

CSR Policy

Introduction:

M/s IJM (India) Infrastructure Limited (IJMII) was incorporated as a Public Limited Company in the state of Andhra Pradesh to carry out the business of builders & contractors and also construct, erect, execute, work, develop, maintain, public work and turn to account land acquired etc. in whole PAN India basis.

Preamble:

IJM (India) Infrastructure Limited (hereinafter referred to as “IJMII”) is committed in promoting the well-being of the domain through Corporate Social Responsibility (hereinafter referred to as “CSR”) framework. The CSR policy formulated by the Company complies with the provisions of Section 135 of the Companies Act, 2013 and the rules notified there under. “IJMII” intends to be a significant contributor to the CSR initiatives.

CSR Obligations:

Pursuant to Section 135 of the Companies Act, 2013 (Act) and Companies (Corporate Social Responsibility Policy) Rules, 2014 (Rules) and Schedule VII appended to said Act and Circular No. 21/2014 dated 18.06.2014 of Ministry of Corporate Affairs (Collectively referred hereinafter as “Regulations”) every company having net worth of Rs. 500 crores or more or turnover of Rs. 1000 crores or more or a net profit of Rs. 5 crores or more during any financial year shall constitute a Corporate Social Responsibility Committee (CSR Committee) of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

Definitions:

In this Policy, unless the context otherwise requires:

- (a) ‘Act’ means Companies Act, 2013;
- (b) ‘Corporate Social Responsibility’ means Corporate Social Responsibility (CSR) as defined in Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules 2014;
- (c) ‘CSR Committee’ means the Corporate Social Responsibility Committee of the Board referred to in section 135 of the Act;
- (d) ‘Financial Year’ referred under sub-section (1) of Section 135 of the Act read with Rule 3(2) of Companies CSR Rule, 2014 implies ‘any of the three preceding financial years’;
- (e) ‘Net Profit’ means net profit as defined in Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules 2014:

Net Profit as per financial statements 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.
- (f) ‘Average Net Profit’ means average net profit calculated in accordance with the provisions of Section 198 of the Companies Act, 2013
- (g) Words and expressions used in this CSR Policy and not defined herein but defined in the Act shall have the meaning respectively assigned to them in the Act.

Applicability:

As per the Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014 amended from time to time and Schedule VII appended to said Act and Circular No. 21/2014 dated 18.06.2014 of Ministry of Corporate Affairs (Collectively referred hereinafter as “Regulations”) CSR is applicable to the “IJMII” for the FY 2017-2018.

CSR Activities:

The Company in order to comply with the provisions of Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014 shall undertake the following activities:

- Education:
 - Improve the infrastructural facilities in schools ,
 - provide quality education to the children in remote areas,
 - uplift the weaker sections by providing scholarships on meritorious basis,
 - providing vocational training and job opportunities,
 - Setting up public libraries;
- Eradicating poverty, hunger and malnutrition;
 - Provision of food, nutrition supplements for the poor, children and other deprived sections of the society by conducting mid-day meal programmes,
 - Providing clothes, construction of houses to the homeless;
- Woman empowerment:
 - Woman empowerment by creating an environment where woman can take decisions independently on their personal development, which leads to slow down in crimes against woman;

- Drinking water and sanitation:
 - Providing safe drinking water and sanitation and educating them the need of sanitation,
 - Conducting medical camps and distribution of medicines free of cost in order to provide safe health to the people in the remote areas;

- Environmental sustainability:
 - Conducting plantation programmes to protect and sustain environment,
 - protecting of flora and fauna,
 - animal welfare and veterinary services,
 - Adopting the waste lands to cultivate plants,
 - Providing technical support and know-how for improving farming for farmers,
 - Educating the people how important it is to use the natural resources effectively and efficiently;

- Heritage and culture:
 - Promoting and protecting our culture and heritage;

- Adopting a particular backward area/region for its overall development;

- Promotion of sports or contributing on behalf of a player at national/international level;

- Slum development programme;

- Contributing to relief funds; and

Exclusions to CSR Activities

The following activities shall not qualify as CSR activities:

