



Corporate Social Responsibility and Governance Committee Charter

1. Preamble:

Gujarat Chemical Port Terminal Company Limited ('the Company') is an unlisted public limited company incorporated under the Companies Act, 1956.

i. Objectives:

Corporate Social Responsibility (CSR) is now accepted as a means to achieve sustainable development of an organization. Business can no longer limit themselves to using resources to engage in activities that increase their profits. They have to be socially responsible corporate citizens and also contribute to the social good. Corporate Social Responsibility is about integrating economic, environmental and social objectives with a Company's operations and growth. Hence, it needs to be accepted as one of the organizational objectives.

Moreover, Corporate Governance is also a set of systems, processes and principles which ensure that a company is governed in the best interest of all stakeholders and not only shareholders. Hence, it is desired that it should be one of the organizational objectives.

ii. Legal Requirement:

In terms of Section 135 and Schedule VII of the Companies Act, 2013 ('the Act') read with the Companies (Corporate Social Responsibility Policy) Rules, 2014('the Rules'), every company falling in any of the following criteria is required to constitute Corporate Social Responsibility Committee:

- (i) Having net worth of Rs. 500 crores or more
- (ii) Having turnover of Rs. 1000 crores or more
- (iii) Having a Net profit of Rs. 5 crores or more.

Accordingly, the Board of Directors of the Company ('the Board') is required to constitute Corporate Social Responsibility Committee comprised of 3 or more directors out of which at least one director should be an Independent director.

iii. Approval of the Board:

Corporate Social Responsibility and Governance Committee Charter is initially approved by the Board at its meeting held on September 20, 2014 and can be amended from time to time by the Board.

2. Composition of the Committee

Corporate Social Responsibility and Governance Committee ('the committee') is initially constituted by the Board at its meeting held on September 20, 2014 comprised of the following members:

Shri Amrendra Kumar Rakesh, IAS
Shri B B Swain, IAS
Shri Hemant Desai
Dr Harshad Desai

Non-Executive Director
Non-Executive Director
Executive Director
Independent Director

3. Meetings: The committee shall meet at least Four times in a year.

4. Secretary : Company Secretary shall act as Secretary of the Committee.

5. Surplus out of CSR Activities:

The surplus, if any, arising out of the CSR projects or programmes or activities shall not form part of the business profit of the Company and will be ploughed back into the CSR activities.

6. Miscellaneous :

(i) The committee may invite other Directors / Officers of the company or advisor to attend the meeting of the committee as "invitees" from time to time, as and when required.

(ii) Minutes of the Committee will be placed before the Board in its subsequent meeting for its perusal.

7. Corporate Social Responsibility Policy ('CSR Policy'):

Corporate Social Responsibility Policy as recommended by the committee and approved by the Board is as Follows:

Corporate Social Responsibility Policy ('CSR Policy')

1. Constitution of CSR Policy:

Corporate Social Responsibility Policy ('CSR Policy') shall be as recommended by the Committee and approved by the Board from time to time.

2. Terms of Reference:

The terms of reference of the CSR Committee, shall be in accordance with Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 and rules framed there under which shall include:

i CSR

a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company in accordance with the exhibit appended to the CSR Policy either by the Company on its own or through any other agency or by both in compliance with the provisions of the Companies Act and the rules framed there under as also circulars issued from time to time;

b) To recommend the amount of expenditure to be incurred on the activities referred to in the Exhibit;

c) To monitor the implementation of the CSR Policy of the Company from time to time;

d) To approve responsibility statement relating to implementation and monitoring of CSR Policy in compliance with CSR objectives and CSR policy of the Company to be placed before the Board.

e) To carry out all the acts required to be undertaken by CSR Committee under the Acts, Rules and Circulars issued by the Statutory Authorities as may be applicable or advisable.

ii. Corporate Governance:

- a) To approve Corporate Sustainability Reports and oversee the implementation of sustainability activities;
- b) To oversee the implementation of policies contained in the Business Responsibility Policy Manual and to make any changes / modifications, as may be required, from time to time and to review and recommend the Business Responsibility Reports to the Board for its approval;
- c) To observe practices of Corporate Governance at all levels and to suggest remedial measures wherever necessary;
- d) To advise the Board periodically with respect to significant developments in the law and practice of corporate governance and to make recommendations to the Board for appropriate revisions to the Company's Corporate Governance Guidelines;
- e) To monitor Company's compliance with the Corporate Governance Guidelines and applicable laws and regulations and make recommendations to the Board on all such matters and on any corrective actions to be taken, as the Committee may deem appropriate;
- f) To review and assess the adequacy of the Company's Corporate Governance Manual, Code of Conduct for Directors and Senior Management, the Code of Ethics and other internal policies and guidelines and monitor that the principles described therein are being incorporated into the Company's culture and business practices;
- g) To formulate / approve codes and / or policies for better governance;
- h) To provide correct inputs to the media so as to preserve and protect the Company's image and standing;
- i) To disseminate factually correct information to investors, institutions and the public at large;
- j) To establish oversight on important corporate communication on behalf of the Company with the assistance of consultants / advisors, if necessary;
- k) To ensure institution of standardized channels of internal communications across the Company to facilitate a high level of discipline and participation; and
- l) To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment(s) or modification(s) as may be applicable or as may be necessary or appropriate for the performance of its duties.

Exhibit to CSR Policy

CSR, PROGRAMS AND ACTIVITIES

In accordance with the primary CSR philosophy of the group and the specified activities under the Companies Act ,2013 read with Companies (Corporate Social Responsibility Policy)Rules,2014 and any amendment(s) thereof including circulars from time to time, thrust areas of the Company on CSR activities with reporting format to the CSR Committee are as follows:

Entries in Schedule VII to The Companies Act,2013	Projects or Programs undertaken or to be undertaken by Company	Modalities of Execution	Implementation schedule
(1)eradicating extreme hunger, poverty and malnutrition, promoting healthcare including preventive healthcare and sanitation and making available safe drinking water			
(2)promoting education including special education and employment enhancing vocation skills specially among children, women, elderly and the differently abled and livelihood enhancement projects;			
(3) promoting gender equality, empowering woman, 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;			
(4) ensuring environmental sustainability ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;			

<p>(5) 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;</p>			
<p>(6) measures for the benefit of armed forces veterans, war widows and their dependents;</p>			
<p>(7) training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;</p>			
<p>(8) 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;</p>			
<p>(9) Contributions or funds provided to technology incubators located within academic institutions approved by Central Government;</p>			
<p>(10) Rural Development projects</p>			