

# **REGREEN-EXCEL EPC INDIA LIMITED**

## **POLICY ON CORPORATE SOCIAL RESPONSIBILITY (CSR)**

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## 1. Philosophy

As per the Companies Act, 2013, our Company is required to constitute a CSR committee of the Board of Directors and formulation of CSR Policy to conduct CSR activities.

CSR activities undertaken by the company reflect the core values and achievements of how Regreen-Excel EPC India Limited (“We or the Company”) does business as an employer, a corporate citizen – a necessity that demands that the Company be trustworthy, an ethical business partner that customers can count on.

## 2. CSR Objectives & Activities

### **Objectives:**

The Company will select one or more of the CSR activities as per Schedule VII of the Act for implementation in its operation.

The Companies Act, 2013 (“Act”) provides that the Company shall give preference to the local area or areas around where it operates, for spending the amount earmarked for CSR. However, the Committee may identify such areas other than stated above, as it may deem fit and recommend it to the Board for undertaking CSR activities.

### **Notes:**

- Contribution of any amount directly or indirectly to any political party under section 182 of the Act, shall not be considered as CSR Activity/Expenditure.
- CSR Activities undertaken in pursuance of the normal course of business of the Company and CSR Activities which benefit only the employee of the Company and their family shall not be considered as CSR Activity.
- Any activity undertaken by the Company outside India shall not be considered as CSR activity

## 3. Implementation and Responsibility of Board of Directors and CFO

- The Board of Directors (“Board”) shall be responsible to:
  - Satisfy it-self that the funds so disbursed have been utilized for the purposes and in the manner as approved by it.
  - Monitor the implementation of the project(s) with reference to the approved timelines and year-wise allocation
  - To make modifications, if any, for smooth implementation of the project(s) within the overall permissible time period
  - To provide guiding principles for selection, implementation, and monitoring of activities
  - Chief Financial Officer of the Company or person responsible for financial management shall certify to the Board.
- Composition of the CSR committee: Committee will consist of three or more Directors.
- The CSR Committee shall formulate and recommend to the Board an Annual Action Plan in

pursuance of CSR policy. Such Annual Action Plan to include:

- List of CSR projects approved
  - Manner of execution
  - Modalities of utilization of funds and implementation schedules
  - Monitoring and reporting mechanism
- Board may alter the Annual Action Plan on recommendations of CSR Committee
  - The Company shall implement CSR activities by following means:
    - Company may itself implement the CSR activities within the scope and ambit the CSR activities defined in this policy.
    - Company may implement the CSR activities through any Implementing Agency which is a registered public trust i.e The Company Foundation or any other eligible Implementing Agency and/or central government approved international organizations, established by the Company, or otherwise Provided that:
      - ❖ If such trust, society, or company is not established by the Company or its holding or subsidiary or associate company, it shall have an established track record of three years in undertaking similar programs or projects;
      - ❖ The company has specified the project or programs to be undertaken through these entities, the modalities of utilization of funds on such projects and programs and the monitoring and reporting mechanism.
  - Company may also collaborate with other companies for undertaking projects or programs or CSR activities in such a manner that the CSR Committees of respective companies are in a position to report separately on such projects or programs in accordance with Companies (Corporate Social Responsibility Policy) Rules, 2014 and the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021
  - Company may build CSR capacities of their own personnel as well as those of their Implementing Agencies through Institutions with established track records, subject to prescribed CSR Rules.

#### **4. Fund Allocation**

- The Company, in every Financial Year, shall endeavor to spend such feasible amount as CSR Expenditure, which shall not be restricted by the statutory limit of a specified percentage of its average net profits of the immediately preceding three financial years. However, the aforementioned CSR Expenditure in any financial year shall be at least 2% of the Company's average Net profits for the three immediately preceding Financial Years.
- Total CSR expenditure shall be approved by the Board upon recommendation by the CSR Committee
- In case the Company fails to spend the statutory minimum limit of 2% of Company's average net profits of the immediately preceding three years, in any given financial year, the Board shall specify the reasons for the same in its report in terms of clause (o) of sub-section (3) of section 134 of the Act.
- Where unspent amount not related to any Ongoing project(s) then such unspent amount shall be carried forward to a Fund specified in Schedule VII of the Act, within 6 months of close of financial year.

- Where unspent amount related to any Ongoing project(s), then such unspent amount shall be transferred within a period of 30 days from the end of the financial year to a special account to be opened by the Company in that behalf in any scheduled bank to be called “the Unspent Corporate Social Responsibility Account (“UCSRA”). Such amount shall be spent within a period of 3 financial years from the date of such transfer, failing which, the same to a Fund specified in Schedule VII of the Act, within a period of thirty days from the date of completion of the third financial year.
- Any excess amount spent may be set off against the requirement to spend under section 135 (5) of the Act up to immediate succeeding three financial years subject to the conditions that: the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any, in pursuance of the Rules.
- Any surplus arising out of the CSR Activities shall not form part of the business profit of the Company.

#### **5. Monitoring Mechanism**

- The CSR Committee, under the guidance of the Board, shall monitor the CSR Policy and CSR Activities. For this purpose, the CSR Committee shall meet at such intervals as it may deem fit.
- Initiatives undertaken on the CSR front will be reported in the Annual Report of the Company in the required format.
- CSR Committee shall ensure that the CSR Policy is displayed on the Company’s website along with approved CSR projects.
- CSR Committee, depending on nature and size of each project, may choose (other than projects which are mandatorily subject to conduct impact assessment) to conduct an impact assessment study, by engaging either its internal resources or a qualified external agency.

#### **6. Amendment**

The Board of Directors on its own and/or as per the recommendations of CSR Committee can amend this Policy as and when required as deemed fit. Any or all provisions of the CSR Policy would be subject to revision /amendment in accordance with the Rules on the subject as may be issued by the relevant statutory authorities, from time to time.

#### **7. Interpretation**

Any word used in this policy shall have the same meaning ascribed to it in the Companies Act, 2013 or Rules made thereunder from time to time, Accounting Standards, or any other relevant legislation/law applicable to the Company.

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