as to conclude its review proximate to the Board's approval. This approach is aligned with, and reinforces compliance with, the applicable provisions of the Listing Regulations.

4. Terms of Reference - Roles and Responsibilities

The roles and responsibilities of the Committee are categorised under financial, non-financial, and other matters, as set out below.

4.1 Financial matters

The Committee shall oversee and review the following financial matters, including but not limited to:

A. Financial Reporting and Disclosure

a. Oversee the Company's financial reporting process and disclosures to ensure that financial statements present a true and fair view (correct, sufficient and credible) of the financial position and performance of the Company.

b. Review the quarterly, half-yearly, and annual financial statements/financial results, including standalone and consolidated accounts and those of subsidiaries, along with the auditors' reports, before submission to the Board.
c. Ensure that such financial statements are prepared in compliance with the Companies Act, Ind AS, Listing Regulations, and other applicable legal requirements including the regulatory and financial disclosure.
d. Review the Management Discussion and Analysis to ensure that it provides a balanced and consistent view of the Company's financial condition and results of operations.
e. Evaluate significant adjustments made in the financial statements arising from audit findings.

B. Accounting Policies

a. Review the accounting policies and practices adopted by the Company, including any changes thereto and the reasons for such changes, and ensure compliance with applicable accounting standards.
b. Review major accounting entries involving estimates based on the exercise of the judgement by the management.

C. Related Party Transactions

a. Review, approve (including any subsequent modifications) and monitor related party transactions to ensure that such transactions are undertaken on an arm's length basis and in the best interest of the Company. In this regard, the Corporate Governance and ESG Committee ('CGESGC') functions as a sub-committee for RPT governance and provides its recommendations to the Audit Committee.
b. In evaluating and approving RPTs, the CGESGC and the Audit Committee shall, inter alia, consider the business rationale, terms, pricing and regulatory compliance, ensure proper identification of related parties and appropriate disclosures and reporting, and adhere to the principles and framework set out in the Company's Policy on Related Party Transactions.

D. Loan, Investment and Funding

a. Scrutinize inter-corporate loans and investments, and oversee valuation of assets or undertakings, ensuring the use of appropriate methodologies and independent experts wherever required.
b. Review the utilization of loans, advances, and investments made by the holding company in its subsidiary where such exposure exceeds the limits prescribed from time to time under the applicable regulations.
c. Review, with management, the statements of use and application of funds raised through any issue (public, rights, preferential, etc.), including any deviations from the stated purposes in the offer document, and consider the monitoring agency's report on utilization of such proceeds, and make appropriate recommendations to the Board for necessary action.
d. Evaluate the rationale, cost–benefit implications, and impact of schemes such as mergers, demergers, amalgamations, or similar arrangements on the listed entity and its shareholders.

4.2 Non-financial matters

The Committee shall oversee and review the following non-financial matters, including but not limited to:

A. Auditing Oversight

a. Review the recommendation for appointment, re-appointment, removal, remuneration and terms of appointment of auditors (including Statutory, Secretarial and Cost Auditors) of the Company.
b. Review the approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
c. Review and monitor the auditor's independence, performance of Statutory Auditors, and the effectiveness of the audit process to ensure independence, objectivity, and audit quality. It shall also engage with the statutory auditors prior to the commencement of the audit to discuss the nature and scope of the audit, and hold post-audit discussions to identify and address any areas of concern.
d. Review the audit report, including any modified opinions in the draft audit report and key audit matters, and evaluate management's responses, including letters on internal control weaknesses issued by the statutory auditors, to ensure that all identified issues are effectively addressed. It shall also review internal audit reports relating to internal control weaknesses.
e. Oversee group audits and evaluate the extent of involvement of the principal auditor in directing, supervising, and reviewing the work of component auditors, particularly in relation to subsidiaries and consolidated financial statements.
f. As a matter of good governance, the Committee may review engagements of the Secretarial and Cost Auditor for services beyond the scope of its audit to ensure independence and avoid conflicts of interest.

