



INDIA EXPOSITION MART LIMITED
CORPORATE SOCIAL RESPONSIBILITY POLICY



1. Policy Objective

India Exposition Mart Ltd ('the Company') is committed to conduct its business in a socially responsible, ethical and environmentally friendly manner and to continuously work towards improving quality of life of the communities in its operational areas.

2. Policy details

The CSR activities of the Company will be implemented in accordance with the following core values:

Protecting Stakeholder Interests

- Proactively engage with relevant stakeholders, understand their concerns and be responsive to their needs
- Use & promote systematic processes to engage with the stakeholders and address their issues in a just, fair and equitable manner

Inclusive Development

- Channelizing resources & efforts towards making positive and sustainable contribution in social and economic development
- Aligning CSR practices & programs to complement and support the developmental priorities at local, state and national levels
- Inclusive approach towards stakeholders and promote diversity through affirmative action

3. CSR modalities:¹

i) **CSR Committee:** The CSR Committee will consist of as many members as the Board may deem fit and at least one independent director, who shall meet at least once in a year to discuss and review the CSR activities and policy.

ii) Duties and Responsibilities of CSR Committee:

The CSR Committee constituted in pursuance of Section 135 of the Companies Act, 2013 shall be required to carry out the following activities:

- To formulate and recommend to the Board, a CSR policy;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken for approval of the Board;
- To monitor the CSR policy and the CSR activity and report to the Board from time to time;
- Review the various proposals and identify the eligible entities/agencies for allocation of CSR amount;
- Spend the allocated CSR amount on the CSR activities once it is approved by the Board of Directors of the Company in accordance with the Act and the CSR Rules;

¹ Inserted at the 105th Board meeting held on December 29, 2021

- Monitor and review periodically the CSR activities and submit the reports to the Board in respect of the CSR activities undertaken by the Company.

4. Responsibilities of the Board ²

a) The Board shall:

- Form a CSR Committee and disclose the composition of the CSR Committee
- Providing recommendations and approving the annual action plan formulated and presented by CSR Committee for spending of the prescribed CSR budget
- Ensure that the Company spends, in every financial year, at least 2% of the average net profits made during the three immediately preceding financial years, in pursuance of its CSR Policy
- Ensure that the Company, treats the CSR Spends i.e. CSR surplus, excess expenditure and unspent CSR funds as per the modalities prescribed in the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.
- Specify in its Report the reasons for not spending the amount if the Company fails to spend such amount.
- Disclose the composition of the CSR Committee, and CSR Policy and Projects approved by the Board on the Company's website, if any, for public access.
- Ensure that the funds so disbursed have been utilized for the purposes and in the manner as approved by Board/ CSR Committee and the Chief Financial Officer shall certify to the effect.
- Approve transfer of unspent CSR Amount in accordance with the law. The Finance Team shall prepare the statement of spent and unspent CSR amounts and shall assist to facilitate for transfer of the same.

5. CSR medium/ Operation:

- CSR activities will be undertaken directly or through a registered trust or a registered society or a company established by the Company or its holding or subsidiary or associate company under Section 8 of the Companies Act, 2013.
- If any donation/contribution is to be given to any other entity for CSR activity, preference will be given to such entities/Trust having track record in undertaking similar programs or projects. In such case, the Company will specify the project or programme to be undertaken through these entities, the modalities of utilization of funds on such projects or programs and the monitoring and reporting mechanism.
- The Company may also collaborate with other companies for undertaking projects or programs 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 the prescribed CSR Rules.

² Inserted at the 97th Board meeting held on June 2, 2021

- The entities that conduct social projects on behalf of the company or receive funds to realise programs must have knowledge and experience in the respective area, be transparent and integrity in their operations and have no other goal than the common good.
- The Company may build CSR capacities of its own personnel as well as those of the implementing agencies through institutions with established track records, subject to the prescribed CSR rules.
- Implementation will be done as per the requirement of the project or programme which is envisaged. Endeavour will be made to implement it over a year or so. However, as per the specific requirements of the activity, the schedule may be over a longer duration.
- The time duration over which a particular programme will be spread, will depend on its nature, extent of coverage and the intended impact of the programme.
- The process for implementation of CSR programs will involve the identification of programs, area of CSR activities, project based approach, time period, cost of the project etc.
- The CSR Committee would recommend the proposal of CSR and the amount of expenditure to be incurred on the same to the Board for its approval.

