

CORPORATE SOCIAL RESPONSIBILITY POLICY

Introduction

At Shivam Autotech Ltd., the Corporate Social Responsibility (CSR) has played a pivotal role in improving the lives of communities and society at large, and in and around our operations, with an objective to energize, involve and enable them to realize their potential. It is our belief that involvement in social issues must be deep, meaningful and formed on the bedrock of long-term commitment, for that is the only way by which real change can happen on the ground. This has also enabled us to fulfill our commitment to be a socially responsible corporate organization.

Objective

The main objective of SHIVAM's CSR policy is

- To lay down guidelines to make CSR a key business process for sustainable development for the society.
- To take projects/ initiatives resulting in enhancement in the quality of life and economic well-being of the community, in and around society at large.

Effective date

This policy became effective from April 01, 2014. This policy has been recently reviewed and revamped to make it more relevant and focused pursuant to Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.

CSR activities

The scope of the CSR activities of the Company will cover the following areas but not limited to the same and may extend to other specific projects/ programs as permitted under the law from time to time.

1. Promoting preventive health care and sanitation and making available safe drinking water. To contribute for Cancer & other terminally ill patients. To provide support to Medical Camps.
2. Promotion of education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects. To promote Primary education by adopting / supporting school by equipping with educational facilities. To enhance the skill development activities.
3. Rural Development Projects: Adoption of a village, providing them basic infrastructure like connectivity roads, sanitation etc.
4. CSR expenditure shall include all expenditure including contribution to corpus, for projects or programs relating to CSR activities approved by the Board on the recommendation of the CSR Committee, but does not include any expenditure on any item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Companies Act 2013.
5. Pursuing CSR Programmes primarily in areas that fall within the economic vicinity of the Company's operations to enable close supervision and ensure maximum development impact;

6. Tax treatment of CSR spent will be in accordance with the Income Tax Act as may be notified by CBDT from time to time.
7. Further, the company may take up all or any projects, programs or activities falling under any of the activities in the following fields as approved by the board on the recommendation of the CSR committee;
 - ✓ Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water.
 - ✓ Promotion of education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
 - ✓ Promoting gender equality and 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
 - ✓ Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water
 - ✓ Protection of national heritage, art and culture including restoration of building and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
 - ✓ Measures for the benefit of armed forces veterans, war widows and their dependents
 - ✓ Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports
 - ✓ 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 funds for the welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
 - ✓ 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;
 - ✓ 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);
 - ✓ Rural development projects;
 - ✓ slum area development;
 - ✓ disaster management, including relief, rehabilitation and reconstruction activities.

Implementation of CSR Projects, Programs and Activities

1. As outlined in the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board may undertake CSR activities either 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.
2. The Company will maximize opportunities for its employee participation in the selected CSR activities as volunteers to enable them to give back the society.
3. If the company spends an amount in excess of requirement provided under sub-section (5) of section 135 , such excess amount may be set off against the requirement to spend under sub-section (5) of section 135 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.
4. In case of ongoing project, the Board of a Company will monitor the implementation of the project with reference to the approved timelines and year-wise allocation and will make modifications, if required, for smooth implementation of the project within the overall permissible time period. "

Activities which shall not be considered under CSR policy:

1. The CSR projects or programs or activities undertaken **in India** only shall amount to CSR expenditure.
2. The CSR activities which are exclusively for the benefit of employees of the Company or their family members shall not be considered as CSR activity.
3. Contribution of any amount to any political party shall not be considered as CSR activity.
4. Activities undertaken in pursuance of Normal course of Business of company.
5. Surplus arising out of the CSR activities shall not form part of the business profit of Company.

Allocation of Budget

1. The Board of the Company shall approve the CSR Policy of the company after taking into account the recommendations made by the CSR Committee and disclose contents of such Policy in its report and also place it on the company's website.

2. The Board of the Company shall ensure that the company spends, in every financial year at least 2 % of the average net profits of the company made during the three immediately preceding financial years, in pursuance of its CSR Policy.

For this purpose, “average net profit” shall be calculated in accordance with the provisions of section 198 of Companies Act, 2013.

3. If the company fails to spend such amount, the Board shall, in its report made under clause (o) of sub-section (3) of section 134, specify the reasons for not spending the amount.
4. The Approving authority for the actual CSR amount to be spent would be the Managing Director or CEO or Chief Financial Officer of the Company, and shall also ensure that expenditure incurred for CSR projects are in accordance with the approval by the Board.

The surplus, if any, arising out of the CSR projects or programs or activities shall not form part of the business profits of the Company and shall be deployed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR policy.

Constitution of CSR Committee

As per the provisions of Section 135 of the Companies Act, 2013, the Board of Directors of the Company shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors as designated by the Board from time to time, out of which at least one director shall be an independent Director. The composition of the CSR Committee is as follows:

- Dr. Anil Kumar Gupta (Chairman)
- Mr. Bhagwan Dass Narang (Independent Director)
- Mrs. Charu Munjal (Executive Director)

Supporting Team

- Ms. Manisha Agrawal
- Mr. Anshuman Sharma- HR

The members of the Committee shall serve until such member resigns, retires or is removed from the Committee by the Board. The Board may fill any vacancy in the Committee by appointment from among the Directors of the Company.

