

**MACAWBER BEEKAY PRIVATE LIMITED**  
**Registered Office: C-450-451, Sector-10, Noida-201 301, Uttar Pradesh**  
**CIN: U29292UP2012PTC069644**

**CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY**

**1. PREAMBLE**

- 1.1 Macawber Beekay Private Limited ('MBPL'), having its registered office at Beekay House, C-450-451, Sector – 10, Noida – 202 301 (U.P.), India is engaged in the business of providing total solution on turnkey basis to various Thermal Power producers for Ash Handling System and Coal Handling Systems.
- 1.2 MBPL is committed to well-being of all stakeholders and not just shareholders and employees. MBPL over the past several years of its existence has been socially responsible and has voluntarily undertaken various Corporate Social Responsibility initiatives even when there were no legal and statutory requirements in this regard.
- 1.3 Section 135 (1) of the Companies Act, 2013 mandates qualifying companies to constitute Corporate Social Responsibility Committee to effectively monitor Corporate Social Responsibility ("CSR") activities of the Company.
- 1.4 The Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time, lay down the framework and modalities for carrying out CSR activities which are specified in Schedule VII of the Act.
- 1.5 In case, the amount to be spent by a company under section 135(5) of the Act does not exceed fifty lakh rupees, the requirement under section 135(1) of the Act for constitution of the Corporate Social Responsibility Committee shall not be applicable and the functions of such Committee provided under section 135 of the Act shall, in such cases, be discharged by the Board of Directors of such company.

**2. THE POLICY**

This Corporate Social Responsibility Policy ("CSR Policy") is framed in terms of section 135 of the Act read with the CSR Rules, as amended from time to time.

**3. DEFINITIONS**

In this Policy unless the context otherwise requires:

“**Act**” shall mean the Companies Act, 2013, including any modifications, amendments, or re-enactment thereof.

“**Board**” shall mean the Board of Directors of the Company.

“**Company**” shall mean Macawber Beekay Private Limited Private Limited.

“**CSR Policy**” shall mean the Corporate Social Responsibility Policy of the Company, which covers the activities to be undertaken by the Company as specified in Schedule VII of the Act and the CSR Expenditure thereon.

“**CSR Projects**” or “**Projects**” shall mean Corporate Social Responsibility projects/ activities/ programs/ initiatives, instituted in India.

“**CSR Rules**” shall mean the Companies (Corporate Social Responsibility) Rules 2014 including any modifications or amendments thereof.

“**Financial Year**” shall mean the period beginning from 1<sup>st</sup> April of every year and ended on 31<sup>st</sup> March of the succeeding year.

“**Implementing Agency**” shall mean entity referred to in Rule 4 of the CSR Rules and having unique CSR Registration Number.

“**Net Profit**” shall mean the net profit as per the Act and Rules based on which the specific percentage for CSR Expenditure has to be calculated.

Any term used in this policy but not defined herein shall have the same meaning assigned to them under the Act and CSR Rules as applicable to the Company.

#### **4. CSR COMMITTEE**

4.1 The Board of Directors of the Company shall constitute a CSR Committee as per the provisions of Section 135(1) of the Act read with CSR Rules.

4.2 CSR Committee shall discharge following functions:

- (a) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII of the Act.
- (b) recommend the amount of expenditure to be incurred on the activities referred to in clause 4.2 (a).
- (c) monitor the Corporate Social Responsibility Policy of the company from time to time.
- (d) formulate and recommend to the Board, an annual action plan in pursuance of its CSR Policy, which shall include the following, namely:-

- (i) the list of CSR projects or programs that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
- (ii) the manner of execution of such projects or programs as specified in sub-rule (1) of rule 4 of CSR Rules;
- (iii) the modalities of utilization of funds and implementation schedules for the projects or programs; and
- (iv) monitoring and reporting mechanism for the projects or programs;

Provided that Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

- (e) The CSR Committee should recommend the approach and direction of CSR activities to be undertaken by the company and also provide Guiding principles for:
  - (i) Selection of CSR projects / programmes / activities.
  - (ii) Implementation of CSR projects / programmes / activities.
  - (iii) Guidance Note on Corporate Social Responsibility.
  - (iv) Monitoring of CSR projects / programmes / activities.
  - (v) Formulation of the annual action plan.

4.3 Until the amount to be spent by the Company under section 135(5) of the Act exceed the threshold limit of Rupees Fifty Lakh, the function of CSR Committee shall be discharged by the Board of Directors of the Company.

## **5. ROLE AND RESPONSIBILITY OF THE BOARD:**

The Board shall:

- (a) form a CSR Committee, if required as per provisions of Section 135 of the Act read with CSR Rules and disclose the details of CSR Committee in Board's Report and on the Company's website, if any.
- (b) approve CSR Policy on the recommendation of CSR Committee and disclose contents of such Policy in its report and place it on the company's website, if any.
- (c) ensure that the activities as are included in CSR Policy are undertaken by the Company and disclose details of CSR Project and Programs in Board's Report and on company's website, if any.

- (d) ensure that the company spends, in every financial year, at least two per cent. of the average net profits of the company made during the three immediately preceding financial years.

## 6. THRUST AREAS

The Company may cover all or any of the following activities under the CSR undertaken in India. The CSR Policy of the company shall include the following activities:

- (i) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh 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 widow.
- (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 Organization (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.

## **7. CSR EXPENDITURE**

- 7.1 the Board of Directors of the Company shall ensure that the Company spends in every financial year, two percent of its average net profits during the three immediately preceding financial year, on CSR activities in pursuance of this Policy.
- 7.2 The CSR expenditure will include all expenditure, direct and indirect, incurred by the Company on CSR activities undertaken in accordance with the CSR Plan.
- 7.3 If CSR expenditure in a financial year exceeds the statutory limit, such excess may be set-off against CSR expenditure for the next three financial years with the approval of the Board, on the recommendation of the CSR Committee.
- 7.4 Any surplus arising from the CSR activities will be used for CSR activities within six months from the end of the relevant financial year. Accordingly, any income arising from CSR Programmes will be netted off from the CSR expenditure and such net amount will be reported as CSR expenditure.

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## **8. IMPLEMENTATION**

8.1 The CSR activities of the Company to be implemented:

- (i) Directly by the Company.
- (ii) Implementing Agency which shall be –
  - (a) registered Society/ Public Charitable Trust/ Section 8 Company and has unique CSR Registration Number.
  - (b) having permanent office / address in India.
  - (c) having valid Income Tax Exemption Certificate issued under Section 12A and 80G of the Income Tax Act, 1961.

## **9. REVIEW AND MODIFICATION**

The CSR Committee/ Board of Directors shall be fully responsible for the monitoring and review of the implementation of this Policy in accordance with applicable laws from time to time. The CSR Committee/ Directors shall provide recommendations as and when it deems necessary to the Board so as to amend/ modify/ revise the CSR Policy. Any modification/ changes to this Policy shall be made only with the approval of the Board.

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