



REPRO INDIA LIMITED
CORPORATE SOCIAL RESPONSIBILITY (“CSR”) POLICY

1. PRELUDE AND LEGAL FRAMEWORK

At Repro India Limited (RIL), Corporate Social Responsibility (CSR) is based on the belief that business sustainability is closely connected to the sustainable development of the communities that the business is a part of and the environment in which the business operates.

2. FOCUS AREAS OF CSR ACTIVITIES

In accordance with the requirements under Section 135 of the Companies Act, 2013 (“the Act”), Corporate Social Responsibility Rules, 2014 (“the Rules”) and any other applicable provisions of the Act, RIL CSR Activities, amongst others will mainly focus on:

➤ **Main Focus Area - Education:**

- School and higher education-
- Employability
- Technical / Skill Education
- Support to Education Institution: Government Schools
- Capacity building of teachers and infrastructure of school facilities
- Specific support for enhancing information gathering capacity and spread awareness for reading / gaining knowledge.
- Support to Technical/Vocational Institutions for their self- development.
- Academic education by way of financial assistance to Primary, Middle and Higher Secondary Schools.
- Adult literacy.
- Awareness programmes on girl education.
- Counseling of parents
- Special attention on education, training and rehabilitation of mentally & physically challenged children/persons.
- Spreading legal awareness amongst people and disadvantageous sections of the society about their rights & remedies available.
- Provide fees for a period of one year or more to the poor and meritorious, preferably

girl students of the school in the operational area of the Company to enable them to get uninterrupted education.

- Payment of Scholarship to the Students belonging to underprivileged Society every year.
- Infrastructure and Technological Support for educational institutions and the Students
- Grant/donation/financial assistance/sponsorship to reputed NGOs of the Society who are working in these areas or any other fund set up by government or technology
- Hostels and boarding rooms, reading rooms, convalescence/asylum rooms for poor and the needy
- Provide education tools and enhance Educational and Learning outcomes.
- Any other permissible areas

➤ **Additional Areas:**

- Promotion of sports and cultural activities;
- Empowerment of women for education/health & self-employment;
- Literacy / Awareness programmes and activities in various social & well-being areas
- Research activities, economic, industrial, social research, research professorships, etc.
- Eradicating hunger, poverty and malnutrition, promoting preventive health care and 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 centers 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, agro forestry, conservation of natural resources and maintaining quality of soil, air and water;
- 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;

- Measures for the benefit of armed forces veterans, war widows and their dependents;
- Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic sports;
- Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Caste, the Scheduled Tribes, other backward classes, minorities and women;
- Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- Rural development projects."

In years to come, Repro looks forward to be proactively engage with employees, customers and the communities on a larger scale where the CSR creates a footprint and attains the level of 'Value creation' promoting sustainable business model.

3. GOVERNANCE

The CSR Governance structure at RIL comprises the CSR Committee and the Board of Directors of the Company.

BOARD

- The Board monitors and reviews the performance and impact of the CSR programmes, provides input and course corrections if required and satisfies itself that the CSR funds so disbursed are aligned to the CSR Policy of the Company and have been utilized for the purposes and in the manner as approved by it.
- The CFO shall certify to the fact that CSR funds so disbursed have been utilized for the purposes and in the manner approved by the Board.

CSR COMMITTEE OF THE BOARD OF DIRECTORS

The CSR Committee of the Company shall consist of minimum three Directors, out of which at least one director shall be an Independent Director.

The CSR Committee provides oversight and guidance on CSR performance and monitor compliance with the CSR Policy, commitments and the applicable CSR provisions.

