



Patil Rail Infrastructure Pvt. Ltd.

CIN No : U60100TG1996PTC023894

Regd. Office : The Safe Legend, 6-3-1239/B/111,
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PATIL RAIL INFRASTRUCTURE PRIVATE LIMITED

CSR POLICY

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1. CONCEPT

1.1 Objective & Scope

Corporate Social Responsibility ("CSR") is an integral, self-regulating mechanism through which the business monitors and safeguards its active compliance with global norms and ethical standards. The goal of Patil Rail Infrastructure Private Limited (hereinafter referred to as "the Company") is to embrace responsibility for its actions and take actions that has a positive impact on the stakeholders.

The main object of the CSR Policy is to lay down guidelines for the Company in relation to its CSR activities.

This Policy covers current as well as proposed CSR activities to be undertaken by the Company, in alignment with Schedule VII of the Companies Act, 2013 ("Act"), as amended from time to time. It covers the CSR activities which are being carried out in India only and includes strategy that defines plans for future CSR activities.

1.2 Vision Statement

To focus on equitable, sustainable and accessible development opportunities for the communities we serve, stakeholders and the public at large.

1.3 Modalities of Execution of CSR activities

CSR activities shall be implemented by the Company partnering with companies incorporated under Section 8 of the Act, registered public Trust and a registered Societies with proven track record and excellence, set up by the Company either singly or jointly with any other company or by the Central Government or State Government or any entity established under an Act of Parliament or a State Legislature or an entity having an established track record of at least three years in undertaking similar activities.

CSR initiatives shall be implemented in project mode with clear defined objectives, allocation of resources and timeline. While executing CSR Projects / programs / activities utmost care should be taken by the CSR Committee to ensure active involvement of community/beneficiaries in planning, implementation and monitoring.



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2. GOVERNANCE

Pursuant to the provisions of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amendments thereto, the Board of Directors shall constitute the Corporate Social Responsibility (CSR) Committee. The Members of CSR shall be appointed by the Board of Directors of the Company which must consist of at least three Directors (one of whom shall be Independent Director, if any), subject to the provisions of the Act, and the Articles of Association of the Company.

2.1 *Organization structure for governance*

2.1.1 Board of Directors shall Constitute CSR Committee accordance with the AOA of the Company and

- Appoint Chairman of CSR Committee
- Approve and amend, if required in the CSR Policy as per the recommendation of the CSR Committee
- Ensure spending of allocated
- Disclose reasons for un-utilization of CSR Budget in the Board's Report of the Company, if any.
- Approve the Annual CSR Budget of the Company on the recommendation of the committee,
- Approve the Annual CSR Action plan of the Company on the recommendation of the Committee;

2.1.2 CSR Committee

Powers of Committee

- Formulate and recommend to the Board a CSR policy or amendments to it.
- Ensure effective implementation of the CSR Policy.
- Recommend CSR activities as stated under Schedule VII of the Act.
- Approve the authorization to agencies other Companies/firms/NGOs etc. to undertake CSR activities independently and/or in collaboration and to separately report the same in accordance with the CSR Rules. Recommend the CSR Budget and ensure spending of the allocated funds as per the CSR policy on approved areas.



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- 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.
- Open a Bank Account and transfer any unspent amounts to the 'Unspent Corporate Social Responsibility Account' of the Company, and spend such amounts, within the time periods prescribed under the Act (upon it being mandated under the Act).
- Create transparent monitoring mechanism for implementation of CSR Initiatives in India.
- Submit the Reports to the Board in respect of the CSR activities undertaken by the Company.
- Monitor CSR Policy from time to time.
- Monitor activities/charter of authorized officers, who are authorized to ensure that the CSR activities of the Company are implemented effectively.
- Authorize executives of the Company to attend the CSR Committee meetings. Prepare and recommend Annual CSR Action Plan of the Company.
- Approve the Annual CSR Report as required under the Act.
- In addition to the members, the Committee can invite such persons (in non-voting capacity) to attend their meeting and deliberations, subject to such persons executing a confidentiality / non-disclosure agreement, or being bound by confidentiality obligations, and also confirm absence of conflict of interest in writing.

Frequency of Meetings

The CSR Committee shall meet at least once in a year. Members of the CSR Committee can agree upon mutually regarding time and place for the said meetings. Quorum for the meeting should be at least two members. The Members of the Committee may participate in the meeting either in person or through video conferencing or other audio-visual means in accordance with the provisions of the Companies Act, 2013 and rules made there under from time to time. Minutes of the CSR Committee shall be placed before the Board for noting.

Minutes

- The Company Secretary of the Company shall record the proceeding of the meetings of the Committee.
- The Chairman of the Committee shall ensure that, the proceedings of the meeting are correctly recorded.



