

## CORPORATE SOCIAL RESPONSIBILITY POLICY

### I. CONCEPT AND VISION

The Company intends to make a positive difference to society and contribute its share towards the social cause of betterment of society and area in which companies operates. The Company also believes in the trusteeship concept. This entails transcending business interests and working towards making a meaningful difference to the society.

In this regard, the Company has made this policy which encompasses the Company's philosophy for delineating its responsibility as a **Corporate Citizen** and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large and titles as the "**Corporate Social Responsibility (CSR) Policy**" ("CSR Policy") which is based as per the Companies Act, 2013 and rules framed there under as amended (the Act).

This policy has been formulated and recommended by the CSR Committee and adopted by the Board of Directors at its meeting held on 6<sup>th</sup> August, 2014. The Board may, upon recommendation of the CSR Committee, amend or modify this CSR Policy as and when necessary.

### II. Definitions

- **Administrative overheads** means 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;
- **Board** means Board of Directors of the Company.
- **CSR Policy** means a statement containing the approach and direction given by the board of a company, taking into account the recommendations of its CSR Committee, and includes guiding principles for selection, implementation and monitoring of activities as well as formulation of the annual action plan.
- **Corporate Social Responsibility** means the activities undertaken by a Company in pursuance of its statutory obligation laid down in section 135 of the Act in accordance with the provisions contained in the Companies (Corporate Social Responsibility Policy) Amendment Rules 2021, but shall not inter-alia, include the following, namely:-

- (i) any activity undertaken by the company outside India except for training of Indian sports personnel representing any State or Union territory at national level or India at international level.
  - (ii) contribution of any amount directly or indirectly to any political party under section 182 of the Act;
  - (iii) activities benefitting employees of the company as defined in clause (k) of section 2 of the Code on Wages, 2019.
  - (iv) activities supported by the companies on sponsorship basis for deriving marketing benefits for its products or services;
  - (v) activities carried out for fulfilment of any other statutory obligations under any law in force in India.
- **CSR Committee** means Corporate Social Responsibility Committee constituted by the Board referred to in section 135 of the Companies Act, 2013 (“the 2013 Act”).
  - **Company** means ITD Cementation India Limited.
  - **Net Profit** means the net profit of the Company as per its financial statement prepared in accordance with the applicable provisions of the 2013 Act, but shall not include the followings, namely:-
    - 1) Any profit arising from any overseas branch or branches of the Company, whether operated as a separate company or otherwise, and
    - 2) Any dividend received from other companies in India, which are covered under and complying with the provisions of section 135 of the, 2013 Act.

Provided further that in case of a foreign company covered under these rules, net profit means the net profit of such company as per profit and loss account prepared in terms of clause (a) of sub-section (1) of section 381 read with section 198 of the Act.

Words and expressions used in this CSR Policy and not defined herein but defined under the 2013 Act shall have the same meaning respectively assigned to them.

- **On-going projects:** “Ongoing Project” means a multi-year project undertaken by a 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 the Company based on reasonable justification;

### **III. CONSTITUTION, COMPOSITION AND SCOPE OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE)**

#### **(a) Constitution and composition of the CSR Committee**

The CSR initiatives/activities of the Company will be identified and initiated by the CSR Committee comprising 3 (three) or more members out of which at least one Director shall be an Independent Director.

The members of the CSR Committee shall elect one of them as the Chairman of the Committee. The CSR 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 the CSR Policy are undertaken by the Company subject to and in accordance with the provisions of section 135 of the Companies Act, 2013.

The composition of CSR Committee shall be disclosed in the Board's report.

#### **(b) Scope of the CSR Committee**

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

- The list of CSR projects or programmes that are approved to be undertaken in the area of Schedule VII;
- Manner of the execution of such projects;
- Modalities of utilization of funds and implementation of schedule for the projects;
- Monitoring and reporting mechanism for the projects or programmes; and
- Details of need and impact assessment, if any, for the project undertaken by the Company.

#### **(c) Modalities of execution of the CSR Projects**

The modalities of the execution of the CSR projects or programs and their implementation along with the monitoring process of such projects or programs as decided by the CSR Committee.

### **IV. CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES**

The Company shall upon the recommendation of its CSR Committee and with the required approval of the Board, undertake any one or more of the following activities, as part of its corporate social responsibility initiative, which are listed in Schedule VII.

1. Promoting health care including preventive, maternal health care and sanitation and making available safe drinking water;

2. Promoting education, including special education;
3. Providing employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
4. 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;
5. Promotion and development of sports and sporting facilities and activities including for the physically challenged or differently abled;
6. 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;
7. Contributions or fund provided to technology incubators located within academic institutions approved by the Central Government;
8. Promoting conservation, protection and sustainability of environment, ecological balance, conservation and protection of flora and fauna and natural resources;
9. Rural development projects;
10. Slum area development;
11. Any other activity covered by Schedule VII as amended from time to time as may be recommended by the CSR Committee and approved by the Board.

