



R R KABEL LIMITED

CORPORATE SOCIAL RESPONSIBILITY POLICY

(Approved on May 3, 2023)

PREAMBLE

Corporate Social Responsibility (“**CSR**”) is the commitment of companies to provide resources and support activities focussed on enhancing economic and social development. It is the effort made by companies to improve the living conditions of the local area in which they operate and the society at large. The activities taken up as a part of corporate social responsibility reflect the intent to create a positive impact on society without seeking any commensurate monetary benefits.

CSR has been a long-standing commitment at R R Kabel Limited (“**Company**”) and forms an integral part of our activities. Being a responsible corporate citizen, the Company is committed to performing its role towards the society at large. In alignment with its vision, the Company always works towards adding value to its stakeholders by going beyond business goals and contributing to the well-being of the community. Its contribution to social sector development includes several pioneering interventions and is implemented through the involvement of stakeholders within the Company and with the broader community.

The Company’s objective is to pro-actively support meaningful socio-economic development. It works towards developing an enabling environment that will help citizens realise their aspirations towards leading a meaningful life. The Company aims to identify critical areas of development contributing to the well-being of the community and benefitting them over a period of time.

The Corporate Social Responsibility Policy (“**Policy**”) of the Company sets out the framework guiding the Company’s CSR activities. The Policy also sets out the rules that need to be adhered to while taking up and implementing CSR activities.

The Policy, composition of the Corporate Social Responsibility Committee (“**CSR Committee**”) and projects approved by the Board of Directors (“**Board**”) shall be disclosed under a separate section on the website of the Company.

1. SCOPE OF THE POLICY

The Policy would pertain to all activities undertaken by Company towards fulfilling its corporate social responsibility objectives. The Policy would also ensure compliance with section 135 of the Companies Act, 2013 (“**Companies Act**”), read with Schedule VII of the Companies Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 (“**CSR Rules**”), each as amended from time to time and the notifications and circulars issued by the Ministry of Corporate Affairs from time to time and the rules framed thereunder (“**CSR Regulations**”). In the event of any

inconsistency or discrepancy between this Policy and the CSR Regulations, the provisions of the CSR Regulations shall prevail.

2. GOVERNANCE STRUCTURE

The CSR Committee is the governing body that will define the scope of CSR activities for Company and ensure compliance with the Policy. The CSR Committee would comprise three or more directors including at least one independent director.

- (a) The CSR Committee shall:
 - (i) Formulate the Policy and recommend to the Board and any amendments thereto;
 - (ii) Indicate the activities to be undertaken by Company as specified in the Companies Act;
 - (iii) Review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company, and the annual CSR plan to the Board;
 - (iv) Monitor the CSR activities and compliance with the Policy from time to time; and
 - (v) Review and implement, if required, any other matter related to CSR initiatives.
- (b) The Committee shall meet at least twice in every financial year.
- (c) The Board shall:
 - (i) Approve the Policy based on the recommendation of the CSR Committee;
 - (ii) Approve the CSR activities and annual CSR plan based on the recommendation of the CSR Committee; and
 - (iii) Review the Policy and CSR activities.

3. COMPOSITION

The CSR Committee shall consist of 3 or more directors, out of which at least one director must be an independent director and other director as per Article of Association of the Company. The Board may change the

composition of the CSR Committee from time to time in such manner as it thinks fit and as required under the CSR Regulations.

4. OPERATING FRAMEWORK

- 4.1 CSR activities may be undertaken by the Company.
- 4.2 CSR activities will be undertaken in areas identified by the CSR Committee. An annual CSR plan shall be presented to the CSR Committee and, based on its recommendations, the Board of Directors of the Company may approve the same.
- 4.3 Activities undertaken by Company may be implemented directly by the Company as well as by not-for-profit entities. Such entities and projects shall be supported after ascertaining the credibility of the agency and its track record in implementing projects. The entity shall generally have a track record of three years in implementing such projects.
- 4.4 The responsibility for implementation of identified activities/ projects shall be as per the organizational structure approved by the Managing Director.
- 4.5 The annual plan shall incorporate the following:
 - (a) The prescribed outlay on CSR as per the Companies Act and related rules as amended from time to time;
 - (b) Key CSR activities proposed to be undertaken during the year, including analysis of their eligibility for classification as CSR under the Companies Act and related rules as amended from time to time, their conformity with the Policy and their implementation schedules;
 - (c) Proposed outlay on each activity including expenditure on administrative overheads both directly and indirectly including employee costs;
 - (d) Activities to be undertaken by Company directly;
 - (e) Activities to be undertaken by other entities and Company's contribution to such entities; and
 - (f) Aggregate proposed outlay and reasons for shortfall, if any, compared to the prescribed outlay.

