



Welspun Corp Limited

CSR COMMITTEE CHARTER

WELSPUN CORP LIMITED

CSR Committee - Charter

Revised on March 27, 2024

1. Objectives

The role of the Corporate Social Responsibility (“CSR”) Committee (“CSR Committee”) is to assist the Board in fulfilling its oversight responsibilities of incorporating relevant and sustainable policies, to achieve the strategic priorities of the Company.

In line with the Company’s commitment to ESG priorities, the company has been taking various initiatives to accelerate its ESG journey. With a view to further strengthen its commitment and enhance Board’s focused oversight over ESG matters, the Board of Directors at its meeting held on March 27, 2024 has decided to have two separate Committees for Corporate Social Responsibilities and Environment, Social and Governance with focused scope.

2. Composition

The Board will strive to adhere to the following composition requirements for the Committee. However, the Board acknowledges that circumstances may not always allow adherence to the following requirements:

- The Committee must comprise at least three members.
- Members of the Committee shall be a mix of independent and non-independent directors. Majority of the members shall be Independent Directors.
- The Chair of the Committee shall not be the Chair of the Board of Directors and shall be independent.
- The Company Secretary shall act as the secretary to the Committee.

- The Committee may have permanent invitee including members from the CSR Team, Managing Director and/ or any others as required.

3. Meeting frequency

- The Committee will meet at least four times in each financial year and additionally as circumstances may require for it to undertake its role effectively.
- Meetings are called by the Secretary or at the request of the Chair of the Committee.
- A quorum shall consist of two members or one third of the members of the Committee, whichever is greater. In the absence of the Chair of the Committee or their nominees, the members shall elect one of their members to act as Chair of that meeting.

4. Duties and responsibilities

The Committee will have the following duties and responsibilities:

- Oversee and recommend to the Board on the Company's policies, strategies and programs related to matters of the corporate social responsibility, which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII to the Companies Act, 2013.
- Monitor CSR Policy of the Company and recommend the amount of expenditure to be incurred on CSR activities.
- Review disclosures included in the Company's CSR report regarding the Company's CSR initiatives.

The foregoing list of duties is not exhaustive, the Committee may, in addition, perform any other functions, if it may find necessary or appropriate for the performance of its oversight function. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate. In

discharging its oversight role, the Committee shall have the power to retain legal, financial or other advisors as it deems necessary.

5. Access to external professionals

The Committee shall have access to necessary external professionals and authority to discharge its duties and responsibilities including the authority to appoint, retain, and approve the fees of external CSR consultants, including Internal Auditors to review specific sensitive areas.

The Chair of the CSR Committee will be informed of instances of concern relating to its areas of focus, which have been highlighted through the Company's whistle-blower mechanism.

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