Provided that, the CSR projects, programs or activities that solely benefit the employees of the Company and their relatives shall not be considered as CSR activities.

Also, the CSR activities undertaken in India only will be taken into consideration in order to satisfy the requirement of section 135 of the 2013 Act.

Also contributions directly or indirectly in cash or kind to any political party pursuant to section 182 of the 2013 Act shall not be considered as a CSR activity.

**V. IMPLEMENTATION AND RESOURCES FOR THE CSR ACTIVITIES**

- For achieving its CSR Activities through implementation of meaningful & sustainable CSR programs, the Company needs to allocate, in every financial year, at least 2% (two per cent) of the average net profit or pro rata as the case may be made by the Company during the three immediately preceding financial years.

The average net profit of the Company shall be calculated in accordance with section 198 of the 2013 Act.

- If the Company fails to spend such amount, the Board shall, in its Report to the shareholders under sub-section (3) of section 134, specify the reasons for not spending the prescribed amount.
- The surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company.
- CSR expenditure shall include all expenses including contribution to corpus for projects or programs relating to CSR activities approved by the Board on the recommendation of CSR Committee, but shall not include any expenditure on an activity not falling to be covered by Schedule VII.

**VI Responsibilities of the Board :**

- To ensure that the CSR activities are undertaken by the company itself or through –
  - (a) 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 (43 of 1961), established by the company, either singly or along with any other company, or
  - (b) 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
  - (c) any entity established under an Act of Parliament or a State legislature; or
  - (d) a company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of At least three years in undertaking similar activities.
- To satisfy itself that the funds so disbursed have been utilized for the purpose and in the manner as approved by it and the CFO or the person responsible for the financial management shall certify to the effect.

- In case of an ongoing project, to monitor the implementation of the project with reference to the approved timelines and year-wise allocation and to make modification, if any, for smooth implementation of the project within the overall permissible time period.
- In the event the Company fails to spend the allocable CSR funds in terms of Section 135 of the Act, to report, accordingly under clause (o) of sub-section (3) of section 134, specifying the reasons for not spending the amount and, unless the unspent amount relates to any ongoing projects, transfer such unspent amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.
- Where the CSR Committee formulates and recommends to the Board an Annual Action Plan in pursuance of its CSR Policy the Board may alter such plan at any time during the financial year, as per the recommendation of the CSR Committee based on reasonable justification to that effect.
- To ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the company for the financial year.
- Where a company spends an amount in excess of requirement provided, such excess amount may be set off against the requirement to spend for CSR activities up to immediate succeeding three financial years subject to the conditions that –
  - (i) the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any,
  - (ii) the Board of the company shall pass a resolution to that effect.

## **VII Impact Assessment:**

A company having the obligation of spending the average CSR amount of Rs 10 Crore or more in the three immediately preceding financial years in pursuance of Section 135(5) of the Act, shall undertake impact assessment to be done by an independent agency.

Impact assessment to be done in respect of CSR projects having outlays of one crore rupees or more, and which have been completed not less than one year before undertaking the impact study.

The impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR. Impact assessment expenditure for a financial year shall not exceed five percent of the total CSR expenditure for that financial year or fifty lakh rupees, whichever is less.

**VIII. Unspent Fund :**

- Any amount remaining unspent, pursuant to any ongoing project, fulfilling such conditions as may be prescribed, undertaken by a company in pursuance of its Corporate Social Responsibility Policy, shall be transferred by the company within a period of thirty days from the end of the financial year to a special account to be opened by the company in that behalf for that financial year in any scheduled bank to be called the Unspent Corporate Social Responsibility Account, and such amount shall be spent by the company in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer, failing which, the company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.

**IX Surplus fund arising out of the CSR activity:**

Any Surplus arising out of the CSR activity shall not be a part of the business profit of the Company. Such surplus shall be used in any of the following manner within a period of 6 months of the expiry of the financial year:

1. Ploughed back into the same project or
2. Transferred to the Unspent CSR Account; and spent in pursuance of the CSR policy and the annual action plan of policy or
3. Transfer such surplus amount to a fund specified in Schedule VII of the Companies Act, 2013.

**X CSR Reporting & Display of CSR Policy**

The report of the Board shall include an annual report on CSR activities in the prescribed format and the Company shall also display the CSR policy on its official website.

**XI. General**

The Policy would be subject to revision/amendment in accordance with applicable Laws.

The power to interpret and administer the Policy shall rest with the CSR Committee whose decision shall be final and binding.

In case of any inconsistency of the CSR Policy with the provisions of the Act and/or for the matters not specified in the CSR Policy, the provisions of the Act shall apply accordingly.

The Board of Directors, at its meeting held on 5<sup>th</sup> February, 2026, took on record the update to the Policy to reflect the change in the name of the Company from ITD Cementation India Limited to Cemindia Projects Limited and noted that all other provisions of the Policy remain unchanged.

Place: Mumbai  
Date: 5<sup>th</sup> February, 2026

**(JAYANTA BASU)**  
**Managing Director**