



Suven Pharmaceuticals Limited

Charter of the Corporate Social Responsibility Committee

(Charter effective from November 12, 2024)

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Charter of the Corporate Social Responsibility Committee

Objective

The Corporate Social Responsibility (“CSR”) Committee Charter is framed in compliance with the provisions of the Companies Act, 2013 read with Rules made thereunder. The CSR Committee (the “Committee”) shall assist the Board and the Company in fulfilling its corporate social responsibilities.

The role, responsibilities and powers of the CSR Committee shall include matters set out in this Charter and such other items as may be delegated by the Board or prescribed under the applicable laws, as amended from time to time.

Composition

- The CSR Committee shall have minimum 3 (three) Directors as members.
- At least one member of the CSR Committee shall be Independent Director.
- The Company Secretary shall act as Secretary to the Committee.

Meeting and Quorum

- The Committee shall meet at least two times in a year.
- The quorum for the meeting shall be one-third of the total strength or two members, whichever is greater.
- The Committee may invite such other executives, as it considers appropriate, to be present at the meetings.

Role and Responsibilities

- 1) Formulate, review 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 of the Companies Act, 2013;
- 2) Monitor the Corporate Social Responsibility Policy of the Company from time to time;
- 3) Recommend the amount of expenditure to be incurred on the CSR activities;
- 4) Review and recommend the Annual Action plan for CSR delineating the CSR Programmes to be carried out during the financial year, including the budgets thereof, their manner of execution, implementation schedules, modalities of utilisation of funds, and monitoring & reporting mechanism for the CSR Programmes;
- 5) Recommend to the Board, any update, alteration, modification or amendment to the Annual Action Plan for CSR at any time during the financial year, after providing a reasonable justification;
- 6) Formulate and recommend to the Board the Annual Action Plan, including amendment/ modification thereof, and progress of the activities undertaken; including utilisation of amounts disbursed, on periodic basis;
- 7) Review the Impact Assessment reports undertaken through independent agencies and present the same before the Board;
- 8) Review and recommend to the Board the Annual Report on CSR activities which is required to be included in the Boards’ Report of the Company;
- 9) Monitoring the identification and implementation of multi-year projects / programs (“Ongoing Projects”) and recommending to the Board, modifications, if any, for the smooth implementation of the Ongoing Projects within the overall legally permissible time period.

Recommending to the Board any CSR project or program for categorising as Ongoing Project, which was initially not approved as a multi-year project, after providing reasonable justification;

- 10) Overseeing the process of joint CSR efforts in case of collaboration with other company(ies) for any CSR projects;
- 11) Monitoring the administrative overheads in pursuance of CSR activities or projects or programs so that they do not exceed the prescribed thresholds.
- 12) Recommendation to the Board for setting off the excess amount spent against CSR spend of the financial year(s) following the year of excess spend, in case of excess spent of the prescribed CSR expenditure during a financial year;
- 13) Discharge such duties and functions as indicated in the section 135 of the Companies Act, 2013 and Rules made thereunder from time to time and such other functions as may be delegated to the Committee by the Board from time to time.
- 14) Discharge such other functions as may be specifically delegated to the Committee by the Board from time to time.

Authority

The CSR Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

Reporting

The Committee shall report on its activities, and summarize any recommendations; at the Board meeting.

Evaluation

The CSR Committee, if deemed necessary, may conduct a performance evaluation relative to its purpose, duties, responsibilities and effectiveness and recommend, any changes, it considers necessary for the approval of the Board of Directors. The Committee may conduct such evaluation and reviews at such intervals and in such manner as it deems appropriate.

Review of CSR Committee Charter

The CSR Committee charter shall be reviewed and reassessed by the Committee at such intervals as the Committee deems appropriate and recommendations, if any shall be made to the Board for approval of the same from time to time.

Approved by the Board of Directors on November 12, 2024