

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE CHARTER
OF APOLLO FASHION INTERNATIONAL LIMITED

1. Preamble

This Corporate Social Responsibility (CSR) Committee Charter (Charter) is framed in accordance with the provisions of Section 135 of the Companies Act, 2013 (Act) read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time (CSR Rules), and Schedule VII of the Act.

This Charter sets out the constitution, roles, responsibilities, powers and procedures of the CSR Committee (Committee) of the Board of Directors (Board) of Apollo Fashion International Limited (Company).

2. Objective and Scope

The objective of this Charter is to:

- a. Define the composition and functioning of the Committee.
- b. Enable the Committee to assist the Board in discharging its responsibilities under Section 135 and CSR Rules, including formulation, recommendation, implementation and monitoring of the Company's CSR policy and activities.
- c. Ensure that the Company pursues CSR initiatives in a responsible, transparent and sustainable manner in line with its ethos of responsible and sustainable fashion.

This Charter applies to all CSR activities undertaken by the Company, whether directly, through implementing agencies, in collaboration with group entities, or through any other permissible mode under the Act and CSR Rules.

3. Legal Framework

The Committee shall function in compliance with:

- a. Section 135 of the Act and Schedule VII thereto.
- b. The Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended.
- c. Relevant provisions of the Companies (Accounts) Rules, 2014 and the Companies (Board's Report) Rules, 2014, in so far as they relate to CSR disclosures.
- d. Any circulars, notifications, clarifications or guidelines issued by the Ministry of Corporate Affairs (MCA) or any other competent authority on CSR matters.

In case of any inconsistency between this Charter and applicable law, the provisions of applicable law shall prevail, and this Charter shall be deemed to be modified to that extent.

4. Meetings and Quorum

4.1 Frequency

The Committee shall meet at least once in a financial year, or more frequently as the Chairperson of the Committee may deem necessary for the effective discharge of its responsibilities.

4.2 Quorum

The quorum for a meeting of the Committee shall be two members or one-third of the total strength of the Committee, whichever is higher, present either in person or through audio-visual means, as permitted under law.

4.3 Notice and Agenda

A notice of every meeting of the Committee, along with agenda and detailed notes, shall be circulated by the Company Secretary or such other authorized officer, to all members at least seven days in advance, unless a shorter notice is consented to by all members.

4.4 Minutes

The Company Secretary or any person authorized by the Chairperson shall act as the secretary to the Committee and shall record and maintain minutes of the meetings of the Committee.

Minutes of the Committee meetings shall be placed before the subsequent meeting of the Board for noting.

5. Role and Responsibilities

The Committee shall, inter alia, have the following roles and responsibilities in terms of Section 135(3) of the Act and Rule 5 of the CSR Rules:

5.1 CSR Policy and Strategy

- a. Formulate and recommend to the Board a CSR Policy which shall indicate the activities to be undertaken by the Company in areas or subjects specified in Schedule VII of the Act, with appropriate focus on areas such as education, healthcare, environment and sustainability, and other eligible activities.
- b. Review the CSR Policy periodically and recommend to the Board any changes or updates as may be required due to statutory amendments, evolving business priorities or stakeholder expectations.

5.2 Annual Action Plan

Formulate and recommend to the Board, for its approval, an annual action plan in pursuance of the CSR Policy, which shall include the elements prescribed under Rule 5(2) of the CSR Rules, such as:

- a. List of approved CSR projects or programmes.
- b. Manner of execution.
- c. Modalities of utilization of funds and implementation schedules.
- d. Monitoring and reporting mechanism.
- e. Details of need and impact assessment, where applicable.

Provided that Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

5.3 CSR Budget and Expenditure

- a. Recommend to the Board the amount of expenditure to be incurred on the CSR activities in a financial year, in line with the requirement of at least two per cent of the average net profits of the Company made during the three immediately preceding financial years, or such immediately preceding financial years as may be available since incorporation or such higher amount as the Board may decide.
- b. Oversee that the CSR expenditure is made in accordance with the CSR Policy, annual action plan and applicable provisions of the Act and CSR Rules, including treatment of unspent CSR amounts and transfer to specified funds or Unspent CSR Account, as applicable.

