



# **Executive Centre India Limited**

## **Corporate Social Responsibility (“CSR”) Policy**

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## 1. Introduction

Corporate Social Responsibility (“CSR”) at Executive Centre India Limited<sup>1</sup> (“the Company”, “The Executive Centre”, “TEC”, “We” or “Our”) is its commitment to its stakeholders to conduct business in an economically, socially and environmentally sustainable manner that is transparent and ethical.

TEC in India is committed to undertake CSR activities in accordance with the provisions of Section 135 of the Indian Companies Act, 2013 (“Act”) and related Rules and Schedule VII (including circular(s) and notification(s) issued by the Ministry of Corporate Affairs (MCA), from time to time).

TEC commits itself to contribute to the society in the ways possible for an organization and has set up its committed core CSR committee, as a means for fulfilling this commitment.

## 2. CSR Vision

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.

## 3. CSR Mission

1. Ensuring socio-economic development of the community through different participatory and need- based initiatives in the best interest of the poor and deprived sections of the society so as to help them to become SELF-RELIANT and build a better tomorrow for themselves.
2. Ensuring environmental sustainability through ecological conservation and regeneration, protection & re growth of endangered plant species, and promoting biodiversity.

## 4. Our CSR Activities

The CSR activities we pursue will be in line with our stated Vision and Mission, focused not just around our offices, but also in other geographies based on the needs of the communities as mentioned in Schedule VII:

- (i) 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;
- (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;

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<sup>1</sup> The name of the “Company” changed from “**Executive Centre India Private Limited**” to “**Executive Centre India Limited**” pursuant to conversion of the Company from a Private Limited company to a Public Limited company effective from 04 June 2025.

- (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 widows;
- (vii) training to promote rural sports, nationally recognised 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 Organisation (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.

## 5. Our Approach to Implementation

1. Direct expenditure in Projects of Social awareness.
2. Collaborating with various organisation, which are registered as a Trust or a section 8 company under the Companies Act, 2013 or Society or NGOs or any other form of entity incorporated in India that specialise in the aforesaid activities.
3. Contribution to various funds which are aligned with our Vision and Mission for the welfare of Scheduled Castes, the Scheduled Tribes, Collaborating or pooling resources with other companies to undertake aforesaid CSR activities.

## 6. CSR Funds and Expenditure

1. The Company, in every Financial Year, shall endeavour to spend at least 2% of Company's average Net profits for the three immediately preceding Financial Years, calculated as per the provisions of the Act.
2. The CSR Committee shall prepare a CSR Annual Action Plan for the above which shall include:
  - a. Identified CSR Projects
  - b. CSR expenditure
  - c. Implementation Schedules

3. Total expenditure in the CSR Annual Action Plan shall be approved by the Board upon recommendation by the CSR Committee.
4. In case the Company fails to spend the statutory minimum limit of 2% of Company's average net profits of the immediately preceding three years, in any given financial year, the Board shall specify the reasons for the same in its report in terms of clause (o) of subsection (3) of section 134 of the Act and, unless the unspent amount relates to any ongoing project referred to in sub-section (6) of the Act, transfer such unspent amount to a Fund specified in Schedule VII of the Act, within a period of six months of the expiry of the financial year.
5. The Board shall ensure that the expenditure being incurred for CSR Activities has been made as prescribed in the provisions of the Act and relevant rules made thereunder

## 7. CSR Committee

### 7.1. Composition of CSR Committee:

CSR Committee ("Committee") shall be formed as per the applicable laws and provisions of the Act and the committee shall be responsible for the implementation/monitoring of CSR activities and to fulfil the duties and responsibilities mentioned under this Policy and provisions of the Act and rules made thereunder (as amended from time to time).

### 7.2. Invitees to the CSR Committee:

The CSR Committee may, at its discretion, invite employees of the Company from time to time to participate in the meetings of the CSR Committee and assist the CSR Committee in the implementation of the CSR Policy. Invitees to the CSR Committee meetings shall be entitled to participate in the deliberations of the CSR Committee but will not be entitled to vote at the meetings of the CSR Committee.

### 7.3. Duties and Responsibilities:

In line with Section 135 of the Act and the rules thereunder, the following are the responsibilities of CSR Committee:

- To formulate and recommend to the Board, a CSR activities which shall indicate the activities to be undertaken by the company in areas as mentioned under this Policy subject to the activities specified in Schedule VII of the Act;
- To recommend the amount of expenditure to be incurred on the CSR activities;
- To monitor the Corporate Social Responsibility Policy of the company from time to time and ensure that it aligns with the provisions of the Act and its rules (including the amendments made from time to time).
- Authorize senior executives of the Company or the experts to attend the CSR Committee meeting and liaise with the identified entities/ agencies for the purpose of carrying out the CSR activities.
- Authorize to approve any modification to the CSR Annual Action Plan or to propose any new program during the financial year.

## 8. Role of Board of Directors

- Approve the CSR Policy and the CSR Expenditure after taking into consideration the recommendations made by the CSR committee.

- Ensure that the activities as are included in CSR Policy of the company are undertaken by the company.
- Ensure the CSR spending every financial year of at least 2% of average net profits made during immediately preceding 3 financial years, in pursuance with the Policy.
- Ensure disclosure of the contents of the CSR Policy on the website of the Company.
- Preparation of annual report on the CSR in the prescribed format as per the applicable provisions of the Act.
- Reporting on any non-expenditure of CSR spends as per section 135 of the Act.

#### 9. Annual Action Plan

The CSR Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its CSR Policy, which shall include the following, namely:-

- a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
- b) the manner of execution of such projects or programmes as specified in sub-rule (1) of rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014;
- c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
- d) monitoring and reporting mechanism for the projects or programmes; and
- e) details of need and impact assessment, if any, for the projects undertaken by the company: 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.

#### 10. Disclosure on Website

The Board of Directors of the Company shall mandatorily disclose the composition of the CSR Committee, CSR Policy, Projects and Activities approved by the Board on their website, if any, for public access.

#### 11. Amendments

The Board of the Company may in their discretion and on recommendation of the CSR Committee, make any changes/modifications and/or amendments to this Policy from time to time.

In the event of any conflict between the provisions of this Policy and statutory requirements, law shall prevail over and automatically be applicable to this Policy. In the event of any amendment to the Act, this Policy shall be deemed to have been amended accordingly.

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