BENGAL AEROTROPOLIS PROJECTS LIMITED

TERMS OF REFERENCE OF
CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

(FRAMED UNDER SECTION 135(3) OF COMPANIES ACT, 2013)

1. Aims and Purpose

Corporate Social Responsibility is the Company's sense of responsibility towards the community and environment in which it operates. It is the continuing commitment by the Company to behave ethically and contribute to the economic development of the society at large and building capacity for sustainable livelihood.

The Company believes in conducting its business responsibility fairly and in a most transparent manner. It continually seeks ways to bring about an overall positive impact on the society and the environment where it operates and as a part of its social objectives.

2. Composition

The CSR Committee shall comprise of at least three (3) Directors, out of which at least one (1) director shall be an Independent Director.

3. CSR Activities

CSR activities may be carried out by the Company as prescribed in Schedule VII to the Companies Act, 2013("the Act"), as amended from time to time.

The Committee may decide to pursue any one or more of the following activities:—

i. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.
ii. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects.
iii. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
iv. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the central Government for rejuvenation of river Ganga.
v. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art ; setting up public libraries ; promotion and development of traditional arts and handicrafts.

vi. Measures for the benefit of armed forces veterans, war windows and their dependents.

vii. Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports.

viii. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women.

ix. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government.

x. Rural development projects.

xi. Slum area development, where slum area shall mean any area declared as such by the Central Government or any other competent authority under any law for the time being in force.

4. Meetings and Proceedings

i. The meetings and proceedings of the CSR Committee shall be governed by provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, Secretarial Standard on Meetings of the Board of Director, and in accordance with the Articles of Association of the Company. Further, questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes as per Article 226 of the Articles of Association of the Company.

ii. The CSR Committee shall meet at least twice (2) in a financial year to review progress in the chosen activity and will report to the Board annually.

iii. Meetings of the CSR Committee shall be called by the Secretary of the Committee and at the request of any of its members.

iv. A meeting of the CSR Committee shall be called by giving not less than seven (7) days' notice in writing to every member at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means provided that a meeting may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting.

v. The members present at the meeting may elect one of them as the Chairperson to the committee.

vi. The Company Secretary shall act as the Secretary of the CSR Committee.

vii. A quorum of two (2) members shall be required for the CSR Committee meeting, out of which one must be an Independent Director and one of whom must be a Director nominated by Changi Airports India Pte. Ltd.

viii. The CSR Committee may invite any member of the Management to attend the meeting as and when they deem appropriate.

ix. The Secretary shall minute the proceedings and resolutions of all meetings of the CSR Committee, including recording the names of those present and in attendance. The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

x. Minutes of CSR Committee meetings shall be circulated within fifteen (15) days in writing to all members of the Committee.

5. Duties and Responsibilities

The duties and responsibilities of the CSR Committee shall, inter alia, include the following:

i. To recommend the Board for allocation of budget towards CSR activities to be carried on during a particular financial year.

ii. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company.

iii. To review the Company's involvement in its CSR project and details of work executed and progress made will be communicated through its websites, annual reports, in-house journals and media.

iv. To set up a transparent monitoring process for implementation of the CSR projects and periodic reporting to the CSR Committee in compliance with the requirements of Section 135 of Act.

v. To ensure display of the CSR activities on the Company's Website.

vi. To carry out any other function as may be advised by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

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