The role & responsibilities of CSR Committee are:

- Formulation and recommendation to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Act;
- Monitoring the CSR policy of the Company from time to time;
- Formulation and recommendation to the Board an annual action plan as per the provisions of the Act;
- Recommendation of any alteration in the annual action plan at any time during the year and update, if any, required to the CSR Policy;
- Implementation and Monitoring of the CSR activities as per the annual action plan;
- Identify projects of the Company as 'Ongoing Projects' as per the provisions of the Act and recommend the same to the Board;
- Recommend the annual CSR expenditure budget to the Board for approval;
- Undertake Impact assessment through third parties for CSR projects whenever applicable;
- Ensure implementation of CSR activities of the Company within the applicable framework;
- Determine the overall scope of, provide input on, and recommend adoption of the CSR report to the Board of Directors of the Company;
- Carry out any other function contained in the Listing Agreement/Listing Regulations, as amended from time to time;
- Performance of such other functions as may be necessary under any statutory or other regulatory requirements to be performed by the Committee and as delegated by the Board from time to time.

4. FUNDING, SELECTION, IMPLEMENTATION AND MONITORING AND THEIR GUIDING PRINCIPLES

A. Funding obligation:

The Board of RIL to ensure that 2% of average net profits during the three immediately preceding financial years is spent on CSR initiatives undertaken by RIL. If RIL spends

any amount over and above such 2% of average net profits, the same is to be considered as excess CSR expenditure which can be set-off in the immediate succeeding three financial years subject to the conditions as prescribed under the Act.

In order to compute whether RIL has under spent or over spent, RIL shall consider the following:

- a. **Project Cost** - it shall include designing, implementation, monitoring and evaluation cost incurred directly or indirectly on the project
- b. **Administrative Overheads** - to ensure that such expenses shall not exceed 5% of the total CSR expenditure of the company for the financial year. Further, these expenses would not include expenses incurred by the Company towards designing, implementation, monitoring and evaluation

B. Selection of activities:

The guiding principles for selection of activities are:

- a. **Eligibility** - Statutory eligibility of implementing agency through which the CSR activities are selected, i.e. to ensure whether those implementing agencies have registered under section 12A and 80G of the Income Tax Act, 1961, have an established track record of at least three years in undertaking similar activities and have also filed form CSR-1 with the Registrar of Companies.
- b. **Sustainability** - Implementing agency has a track record of 3 years in undertaking similar programs or projects.
- c. **Goodwill** - Implementing agency shall have goodwill in performing its activities diligently.
- d. **Law of land** - Implementing agency shall have a good stand in terms of Law of Land.

C. Implementation & Monitoring:

i. Implementation:

The Company may undertake, through a registered trust or a registered Society, the CSR projects/programmes/activities in identified areas and as per the provisions of the Act and Rules, framed thereunder.

The Company may also collaborate with other companies for undertaking projects/programmers activities in such manner that the CSR Committees of respective companies are in a position to report separately on such projects or programs in accordance with the Act and Rules made thereunder.

Company may build CSR capacities of its own, i.e. of their own personnel, as well as those of their implementing agencies through institutions with a track record of at least three financial years and any other criterions which the CSR committee, may deem fit.

ii. **Monitoring:**

Impact Assessment - In the event of average CSR obligation of Rs. 10 crores or more in the three immediately preceding financial years, the Company shall ensure that impact assessment through an independent agency is carried out for CSR projects having an outlay of Rs. 1 crore or more. Expenditure incurred for such assessment shall not exceed 5% of the total CSR expenditure for the financial year or 50 lakh rupees, whichever is less.

Monitoring will be done with the help of identified key qualitative and quantitative performance indicators, with a continuous feedback mechanism, and recourse for mid-course correction in implementation, if needed, to ensure efficacy.

Assessment of utilization of funds will also be done on a quarterly basis, along with submission of an annual consolidated utilization which will be part of the Company's Annual Report. This will include a rationale for shortfall or surplus of funds.

All expenditure towards the programs to be diligently documented. In case 2% of average net profit of the last 3 years is not spent in a financial year, reasons for the same to be specified in the CSR report.

The surplus from the allocated CSR budget will not be utilized for business or form part of business profits.