6. Focus areas

- i. To promote and support the artisans and craftsperson and to initiate such activities that would be required for welfare of artisans and their education and training;
- ii. To give financial or other assistance in kind by way of distribution of books, clothes to the artisans.
- iii. To promote and support such activities that would help in protecting and maintaining the environment concerns of the citizens.
- iv. Eradicating hunger, poverty and malnutrition,
- v. 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
- vi. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects
- vii. 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;
- viii. 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;

ix. slum area development

7. Following shall however be not considered as CSR activities:³

- i. Activities undertaken in pursuance of Company's normal course of business;
- ii. Activities which benefit only the employees of the Company and their families;
- iii. Contribution directly or indirectly to any political parties;
- iv. Activities undertaken outside the country;

8. Planning, implementation & monitoring of CSR activities ⁴

- a) The CSR Committee shall provide guidance on the allocation of the CSR budget on an annual basis and shall recommend to the Board which shall include the following, namely :-
 - the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - the manner of execution of such projects or programmes as specified in sub-rule (1) of rule 4;
 - the modalities of utilization of funds and implementation schedules for the projects or programmes;
 - monitoring and reporting mechanism for the projects or programmes; and
 - details of need and impact assessment, if any, for the projects undertaken by the company;

In case of deviation in implementation as defined in the annual action plan, such changes will be approved by the CSR Committee and the Board of Directors of the company.

9. Budget

The Board of IEMML will ensure that in each financial Year (FY), at least two percent of the average net profit (calculated as per Section 198 of the Act) accrued during the three immediately preceding Financial Years, is spent on CSR activities/ projects/ programs.

In the event, that amount indicated in para above is not spent in its entirety in that Financial Year, the reasons thereof will be outlined as per Section 134(3)(o) of the Act, to be shared with all the stakeholders through the Annual Report and the unspent amount shall be carried forward to next year.

10. Monitoring and assessment: ⁵

- a) The CSR implementation team shall maintain a regular connect with the implementing agency and will report the progress of the project activities, utilization of the funds disbursed to the CSR Committee, as and when required.

³ Inserted at the 105th Board meeting held on December 29, 2021

⁴ Inserted at the 97th Board meeting held on June 2, 2021

⁵ Inserted at the 97th Board meeting held on June 2, 2021



- b) The CSR Committee shall monitor and review on regular basis, the progress of the CSR initiatives taken and shall report its decision to the Board of Directors
- c) The evaluation of major projects may be carried out by a third party to critically assess the fulfilment of project objectives.
- d) Annual audit of all activities undertaken by the company would be done by Internal Auditor of the Company.

11. Review mechanism:

The CSR Policy outlines the framework within which CSR & Sustainability activities would be undertaken. Further, any or all provisions of the CSR & Sustainability Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from Ministry of Corporate Affairs or any other authorities, from time to time.

12. Disclosure

The Company shall comply with Section 135 of the Act and Companies (Corporate Social Responsibilities Policy) Rules, 2014, thereby ensuring that it makes a full disclosure of its CSR Policy, Projects/Programmes, Activities, monitoring mechanism, Implementing Agencies, Expenditure details as well as the composition of the CSR Committee of the Board.

13. Secretary

The Company Secretary of the Company shall act as Secretary of the Committee

14. Amendments to the policy: ⁶

The CSR Policy referred to above is to be read in conjunction with Companies Act, 2013 and Companies (Corporate Social Responsibilities Policy) Rules, 2014. Provisions of the CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from the Statutory Authority from time to time or as may be decided by the Board of Directors on its own and/or on the recommendation of CSR committee. The above Policy Guidelines are subject to review at suitable intervals and subject to revision accordingly.

⁶ *Inserted at the 105th Board meeting held on December 29, 2021*