



OM INFRA LIMITED

(Formerly known as OM METALS INFRAPROJECTS LIMITED)

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POLICY ON CORPORATE SOCIAL RESPONSIBILITY (CSR Policy)

1. PREAMBLE

“Corporate Social Responsibility” (CSR) is a way of conducting business, by which corporate entities visibly contribute to the social good. Being an Infrastructure Company, **Om Infra Limited (the "Company")** understands the impact of its operations and activities on society at large. The Company is vigilant towards the corporate principles and responsibly to execute special campaigns for social upliftment and communal progress. The Company is committed to its stakeholders – government, investors, shareholders, associates, community, environment, employees and their families to conduct its business in a responsible manner that creates a sustained positive impact. Company has an intention to actively participate in the development of the communities where projects are located, which contributes to social and political stability in the areas where it operates.

With the introduction of the Companies Act, 2013, formulation of a Corporate Social Policy became a mandatory requirement for the Company. Therefore, the Company has formulated a CSR Policy which is in accordance with the requirements stipulated under the Companies Act, 2013 and encompasses its philosophy and guides its sustained efforts for undertaking and supporting socially useful programs for the welfare & sustainable development of the society.

2. OBJECTIVE OF THE POLICY

- To lay down the guidelines for the company to evolve its relationship with society by way of social and economic contribution and by giving back to the society for the resources it used to flourish by adoption of appropriate business processes and strategies.
- To fulfil the directive of the Act enjoining prescribed companies to develop and implement a CSR policy specifying the activities to be undertaken by the Company.
- To prepare list of activities, programmes and projects to be undertaken during the implementation year, specifying modalities of execution and implementation schedules for the same.

Though we are an infrastructure development company, we recognise the need for us as an Organisation, to act responsibly within the community. We undertake to be fully accountable for our actions, and to adequately impact-assess all of our activities, to

ensure that we are not adversely affecting the environment, community, economy or culture in which we operate.

3. DEFINITIONS

(A) Act: The Act means Companies Act, 2013.

(B) Corporate Social Responsibility: “Corporate Social Responsibility (CSR)” 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 these rules, but shall not include the following, namely:-

- i. activities undertaken in pursuance of normal course of business of the company: Provided that any company engaged in research and development activity of new vaccine, drugs and medical devices in their normal course of business may undertake research and development activity of new vaccine, drugs and medical devices related to COVID-19 for financial years 2020-21, 2021-22, 2022-23 subject to the conditions that-
 - a) such research and development activities shall be carried out in collaboration with any of the institutes or organisations mentioned in item (ix) of Schedule VII to the Act;
 - b) details of such activity shall be disclosed separately in the Annual report on CSR included in the Board’s Report;
- ii. 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;
- iii. contribution of any amount directly or indirectly to any political party under section 182 of the Act;
- iv. activities benefitting employees of the company as defined in clause (k) of section 2 of the Code on Wages, 2019;
- v. activities supported by the companies on sponsorship basis for deriving marketing benefits for its products or services;
- vi. activities carried out for fulfilment of any other statutory obligations under any law in force in India;

(C) CSR Committee: It means the CSR Committee of the Board of Directors formed under section 135 of the Act.

(D) Net profit: means the net profit of a company as per its financial statement prepared in accordance with the applicable provisions of the Act, but shall not include the following, namely:-

- 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: Provided 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;

(E) 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.

(F) Administrative overheads: It 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;

The Company may spend up to 5% of the total CSR expenditure in one financial year on administrative expenses relating to the general management and administration of CSR functions in the company.

(G) 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 based on reasonable justification;

(H) Public Authority: means 'Public Authority' as defined in (h) of section 2 of the Right to Information Act, 2005.

The words and expressions used and not defined in this policy but defined in the Companies Act, 2013 or rules made there under shall have the same meanings respectively assigned to them in those act or rules made thereunder.

4. CSR COMMITTEE

(a) Constitution

In terms of the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder, the Board of the Company has constituted a CSR Committee (the Committee). In the terms of the same the Committee shall consists of minimum three directors, out of which at least one director shall be independent.

(b) Function

The Committee shall carry out the following functions:

- i. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII.
- ii. Recommend the amount of expenditure to be incurred on CSR activities.
- iii. Monitor the Corporate Social Responsibility Policy of the Company from time to time.