All activities will be undertaken in project mode with defined objectives and deliverables, clarity on target beneficiaries, implementation plans with schedule

of timeline agreed prior to commencement of activities.

iii. Guiding Principles for Implementation and Monitoring:

- a. **Accountability and Transparency** - Implementing agency shall be accountable for all expenses along with the acknowledgements. Further, there should be transparency in the actions to protect the interest of all the stakeholders.
- b. **Ethical Behavior** - Management and Implementing agency shall maintain ethical behavior while implementing and monitoring CSR programs without any corruption.
- c. **No conflict of interest** - There shall not be any conflict of interest in the objectives of employees involved in CSR activities and the implementing agencies. Both of them should work for benefits of the needy.
- d. **Respect for stakeholder's interest** - While identifying CSR programs, interest of all the stakeholders shall be taken into consideration.

5. GUIDING PRINCIPLES FOR ANNUAL ACTION PLAN:

RIL shall prepare an Annual Action plan of the Company to identify the activities and the CSR expenditure to be spent during the year which shall include the details as mentioned in the rules.

Further, the guiding principles required to formulate the Annual Action Plan are as follows:

- a. CSR programs shall not include activities as restricted under the amended CSR Rules.
- b. The preference for CSR programs is to be given by RIL to local areas and areas around its operations.
- c. The CSR activities may be carried out directly or through implementing agencies.
- d. Payments to implementing agencies or to vendors should be milestone based.
- e. All the guiding principles as required to be followed for implementing and monitoring the CSR Activities shall also be followed while formulating the Annual Action Plan.
- f. Action plan shall be Simple, Action oriented, Measurable, Relevant and Time Bound.

During any financial year, the Annual Action Plan of the Company may be modified to include any unbudgeted expenditure, either on account of new project(s) or due to increase in the outlay for approved project(s).

Subject to the provisions of the Act, the Company may also utilize its CSR spend towards creation or acquisition of a capital asset.

6. DISCLOSURES

Regular reporting and disclosure of all CSR activities will be a mandatory component as per the Act. Established reporting mechanisms will be put in place. RIL will also disclose the CSR projects /programmes /activities on the official website as required under the Act and the rules.

A brief summary of CSR projects/programmes/activities will also be included in the Annual Report in the prescribed format as per the CSR rules of the Act.

The CSR Policy issued pursuant to the Act has been recommended by the CSR Committee of the Board of Directors and approved by the Board of Directors and shall be placed on the Company's website www.reproindia.com.

7. CONDITIONS AND RESTRICTIONS

The CSR Committee and the Board of Directors shall be governed by the following conditions and restrictions while undertaking any CSR projects/ programmes/activities:

- The CSR projects/programmes/activities undertaken by the Company, as per this policy shall exclude activities undertaken in pursuance of its normal business.
- The CSR projects/programmes/activities shall be undertaken in India only except for training of Indian sports personnel outside India who is representing any State or Union Territory at national level or India at international level.
- The CSR projects/programmes/activities that benefit only the employees of the Company and their families, shall not be considered and not qualify as CSR expenditure.
- Contribution of any amount directly or indirectly to any political party under Section 182, shall not be considered and not qualify as CSR expenditure.
- The surplus, if any, arising out of the CSR projects/programmes/activities shall not

- form part of the business profit of the Company.
- Activities supported by the Company on sponsorship basis for deriving marketing benefits for its products or services shall not form part of CSR expenditure.
- Activities carried out for fulfillment of any other statutory obligations under any law in force in India shall not form part of CSR expenditure.

8. EFFECTIVE DATE

This policy was first approved and adopted by the Board of Directors of the Company on February 11, 2015. This policy is being further amended and approved by the Board Directors of the Company on November 01, 2021.

9. CONTACT PERSONNEL

For queries related to CSR projects/programmes/activities, please write to us at: investor@reproindia.com

10. LIMITATION AND AMENDMENT

The Board of Directors may in their discretion and on recommendation of the CS committee, make any changes / modifications and /or amendments to this Policy from time to time.

Requirements with respect to quorum, notice of meeting, documentation, etc. shall be in conformity with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government, unless expressly stated otherwise.

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over and automatically be applicable to this Policy and the relevant provisions of the Policy would be amended/modified in due course to make it consistent with the law.