



LT FOODS LIMITED
CHARTER OF
CORPORATE SOCIAL RESPONSIBILITY AND
ENVIRONMENT SOCIAL GOVERNANCE
COMMITTEE

INTRODUCTION & PURPOSE

This charter is framed in accordance with:

- Section 135 of the Companies Act, 2013
- The Companies (Corporate Social Responsibility Policy) Rules, 2014; and
- Regulation 34(3), read with Schedule V and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Environmental, Social and Governance (ESG) reporting and disclosures.

The Objective of the Corporate Social Responsibility and Environment, Social, Governance Committee of the Board of Directors ("**the Board**") of LT Foods Limited ("**the Company**") is to:

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company (in areas or subject, specified in Schedule VII);
2. Recommend the amount of expenditure to be incurred on the activities referred to be undertaken by the Company.
3. Monitor the Corporate Social Responsibility Policy of the company from time to time.

This charter has been prepared keeping in view the extant provisions of the applicable laws and bylaws of the Company. However, if due to subsequent changes in the applicable laws, any part of this charter becomes inconsistent then the provisions of the applicable laws shall prevail.

COMPOSITION

- The Corporate Social Responsibility & Environment Social Governance Committee shall consist of three or more directors, out of which at least one directors shall be an Independent Director, who may or may not be shareholders, all of them elected by the Board of Directors for a term of office that will coincide with the term of office of the directors, and re-election is permitted.
- In the event of a casual vacancy arising in the office of a director who is also a member of the Committee, such vacancy shall be filled by the Company at the earliest possible opportunity, and in any case not later than three (3) months from the date of the vacancy, in accordance with the applicable provisions of law.
- The members of the Committee shall be entitled to receive sitting fees for attending each meeting of the Committee, in accordance with the sitting fees approved by the Board of Directors and the shareholders of the Company.

SECRETARY

The Company Secretary shall act as a Secretary to the Committee Meetings.

MEETINGS AND QUORUM

- The Committee shall meet at least twice in a financial year. The Committee shall also meet additionally, as and when any item of business is required to be approved by the Committee.
- Notice of each Committee meeting, along with the agenda and relevant notes, shall be sent to all Committee members at least seven days in advance.
- The Committee may invite such of the executives, as it considers appropriate to be present at the Meetings of the Committee. On occasions considered necessary, the Committee may also meet without the presence of any executive of the Company.
- The Chairman of the Committee shall attend the Annual General Meeting and should be available to answer shareholder queries and provide clarifications that may be sought on matters dealt by the Committee.
- The decisions to be taken by the Committee members may be taken by way of a circular resolution, wherever permitted under the law.

The meetings of the Committee may be attended by means of Audio-Visual Mode, videoconferencing or any other means of communication that allows the identification of the members of the Committee and simultaneous communication with all other persons attending the meeting. In case of the members of the committee attending the meeting through Audio-visual mode, video conferencing or any other means of communication, Committee members must ensure that no unauthorized party has access to the proceedings of the meeting. Committee members who attend the meetings in the aforementioned manner will be deemed to be present at the meeting and must sign the corresponding minutes.

TERMS OF REFERENCE

The terms of reference of the Corporate Social Responsibility & Environment Social Responsibility Committee are in accordance with the provisions of Companies Act, 2013 (hereinafter referred as 'the Act') and Regulation 34(3), read with Schedule V and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Environmental, Social and Governance (ESG) reporting and disclosures.

ROLES AND RESPONSIBILITIES

The roles and responsibilities of the Corporate Social Responsibility & Environment, Social, Governance committee shall include the following:

CSR Related:

- i. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII;
- ii. Recommend to the Board the annual CSR expenditure and budget for CSR activities and projects.
- iii. Identify, evaluate, and recommend CSR projects, programmes, and initiatives to be undertaken by the Company, either directly or through eligible implementing agencies.

- iv. Monitor the implementation and progress of approved CSR projects and programmes and review periodic reports on their status, impact, and effectiveness.
- v. To give inputs to enhance quality of the CSR activities;
- vi. To develop new areas for CSR activities;
- vii. To seek advice from external experts or consultants on CSR related matters;
- viii. To review the Corporate Social Responsibility Policy of the Company from time to time;
- ix. To formulate and recommend to the Board, an annual action plan as per this Policy and the applicable provisions of the Act and the applicable rules thereunder; and
- x. Any other item as may be assigned by the Board of Directors, from time to time.