5. GEOGRAPHICAL AREA FOR CSR ACTIVITIES

Om Infra Limited ("the company") shall undertake the CSR activities at projects and programmes of the Company and its subsidiaries, group companies located in Jaipur, Kota, Delhi and Mumbai. Hence the primary beneficiaries of CSR shall be the people in

the areas within and around them. However the poor and needy sections of the society living in different parts of India would be considered as per the recommendations of the CSR Committee. The areas where the company shall extend its CSR activities shall be as follows:

- 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;
- 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. Contribution* to incubators funded by Central Government or State Government or any agency or Public Sector Undertaking of Central Government or State Government, and contributions to public funded Universities, Indian Institute of Technology (IITs), National Laboratories and Autonomous Bodies (established under the auspices of Indian Council of Agricultural Research (ICAR), Indian Council of Medical Research (ICMR), Council of Scientific and Industrial Research (CSIR), Department of Atomic Energy (DAE), Defense Research and Development Organisation (DRDO), Department of Biotechnology (DBT), Department of Science and Technology (DST), Ministry of Electronics and Information Technology engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).
*contributions or funds provided to technology incubators located within academic institutions which are approved by the central govt.
- 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.
- xiii. Any other activities which will be introduced by the Ministry of Corporate, Securities and Exchange Board of India and any other Government Authority from time to time.

6. COMPLIANCE, MONITORING AND REPORTING

Compliance with this policy will be continuously monitored by the CSR Committee at its meeting(s), subject to annual review by the Board of Directors.

The Contents of this policy shall be disclosed in the Board report and placed on the Company's website. Compliance will be reported to stakeholders through the Company's Annual Report.

The Board shall ensure spending of allocated amount on CSR activities and report the status in its annual report, also specify the reasons of non-spending of the allocated amount, if any.

The members of the CSR committee shall be appointed or removed by the Board of Directors by way of Resolution. Company Secretary shall be the secretary of the CSR Committee. The minutes of CSR committee meetings shall be placed before the Board meeting.

7. DISCLOSURE

The CSR Policy framework, Committee composition and projects approved by the Board (Annual Action Plan) will be displayed on the website of the Company i.e. www.ommetals.com. The Board Report will include an Annual report on the CSR activities in the format specified under the CSR Rules. Impact Assessment Reports will also be attached to the Annual report on CSR if applicable.

The CSR Annual Action Plan shall include the following :-

- 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,
- 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.

8. BUDGET

Mandatory annual spending on CSR Activities in any particular financial year shall be “2% of the average of the annual net profit of the preceding three financial years.”

The Company may collaborate or pool resources with other entities to undertake CSR activities.

The corpus of the CSR activity would include the following amounts:

- a) 2% of the average net profits,
- b) Any income arising there from, and
- c) Surplus arising out of CSR activities.

In case of any surplus arising out of CSR programmes, the same shall not form part of business profits of the Company and shall be ploughed back into the same project or transferred as per the provisions of the CSR Rules.

The Company will comply with the provisions of the Act and the CSR Rules with respect to Unspent CSR amount with regard to Ongoing Projects and projects other than Ongoing Project.

Explanation : The Average Net Profit shall be computed in accordance with the provisions of Section 198 of the Companies Act, 2013.

9. REVIEW & AMENDMENT

The Board of Directors on its own and/or as per the recommendations of CSR Committee can amend this Policy as and when required, as deemed fit. Any or all provisions of the CSR Policy would be subject to revision /amendment in accordance with the regulations on the subject as may be issued from relevant statutory authorities, from time to time.

10. IMPLEMENTATION

Recommendations of the CSR activities in any locations and budget allocations thereof shall be sent to the chairman of the CSR Committee, who shall place the same before the Committee in its meeting. The CSR committee shall, if consider fit, recommend such activity and amount to be spent on such activity to the Board for its approval. CSR programme will be undertaken by the Company in identified areas. The Company will undertake needed assessments as and when required.

The Company may enter into partnerships with the government, business partners and communities to create multiplier effect of its social programmes. The mode of implementation of CSR programmes will include a combination of direct implementation and / or through partners such as NGOs, Trusts, academic institutions, business associates, registered societies etc. The Company will select its partners after appropriate due diligence and after complying with applicable laws. The Company may use the services of internal teams, employee volunteers, expert agencies, consultancy firms etc. wherever required for carrying out base line surveys, guidance on programme design and implementation, impact assessment surveys, etc. CSR initiatives will be implemented either directly by the Company or through its ESOPs (Employee Social Options) programme, where the OMIL employees will directly implement the CSR projects, or through implementing partners which include a company established under

section 8 of the Act, or a registered public trust or a registered society having an established track record of at least 3 years in undertaking similar activities for which the grant is being given. These organizations would need to be registered under section 12A and 80 G of the Income Tax Act, 1961 (43 of 1961). The above entities shall register with the Central Government by filing the form CSR-1 electronically with the Registrar, with effect from 1st April 2021.

The Company may engage International Organisations (as defined in Clause 2(g) of the Companies (Corporate Social Responsibility Policy) Rules 2014) for designing, monitoring and evaluation of CSR Projects, as well as capacity building of their personnel.

The Company may also collaborate with other companies for undertaking CSR projects, programmes or 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 the requirements of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014.

Effective Date: 9th April, 2021

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Version: Second

Sd/-

Chairman's Signature