4.6 The authority to incur expenditures under the above plan shall be as per the approved delegation of financial powers in the Company.

4.7 Funds would be disbursed either in tranches or as one-time payment. The terms, conditions and timing of disbursement would be conditional upon the nature and requirement of the CSR project or programme.

5. **DECISION MAKING BY THE CSR COMMITTEE**

5.1 The CSR Committee shall at all time act in a manner that is consistent with the provisions contained in this Policy and the CSR Regulations.

5.2 The CSR Committee shall endeavour to arrive at all decisions via consensus of all members. However, on occurrence of any event where the CSR Committee is unable to arrive at a consensus, the decision of the Chairman of the CSR Committee shall be final.

6. **CSR SPENDING**

6.1 The Company may, in every financial year, spend such amounts on its CSR activities as the CSR Committee may authorize from time to time subject to the limits as approved by the Board, provided that the Board shall ensure that the CSR expenditure is compliant with the CSR Regulations.

6.2 The Company shall undertake CSR spending in accordance with the CSR Regulations, as amended from time to time.

7. **CSR IMPLEMENTATION**

7.1 The Board shall ensure that the CSR activities are undertaken by the Company itself or through a registered Trust or a registered Society or a company established by the Company or its holding or its subsidiary or associate company under Section 8 of the Act. However, such trust, society or company, if not established by the Company or its holding company or subsidiary company or associate company, shall have an established track record of at least 3 years in undertaking such programmes or projects. Such Trust or a registered society or Company established under Section 8 of the Act shall be registered with the Central Government by filing Form CSR-1 electronically with the registrar as per the rules to be notified by the Government.

7.2 The CSR projects or programs or activities will be undertaken in India only.

- 7.3 The Company may also collaborate with other companies for undertaking projects or programs or CSR activities in such a manner that it is in a position to report separately on such activities in accordance with the rules.
- 7.4 The CSR projects or programs or activities that benefit only the employees of the company and their families shall not be considered as CSR activities.
- 7.5 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.
- 7.6 The CSR Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its Policy, which shall include the following, namely:-
- (a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;
 - (b) the manner of execution of such projects or programmes as specified in the CSR Rules;
 - (c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - (d) monitoring and reporting mechanism for the projects or programmes; and
 - (e) details of need and impact assessment, if any, for the projects undertaken by the company,

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.

8. MONITORING

The CSR Committee shall ensure a transparent monitoring mechanism for CSR activities.

- (a) The progress of the CSR activities shall be reviewed at least twice a year, including the annual review by the CSR Committee.

- (b) The Chief Financial Officer shall be responsible for monitoring expense on CSR activities with respect to the plan and submission of the same to the CSR Committee and the Board.
- (c) The Board of Directors shall review the progress of CSR activities at least annually.

9. DISCLOSURE

The Board's Report of the Company covered under these rules pertaining to any financial year shall include an annual report on CSR containing particulars specified in the CSR Regulations, as applicable to the Company.

10. THE COMMITTEE SHALL ENSURE THAT THE COMPOSITION OF THE CSR COMMITTEE, CSR POLICY, AS AMENDED FROM TIME TO TIME AND PROJECTS APPROVED BY THE BOARD ARE DISPLAYED ON THE COMPANY'S WEBSITE CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

Company's primary focus areas for CSR activities are:

- (a) Promoting Education
- (b) Ensuring the environmental sustainability
- (c) Livelihood Enhancement projects
- (d) other activities as defined in Schedule VII as may identified in future by CSR Committee

11. EFFECTIVE DATE

The Policy shall be effective from the date of approval of the Board of Directors of the Company.

12. AMENDMENTS

The Policy may be reviewed and amended from time to time by the Board based on the recommendation of the CSR Committee.