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- Within fifteen days (15) from the date of conclusion of the meeting, the draft minutes thereof shall be circulated to all the members of the Committee, for their comment.
- The member of the Committee, whether present at the meeting or not, shall communicate their comment, if any, in writing on the draft minutes within seven days from the date of circulation.
- The observations/ suggestions made by the members shall be incorporated in the draft minutes and entered in the minutes book within thirty days from the date of the meeting.
- Minutes of the meeting shall be signed either by the chairperson of such meeting at any time before the next meeting or by the chairperson of the next meeting.

3. BUDGET & RESOURCES FOR CSR

A specific project driven budget shall be allocated for CSR activities. Provision for allocation of annual CSR Budget will be made towards the thrust areas identified on year on year basis.

4. POWERS OF APPROVAL

The expenditure to be incurred for CSR activities/ programs /projects will be recommended by CSR Committee for approval of the Board. The following shall be the process of authority:

- Board of Directors shall approve the CSR Budget on the recommendation of CSR Committee.
- CSR Committee shall authorize one of its members to execute the projects as per the approved budget.
- Such authorized member of the CSR Committee shall sub-delegate and authorize any other officer of the Company as he may deem fit, in consultation with the Committee, for administrative convenience and smooth operations.

5. IDENTIFICATION OF PRIORITY AREAS

5.1 Priority Areas

The main objective of the CSR Policy is to contribute to the needs of the society out of the profits earned by the Company. This Policy covers current as well as proposed CSR activities to be undertaken by the Company and examining their alignment with Schedule



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VII of the Act as amended from time to time. It covers the CSR activities which are being carried out in India only.

The Company proposes to implement its CSR Activities in various sectors stated hereunder, either directly or through Implementing Agencies:

- Women Empowerment
- Education
- Health Care
- Skill Development
- Rural Development and
- Natural Resource Management
- Environmental Sustainability
- Poverty
- Old Age Homes
- Protection of Culture
- Any other area as may be prescribed by Schedule VII as amended from time to time.

The Policy shall be open to accommodate any activities as defined in Schedule VII of the Act as and when required. The Company shall give preference to local areas and the surrounding areas where the Company operates, for spending the earmarked CSR funds.

5.2 Disqualifying Activities of CSR

- Projects that are implemented by the Company for employees and their families.
- Any amount directly or indirectly contributed towards any political party under Section 182 of the Act shall not be considered as CSR spend.
- Activities that are undertaken by the Company in pursuance of its normal course of business will not be considered as CSR activities.
- Any amount spent on the CSR activities, projects and programs outside India.
- Any other activities which are not considered as CSR activities under the Act and relevant Rules.



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6. MONITORING MECHANISM FOR CSR PROJECTS/PROGRAMMES

It shall be monitored at following levels:

6.1 Board Level

- Board members will review CSR Projects based on their output and impact.

6.2 CSR Committee Level

- Committee in its meeting will review and monitor the progress of various CSR Projects.
- Committee members shall ensure that the expenditure incurred towards projects/activities as per the approved CSR Policy.
- Committee shall ensure activities planned and executed in line with list activities.
- Committee shall encourage the spending of CSR amount in the local area nearby the Projects/sites of the Company to have maximum impact

6.3 Group CSR Team

- Explore potential CSR Partners for empanelment
- Formulate CSR programs/plans under CSR policy with approved partners
- Obtain requisite approvals from the Board, CSR committee ongoing projects, new proposals and other matters related to CSR
- Drive execution of CSR Programs along with periodic Impact assessment and impact analysis if required
- Monitoring and review of programs through governance with partners, regular field visit interaction with beneficiary communities, etc. including reporting to stakeholders
- CSR reporting at regular intervals including any reporting required by law

7. PUBLICATION OF CSR POLICY

As per CSR Rules, the contents of the CSR Policy shall be included in the Directors' Report and the same shall be displayed on the Company's website, if any.



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8. ANNUAL CSR PLAN

The Committee shall formulate & recommend an annual CSR plan to the Board for approval every year.

The Annual CSR plan shall include the following;

- a) The list of CSR projects or programs that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act.
- b) The manner of execution of such projects or programs.
- c) The modalities of utilization of funds and implementation schedules for the projects or programs.
- d) Monitoring and reporting mechanism for the projects or programs.
- e) The details of need and impact assessment, if any, for the projects undertaken by the company.

The Board of the company may alter the plan at any time during the financial year, as per the recommendation of the CSR committee based on the reasonable justification to that effect

9. POLICY REVIEW & AMENDMENTS

The CSR Committee shall review its CSR Policy as and when required and make suitable changes and submit the same for the approval of the Board.