The committee shall meet at least one in a year to review the implementation of CSR activities/ projects/ programs. The onus for the successful and time bound implementation of the CSR activities/ projects on the ground rests with the CSR team.

Duties and Responsibilities of CSR Committee

Committee’s responsibilities with respect to corporate social responsibility matters shall include:

1. reviewing and making recommendations, as appropriate, with regard to the Company’s Corporate Social Responsibility policies indicating the activities to be undertaken by the Company as specified under Schedule VII of the Companies Act, 2013;

2. reviewing the various proposals of CSR programs / projects as submitted by the supporting team of CSR committee of the Company and if thought fit, approval thereof, provided that the same is within the framework of CSR Policy;
3. identification and appointment of various Eligible agencies / entities for execution of Corporate Social programs or projects of the Company;
4. fix the schedule of implementation of CSR projects and programs and supervise and review the same;
5. liaising with management on the Company's corporate social responsibility programme, including significant sustainable development, community relations and procedures;
6. instituting a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the company;
7. satisfying itself that management of the Company monitors trends and emerging issues in the corporate social responsibility field and evaluates the impact on the Company;
8. Recommend the amount of expenditure to be incurred on the activities;
9. Monitor the Corporate Social Responsibility (CSR) Policy of the company from time to time;
10. Issuing Annual Report on CSR activities to be included in the Board Report.
11. The Committee will report regularly to the Board following meetings of the Committee with respect to such matters as are relevant to the Committee's discharge of its responsibility.
12. The Committee will review and assess its own performance and the adequacy of this Mandate at least once a year and report the results of such review and assessment to the Board of Directors of the Company along with any proposals for approval.

CSR Committee Meetings

1. Schedule: Committee meetings are scheduled in advance at appropriate intervals throughout the year. Additional meetings may be called upon proper notice at any time to address specific needs of the Company. The Committee may also take action from time to time through circular resolutions. A Committee meeting may be called by the Committee Chair or any Committee member.
2. Notice: Notice of the time and place of each meeting of the Committee must be given to each Committee member either by personal delivery, electronic mail, facsimile or other electronic means not less than 7 days before the time of the meeting.
3. Agenda: The Chair of the Committee shall establish the agenda for each Committee meeting in consultation with the Chair of the Board. The agenda will be distributed to Committee members in advance of each Committee meeting to allow Committee members sufficient time to review and consider the matters to be discussed. Each Committee member is free to request the inclusion of other agenda items, request the presence of, or a report by, any member of senior management and/or request the consideration of matters that are not on the agenda for that meeting, although voting on matters so raised may be deferred to another meeting to permit proper preparation for a vote on an unscheduled matter.
4. Attendance: A Committee member who is unable to attend a Committee meeting in person may participate by video-conference.
5. Quorum: A quorum for any Committee meeting is presence of two or more Committee members.

6. Voting and Approval: Each Committee member is entitled to one vote and questions are decided by a majority of votes. In case of an equality of votes, the Chair of the meeting has a casting vote. The powers of the Committee may also be exercised by resolution through circulation and approved by all of the Committee members for the time being in India.
7. Company Secretary: The Company Secretary shall act as secretary to the Committee. The Company Secretary keeps minutes of the proceedings of the Committee and circulates copies of the minutes to each Committee member on a timely basis. The minutes of the Committee's meetings are made available for review by the Board.

Monitoring and Review Mechanism

CSR Committee of the Company will review the policy from time to time based on the changing needs and aspirations of the target beneficiaries and make suitable modifications as may be necessary.

The CSR team will also plan collaborative partnerships with the Government, the District Authorities, the village panchayats, NGOs and other like-minded stakeholders, wherever required. This will help widen the Company's reach and leverage upon the collective expertise, wisdom and experience that these partnerships bring to the table.

Management Commitment

We shall continue to nurture a vibrant culture of volunteering in our aspiration to leverage our core competencies and managerial, technological capabilities for CSR. We shall strive to bring innovation to our CSR initiatives and optimize their effectiveness while seeking to create a measurable impact of our CSR activities. Our Board of Directors, our Management and all of our employees subscribe to the philosophy of compassionate care. We believe and act on an ethos of generosity and compassion, characterized by a willingness to build a society that works for everyone.

Compliance with Companies Act, 2013

Our Corporate Social Responsibility policy conforms to the Section 135 of the Companies Act, 2013 on Corporate Social Responsibility as spelt out by the Ministry of Corporate Affairs, Government of India.

Disclosures

Reporting will constitute an integral part of our CSR initiatives, as we remain committed to being transparent and accountable to our stakeholders. The objective of reporting is not only to update our stakeholders, but also to receive their feedback, and incorporate their suggestions into our future CSR strategies.

The Annual Report of the Company shall include a section on CSR; outlining the CSR Policy, CSR committee, CSR initiatives undertaken by Company, the amount spend for CSR during the financial year and other information as required by the prevailing law.