

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

PREAMBLE

A socially responsible organisation cannot, and does not, limit itself to merely increasing its own profits. Neither does it treat corporate social responsibility as a burden to be borne, but instead, believes it to be one of the fundamental duties of an organisation towards society. CSR is a way of conducting business, by which a corporate entity visibly contributes to the social good.

At Dhara Rail Projects Limited, we are constantly aware of our role in society, as that of a mentor and a builder of the lives of the children of our society, and therefore, its future. Hence, as a corporate entity, we at IMS strive at every stage to integrate the larger economic, environmental and social objectives with our core operations and growth. We endeavour to evolve our relationship with all our stakeholders for the common good, and validate our commitment in this regard by adopting appropriate business processes and strategies.

The provisions related to CSR are incorporated under Section 135 of Companies Act, 2013 (the Act) read with Schedule VII to the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (the Rules) and further amendments thereto along with General Circular No. 21/2014 w.r.t. Clarification with regard to provisions of Corporate Social Responsibility under section 135 of the Companies Act, 2013. The Ministry of Corporate Affairs (MCA) has, vide its Notification dated 27th February 2014, implemented provisions related to CSR which will be effective from 1st April, 2014.

SCOPE & APPLICABILITY

The provisions related to CSR are incorporated under Section 135 of Companies Act, 2013 (the Act) read with Schedule VII to the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (the Rules) and amendments thereunder time to time along with General Circular No. 21/2014 w.r.t. Clarification with regard to provisions of Corporate Social Responsibility under section 135 of the Companies Act, 2013.

This Policy has been formulated under the above provisions of the Act and shall be applicable to all CSR initiatives and activities undertaken by the Company, for the benefit of different segments of society.

OBJECTIVE

The objective of this Policy is threefold.

- a. Establish a guideline for compliance with the provisions of the Act and Rules related to CSR,
- b. Implement CSR initiatives in both letter and spirit through appropriate procedures and reporting, and
- c. Initiate projects that benefit the community at large.

DEFINITIONS:

In this Policy, unless the context requires otherwise,

- a. 'Act' means Companies Act, 2013 and the Rules made thereunder, as amended from time to time,
- b. 'Company' means Dhara Rail Projects Limited,
- c. 'Corporate Social Responsibility' (CSR) means Corporate Social Responsibility as prescribed under section 135 of the Act and Rules made thereunder and further amendments thereto,
- d. 'Net Profit' means net profit as defined under section 135 Act and the Rules made thereunder, as set out below:
Net Profit as per financial statement prepared in accordance with the applicable provisions of the Act, but shall not include the following, namely:
 - i. any profit arising from any overseas branch or branches of the Company, whether operated as a separate company or otherwise; and
 - ii. any dividend received from other companies in India, which are covered under and complying with the provisions of Section 135 of the Act.
- e. Words and expressions used in this CSR Policy and not defined herein but defined under the Act shall have the meaning respectively assigned to them in the Act.

CSR COMMITTEE:

A. Constitution of CSR Committee:

The CSR Committee shall consist of two or more Directors, as may be deemed fit by the Board. The Committee shall meet, whenever required, to discuss and review CSR activities and Policy. Quorum for the CSR Committee Meeting shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher.

The Committee members may attend the meeting physically or via such audio visual means as permitted under the Act. The Committee shall have the authority to invite such employee(s), senior official(s) and or external experts, as it may deem fit, to attend the CSR Committee Meeting(s). The Company Secretary, if any, shall act as Secretary to the Committee.

B. Scope & Functions of CSR Committee:

The functions / terms of reference of CSR Committee shall, inter-alia, include the following:

- a) 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 and the rules made thereunder, monitor the implementation of the same from time to time and make any revisions therein as and when decided by the Board;
- b) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
- c) To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- d) To formulate and recommend to the Board, an annual action plan in pursuance to the Corporate Social Responsibility Policy, which shall include the following, namely:
 - the list of Corporate Social Responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Companies Act, 2013;
 - the manner of execution of such projects or programmes as specified in Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014;
 - 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.
 - Provided that the Board may alter such plan at any time during the financial year, as per the recommendations of the Corporate Social Responsibility Committee, based on the reasonable justification to that effect.
- e) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;
- f) To disclose the contents of such a policy in its report and to place it on the company's website;
- g) To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes; and
- h) To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 or other applicable law."

C. CSR ACTIVITIES / PROGRAMMES / PROJECTS:

The Policy recognizes that corporate social responsibility is not merely compliance; it is a commitment to support initiatives that measurably improve the lives of under privileged section of the society by one or more of the focus areas as outlined in Annexure-I to this Policy.

The CSR Committee shall consider and approve (in line with the guidelines given below), CSR activities / programmes / projects to be undertaken during the year.

- a. To ensure that the CSR activity / programmes / project is not discriminatory in nature;
- b. The CSR activities be implemented within India and preferably in the areas where the Company has its presence;
- c. Programmes / projects that integrate business models with social and environmental priorities and process in order to create shared value shall be encouraged;

- d. CSR activity/ programme /project should not exclusively for the benefit of employees of the Company or their family members or those that are conducted /undertaken exclusively in pursuance to the normal course of business of the Company;
- e. Any surplus generated from CSR activity of the Company, will be plough back to the CSR initiatives of the Company.

This Policy will serve as guiding document to help identify, execute and monitor CSR projects in keeping with the spirit of the Policy.

Implementation:

The Company shall undertake CSR Projects which are closely linked with the principles of sustainable development and shared value, with involvement of local institutions and the community at large.

The CSR Core Team would assist in implementation and monitoring of the CSR projects / initiatives. The actual implementation of various initiatives would be broad-based with the involvement of various employees/units or through implementing agencies like NGOs, Trusts, Societies, Section 8 / Section 25 companies or through collaborative projects with other corporate.

Disbursement:

The disbursement of funds for CSR activity / programme / project will be in one or more tranche depending upon the nature and requirement of project. The terms, conditions and timing of disbursement will be with the approval of CSR Committee after due discussion with the CSR Core Team.

Amendments / Modification to the Policy:

The Board of Directors on its own and/or as per the recommendations of CSR Committee can amend this Policy, as and when required or deemed fit. The provisions of this CSR Policy would be subject to revision/amendment in accordance with the provisions of the Act, as may be issued from relevant statutory authorities, from time to time.

Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

ANNEXURE-I

CSR ACTIVITIES / PROGRAMMES / PROJECTS:

1. 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;
2. Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
3. Promoting gender equality, empowering women, setting up homes and hotels 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;
4. 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;
5. 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;
6. Measures for the benefit of armed forces veterans, war widows and their dependents;
7. Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;
8. Contribution to 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 Schedule Castes, the Scheduled Tribes, other backward classes, minorities and women;
9. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
10. Rural development projects;
11. Slum area development: '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.