

SCODA TUBES LIMITED
CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

SHORT TITLE AND PREAMBLE:

This Corporate Social Responsibility Policy (hereinafter referred to as 'CSR') of Scoda Tubes Limited is framed in terms of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter referred to as 'the CSR Rules'), as amended from time to time.

CSR is a company's sense of responsibility towards the community and environment in which it operates. It is the continuing commitment by a business to behave ethically and contribute to the economic development of communities who are unequally endowed.

CSR covers the entire process by which an organization approaches, defines and develops its relationships with stakeholders for the common good, and demonstrates its commitment in this regard by adoption of appropriate strategies and projects.

CSR VISION AND OBJECTIVE:

Through sustainable measures, actively contribute to the Social, Economic and Environmental development of the community in which we operate ensuring participation from the community and thereby create value for the nation. Programmes, projects and activities (hereinafter collectively referred to as 'CSR Programmes') carried out in this regard are the subject matter of this Policy.

The CSR Policy sets out our commitment to ensuring that our activities extend beyond business and include initiatives and endeavours for the benefit and development of the community and society. The CSR Policy lays down the guidelines for undertaking programmes geared towards social welfare activities or initiatives.

DEFINITION AND INTERPRETATION:

1. **Administrative Overheads** mean the expenses incurred by the Company for 'general management and administration' of Corporate Social Responsibility functions in the Company but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular Corporate Social Responsibility project or programme;
2. **"Board"** means the Board of Directors of the Company.
3. **"Company"** means Scoda Tubes Limited.
4. **"CSR Activities"** means such programs and projects as may be approved by the Board in terms of this CSR Policy.
5. **"CSR Committee"** means a committee constituted by the Board of Directors in terms of Section 135 of the Act and the CSR Rules.
6. **"CSR Rules"** means the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.
7. **"CSR Expenditure"** means the amount recommended by the CSR Committee to be incurred on the CSR Activities in India in terms of the Act and the CSR Rules as approved by the Board from time to time.
8. **"Director"** means a member of the Board of the Company.

9. **"Net Profits"** means the net profit of the Company as per its financial statement prepared in accordance with the applicable provisions of the Act, but shall not include (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.
10. **"Ongoing Project"** means a multi-year project undertaken by the Company in fulfilment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the Board of Directors based on reasonable justification.
11. **"Society"** means a society registered under the Societies Registration Act, 1860 or any other applicable law in India.
12. **"Trust"** means a public charitable trust registered under the Indian Trusts Act, 1882 or any other applicable law in India.

CSR PROGRAMMES:

The Company has identified the following thrust areas around which the Company shall be focusing its CSR initiatives/ programmes:

- (a) **HEALTHCARE:** Promoting healthcare including preventive healthcare and sanitation, eradicating hunger, poverty and malnutrition and making available safe drinking water, providing financial support for healthcare, conducting health camps and providing consultation, medicines etc.
- (b) **EDUCATION:** Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects, providing support at every stage of a child's educational cycle including but not limited to developing infrastructure for schools/educational centers/ universities/hostels, scholarships including financial support to students for education, conducting education programs, skill development and vocational training, support to sports for development of students in both urban and rural settings, digital literacy initiatives and other holistic education initiatives for rural & urban youth.
- (c) **RURAL DEVELOPMENT:** Improving water conservation and rain-water harvesting, developing community infrastructure and strengthening rural areas by improving accessibility, education, healthcare, housing, street roads /lights, drinking water, sanitation, power and livelihoods, thereby creating sustainable villages.
- (d) **GENDER EQUALITY AND EMPOWERMENT OF WOMEN:** 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
- (e) **ENVIRONMENTAL SUSTAINABILITY:** Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources, maintaining quality of soil, air and water, tree plantation, promoting renewable energy and developing gardens.
- (f) **NATIONAL HERITAGE, ART AND CULTURE:** 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 and preserving & promoting music and sports.
- (g) **DISASTER RESPONSE:** Supporting disaster management, including relief, rehabilitation and reconstruction activities and provide relief and assistance to victims of disasters and calamities.

- (h) **CONTRIBUTION TO FUNDS:** Contribution to various funds, projects, universities, bodies, departments, etc. as specified in Schedule VII of the Companies Act, 2013.
- (i) **OTHER INITIATIVES:** To undertake other need-based initiatives in compliance with Schedule VII of the Companies Act, 2013 and amendments thereto from time to time.

