

DICKINSON FOWLER PRIVATE LIMITED.

CORPORATE SOCIAL RESPONSIBILITY POLICY (CSR POLICY).

Section 135 of the Companies Act, 2013 and the Corporate Social Responsibility (CSR) Rules were notified by the Government of India on 27th February 2014 and have come into force on the 1st April 2014. The provisions for CSR shall be applicable from the financial year 2014-15.

I) PHILOSOPHY, VISION AND OBJECTIVES.

The approach of Dickinson Fowler Private Limited towards social development will focus on under-privileged sections of the society and with this aim it shall attempt to bring the backward people into the mainstream by providing them facilities for their education, healthcare and self-employment.

The Company is committed to operate in an economically, socially and environmentally sustainable manner while recognizing the interest of its stakeholders. The aim of CSR Policy is to identify and lend a helping hand to the under-privileged and economically weaker sections of the society and to contribute in their growth and development.

The policy on CSR will be adopted by the Company to align its philosophy to initiate measures and pursue socially useful programs with the objectives and activities of CSR envisaged and incorporated in the Companies Act, 2013 and the Rules made there under. The terms, rules and regulations mentioned in this policy are as per the Companies Act, 2013 and Rules made there under. The Board may, upon the recommendation of the CSR Committee amend or modify this CSR Policy as and when necessary.

II) DEFINITIONS.

- **Board** means the Board of Directors of the Company.
- **Corporate Social Responsibility or CSR** means and includes but is not limited to :-
 - i) Projects or programs relating to activities specified in Schedule VII to the Companies Act, 2013; or
 - ii) Projects or programs relating to activities undertaken by the Company in pursuance of the recommendations of the CSR Committee and approved by the Board as per this policy.

- **CSR Committee** means Corporate Social Responsibility Committee constituted by the Board pursuant to Section 135 of the Companies Act, 2013.
- **Company** means Dickinson Fowler Private Limited.
- **Net Profit** means the net profit of the Company as per its financial statement prepared in accordance with the applicable provisions of the Companies Act, 2013 but shall not include the following viz:-
 - i) any profit 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 Companies Act, 2013.

Words and expressions used in this Policy and not defined herein but defined under the Companies Act, 2013 shall have the meanings respectively assigned to them therein.

III) CONSTITUTION, COMPOSITION AND ACTIVITIES OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE.

- The CSR initiatives/activities of the Company will be identified and initiated by the CSR Committee.
- The Board of Directors at its Meeting held on May 22, 2014 constituted a Committee known as Corporate Social Responsibility Committee as required under Section 135 of the Companies Act, 2013 to decide on and monitor the implementation of the projects /programs to be carried out as Corporate Social Responsibility within the purview of Schedule VII of the said Act.
- The CSR Committee consists of the following Members, who are the Directors of the Company:-
 - (i) Mr. R. B. Barwale, Chairman of the committee
 - (ii) Mr. R. K. Jalan
 - (iii) Mr. G. Manohar Kamath

The Committee shall recommend to the Board the amount of expenditure to be incurred by the Company on CSR activities and the Board will ensure that the activities as are included in CSR Policy are undertaken by the Company subject to and in accordance with the provisions of Section 135 of the Companies Act, 2013.

- The CSR Committee may delegate its responsibility to any senior or key managerial person as and when deemed fit.
- The composition of the CSR Committee shall be disclosed in the Board's Report.

IV] CSR ACTIVITIES:

The Company may undertake any of the following activities as its CSR activities:

- (i) Eradicating hunger, poverty and malnutrition, promoting 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 vocational 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 centers 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 arts and handicrafts;
- (vi) Measures for the benefit of armed forces veterans, war widows and their dependants;
- (vii) Training to promote rural sport, nationally recognized sports, paralympic sports and Olympic sports;
- (viii) Contribution to the 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 Scheduled Castes, the

Scheduled Tribes, other backward classes, minorities and women;

- (ix) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- (x) Rural development projects.
- (xi) 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.)
- (xii) Any other activity as notified by the Central Government under Schedule VII of the Companies Act 2013 from time to time.

The Company may make contributions to organizations carrying any of the above CSR activities as may be thought fit by the CSR Committee and approved by the Board.

V] AMOUNT OF EXPENDITURE TO BE INCURRED ON THE CSR ACTIVITIES:

- The Company will endeavor to spend the following amounts for CSR activities in pursuance of this Policy:
 - i) 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. The “average net profits” shall be calculated in accordance with the provisions of section 198 of the Companies Act, 2013 and the rules made there under from time to time.
 - ii) Any income arising from the activities mentioned above.
 - iii) Surplus arising out of CSR activities.
- Contribution of any amount directly or indirectly to any political party under Section 182 of the Companies Act, 2013, shall not be considered as CSR activity.
- Amount spent on CSR activities shall include all expenditure including contribution to corpus for projects or programs relating to CSR activities approved by the Board on the recommendation of its CSR Committee, but will not include any expenditure on an item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Companies Act, 2013.

- Any surplus arising out of the CSR activity will not be part of the business profits of the Company.
- The CSR Committee will approve the expenditure on CSR activities within the monetary limits sanctioned by the Board for such activities.

VI] MODALITIES OF EXECUTION/IMPLEMENTATION:

- CSR activities may be initiated / implemented/ executed:
 - i) By the Company; or
 - ii) Through a registered trust, registered society or a company established by the Company or its holding or subsidiary or associate company under Section 8 of the Companies Act, 2013.
 - a) If such trust, society or company is not established by the Company or its holding or subsidiary or associate company, the eligible CSR activities will be undertaken in collaboration with a specialized organization, institution or agency which has an established track record of at least three years in undertaking CSR projects or in carrying on permissible CSR activities.
 - b) An agreement / contract or any other written communication will be executed by the Company.
- CSR Committee shall have full discretion to specify or modify the modalities of execution of CSR projects or programs and to determine implementation schedules.
- The Company's CSR activities may focus on the upliftment of under-privileged people and will give preference to the local area and areas around, where it operates, for spending the amount earmarked for CSR activities.
- The CSR activities shall be undertaken within India.
- The CSR projects or programs or activities that benefit only the employees of the Company and their families or activities undertaken in pursuance of normal course of business of the Company shall not be considered as CSR activities in accordance with this policy or under Section 135 of the Companies Act, 2013.

VII] MONITORING OF THIS CSR POLICY:

- It will be the responsibility of the CSR Committee to monitor periodically the implementation of the projects / programs / activities under this CSR policy and to ensure compliance of the provisions related to CSR mentioned in the Companies Act, 2013 and rules made there under from time to time.
- The progress of CSR initiatives and activities will be reported to the Board on a regular basis.

VIII] ROLE OF BOARD:

The role and responsibility of the Board shall include:

- Approval of CSR policy after taking into account the recommendations of the CSR Committee.
- Reporting in the Board's report brief outline of this CSR policy including overview of projects or programs, composition of CSR Committee, average net profits of the Company for the last three financial years and prescribed CSR expenditure as required under the Companies Act, 2013 and rules made thereunder along with
 - i) the total amount spent on CSR activities in the financial year and
 - ii) amount unspent, if any.
- Specify in the Board's report the reasons, if the required amount is not fully spent in CSR activities.
- Ensure that the CSR activities are undertaken and executed by the Company as per this CSR policy and the applicable laws.