

INCREDIBLE INDUSTRIES LIMITED
(FORMERLY ADHUNIK INDUSTRIES LIMITED)

POLICY FOR

CORPORATE SOCIAL RESPONSIBILITY

Particulars	Applicability w.e.f.
Original	13 th August, 2014
Revised on	28 th May, 2019
Revised on	26 th June, 2020
Revised on	28 th June, 2021

POLICY ON CORPORATE SOCIAL RESPONSIBILITY

1. PURPOSE

The purpose of Incredible Industries Limited (IIL) Corporate Social Responsibility (CSR) Policy is to formulate an appropriate strategy and focus for its CSR initiatives and lay down the principles and practices on the basis of which it will fulfill its CSR objectives.

2. BACKGROUND

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 and ethically responsible behaviour in governance of its operations, the business can create its value and long-term sustainability for itself while making positive contribution towards the betterment of the society. This approach also reaffirms the view that businesses are an integral part of society and have a critical and active role to play in the improvement of healthy and good governance.

3. LEGAL AND REGULATORY REQUIREMENTS

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

This policy, which encompasses the Company's philosophy by executing its responsibility as corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large and is titled as the "**IIL CSR Policy**". It has been prepared keeping in mind the Company's Code of Business Ethics and to comply with the requirements of Companies Act, 2013 (hereinafter called as "the Act") and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter called as "CSR Rules"), as amended from time to time.

This policy shall apply to all CSR initiatives and activities taken up by the Company for the benefit of different segments of the society, specifically the deprived, under-privileged and differently abled persons.

4. CSR VISION STATEMENT

- Partner with credible organizations like trusts, foundations etc. including non-government organizations;

- Consult local communities to identify effective and culturally appropriate development goals;
- Conduct business in a true, fair and ethical manner and takes up the responsibility to create a good impact in the society it belongs;
- Improving the standard of living of people in the communities in which it operates;
- Measures for empowering marginalized and disadvantaged sections of the society particularly in the field of education and health care.

5. **OBJECTIVES OF THE CSR POLICY**

Corporate Social Responsibility is a form of corporate self-regulation integrated into a business model. Therefore, the Policy will function as a built-in, self-regulating mechanism whereby the business will monitor and ensure its active compliance with the spirit of law, ethical standards and international norms.

The objectives of this policy are to -

- Demonstrate commitment to the common good through responsible business practices and good governance;
- Set high standards of quality in the delivery of services in the social sector by creating robust processes and replicable models;
- To carry/operate its business in an economically, socially and environmentally sustainable manner, while recognizing the interests of all its stakeholders.

6. **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

With the issuance of Companies (Amendment) Act, 2020 by the Ministry of Corporate Affairs, Government of India, a new Section 135(9) was introduced in the Companies Act, 2013 which has granted relaxation to the Companies pertaining to formation of Corporate Social Responsibility (CSR) Committee. As per Section 135(9) of the Companies Act, 2013, where the amount to be spent by a Company on CSR activities **does not exceeds fifty lakh rupees in a financial year, the requirement of the constitution** of the CSR Committee **shall not be applicable** and the functions of such Committee shall, in such cases, be discharged by the Board of Directors of the company.

So, if the amount that need to be spent on CSR activities exceeds fifty lakh rupees, the Company will form a Corporate Social Responsibility Committee as per the provisions of the Companies Act, 2013 and rules made thereunder.

The requirements of the Committee are as under-

Composition:

The Corporate Social Responsibility Committee ('CSR Committee') shall consist of three or more Directors amongst whom at least one shall be an Independent Director.

Meetings:

The CSR Committee shall hold meeting as and when required, to discuss various issues on implementation of the CSR Policy of the Company.

Role of CSR Committee:

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 the activities referred to in the above mentioned clause in a particular financial year;
- to monitor and update the Corporate Social Responsibility Policy of the Company from time to time.
- To perform such other functions as may be delegated by the Board and/or mandated by any regulatory provisions from time to time.

7. RESPONSIBILITIES OF BOARD OF DIRECTORS

The Board of Directors shall, after taking into account the recommendations made by the CSR committee, approve the CSR policy for the Company and disclose its contents in their report and also publish the details on the Company's website, if any, in such manner laid down in the Companies (Corporate Social Responsibility Policy) Rules, 2014 provided in **Annexure A**.

The other responsibilities of the Board of Directors are as under-

- 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.
- Approve the CSR projects or programmes that are recommended to be undertaken in areas or subjects specified in the Act; along with the manner

of execution of such projects or programmes as specified in the Act.

- Ensuring that the CSR activities are undertaken by the Company itself or through a registered and eligible Implementing Agency as per CSR Rules.
- Ensuring that in every Financial Year, funds committed by the Company for CSR activities are utilized effectively, and implementation is monitored on regular basis and the Chief Financial Officer or the person responsible for financial management shall certify to the effect.
- Ensuring disclosure of the composition of the CSR Committee, and CSR Policy and Projects approved by the Board on their website, if any, for public access.
- The Board may alter the CSR Annual Action Plan at any time during the financial year, as per the recommendation of its CSR Committee, based on reasonable justification to that effect.
- The Board shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the Company for the financial year.
- Monitor the implementation of ongoing projects, if any carried forward from earlier years, and make modifications in such projects to ensure smooth implementation of the project within permissible time period.
- In case of excess CSR Spend in any year, to decide on set off of excess amount against the requirement to spend in the three immediate succeeding financial years, in accordance with the provisions of the Act and CSR Rules.