ESG Related:

- i. To develop relevant ESG policies that support the Company's ESG vision;
- ii. To oversee and review Company's strategy and policies in line with the macro-developments happening in the ESG space;
- iii. To identify and assess significant ESG and climate related risks that might impact long-term business performance, prioritize the sustainability issues;
- iv. To focus on ESG strategy, implementation and performance outcomes, and develop a risk appetite and tolerance level for each ESG goals and targets, within the Company and across the value chain;
- v. To develop comprehensive and robust Key Performance Indicators ('KPIs');
- vi. To establish robust monitoring mechanism to ensure periodic and effective progress against established KPIs, along with identified risks that could hinder the achievement of ESG goals and targets;
- vii. To develop and review stakeholder engagement plans to enhance long-term value creation for internal and external stakeholders and to incorporate stakeholders' insights into Company's ESG strategy and action plans;
- viii. To enhance stakeholder interaction across ESG-related parameters to allow for increased opportunities for strategic innovation and trust building;
- ix. To ensure compliance with ESG regulations / mandates and augment voluntary adoption of global sustainability frameworks;
- x. Recommend the appointment, reappointment, remuneration, and scope of work of any independent assurance provider engaged to perform assurance over ESG disclosures, where applicable.
- xi. Review and oversee the processes and controls to ensure the accuracy, completeness, reliability, and integrity of ESG data and disclosures.
- xii. Report to the Board on significant ESG assurance matters, including key findings, risks, control issues, and the status of remediation efforts.
- xiii. To integrate and review ESG parameters in the internal audit process as well as ensure review of ESG data by an independent third party; and
- xiv. Any other item as may be assigned by the Board of Directors, from time to time.
To coordinate with the Risk Management Committee to identify, assess, and address sustainability-related risks, including environmental, social, and governance (ESG) factors, and to ensure their integration into the Company's overall risk management framework.

POWERS OF THE CORPORATE SOCIAL RESPONSIBILITY & ENVIRONMENT, SOCIAL, GOVERNANCE COMMITTEE

The committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

VOTING & DECISION MAKING

Decisions of the Committee shall be taken by majority vote of the members present and voting. In the event of a tie, the Chairperson may exercise a casting vote, where permitted under applicable law.

CONFLICT OF INTEREST

Members of the Committee shall disclose any actual or potential conflict of interest in matters placed before the Committee.

Any member having a conflict shall abstain from discussion and voting on such matter and the same shall be recorded in the minutes.

Where necessary, an alternate member or the Chairperson may oversee discussion on the relevant agenda item in place of the interested member.

REPORTING

The Committee shall report on its activities and summarize any recommendations at subsequent Board meeting.

This charter shall be displayed on the website of the Company.

MINUTES

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

GOOD GOVERNANCE BY CORPORATE SOCIAL RESPONSIBILITY & ENVIRONMENT, SOCIAL, GOVERNANCE COMMITTEE

The CSR and ESG Committee plays a pivotal role in promoting responsible business practices, sustainable growth, and ethical governance. The Committee ensures that the Company's operations align with its social responsibilities, environmental commitments, and governance principles, thereby supporting long-term value creation for all stakeholders.

To ensure effective oversight and governance in these areas, the CSR and ESG Committee:

1. Consists of experienced and highly qualified non-executive members, including an Independent Director as Chairperson, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Is constituted in such a way that its members collectively possess the necessary skills, experience, expertise, and strategic insight in the areas of sustainability, social responsibility, environmental management, and governance relevant to the Company's business and sector.
3. While formulating and overseeing the Company's CSR and ESG policies and initiatives, the Committee shall consider the following:
 - a) that the Company's CSR and ESG objectives are aligned with its vision, values, and long-term business strategy;
 - b) that CSR activities are undertaken in accordance with Schedule VII of the Companies Act, 2013 and related rules;
 - c) that ESG initiatives promote sustainable resource use, environmental protection, and social equity;
 - d) that appropriate performance metrics and disclosure mechanisms are established to monitor and report ESG performance; and
 - e) that the Company's CSR and ESG disclosures in the Business Responsibility and Sustainability Report (BRSR) comply with applicable SEBI requirements and demonstrate transparency and accountability.

REVIEW OF COMMITTEE CHARTER

The adequacy of this charter shall be reviewed and re-assessed by the Committee, as and when required and appropriate recommendations shall be made to the Board to update the same based on the changes that may be brought about to the regulatory framework or policy changes, from time to time