B. Internal Controls and Risk Management

a. Oversee the internal audit function, including reviewing the adequacy of the function, its organisational structure, staffing, reporting lines, coverage, and frequency of audits, as well as the seniority of the official heading the department. This oversight shall extend to the appointment, removal, remuneration, performance evaluation, independence, and adequacy of resources of the Chief Internal Auditor.
b. Evaluate the adequacy and effectiveness of internal financial controls and risk management systems. It shall monitor the remediation of identified control weaknesses in a timely manner.
c. Review the performance of internal auditors, assess the adequacy of internal control systems, and discuss significant findings with the internal auditors along with appropriate follow-up including management responses and the status of implementation of corrective measures.
d. Review fraud incidents, investigations, and outcomes, including the findings of any internal investigations conducted by the internal auditors into matters involving suspected fraud, irregularities, or material failures of internal control systems, and report such matters to the Board.
e. Receive periodic updates from the Risk Management Committee on the Company's risk management framework and fraud risk management processes, including risk identification, assessment, mitigation, and monitoring.

C. Insider Trading and Vigil Mechanism

a. Oversee compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and ensure effective implementation of the Code of Conduct for prevention of insider trading.
b. Review and assess the adequacy and effectiveness of internal controls to prevent insider trading, including maintenance of the Structured Digital Database, monitoring processes for handling Unpublished Price Sensitive Information ("UPSI"), reviewing incidents of leakage, and ensuring appropriate corrective actions.
c. Oversee the vigil mechanism and Whistle-blower Policy to ensure that it is effective and accessible. It shall review the specific process handling inquiries into leaks or suspected leaks of UPSI brought forward via the Whistle-blower Policy.

d. Ensure that Whistle-blower Policy provides adequate safeguards against victimisation of persons using the mechanism, maintains confidentiality, and enables direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.
e. Oversee the mechanism, ensuring fair and confidential handling of complaints, promoting awareness, reviewing the policy periodically, and directing investigations into suspected misconduct.

4.3 Other matters

a. Review and oversee compliance with applicable NFRA requirements relating to communication between the statutory auditors and those charged with governance, including the adequacy, timeliness, and effectiveness of such communications, and ensure that relevant matters arising therefrom are appropriately considered and acted upon.
b. Review the matters required to be included in the Directors' Responsibility Statement forming part of the Board's Report in terms of Section 134(3)(c) of the Companies Act, 2013.
c. Recommend the appointment, re-appointment, or removal of the Chief Financial Officer after due evaluation of qualifications, experience, and suitability.
d. Look into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders (in case of non-payment of declared dividends), and creditors.
e. It shall also perform such other functions as may be assigned by the Board or required under applicable laws.

4. NOMINATION AND REMUNERATION COMMITTEE

1. Introduction

The Nomination and Remuneration Committee ("Committee") plays a critical role in supporting the Board in ensuring a robust and transparent framework for the appointment, evaluation and remuneration of Directors, Key Management Personnel ("KMPs") and Senior Management Personnel. The Committee is responsible for identifying and recommending individuals of appropriate calibre and diversity to the Board, overseeing succession planning, and formulating policies that align remuneration with performance, long-term value creation and the Company's strategic objectives.

Through its oversight, the Committee seeks to promote a high-performance culture, uphold strong governance standards, and ensure that leadership structures are aligned with the interests of stakeholders.

The Committee has adopted a comprehensive framework delineating its roles and responsibilities, along with the processes to be followed in the discharge of its functions in relation to relevant matters.

2. Composition

The Committee shall consist of a minimum of three Directors, with at least two-third being Independent Directors. All members shall be non-executive. However, the Chairperson of the Company, whether executive or non-executive, may be appointed as a member of the Committee, but shall not chair the Committee, and the Chairperson of the Committee shall be an Independent Director.

The Company Secretary shall act as the Secretary to the Committee and provide necessary support for its functioning.

The present composition of the Committee is provided in **Annexure B**.

