

## **KOHINOOR CTNL INFRASTRUCTURE COMPANY PRIVATE LIMITED**

### **CORPORATE SOCIAL RESPONSIBILITY POLICY**

In accordance with the provisions of Section 135 of Companies Act, 2013, the Corporate Social Responsibility (CSR) Policy of Kohinoor CTNL Infrastructure Company Private Limited (“the Company”) was approved by the Board of Directors of the Company

#### **1. OBJECTIVE**

This Policy has been formulated in compliance with Section 135 of the Companies Act, 2013 read along with the applicable rules thereto.

#### **2. SCOPE**

This Policy shall apply to all CSR projects/programmes/activities undertaken by the Company in India as per Schedule VII of the Act.

#### **3. DEFINITIONS:**

1. **Corporate Social Responsibility (CSR)** means and includes but is not limited to projects or programs relating to activities specified in Schedule VII to the Companies Act, 2013 ('Act').
2. **CSR Committee** means the Corporate Social Responsibility Committee of the Board referred to in Section 135 of the Act.
3. **CSR Policy** relates to the activities to be undertaken by the Company as specified in Schedule VII to the Act and the expenditure thereon.
4. **Net Profit** means the net profit of the Company as per its financial statement prepared in accordance with applicable provisions of the Act (Section 198), but shall not include the following viz;
  - (i) Any profit arising from any overseas branch or branches of the Company, whether operated as a separate company or otherwise and
  - (ii) Any dividend received from other companies in India, which are covered under and complying with the provisions of Section 135 of the Act

Provided that net profit in respect of a financial year for which the relevant financial statements were prepared in accordance with the provisions of the Companies Act, 2013.

#### **5. ROLE OF THE CSR COMMITTEE**

- a) To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act,

2013;

- b) To review and recommend the amount of expenditure to be incurred on the CSR related activities to be undertaken by the company;
- c) To institute a transparent monitoring mechanism for the implementation of the CSR projects, programs and activities undertaken by the Company from time to time;
- d) Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time; and
- e) Such other functions as the Board may deem fit.

## **6. ROLE OF THE BOARD**

- a) After taking into account the recommendations made by the CSR Committee, approve the CSR Policy for the Company;
- b) Ensure that the CSR activities included in this Corporate Social Responsibility Policy are undertaken by the Company;
- c) The Board of the Company may decide to undertake its CSR activities approved by the CSR Committee, through a registered trust or a registered society or a Company established under section 8 of the Act by the company, either singly or along with its holding or subsidiary or associate company, or along with any other company or holding or subsidiary or associate company of such other company, or otherwise provided that – If such trust, society or company is not established by the company, either singly or along with its holding or subsidiary or associate company, or along with any other company or holding or subsidiary or associate company of such other company, it shall have an established track record of three years in undertaking similar programs or projects/activities;
- d) Ensure that in each financial year the Company spends at least 2% of the average net profits of the company made during the three immediate preceding financial years, calculated in accordance with Section 198 of the Act, in pursuance of its CSR policy. Further, while spending the amount earmarked for CSR activities, preference should be given to local areas and areas around the Company where it operates.

## **7. CSR ACTIVITIES FOR IMPLEMENTATION**

The CSR Activities would be chosen for implementation by the Company in compliance with the provisions of Section 135 read together with Schedule VII of the Companies Act, 2013.

## **8. CSR MONITORING AND REPORTING FRAMEWORK**

In compliance with the Act and to ensure funds spent on CSR Activities are creating the desired impact on the ground a comprehensive Monitoring and Reporting framework has been put in place.

The CSR Committee shall monitor the implementation of the CSR Policy through periodic reviews of the CSR activities.

#### **9. CSR EXPENDITURE**

The CSR activities undertaken in India only shall amount to CSR Expenditure.

CSR Expenditure shall include all expenditure including contribution to corpus for CSR activities approved by the Board on the recommendation of the CSR Committee but does not include any expenditure on an item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Act.

#### **10. FREQUENCY OF MEETINGS**

The meetings of the Committee could be held at such periodic intervals as may be required.

#### **11. MISCELLEANOUS**

This policy shall be updated from time to time, by the Company in accordance with the amendments, if any, to the Companies Act, 2013, rules made thereunder or any other applicable enactment for the time being in force.