

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

Formulation and recommendation of Corporate Social Responsibility Policy

Pursuant with the applicability of Section 135 of the Companies Act' 2013, the Board of Directors of the Company had constituted Corporate Social Responsibility Committee (CSR) to formulate, envisage and oversee the activities to be undertaken by the Company as specified in Schedule VII and to monitor the policy from time to time.

The Board constituted the CSR Committee on 03/09/2018 and with the scope/terms of reference as mentioned below:

The scope/terms of reference of CSR Committee are as follows:

- (i) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII;
- (ii) Recommend the amount of expenditure to be incurred on the activities referred to in point (i) above;
- (iii) Monitor the Corporate Social Responsibility Policy of the Company from time to time.
- (iv) To ensure implementation of all the policies pertaining to Business Responsibility.
- (v) To ensure effective communication of all the policies to all relevant stakeholders.
- (vi) Independent evaluation or audit of the policies to be conducted.
- (vii) To review and access the performance time to time.
- (viii) To review the initiatives and encourage participation.
- (ix) To review the report and approve the same.

Working Procedure of Corporate Social Responsibility Committee:

In accordance with Section 135 of the Companies Act, 2013 and applicable rules thereto, applicable Secretarial Standards the following working procedure is adopted by the Corporate Social Responsibility Committee:

a) Constitution of the Committee:

The Board of Directors shall constitute the CSR Committee. The Committee shall comprise of at least three directors out of which one director shall be an independent director.

b) Quorum:

- Two members either personally present.
- Quorum shall be present throughout the meeting.
- Where a member is interested in a particular item, he/she shall not be present during

discussion and shall not vote on such item.

c) Chairman:

The Chairman of this Committee will be elected by the Committee.

d) Frequency of the meeting:

As and when required, with atleast two meetings in a year.

e) Minutes of the Meeting:

- Draft minutes of the CSR Committee Meeting shall be duly circulated within 15 days from the conclusion of the meeting to the members of the Committee for their comments.
- The Members, whether present or not shall communicate their comments, if any, in writing within 7 days from the date of circulation of draft minutes.
- Minutes shall be entered in the Minutes Book within 30 days from the date of conclusion of the meeting.
- Minutes of the meeting shall be signed and dated by the Chairman of the Meeting or by the Chairman of the next meeting.
- Signed copy of the minutes shall be circulated to all the members within 15 days after the minutes are signed duly certified by Company Secretary or where there is no Company Secretary, by any Director authorized by Committee.

f) Attendance at the General Meeting:

The Chairman of the CSR Committee may participate in the Annual General Meeting of the Company and in his absence, can authorise anyone to participate.

g) Passing of resolution by Circulation:

- The Committee, in case of urgent business may pass the resolution by circulation.
- Only that business can be transacted through circulations which are not restricted as per Companies Act, 2013 and other applicable laws and standards as prescribed by the regulatory authorities.
- Draft resolutions shall be circulated to the members of the Committee by the Company Secretary or any other person authorised by her, together with the necessary papers, individually to all the Members including Interested Director through any valid mode.
- Not more than seven days from the date of circulation of the draft resolution shall be given to the Members for their response.
- Resolution shall deemed to be pass if majority of the members has assented and date of assented by the last member shall be the date of passing of resolution.
- If the approval of the majority of members entitled to vote is not received by the last date specified for receipt of such approval, the Resolutions shall be considered as not passed.
- Resolutions passed by circulation shall be noted at the next meeting of the Committee as well as Board.

h) Other points:

- The Committee shall adhere to all applicable acts, laws, regulations and standards as prescribed by the regulatory authorities.
- In case of ambiguity or clarification, the Company should refer applicable Secretarial standards, provisions of Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Articles of Association of the Company.
- In case of any amendments or modification in any of the applicable laws, regulations the working procedure shall stands modified from time to time.

i) List of Activities to be taken under Scehdule VII of the Section 135 of the Companies Act' 2013 under CSR

- i) Eradicating hunger, poverty and malnutrition, 2[“promoting health care including preventinve health care”] and sanitation 4[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, agroforestry, conservation of natural resources and maintaining quality of soil, air and water 4[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 art and handicrafts;
- vi) measures for the benefit of armed forces veterans, war widows and their dependents, 9[Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows];
- vii) training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports
- viii) contribution to the prime minister’s national relief fund 8[or Prime Minister’s Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund)] or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;

(ix) (a) Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government; and

(b) Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).]

(x) rural development projects]

(xi) slum area development.

Explanation.- For the purposes of this item, the term `slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force.]

(xii) disaster management, including relief, rehabilitation and reconstruction activities.]

j.

Composition of the CSR Committee

Name of Directors	Category
Mr. Vishal Agarwal	Chairman – Director
Mr. Shivam Agarwal	Director
Mrs. Priti Kapoor	Independent Director