3. Meetings and Quorum

The Committee shall meet as and when required, and at such intervals as may be determined by the Board, preferably on a quarterly basis, but at least once in a financial year. The quorum for meetings shall be either two members or one-third of the total strength of the Committee, whichever is higher, including at least one Independent Director.

4. Terms of Reference – Roles and Responsibilities

The roles and responsibilities of the Committee shall include the following nomination and remuneration matters, including but not limited to:

4.1 Nomination, Appointment, and Succession Planning

a. Formulate the criteria for determining qualifications, positive attributes, and independence of a director, and recommend to the Board a policy relating to the remuneration of directors, key managerial personnel, and other employees.
b. Identify and recommend the appointment, re-appointment, and removal of Directors, KMPs, and senior management personnel based on objective criteria, including integrity, qualifications, experience, and independence.
c. The Committee shall, for every appointment of an Independent Director, evaluate the balance of skills, knowledge, and experience on the Board and, based on such evaluation,

prepare a description of the role and capabilities required. The person recommended for appointment shall possess the identified capabilities. For this purpose, the Committee may use the services of external agencies, consider candidates from a wide range of backgrounds with due regard to diversity, and assess the time commitments of the candidates.

d. Oversee succession planning for Directors, KMPs, and senior management to ensure continuity of leadership, including identifying and developing potential candidates for key roles.

4.2 Remuneration and Compensation Governance

a. Formulate and periodically review the remuneration policy for Directors, KMPs, and senior management to ensure that remuneration is fair, performance-linked, and aligned with the Company's strategic objectives and risk profile, with an appropriate balance between fixed and incentive pay, clear linkage to performance benchmarks, and levels sufficient to attract, retain, and motivate quality leadership.
b. Oversee and review the implementation of employee stock option and other share-based benefit schemes in compliance with applicable laws, including periodic assessment of their effectiveness and alignment with the Company's remuneration framework.

4.3 Board Composition and Performance Evaluation

a. Oversee the formulation and periodic review of the Board Diversity Policy and ensure an appropriate balance of skills, experience, diversity, and independence on the Board. It shall maintain a Board skills matrix, identify gaps, and recommend suitable actions.
b. Lay down criteria and oversee the evaluation of the Board, its committees, and individual Directors, including Independent Directors, and specify the manner of such evaluation, whether conducted by the Board, the Committee, or an independent external agency, and review its implementation and compliance.
c. Recommend to the Board on extension or continuation, re-appointment, or removal, of directors (Executive/Non-executive), which shall be based on such evaluations and applicable provisions.
d. As a matter of Good Governance, it shall ensure that Directors and senior management personnel meet fit and proper criteria as may be decided by the Board, including integrity, competence, and absence of conflicts of interest.
e. Ensure that remuneration practices are aligned with shareholders' interests and are transparent and performance-driven, while having the authority to access information, records, and external advice as necessary for the effective discharge of its responsibilities.
f. It shall also perform such other functions as may be assigned by the Board or required under applicable laws.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

1. Introduction

The Stakeholders Relationship Committee ('Committee') plays a vital role in strengthening the Company's engagement with its stakeholders, particularly shareholders and investors. The Committee supports the Board in ensuring timely and effective redressal of stakeholder grievances, overseeing mechanisms for investor services and protection, and enhancing the overall quality of stakeholder communication and outreach. It also monitors compliance with applicable legal and regulatory requirements relating to stakeholder matters, with a view to promoting transparency, responsiveness and confidence among stakeholders.

2. Composition

The Committee shall comprise a minimum of three Directors, including at least one Independent Director, in accordance with the provisions of the Act and the Listing Regulations. The Chairperson of the Committee shall be a Non-Executive Director.

The Company Secretary shall act as the Secretary to the Committee and shall also serve as the Compliance Officer, responsible for ensuring compliance with applicable laws and for the redressal of investor grievances.

The present composition of the Committee is provided in **Annexure B**.

3. Meetings and Quorum

The Committee shall meet at such intervals as may be necessary to effectively discharge its responsibilities, preferably on a quarterly basis, particularly in relation to shareholders grievances and investor service matters.

