



SHRADDHA
PRIME
PROJECTS LTD.
CONSTRUCTING VALUE

Shraddha Prime Projects Ltd.

(Formerly Known As Towa Sokki Limited)

SHRADDHA PRIME PROJECTS LIMITED

CORPORATE SOCIAL RESPONSIBILITY POLICY

(Issue date – 14th February, 2025)





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1. INTRODUCTION AND PURPOSE

Corporate Social Responsibility (CSR) has evolved during last few decades from simple philanthropic activities to integrating the interest of the business with that of the communities in which it operates. By exhibiting socially, environmentally and ethically responsible behaviour in governance of its operations, the business can generate value and long-term sustainability for itself while making positive contribution to the betterment of the society.

SHRADDHA PRIME PROJECTS LIMITED (SPPL) was incorporated in 1993. (hereinafter referred to as 'SPPL'). The SPPL's business is of Real Estate Activities.

SPPL has always been sensitive towards the society, workers & other stakeholders and has been contributing towards Corporate Social Responsibility (CSR) in its own manner. The Company has now decided to codify its CSR policy.

This policy shall contain the approach and direction given by the Board of the Company, taking into account the recommendations of its CSR Committee, and include guiding principles for selection, implementation and monitoring of activities as well as formulation of the annual action plan.

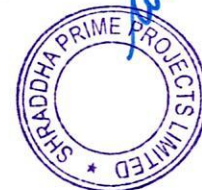
This policy shall apply to all CSR initiatives and activities taken up at various locations of the Company, preferably in the vicinity where the Company carries out its business operations and for the benefit of different segments of the society.

2. REGULATORY REQUIREMENTS

Section 135 of the Companies Act, 2013 and Rules made thereunder as amended from time to time provides the broad legal framework of Corporate Social Responsibility and lays down prescribed criteria for fulfilling Corporate Social Responsibility obligations. Accordingly, the Company, if eligible, shall constitute Corporate Social Responsibility Committee comprising of such number of Directors as may be prescribed thereunder and shall ensure spending every year at least 2% of its average net profit made during the three immediately preceding financial years and that administrative overhead, if any, shall not exceed five percent of total CSR expenditure of the Company for the financial year.

3. OBJECTIVES:

The main objective of CSR Policy is to lay down guidelines for undertaking CSR initiatives in accordance to Companies Act, 2013 and rules made thereunder, for making sustainable growth along with sustainable development of society. The Company will act as a good Corporate Citizen, subscribing to the Global standards. It would also aim to minimize social risks associated with operations of the project site through the policies described in the document.





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4. LIST OF ACTIVITIES FOR CSR WORK SPENDING:

(1) The following is the list of CSR Projects or programmes which the Company, on selective basis, plans to undertake in the phased manner as project or one-time activities pursuant to Schedule VII of the Companies Act, 2013:

- eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.
- promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
- 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.
- 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 the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga.
- 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;
- 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;
- training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports
- 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;
- (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).
- rural development projects





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- 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.
- disaster management, including relief, rehabilitation and reconstruction activities.
- Any other CSR activities as may be notified by the Government from time to time.

(2) The activities mentioned above are to be interpreted liberally so as to capture the essence of the same. The initiatives by the Company in the above fields will include contribution to various projects and programs undertaken in these areas.

(3) The Company shall give preference to local area and areas around the Company where it operates for spending the amount earmarked for CSR.

(4) The activities which are for the benefit of the employees of the Company or their family members shall not be considered as CSR activity. CSR activities shall also not include the activities undertaken in pursuance of normal course of business of the Company.

(5) The Board of Directors of the Company may decide to undertake CSR activities as recommended by the CSR Committee by itself or through a registered Trust(s) or registered Society(ies) or a Section 8 Company(ies) or such other entity(ies) as may be eligible for undertaking CSR activities, pursuant to Section 135 of the Companies Act, 2013 and rules made thereunder.

5. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Composition:

The Corporate Social Responsibility Committee ('CSR Committee') of the Board shall consist of minimum two or such number of Directors as may be applicable to the Company pursuant to the provisions of Section 135 of the Companies Act, 2013 and Rules made thereunder.

Meetings:

The CSR Committee shall hold meeting as and when required, to discuss various issues on implementation of the CSR Policy of the Company, subject to a minimum of one meeting every financial year.





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6. ROLE OF CSR COMMITTEE:

The CSR Committee shall consist of following Directors:

- | | |
|---------------------------------------|------------|
| 1. Mr. Sudhir Balu Mehta | – Chairman |
| 2. Mr. Ramchandra Krishanakant Ralkar | – Member |
| 3. Mrs. Shivangi Dutta | – Member |

The role and responsibility of the CSR Committee will be as under:-

- to 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 of the Companies Act 2013;
- to recommend the amount of expenditure to be incurred on various CSR activities in a financial year;
- to monitor the Corporate Social Responsibility Policy of the Company from time to time.
- To recommend the Board on the guiding principles for selection, implementation and monitoring of CSR activities.
- To formulate and recommend to the Board, an Annual CSR Action Plan in pursuance of its CSR policy. To recommend the Board to alter the Annual CSR Action Plan at any time during the financial year based on the reasonable justification to that effect.
- To decide on any other matter/thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.
- To perform such other functions as may be delegated by the Board and/or mandated by any regulatory provisions from time to time.