CSR COMMITTEE:

The Board of Directors of the Company (hereinafter referred to as the 'Board') has formed the CSR Committee in accordance with the requirements of the Act.

Role of CSR Committee shall include inter-alia the following:

- formulate and recommend to the Board for its approval, a CSR Policy which shall indicate the activities to be undertaken by the Company in area or subject, specified in Schedule VII of the Act;
- recommend the amount of expenditure to be incurred on the CSR Programmes;
- monitor and review the CSR Policy of the Company from time to time;
- formulation of a transparent monitoring mechanism for ensuring implementation of the CSR programmes;
- proposed to be undertaken by the Company or the end use of the amount spent by it towards CSR programmes;
- ensure overall governance and compliance of the CSR Policy;
- annually report to the Board of Directors, the status of the CSR activities undertaken and contributions made by the Company;
- formulate and recommend to the Board for its approval, an annual CSR action plan in pursuance of the CSR Policy; and
- any other requirements mandated under the Act and Rules issued thereto.

Any term not defined above, shall have the meaning assigned to it under the Act or the CSR Rules.

The CSR Committee shall consist of at least two or more directors of the Company. The number of members of the CSR Committee and their powers and functions can be specified, varied, altered or modified from time to time by the Board, subject to the provisions of the applicable law.

The CSR Committee shall hold meetings which shall be attended by minimum of two members of the Committee. The meetings shall be held at the registered office or at any other place as may be agreed by the members of the Committee.

All questions of interpretation or discrepancies which shall arise under, or as a result of, or pursuant to, or in connection with the implementation of the CSR Policy or any initiative or activities under taken by the Company in terms of the CSR Policy, shall be referred to the CSR Committee for their inputs and the final decision/determination/ interpretation shall rest with the Board.

No member of the CSR Committee shall be personally liable for any decision or action taken in good faith with respect to the CSR Policy.

ANNUAL CSR ACTION PLAN:

Every year, the CSR Committee will place for the approval of the Board, an annual CSR Action Plan (hereinafter referred to as 'CSR Plan') delineating the CSR Programmes to be carried out during the financial year, including the budgets thereof, their manner of execution, implementation schedules, modalities of utilisation of funds, and monitoring & reporting mechanism for the CSR Programmes. The Board will consider and approve the CSR Plan with such modification that may be deemed necessary; the CSR Plan may also be modified by the Board during the financial year, on the recommendation of the CSR Committee.

SELECTION AND IDENTIFICATION:

CSR Programmes to be undertaken shall be in line with Section 135 read with Schedule VII of the Act and the Rules made thereunder, as amended from time to time and would be identified in a participatory manner in consultation with the community and for selection of any Programme, the scope, impact, cost, timelines, sustainability, visibility of the Company and other relevant factors needs to be evaluated.

IMPLEMENTATION OF THE CSR POLICY:

The Board shall be responsible for implementing the mandate of the CSR Policy and shall ensure that the CSR Activities are carried out in accordance with the CSR Policy read with the Act and CSR Rules and the annual action plan formulated and recommended by the CSR Committee.

The CSR Committee shall approve reconstitution of an implementation group for the purposes of implementation of the CSR Activities approved by the Board from time to time (the "**Implementation Group**") and submitting report of the progress on the CSR Activities to the CSR Committee, which shall be further laid before the Board.

MODE OF IMPLEMENTATION:

The CSR Activities may be undertaken by the Company directly through its Implementation Group or with the prior approval of the Board, through any of the following entities as "**Implementation Agency**" being duly registered with the Central Government and having a unique CSR Registration Number (with effect from 1 April 2021):

- a) Directly by the Company; or
- b) Through Apex Foundation of Medical Science or a Company established under section 8 of Indian Companies Act 2013, or registered public trust, or registered society registered under section 12A and 80G of the Income Tax Act 1961, being established by the Company, either singly or along with any other Company; or
- c) A Company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government; or
- d) Any entity established under an Act of Parliament or a State legislature; or
- e) A Company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80 G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.
- f) The Company shall conduct due diligence prior to selection of an entity as its implementation agency, to *interalia* verify the credentials and ensure that the proposed implementation agency is eligible and capable to be appointed as such.

The Company may engage international organizations for designing, monitoring and evaluation of the CSR projects or programmes as per its CSR policy as well as for capacity building of their own personnel for CSR.

The Company may also collaborate with other companies for undertaking projects or programmes or CSR activities in such a manner that the CSR committees of respective companies are in a position to report separately on such projects or programmes in accordance with these rules.

