

## **SOBHAGYA MERCANTILE LIMITED**

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### **CORPORATE SOCIAL RESPONSIBILITY POLICY**

#### **INTRODUCTION**

This Corporate Social Responsibility Policy (“the CSR Policy”) has been framed by Sobhagya Mercantile Limited (“the Company”) in accordance with the Section 135, Schedule VII of the Companies Act, 2013 and CSR Rules issued by the Ministry of Corporate Affairs on February 27, 2014.

Unless the context otherwise requires, the definitions mentioned in the notification dated February 27, 2014 and Companies Act 2013, shall apply to this CSR Policy.

#### **OBJECTIVE**

The objective of the policy is to actively contribute to the social, environmental and economic development of the society in which we operate.

#### **DEFINITIONS**

“Act” means the Companies Act, 2013, as amended from time to time.

“Board” means the Board of Directors of the Company.

“Board’s Report” shall mean report of the Board of Directors prepared in accordance with section 134(3) of the Companies Act, 2013.

“Company” means ‘Sobhagya Mercantile Limited’.

“Average Net Profit” means profit calculated as per Section 198 of the Companies Act, 2013.

“CSR” means Corporate Social Responsibility.

“CSR Committee” means Corporate Social Responsibility Committee constituted by the Board of Directors of the Company.

“CSR Rules” means Companies (Corporate Social Responsibility Policy) Rules 2014 as amended from time to time.

“CSR Policy” means the Corporate Social Responsibility Policy of Sobhagya Mercantile Limited as set out herein and as amended or modified from time to time.

“CSR activities” means the activities or projects or programmes as recommended by the CSR Committee and approved by the Board, undertaken by the Company from time to time in any one or more of the areas falling under the Schedule VII to the Companies Act, 2013.

“Net profit” means the net profit of the Company as per its financial statement prepared in accordance with the applicable provisions of the Act but shall not include the following namely

(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 in case of a foreign company covered under these rules, net profit means the net profit of such company as per profit and loss account prepared in terms of clause (a) of sub-section (1) of section 381, read with section 198 of the Act;

“Ongoing Project” means a multi-year project undertaken by a Company in fulfilment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced, and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the board based on reasonable justification;

“Implementing Agency” means any entity registered with Ministry of Corporate Affairs for undertaking CSR projects, which is engaged by the company to implement various projects in pursuance of CSR Policy.

Any term used in this policy but not defined herein shall have the same meaning assigned to them under the Act and CSR Rules as applicable to the company.

## **CSR ACTIVITIES**

The Company proposes to adopt one or more of the following CSR activities in accordance with the provisions of Section 135 of the Companies Act, 2013 read with Schedule VII and Companies (CSR Policy) Rules, 2014, as amended from time to time:

- i) eradicating hunger, poverty and malnutrition, promoting health care (including preventive health care) and sanitation including contribution to the Swachh 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 including contribution to 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 arts and handicrafts;
- vi) measures for the benefit of armed forces veterans, war widows and their dependents; (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 [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
- xii) disaster management, including relief, rehabilitation and reconstruction activities.

- The CSR activities (either new or ongoing) shall be undertaken by the Company in accordance with this policy and shall exclude activities undertaken in pursuance of its normal course of business.
- Subject to the provisions of section 135(5) of the Act, the CSR projects or programs or activities undertaken in India only shall qualify for CSR expenditure.
- The CSR programs or projects or activities that benefit only the employees of the Company and their families shall not be considered as CSR activities in accordance with the Act.
- Contribution of any amount directly or indirectly to any political party under section 182 of the Act shall not be considered as CSR activity.
- Companies may build CSR capacities of their own personnel as well as those of their implementing agencies through Institutions with established track records of at least three financial years but such expenditure including expenditure on administrative overheads shall not exceed five percent of total CSR expenditure of the company in one financial year.  
**Any surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of a company**

#### **CSR COMMITTEE**

- The CSR policy and programs shall be implemented, managed and supervised by the CSR committee appointed by the Board.
- The CSR Committee shall comprise at least of such number of directors as is mandatorily required by applicable laws.
- The responsibilities of the CSR Committee include:

-Formulating and recommending to the Board of Director the CSR Policy and indicating activities to be undertaken in areas or subjects specified in Schedule VII to the Act.

-Recommending the amount of expenditure for the CSR activities, and

**-Formulating and recommending an annual action plan in pursuance of CSR Policy covering the following aspects:**

(i) the list of approved CSR projects or programs to be undertaken in areas or subjects specified in Schedule VII to the Act;

(ii) the manner of execution of such projects or programs as specified in rule 4(1) of CSR Rules;

(iii) the modalities of utilisation of funds and implementation schedules for the projects or programs;

(iv) monitoring and reporting mechanism for the projects or programs; and

(v) details of need **and impact assessment, if any**, for the projects undertaken by the company;

-Recommending changes to the Board, if any, needed in the annual action plan with reasonable justification to that effect

-Monitoring CSR activities from time to time.

-Such other functions as the Board of Directors may deem fit.

**The CSR Committee should recommend the approach and direction of CSR activities to be undertaken by the company and also provide Guiding principles for**

(i) Selection of CSR projects / programmes / activities

(ii) Implementation of CSR projects / programmes / activities

(iii) Monitoring of CSR projects / programmes / activities

(iv) Formulation of the annual action plan

### **ROLE OF THE BOARD**

- After taking into account the recommendations made by the CSR Committee, approve the CSR Policy for the Company.
- Ensure that the CSR activities included in this Corporate Social Responsibility Policy are undertaken by the Company.
- Ensure that in each financial year the Company spends at least 2% of the average net profits of the company made during the three immediately 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.
- As per Section 135 of the Act, specify the reasons for under spending the CSR amount in the Board's Report.

### **CSR SPENDING**

The company shall endeavour to achieve the objectives of CSR Policy and allocate every year:

a. Minimum 2% of its average net profits made during the three immediately preceding financial years

b. Any income or surplus arising out of the CSR activities, projects or programs shall not form part of the business profit of the company and the same shall be ploughed back for use in CSR activities

All the expenditure relating to CSR shall be pre-approved by the CSR Committee.

Unspent CSR amount, if any, shall be transferred to separate account in accordance with the applicable CSR Rules from time to time.

### **MODALITIES OF EXECUTION AND IMPLEMENTATION**

The Board shall ensure that the CSR activities are undertaken by the Company itself or through:

(a) a company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80 G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company, or

(b) a company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government; or

(c) any entity established under an Act of Parliament or a State legislature; or

(d) a company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.

#### **DISCLOSURE OF THE POLICY**

The CSR policy recommended by the CSR Committee and approved by the Board shall be displayed on the Company's website and shall be disclosed in the Board's Report.

#### **MONITORING THE CSR POLICY**

CSR Committee shall monitor periodically the implementation of the projects / programs / activities undertaken by the Company and report to the Board on a regular basis the progress of CSR activities.

#### **CSR REPORTING**

The Board Report of a Company shall include an Annual Report on CSR containing particulars specified in Annexure to the CSR Rules as per the prescribed format.

#### **CONCLUSION**

- CSR Policy is subject to revision/amendment in accordance with the guidelines as may be issued by the Government, from time to time.
- The Board may review the policy from time to time based on changing needs and aspirations of the target beneficiaries and make suitable modifications, as may be necessary.