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7. ROLE OF BOARD OF DIRECTORS:

The Board of Directors of the Company shall be responsible/ authorised for:

- Approving the CSR policy after taking into account the recommendations of the CSR Committee.
- Ensuring that in each financial year the Company spends at least 2% of the average net profit made during the three immediately preceding financial years and that administrative overhead, if any, shall not exceed five percent of total CSR expenditure of the Company for the financial year.
- Considering and approving the annual action plan recommended by the CSR Committee and may alter such plan at any time during the financial year, based on the reasonable justification to that effect.
- Ensuring that the funds so disbursed have been utilised for the purposes and in manner as approved by it. Monitoring the implementation of the ongoing projects with reference to the approved timeliness and year-wise allocation and may make modification, if any, required for the smooth implementation of the project within overall permissible time period.
- Disclosure in the Boards' Report, such particulars as mentioned in the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time.
- Disclosure of the composition of the CSR Committee, CSR Policy and the approved projects on the Company's website, if any.
- Changing duration of project(s) which was initially not approved as multiyear (ongoing) project(s) and whose duration has been extended beyond one year on reasonable justification.

8. UNSPENT CSR EXPENDITURE

Subject to provisions of Section 135 of the Companies Act, 2013 read with rules, circulars, notification, order issued thereunder time to time:

(a) If related to any ongoing project, CSR expenditure amount remaining unspent, such unspent amount is to be transferred by the company within a period of thirty days from the end of the financial year to a special account to be opened by the Company in that behalf for that financial year in any scheduled bank to be called the Unspent Corporate Social Responsibility Account;

(b) If CSR expenditure amount (other than related to ongoing project) remaining unspent, such amount be transferred to a specified Fund as within six months of expiry of the Financial Year.





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9. CSR ALLOCATION & EXPENDITURE

For achieving its CSR objectives through implementation of meaningful & sustainable CSR programmes, the Company will allocate at least 2% of its average net profits made during the three (3) immediately preceding financial years as its Annual CSR Budget. The Annual CSR Budget shall be spent on projects/ activities as laid down in this Policy.

Administrative Overheads:

“Administrative Overheads” expenses incurred by the Company will be used for ‘General Management & Administration’ of the Corporate Social Responsibility functions in the Company but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular Corporate Social Responsibility project or programme.

Surplus of CSR Activities:

Any surplus arising out of the CSR activities shall not form part of the business profit of the Company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR Policy and Annual Action Plan of the Company or transfer such surplus amount to a Fund specified in Schedule VII of the Act, within a period of six months of the expiry of the financial year.

Excess CSR Spent:

Where the Company spends an amount in excess of requirement, such excess amount may be set off by the Board against the requirement to spend 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.
- the Board of the Company shall pass a resolution to that effect.

Creation or Acquisition of Capital Assets:

CSR amount may be spent by the Company for creation or acquisition of a Capital Asset which shall however, be held by either:

- i) Company established under section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects and CSR Registration Number under the CSR Rules;
- ii) Beneficiaries of the CSR Project, in the form of self-help groups, collectives, entities;
- iii) A Public authority.





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10. MONITORING AND IMPLEMENTATION

To ensure effective implementation of the CSR activities/ programs/ projects undertaken, a monitoring mechanism will be put in place. If pursuant to Section 135 of the Companies Act, 2013 the average CSR obligation is ten crore or more in the three immediate preceding financial years, then Company shall undertake impact assessment, through an independent agency, for their CSR projects having outlays of one crore rupees or more and which have been completed not less than one year before undertaking the impact study.

Collaborative partnership may be formed with the Government, the district authorities, the Village Panchayats, NGOs, other Companies and other likeminded stakeholders with the intent to widen the Company's reach and leverage upon the collective expertise, wisdom and experience that these partnerships bring on the table.

In respect of the contributions made to various Societies/ Trusts for the CSR activities, SPPL will obtain commitment from the Trusts/ Societies that it shall utilize its funds solely for the projects/ activities identified. SPPL shall have the right to ask the said Trusts/ Societies to provide requisite details to show that the contribution made by SPPL have been spent on the earmarked projects.

The CSR activities of the Company will be included in the Directors' report as prescribed in Section 135 of the Companies Act, 2013 and the Rules made there under.

A copy of the CSR Policy and CSR Projects approved by the Board will also be placed on the Company's website, once the same is operational.

11. IMPACT ASSESSMENT

1. If the Company has an average CSR obligation of ten crore rupees or more, in the three immediately preceding financial years, it shall undertake impact assessment, through an independent agency, of their CSR projects having outlays of one crore rupees or more, and which have been completed not less than one year before undertaking the impact study.
2. The impact assessment reports, if applicable, shall be placed before the Board and shall be annexed to the annual report on CSR.
3. Impact assessment, if applicable, may be booked as the expenditure towards Corporate Social Responsibility for that financial year, which shall not exceed five percent of the total CSR expenditure for that financial year or fifty lakh rupees, whichever is less.
4. Details of need and impact assessment, if applicable for the projects undertaken by the Company will be included in the CSR Annual Action Plan.



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Words and expressions used but not defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, the CSR Rules made thereunder or in any amendment thereto. This CSR Policy shall also be subject to such clarifications and FAQs as may be issued by Ministry of Corporate Affairs from time to time. In case of any doubt with regard to any provision in the Policy and also in respect of matters not covered herein, a reference will be made to CSR Committee and the interpretation & decision of the CSR Committee shall be final.

The CSR Policy would be subject to revision/ amendment in accordance with the guidelines as may be issued by the Government, from time to time.

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace this policy entirely with a new policy. In case of any subsequent changes in the provisions of the Act which makes any of the provisions in this Policy inconsistent with the Act, then the provisions of the Act would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with the Act.

The aforesaid CSR Policy has been recommended by CSR Committee and approved by the Board of Directors of the Company.