The quorum for meetings shall be either two members or one-third of the total strength of the Committee, whichever is higher, including at least one Independent Director.

4. Terms of Reference - Roles and Responsibilities

The roles and responsibilities of the Committee shall include the following Stakeholder Grievance and Services matters, including but not limited to:

4.1 Stakeholder Grievance Redressal and Investor Services

a. Review the resolution of grievances of the security holders, including complaints related to transfer or transmission of shares, non-receipt of annual reports, non-receipt of declared dividends, issuance of new or duplicate certificates, general meetings, and other related matters.
b. Monitor grievance redressal mechanism, complaints (including through SCORES), and ensure timely resolution, review investor complaint reports and disclosures to stock exchanges, and identify recurring issues for corrective action.

4.2 Compliance Oversight of Intermediaries

a. Oversee the performance and effectiveness of the Registrar and Share Transfer Agent ("RTA"), including adherence to service standards, turnaround times, complaint resolution efficiency, and stakeholder feedback in respect of services rendered by RTA.
b. Ensure that adequate systems, controls, and technology platforms are in place to support efficient and transparent investor services and stakeholder engagement processes.

c. Oversee compliance with regulatory requirements relating to investor grievances, stakeholder engagement, and service standards, while ensuring alignment with stakeholder expectations.

4.3 Stakeholder Engagement, Rights, and Continuous Improvement

a. Review measures to facilitate the effective exercise of voting rights by shareholders and ensure that stakeholders are able to participate in general meetings and vote through electronic and other permitted means, while overseeing the adequacy of related systems and processes.
b. Review the various measures and initiatives undertaken by the Company to reduce the quantum of unclaimed dividends and ensure timely receipt of dividend warrants, annual reports, and statutory notices by shareholders.
c. Oversee initiatives for investor awareness, engagement, and ease of investing, including digitalization, while reviewing unclaimed dividends and securities to ensure compliance with IEPF requirements, and periodically evaluating related policies and frameworks to recommend improvements in line with regulatory developments and stakeholder expectations.
d. It shall also perform such other functions as may be assigned by the Board or required under applicable laws from time to time.

6. RISK MANAGEMENT COMMITTEE

1. Introduction

The Risk Management Committee ("Committee") plays a pivotal role in supporting the Board in establishing and overseeing a comprehensive risk management framework. The Committee is responsible for identifying, evaluating and monitoring key risks across the organisation, including strategic, operational, financial, compliance and emerging risks, and ensuring that appropriate mitigation measures are in place. It also oversees the integration of risk management practices into the Company's business processes and decision-making. Through its oversight, the Committee seeks to enhance resilience, safeguard stakeholder interests and promote sustainable long-term value creation.

2. Composition

The Committee shall comprise at least three members, including one Independent Director, with a majority being members of the Board, in line with the Listing Regulations. The Chairperson shall be a member of the Board, and the Committee may include senior executives for domain expertise. The Board may review and reconstitute the Committee from time to time to ensure an appropriate mix of skills, experience, evolving governance practices.

The Company Secretary shall act as the Secretary to the Committee and shall provide necessary administrative and compliance support.

The present composition of the Committee is provided in **Annexure B**.

3. Meetings and Quorum

The Committee shall meet as necessary, preferably quarterly and at least twice in a financial year, with not more than 210 days between two consecutive meetings to effectively discharge its responsibilities relating to risk oversight. The quorum shall be two members or one-third of the total members of the Committee, whichever is higher, including at least one Board member.

4. Terms of Reference – Roles and Responsibilities

The roles and responsibilities of the Committee shall include the following Risk Management, Governance and monitoring, including but not limited to:

4.1 Risk Governance and Strategy

a. Formulate a comprehensive risk management policy covering a framework for identification of internal and external risks faced by the Company, including financial, operational, sectoral, sustainability, information, and cybersecurity risks, or any other risks as determined by the Committee, along with measures for risk mitigation through appropriate systems and internal control processes, and shall also review periodic reports on risk exposures, mitigation progress, and emerging risks.
b. Oversee the establishment and implementation of a robust Enterprise Risk Management (ERM) framework and Risk Management Policy, and evaluate the adequacy and effectiveness of risk management systems for the identification, assessment, mitigation, and monitoring of risks across the organisation.
c. Review periodically the Risk Management Policy, at least once every two years, taking into account changing industry dynamics and evolving risk complexities.
d. Recommend the Company's risk appetite, tolerance limits, and overall risk strategy, ensure alignment of risk management with business objectives, and promote a risk-aware culture

with clear accountability across the organisation, including oversight of emerging risk areas such as cybersecurity, data protection, and ESG.