In case of failure to ensure the minimum CSR Expenditure i.e. 2% (two percent) of average Net Profits of the Company made during the three immediately preceding financial years, detailed reasons for the same should be submitted by the Implementation Group to the CSR Committee and the Board. Further the Board shall duly include such explanation in their annual board of directors' report.

In case CSR Programmes are implemented through external agencies or Trusts, the programmes to be undertaken by those agencies or Trusts will be specified, and it will be ensured that such programmes are covered in the Objects laid down in the respective Trust Deeds / Memoranda and Articles of Association of the external agencies / Trusts.

MONITORING AND GOVERNANCE:

The CSR Committee will review, monitor and provide strategic direction to the Company's CSR practices towards fulfilling its objectives.

The CSR Council would have the responsibility of implementing and monitoring the approved CSR Programmes within the specified budgets and timeframes.

The CSR Committee may also assign the task of implementation of the CSR Plan within specified budgets and timeframes to such persons or bodies as it may deem fit, and ensure implementation thereof.

Once every six months or at such other frequency as the CSR Committee may direct, the CSR Council will provide a report to the CSR Committee on the progress of implementation of the approved CSR Programmes carried out during the six-month period.

The aforesaid report will also include confirmation from the Chief Financial Officer that the funds disbursed for the CSR Programmes are being utilised for the stated purpose and in the specified manner.

The CSR Committee will review the aforesaid progress report and keep the Board apprised, once every six months, on the status of implementation of the CSR Programmes.

At the end of every financial year, the CSR Committee will consider an Annual Report on CSR activities and recommend the same for the approval of the Board. The said Report will be disclosed as part of the Report of the Board of Directors of the Company (hereinafter referred to as the 'Board's Report').

CSR EXPENDITURE:

The Company shall spend at least 2% (two percent) of average Net Profits of the Company made during the three immediately preceding financial years in accordance with the Act and the Rules and the CSR Policy.

- a) It will be the Company's endeavour to spend in every financial year, two percent of its average net profits during the three immediately preceding financial years (or such other limit as may be prescribed under the Act), on CSR Programmes in pursuance of this Policy.
- b) The CSR expenditure will include all expenditure, direct and indirect, incurred by the Company on CSR Programmes undertaken in accordance with this Policy and the administrative overheads shall not exceed five percent of total CSR expenditure of the company for the financial year.
- c) Any surplus arising out of the CSR Programmes will be used for CSR activities within six months from the end of the relevant financial year and shall not form part of the business profit of the company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of the CSR policy and annual action plan of the company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.
- d) 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.
- e) The CSR amount may be spent by the Company for creation or acquisition of a capital asset in accordance with the Act and the CSR Rules.
- f) In case of any unspent amount is arising in any financial year out of the CSR Programmes, other than ongoing Programmes, such unspent amount shall be transferred within six months from the end of the

financial year to a fund specified in Schedule VII of the Companies Act, 2013 or to such specific fund as may be prescribed from time to time for this purpose under the Act and the CSR Rules and the reasons for not spending the amount to be specified by the Board in Boards' Report.

- g) Where the unspent amount is in respect of any ongoing CSR Programmes, the company shall within thirty days from the end of the financial year (or such other period as may be specified) transfer such unspent amount to a separate account called Unspent Corporate Social Responsibility Account to be opened in any scheduled bank by the Company for that financial year. The company shall utilise such unspent amount for the ongoing projects within a period of three financial years from its transfer, failing which such amount shall be transferred to a fund specified in Schedule VII of the Act or to such specific fund as may be prescribed from time to time for this purpose under the Act or Rules framed thereunder within 30 days from the end of the third financial year.
- h) The Company may collaborate or pool resources with other entities to undertake CSR Programmes.

DISCLOSURE:

This Policy will be posted on the Company's corporate website <https://www.scodatubes.com/> and web link thereto will be disclosed in the Board's Report of the Company.

REVIEW AND AMENDMENTS IN THE POLICY:

This Policy will be reviewed by the Board, on the recommendation of the CSR Committee, as and when deemed necessary.

Any subsequent amendment / modification to the CSR provisions as contained under the Act or Rules framed thereunder or other applicable laws in this regard shall automatically apply to this Policy and the Policy shall be deemed to have been amended accordingly.

In the event of any inconsistency between this Policy and the applicable laws, the applicable laws will prevail.