

Corporate Social Responsibility Policy

1. Introduction:

The Companies Act 2013 (hereinafter referred to as ‘the Act’), has introduced the idea of CSR (Corporate Social Responsibility) and mandates qualifying companies to constitute CSR Committee to effectively monitor CSR activities of the Company and to that effect, MCA has laid down the framework and modalities of carrying out CSR activities which are specified in Schedule VII of the Act.

2. Objective & Scope:

The main objective of the CSR Policy is to lay down guidelines for the Company to make CSR as one of the key focus areas that focuses on making a positive contribution to society through high impact, sustainable programs.

This Policy covers current as well as proposed CSR activities to be undertaken by the Company and examining their alignment with Schedule VII of the Act as amended from time to time. It covers the CSR activities which are being carried out in India only and includes strategy that defines plans for future CSR activities.

The scope of the CSR activities of the Company will cover the following areas but not limited to the same and may extend to other specific projects/ programs as prescribed by Schedule VII amended from time to time.

Sr. No.	Area	Activities/Programs
1a.	Eradicating hunger, poverty and malnutrition	
1b.	Promoting health care including preventive healthcare and sanitation	Health and Sanitation Development programs, medical camps, programs for HIV Aids etc.
1c.	Providing safe drinking water	
2.	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;	
3.	Women Empowerment and	Setting up centres and institutions for

	Facilities for Senior Citizens	women & senior citizenship.
4.	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;	
5.	Promotion and protection of art & culture	
6.	Measures for the benefit of armed forces veterans, war widows and their dependents;	Activities/programs for benefit of armed forces and families.
7.	Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;	Projects/programs promoting various sports activities
8.	Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;	Projects/programs for the development and upgrading of technology
9.	Contribution/Financial Assistance	Contribution to 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;
10.	Rural development projects	

The Company will review the above areas from time to time and make additions/ deletions/ clarifications to the above areas.

3. **CSR Committee:**

❖ **Constitution:**

Pursuant to the provisions of Section 135 of the Act, the Board of Directors shall constitute the Corporate Social Responsibility (CSR) Committee. The Members of CSR shall be appointed by the Board of Directors of the Company which must consist of at least two or more Directors.

CSR Committee shall be responsible for the implementation/monitoring and review of this policy and various projects/activities undertaken under the policy. The CSR Committee shall submit periodical reports to the board of directors.

Presently the committee, as agreed by the Board of the Company is as under:

<i>Mr. Prabodh Thakker</i>	<i>Chairman</i>
<i>Mr. Nanik Rupani</i>	<i>Member</i>
<i>Mr. Zubin Mistry</i>	<i>Member</i>
<i>Mr. Sunil Pai</i>	<i>Member</i>
<i>Ms. Sudha Jayashanker</i>	<i>Member</i>
<i>Mr. Sanjay Prasad</i>	<i>Member</i>
<i>Mr. Anant Pawar</i>	<i>Member</i>

❖ **Powers of the Committee:**

Following are the Powers of the CSR Committee:

- a) Formulate CSR Policy and recommend the same to the Board of Directors of the Company for approval
- b) Recommend CSR activities as stated under Schedule VII of the Act
- c) Approve to undertake CSR activities in collaboration with other Companies/firms/NGOs etc. and to separately report the same in accordance with the CSR Rules
- d) Recommend the CSR Budget
- e) Spend the allocated CSR amount on the CSR activities once it is approved by the Board of Directors of the Company in accordance with the Act and the CSR Rules
- f) Create transparent monitoring mechanism for implementation of CSR Initiatives in India
- g) Submit the Reports to the Board in respect of the CSR activities undertaken by the Company
- h) Monitor CSR Policy from time to time
- i) Monitor activities/charter of the groups who are authorized to ensure that the CSR activities of the Company are implemented effectively
- j) Authorize executives of the Company to attend the CSR Committee Meetings

❖ **Frequency of the Meetings of the CSR Committee:**

- a) The CSR Committee shall meet as agreed by the members. Members of the CSR Committee can agree upon mutually regarding time and place for the said meetings.
- b) Quorum for the meeting should be minimum two Directors and members as present.
- c) The Members of the Committee may participate in the meeting either in person or through video conferencing or other audio visual means in accordance with the provisions of the Companies Act, 2013 and rules made thereunder from time to time.
- d) Members of the Company shall be the Permanent Invitees to the said Meeting.
- e) Other Members of the Senior Management may attend the CSR Committee Meetings as may be appropriate, subject to the approval of the CSR Committee.
- f) Minutes of the CSR Committee shall be placed before the Board for noting.