4.2 Risk Identification, Monitoring, and Mitigation

a. Ensure robust systems and processes for the identification, assessment, prioritisation, monitoring, and evaluation of risks across the Company, including review of risk registers, heat maps, and key risk indicators (KRIs).
b. Monitor the effectiveness of mitigation strategies and residual risks, ensuring timely action on any deviations from defined risk thresholds.

4.3 Oversight, Integration, and Reporting

a. Update the Board of its deliberations, key risk exposures, mitigation measures, and significant actions or recommendations, to enable effective oversight and decision-making.
b. Oversee the functioning of the risk management, including its structure and adequacy of resources, and recommend to the Board the appointment, removal, and terms of remuneration of the Chief Risk Officer (CRO), wherever applicable.
c. Coordinate with other Board Committees, particularly the Audit Committee, to ensure integrated risk oversight and avoid gaps or overlaps, and shall regularly update on it to support informed decision-making.
d. Ensure compliance with applicable laws, Listing Regulations, and regulatory guidance, and align risk management practices with accepted standards and governance expectations.
e. It shall also perform such other functions as may be assigned by the Board or required under applicable laws from time to time.

7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

1. Introduction

The Corporate Social Responsibility Committee ("Committee") supports the Board in fulfilling the Company's commitment to responsible and sustainable development through structured Corporate Social Responsibility ("CSR") initiatives. The Committee is entrusted with formulating and recommending the CSR policy, guiding the selection and implementation of projects, and monitoring the utilisation of CSR funds in accordance with applicable statutory requirements. It also oversees the assessment of the impact of CSR initiatives to ensure that they create meaningful and sustainable value for communities. Through its oversight, the Committee seeks to align the Company's social responsibility efforts with its core values, regulatory expectations and broader stakeholder interests.

2. Composition

The Committee shall comprise at least three Directors, including at least one Independent Director, in accordance with Section 135 of the Act, with all members being Directors of the Board.

The Company Secretary shall act as the Secretary to the Committee and shall provide necessary administrative and compliance support.

The present composition of the Committee is provided in **Annexure B**.

3. Meetings and Quorum

The Committee shall meet at least once in a financial year, or more frequently as may be required by the Board, preferably thrice in a year, to effectively discharge its responsibilities. The quorum shall be either two members or one-third of the Committee, whichever is higher.

4. Terms of Reference – Roles and Responsibilities

The roles and responsibilities of the Committee shall include the following CSR activities and monitoring, including but not limited to:

4.1 CSR Policy, Strategy and Annual Action Plan

a. Formulate and recommend to the Board a CSR Policy in accordance with Schedule VII of the Act, and periodically review and update the same to ensure continued relevance, effectiveness, and compliance with statutory requirements.
b. Formulate and recommend to the Board an Annual Action Plan outlining approved CSR projects, implementation modalities, utilisation of funds, timelines, and monitoring mechanisms, and ensure appropriate disclosure of the CSR Policy and projects on the Company's website.

4.2 CSR Expenditure, Fund Utilisation and Compliance

a. Recommend the CSR expenditure and ensure compliance with statutory spending requirements. It shall monitor utilisation of funds to ensure alignment with approved purposes and the Annual Action Plan.
b. Oversee compliance with provisions relating to unspent CSR amounts, including transfer to the Unspent CSR Account or to specified funds, as applicable within prescribed timelines, and review administrative overheads and treatment of surplus arising from CSR activities in accordance with applicable laws.