5.4 Implementation and Monitoring

- a. Oversee implementation of CSR projects and programmes, whether undertaken directly by the Company or through one or more eligible implementing agencies, including registered trusts, societies or Section 8 companies, as permitted by law.
- b. Establish a robust monitoring mechanism to track progress of CSR projects against approved milestones, timelines and budgets, and to obtain periodic reports from internal teams and/or implementing agencies.
- c. Review and recommend to the Board any modification, rescheduling or discontinuation of CSR projects/programmes based on implementation realities, impact assessment and statutory requirements.

5.5 Impact Assessment

- a. Identify CSR projects or programmes which require impact assessment in terms of the CSR Rules (for example, where CSR obligation meets the prescribed financial threshold) and recommend appointment of independent agencies for such assessments.
- b. Review the impact assessment reports and place key findings and recommendations before the Board for appropriate action, including refinement of future CSR strategy.

5.6 Governance, Risk and Compliance

- a. Ensure that CSR activities do not include activities undertaken in the normal course of business, activities outside India (except permitted training for Indian sports personnel), activities that directly or indirectly benefit employees exclusively, or contributions to political parties, in line with statutory restrictions.
- b. Ensure that administrative overheads on CSR do not exceed the limits prescribed under the CSR Rules.
- c. Oversee that surplus arising out of CSR projects or programmes is treated in the manner prescribed, and is not considered as business profit of the Company.

- d. Assist the Board in ensuring that details of CSR policy, projects, composition of the Committee, CSR expenditure and other information as prescribed are appropriately disclosed in the Board's Report and on the Company's website, if maintained.

5.7 Alignment with Sustainability and Business Responsibility

- a. Align CSR initiatives with the Company's broader sustainability and environmental commitments, including responsible sourcing, waste minimization and reduced carbon footprint, to the extent such initiatives fall within the scope of Schedule VII.
- b. Encourage projects in the local areas and regions where the Company operates, particularly communities surrounding its manufacturing facilities, keeping in view the principle of inclusive and sustainable development.

5.8 Reporting to the Board

- a. Submit periodic reports to the Board (at least annually) summarizing CSR activities, expenditure, progress against the annual action plan, key risks, impact and deviations, if any.
- b. Provide recommendations to the Board on any matter relating to CSR that the Committee considers necessary or expedient for achieving the objectives of the Company's CSR Policy.

6 Authority and Resources

- a. The Committee is authorized to seek any information it requires from any employee, department or function of the Company in order to perform its duties.
- b. The Committee may obtain professional advice from external consultants, experts, NGOs or other advisors having requisite experience in CSR and social development, at the cost of the Company, as it deems necessary.
- c. The Committee may invite such executives of the Company, representatives of implementing agencies, or other persons as it deems necessary to attend its meetings.

7 Evaluation

- a. The Committee shall, periodically, review its own performance and effectiveness, including the adequacy of this Charter, and recommend any proposed changes to the Board for approval.
- b. The Board may also evaluate the functioning and effectiveness of the Committee as part of its overall governance review.

8 Disclosure

The composition of the CSR Committee, the CSR Policy, the annual report on CSR, projects approved by the Board and such other details as may be prescribed shall be disclosed in the Board's Report and on the Company's website, if any, in the format and manner specified under the Act and CSR Rules.

9 Amendment and Review of the Charter

- a. This Charter shall be reviewed by the Committee at least once in two years or earlier, if required by changes in law or business requirements, and any amendments shall be recommended to the Board for approval.
- b. The Board reserves the right to amend, modify or rescind any provisions of this Charter in accordance with applicable law.

Approved By: Board of Directors
Charter approved on: January 30, 2026
Effective date: January 30, 2026