4. CSR Budget:

The committee shall endeavour to spend at least 2% of the average net profit during the preceding 3 financial years on CSR activities as enumerated above. The allocation of the fund shall be made as follows:-

- (i) The amount sanctioned by the Board of Directors shall be utilised for the projects/programs as specified by the CSR committees of the Company. The unspent amount, if any, at the close of the financial year shall be retained by the Company and shall be spent only on specified projects/programs.
- (ii) Others – as decided by the CSR Committee based on the evaluation of specific project/activities.

In case the Company fails to spend the above targeted amount in that particular financial year, the Committee shall submit a report in writing to the Board of Directors specifying the reasons for not spending the amount which in turn shall be reported by the Board of Directors in their Directors' Report for that particular Financial Year. Surplus arising out of the CSR initiatives shall not form part of the business profits of the Company.

5. Exclusions:

The following activity shall not form part of the CSR activities of the Company:-

- (i) The CSR projects and programs that are implemented by the Company for benefit of the employees of the Company and their families.
- (ii) The CSR activities undertaken/implemented outside India.
- (iii) Any amount directly or indirectly contributed towards any political party under Section 182 of the Act.
- (iv) Activities that are undertaken by the Company in pursuance of its normal course of business.

6. Implementation:

The time period/duration of each project/programs to be implemented by the Company shall depend on its nature, extend of coverage and intended impact of such activity.

7. Monitoring & Reporting

❖ **Monitoring Mechanism:**

The CSR Committee will be responsible for monitoring the CSR activities and report to the Board from time to time.

The CSR Committee has the powers to:

- (i) Seek monitoring and implementation report from the Organisations receiving funds.
- (ii) Delegate a designated company official to co-ordinate with the Organisation receiving funds to inspect the activities undertaken and ensure information in a timely manner.

Additionally, the Committee may empower the Director to spend such amount as they think appropriate for some other strategic CSR contingencies that may arise during any financial year. The amount spent as above shall be put up for ratification of the Committee at its next meeting and shall report to the Board accordingly.

The CSR Committee has to do Continuous Monitoring:

- (i) The Committee Members will receive in a prescribed format, a quarterly report of CSR spend;
- (ii) A presentation on the progress of the CSR projects / activities will be made to the Committee by the CSR Executives at the Committee meetings held from time to time;

The Board of Directors of the Company shall review the implementation of CSR every six months.

❖ **Reports:**

CSR Committee has to prepare reports that are required to be placed before the Board. The format of the Report shall be the format prescribed under the CSR Rules stated hereunder:

Sr.no	CSR Project or Activity Identified	Sector which the project is covered	Project or Programs 1) Local Areas, 2) Specify the state and district where projects or programs was undertaken	Budget (Project or Program	Amount spent on Project or Program	Cumulative Expenditure	Amount Spent Direct or through Agency	Target Date & Status
					a)Direct Expenditure			
					b)Overheads			

8. Publication:

As per the CSR Rules, the contents of the CSR Policy shall be included in the Directors' Report and the same shall be displayed on the Company's website, if any.

9. Review & Amendment:

The Committee shall annually review its CSR Policy from time to time and make suitable changes as may be required and submit the same for the approval of the Board.

10. Disclosures:

The Annual Report of the Company include a section on CSR outlining the CSR Policy, CSR committee, CSR initiatives undertaken by Company, the CSR spend during the financial year and other information as required by the prevailing law.

Mr. Prabodh Thakker
Chairman

Mr. Rakesh Malik
CEO & Principal Officer