4.3 Implementation, Monitoring and Impact Assessment

a. Oversee the implementation and progress of CSR projects to ensure effective execution and achievement of intended outcomes.
b. Review systems and processes for tracking performance, utilisation, and overall effectiveness of CSR initiatives.
c. Review impact assessment studies, where applicable, and recommend appropriate actions to enhance the effectiveness and sustainability of CSR programs.
d. Ensure that CSR activities are undertaken either directly or through eligible implementing agencies in accordance with applicable provisions.

4.4 Governance, Disclosure and Continuous Improvement

a. Ensure compliance with all applicable CSR provisions, including disclosure requirements in the Board's Report and other filings, ensuring transparency, accuracy, and completeness.
b. Review CSR frameworks, project selection criteria, and monitoring mechanisms to ensure alignment with statutory requirements, governance standards, and the Company's strategic priorities, and recommend improvements to enhance overall impact and effectiveness.
c. It shall also perform such other functions as may be assigned by the Board or required under applicable laws.

8. CORPORATE GOVERNANCE AND ESG COMMITTEE

1. Introduction

The Corporate Governance and ESG Committee ("Committee") supports the Board in overseeing the Company's corporate governance framework and advancing its Environmental, Social and Governance ("ESG") agenda. The Committee monitors compliance with applicable laws and best practices, guides the formulation and implementation of key policies, and provides oversight on ESG strategy, performance, risks and related disclosures. It also plays a key role in related party transaction governance by reviewing and recommending such transactions to the Audit Committee, thereby promoting transparency, ethical conduct and sustainable long-term value creation.

2. Composition

The Committee shall comprise a minimum of three Directors, including at least one Independent Director, as may be determined by the Board from time to time. The Chairperson of the Committee shall be an Independent Director.

The Committee shall also comprise senior management members, including the Chief Financial Officer and the Company Secretary and Compliance Officer, enabling focused and in-depth review and evaluation of related party transactions and associated governance matters.

The Company Secretary shall act as the Secretary to the Committee and shall provide necessary administrative and compliance support.

The present composition of the Committee is provided in **Annexure B**.

3. Meetings and Quorum

The Committee shall meet at least four times in a financial year, or at such intervals as may be determined by the Board, to effectively discharge its responsibilities. The quorum for meetings shall be either two members or one-third of the total strength of the Committee, whichever is higher, including at least one Independent Director.

4. Terms of Reference – Roles and Responsibilities

The roles and responsibilities of the Committee shall include the following Corporate Governance and ESG related matters, including but not limited to:

4.1 Corporate Governance

a. Review the independence criteria and confirm compliance by Independent Directors at the beginning of each financial year. It shall periodically review compliance with the Company's Global Code of Conduct and Legal Compliance Policy and evaluate prevailing corporate governance practices within the industry to recommend adoption of relevant best practices.
b. Review quarterly and annual Corporate Governance Reports and formulate, review, and implement the Company's Policy on Materiality of and Dealing with Related Party Transactions.
c. Review the process for identification and recording of related parties and review, approve, and monitor Related Party Transactions in accordance with applicable laws and regulations.
d. Review and Monitor transactions of the Company and its subsidiaries with persons or entities belonging to the Promoter or Promoter Group and report on such matters to the Audit Committee or the Board, as required under statutory provisions.

4.2 Sustainability

a. Provide guidance, oversight, and support for the implementation of the Company’s ESG and sustainability strategies, goals, and initiatives.
b. Review and monitor performance against ESG and sustainability policies and oversee disclosures and reporting in compliance with applicable laws, including the Business Responsibility and Sustainability Report (BRSR) and other sustainability disclosures.
c. Oversee the identification and management of sustainability-related risks and opportunities and monitor compliance with applicable frameworks such as the National Guidelines on Responsible Business Conduct (NGRBC), the United Nations Global Compact (UNGC), and other relevant standards.
d. Review and monitor the functioning of the ESG Council, as constituted from time to time, and recommend improvements in governance, disclosures, and sustainability practices to the Board, while performing any additional functions as may be delegated or required under applicable laws.
e. Recommend improvements in governance, disclosures, and sustainability practices to the Board and shall perform such other functions as may be delegated by the Board or required under applicable laws from time to time.