As per Section 135 of the Companies Act, 2013, the reasons for under spending of the allocated CSR budget shall be specified in the Board's Report.

8. 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 3 (Three) 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 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.

9. CSR ACTIVITIES:

- 1) The CSR Activities which may be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 will include the following:-
 - i) 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.

- ii) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
- iii) 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.
- iv) 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.
- v) 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.
- vi) 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.
- vii) Training to promote rural sports, nationally recognized sports, paralympic sports and olympic sports.
- viii) 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.
- ix) (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).

- x) rural development projects.
- xi) 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.

- xii) disaster management, including relief, rehabilitation and reconstruction activities.
 - xiii) Any other CSR Activity including projects/ programmes as may be notified by the Government from time to time.
- 2) The above mentioned activities are to be interpreted liberally so as to capture the essence of the same. These areas are only illustrative and not exhaustive. The initiatives by the Company in the above fields will include contribution to various projects engaged in these areas.
 - 3) CSR expenditure shall include all expenditure including contribution to corpus, for the projects or programs relating to CSR activities approved by the Board on the recommendation of its CSR Committee, but does not include any expenditure on an item not in conformity with the CSR Policy.
 - 4) Though the Company would give preference to local area and areas around the Company for spending the amount earmarked for CSR, it would also work for the up-liftment of the backward and underprivileged at large.
 - 5) The CSR projects or programs or activities undertaken by the Company as per the Company's CSR Policy in India only shall amount to CSR Expenditure according to the provisions of the Act.

10. TRANSFER OF UNSPENT CSR AMOUNT

Unless and until a separate fund is prescribed by the Government, the unspent CSR amount, if any, shall be transferred by the Company to a fund specified in Schedule VII of the Act, within a period of six months of the expiry of the financial year.

Any unspent remaining amount relating to an ongoing project shall be transferred within a period of thirty days from the end of the financial year to the Unspent Corporate Social Responsibility Account (UCSRA) and such amount shall be spent by the company in pursuance of its obligation towards the CSR Policy within a period of three financial years from the date of such transfer, failing which, the company shall transfer 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.

11. IMPLEMENTATION

The process for implementation of CSR programmes will include the identification of programmes at Corporate and Unit level of the Company and the same will be done by means of the following:

- A. Receipt of proposals / requests from Units / District Administration/ local/ Govt./ NGO/ Trust/ Society/ Institution etc. and assessment of the same.
- B. Discussions with local representatives/Civic bodies/Citizen's forums etc.
- C. CSR programmes as may be identified by the Company itself and will be required to be put up to the CSR Committee of the Board.

12. MONITORING AND FEEDBACK

To ensure an effective and smooth implementation of the CSR programmes undertaken nearby factory Unit, a monitoring mechanism will be put in place by the Unit head. The ongoing progress of CSR programmes under implementation at the Unit will be reported to Corporate Office on regular basis.

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

The CSR activities of the Company will be included in the Directors' report as specified in Section 135 of the Companies Act, 2013 and the Rules made there under. A copy of CSR Policy approved by the Board will also be placed on the Company's website.

13. 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.

14. GENERAL

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 of the Policy and also in respect of matters not covered herein, a reference will be made to CSR Committee. In all such matters, the interpretation & decision of the CSR Committee shall be final.

Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from Government, from time to time.

The Company reserves the right to modify, add, or amend any of the provisions of this policy, subject to approval of the Board.

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.

ANNEXURE - A

Format for the Annual Report on CSR Activities to be included in the Board's Report

1. Brief outline on CSR Policy of the Company.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/ Nature of Directorship	No. of meeting of CSR Committee held during the year	No. of meetings of CSR Committee attended during the year

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

4. Provide the details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1.			
2.			
3.			

6. Average net profit of the Company as per Section 135(5).

7. (a) Two percent of average net profit of the company as per section 135(5).

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.

(c) Amount required to be set off for the financial year, if any.

(d) Total CSR obligation for the financial year (7a+7b-7c).

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes/No)	State	District	Project duration	Amount allocated for the project (in Rs.)	Amount spent in the Current Financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation-Direct (Yes/No)	Name	Mode of Implementation-Through Implementing Agency
1.												
2.												
3.												
	Total											

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes/No)	Location of the Project		Amount spent for the project (in Rs.)	Mode of Implementation-Direct (Yes/No)	Mode of Implementation-Through Implementing Agency	
				State	District			Name	CSR registration number
	TOTAL								

(d) Amount spent in Administrative Overheads.

(e) Amount spent on Impact Assessment, if applicable.

(f) Total amount spent for the financial year (8b+8c+8d+8e).

(g) Excess amount for set off, if any.

Sl. No.	Particulars	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per Section 135(5)	
(ii)	Total amount spent for the Financial Year	
(iii)	Excess amount spent for the financial year [(ii)-(i)]	
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	

9. (a) Details of unspent CSR amount for the preceding three financial years.

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s).

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting financial year (in Rs.)	Cumulative amount spent at the end of reporting financial year (in Rs.)	Status of the project- Completed / On-going
1.								
2.								
3.								
	TOTAL							

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: (asset-wise details):

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s), created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend 2% of the average net profit as per Section 135(5).

Sd/-	Sd/-	Sd/-
(Chief Executive Officer or Managing Director or Director)	(Chairman CSR Committee)	(Person specified under clause (d) of sub-section (1) of section 380 of the Act) (wherever applicable)