- Projects, programs or activities undertaken during the normal course of Company's business;
- Projects or programs or activities undertaken that benefit only the Company's employees, or its customers or vendors, or their families;
- Contribution to any political party under Section 182 of the Act;
- It is further clarified that CSR activities should be undertaken by the companies in project/ program mode [as referred in Rule 4 (1) of Companies CSR Rules, 2014]. One-off events such as marathons/ awards/ charitable contribution / advertisement / sponsorships of TV programs etc. would not be qualified as part of CSR expenditure;
- Expenses incurred by companies for the fulfillment of any act (other than the Act), statute or regulations (such as Labour Laws, Land Acquisition Act etc.); and
- No portion of salaries paid to and / or time spent by the Company's employees may be factored into CSR Cost.

CSR Committee:

The Board in accordance with the Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014 shall constitute a CSR committee with the following members:

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|-----------------------------|------------|
| 1. Mr. Ramesh Chandra Sinha | - Chairman |
| 2. Mr. Harjeet Singh | - Member |
| 3. Ms. Gan Sher Lin | - Member |

Any change in the composition of the CSR committee will be based on approval of the Board of Directors of the Company.

Meetings: The meetings of the CSR Committee shall be held once in every year. Meetings can be convened at such time, at such place within India and on such day, as the members of the CSR Committee may deem fit. The minutes recording the proceedings of the CSR Committee meetings shall be placed before the next board meeting of the Company for approval. Provisions relating to conducting board meetings via video conferencing shall apply mutatis mutandis to the CSR Committee meetings.

Notices: Any one of the CSR Committee members shall be authorized to issue notice to convene the meetings of the CSR Committee.

Quorum: Any two members of the CSR Committee personally present or via video conferencing, shall form a quorum for the meeting of the CSR Committee.

Membership: Membership of the CSR Committee is restricted to the Board of Directors of the Company. The CSR Committee may invite experts from various fields or officers or employees of the Company to attend its meetings and provide such expert views, comments, updates, information or clarification or for such other purpose as the CSR Committee deems necessary to conduct the business.

Decisions: Matters transacted at the meetings of the CSR Committee or by way of resolutions by circulation shall be decided by majority vote of the CSR Committee members.

The CSR committee formed shall:

- formulate and recommend to the Board, a CSR policy indicating activities to be undertaken as specified in Schedule VII of the Act;
- to recommend the amount of expenditure to be incurred on the CSR activities undertaken;
- to monitor and update the CSR policy from time to time in accordance with the changing needs of the target people and make suitable modifications if any.

Board's Responsibility:

The Board in its report is responsible to:

- Disclose the constitution of CSR committee;
- Approve the CSR policy formulated by the CSR committee, subject to modification/changes as the Board may deem fit and disclose contents of such CSR Policy and also place it on the company's website, if any, in such manner as may be prescribed;
- Ensure that activities as are included in the CSR Policy of the Company are under taken by the Company;
- Shall include an annual report on CSR containing particulars specified therein;
- Ensure that in every financial year that the Company spends at least 2% of average net profits of the Company made during the three immediately preceding financial years as specified in the Companies Act,2013.

Where the Company fails to spend such amount, the Board of Directors in its report under clause (o) of sub-section (3) of section 134 of the Act, shall specify the reasons for not spending the amount.

CSR Budget:

The total budget for CSR activities will be decided by the committee in accordance with the provisions of the Act and the CSR rules and any amendment thereof from time to time. Any surplus derived from CSR projects will not form part of business income.

Tax Treatment:

Tax treatment of CSR spent will be in accordance with the Income Tax Act, 1961 as may be notified by Central Board of Direct Taxes (CBDT).

Management Commitment:

The Board of Directors, Management and all the employees subscribe to the philosophy of compassionate care. The Company believes and acts on an ethos of generosity and compassion, characterized by a willingness to build a society that works for everyone. This is the cornerstone of the CSR policy. The Corporate Social Responsibility policy conforms to the relevant section of the Corporate Social Responsibility, Rules made under Companies Act, 2013 and amendment(s) to be made thereto in future.