9. REVIEW

The Board Committee Charter, including the Terms of Reference, shall be reviewed periodically by the Board to ensure its continued relevance and effectiveness, taking into account changes in applicable laws, regulations and evolving governance practices. Any modifications, as deemed necessary, shall be approved by the Board to ensure that the Charter remains aligned with statutory requirements and best governance standards.

Annexure A

The policies and codes are as follows:

Audit Committee	
Sl. No.	**Name of Policy / Code**
1	Policy on Whistle blower / Vigil Mechanism
2	Policy on Materiality of Related Party Transactions
3	Policy for Determination of Legitimate Purposes
4	Codes of Fair Disclosure and Procedure for sharing UPSI
5	Code of Conduct for Monitoring Trading by Designated Persons
6	Policy on Communication with TCWG and Statutory Auditors

Nomination and Remuneration Committee	
Sl. No.	**Name of Policy / Code**
1	Policy relating to, the Remuneration of the Directors, KMP and other employees
2	Policy on Diversity of Board of Directors

Risk Management Committee	
Sl. No.	**Name of Policy / Code**
1	Policy on Risk Management

Corporate Governance & ESG Committee	
Sl. No.	**Name of Policy / Code**
1	Global Code of Conduct
2	Policy on Materiality of Related Party Transactions
3	Policy on Business Responsibility and Sustainability

Corporate Social Responsibility Committee	
Sl. No.	**Name of Policy / Code**
1	Policy on Corporate Social Responsibility

Annexure B

The present composition of the Board Committees are as follows:

Audit Committee			
Sl. No.	Name of Member	Designation	Category
1.	Mr. Gautam Doshi	Independent Director	Chairperson
2.	Dr. Pawan Goenka	Lead Independent Director	Member
3.	Ms. Satyavati Berera	Independent Director	Member

Nomination and Remuneration Committee			
Sl. No.	Name of Member	Designation	Category
1.	Dr. Pawan Goenka	Lead Independent Director	Chairperson
2.	Mr. Gautam Doshi	Independent Director	Member
3.	Mr. Dilip Shanghvi	Executive Chairman	Member
4.	Mr. Rolf Hoffmann	Independent Director	Member

Stakeholders Relationship Committee			
Sl. No.	Name of Member	Designation	Category
1.	Mr. Gautam Doshi	Independent Director	Chairperson
2.	Dr. Pawan Goenka	Lead Independent Director	Member
3.	Mr. Kirti Ganorkar	Managing Director	Member
4.	Mr. Aalok Shanghvi	Whole-time Director	Member

Risk Management Committee			
Sl. No.	Name of Member	Designation	Category
1.	Dr. Pawan Goenka	Lead Independent Director	Chairperson
2.	Mr. Gautam Doshi	Independent Director	Member
3.	Ms. Satyavati Berera	Independent Director	Member
4.	Mr. Dilip Shanghvi	Executive Chairman	Member
5.	Mr. Aalok Shanghvi	Whole-time Director	Member
6.	Ms. Jayashree Satagopan	Chief Financial Officer	Member

Corporate Social Responsibility Committee			
Sl. No.	Name of Member	Designation	Category
1.	Dr. Pawan Goenka	Lead Independent Director	Member
2.	Mr. Dilip Shanghvi	Executive Chairman	Member
3.	Ms. Vidhi Shanghvi	Whole-time Director	Member

Corporate Governance and ESG Committee			
Sl. No.	Name of Member	Designation	Category
1.	Mr. Gautam Doshi	Independent Director	Chairperson
2.	Dr. Pawan Goenka	Lead Independent Director	Member
3.	Mr. Kirti Ganorkar	Managing Director	Member
4.	Ms. Jayashree Satagopan	Chief Financial Officer	Member
5.	Mr. Anoop Deshpande	Company Secretary & Compliance Officer	Member