

Corporate Social Responsibility Committee
Composition Documents

SCHOTT POONAWALLA PRIVATE LIMITED



Corporate Social Responsibility Committee Composition Documents

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SECTION 1 **OBJECTIVES :**

- Schott Poonawalla Private Limited ('hereinafter referred to as 'SPPL') is an entity incorporated in India under the provisions of Companies Act, 1956.
- Section 135 of the Companies Act, 2013 states that the provisions of Corporate Social Responsibility are applicable to a Company which has, during any of the immediately 3 preceding financial years:
 - a. Networth of Rs. 500 crores or more or
 - b. Turnover of Rs. 1,000 crores or more or
 - c. Net Profit after Tax of Rs. 5 crores or more.
- Since the net profit after tax of SPPL is more than Rs. 5 crores for the financial year ended March 31, 2014, hence the provisions of section 135 read with Companies (Corporate Social Responsibility) Rules, 2014 are applicable to SPPL.
- SPPL shall formulate a Corporate Social Responsibility Committee. The Committee shall function in accordance with the terms stated in this charter.
- The objective of the Committee shall be to approve and oversee the Corporate Social Responsibility Activities (CSR Activities).
- The CSR activities mean's activities as specified in Schedule VII to the Companies Act, 2013 as amended from time to time. The meaning of the activities mentioned therein can be expanded based on general understanding and statutory clarification, if available. In case of difficulty, the Committee may obtain an external legal opinion. The copy of schedule VII to the Companies Act, 2013 and the clarifications issued by the Ministry of Corporate Affairs explaining the meaning of the activities has been attached to this charter. Further, all such statutory materials shall always be laid before the Committee from time to time as and when they are issued.



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- The Committee shall spend 2% of average net profit of immediately 3 preceding financial years of SPPL on CSR activities. The computation of net profit shall be as per the provisions of section 198 of the Companies Act, 2013 read with Rule 2 (f) of Companies (Corporate Social Responsibility) Rules, 2014. Provided that the expenditure on capacity building incurred on the personnel for implementing CSR activities shall not exceed 5% of total CSR expenditure.




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SECTION 2 **GROUND RULES & GUIDELINES:**

- CSR Activities shall be pursued in India only. It will exclude any amount spent for the benefit of the employees of SPPL.
- The Committee sign off is required for introducing any new policy or scheme related to CSR. The CSR Committee shall recommend to the Board, a CSR Policy and the CSR activities that the organization must pursue.
- Schedule VII to the Companies Act, 2013, defining the CSR activities is attached below:

	Date	Attachment
Schedule VII	February 27, 2014	 Adobe Acrobat 7.0 Document
First Amendment	March 31, 2014	 Adobe Acrobat 7.0 Document
Second Amendment	August 6, 2014	 Adobe Acrobat 7.0 Document

- Explanatory clarifications issued by the Ministry of Corporate Affairs, are given below:

	Date	Attachment
Clarification # 1	June 18, 2014	 Adobe Acrobat 7.0 Document



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SECTION 3 **ACCOUNTS:**

- The Committee shall open and maintain a separate current bank account, wherein the CSR receipts shall be deposited. The receipts can be kept in Fixed Deposits up to such time till the Committee commits any expenditure.
- All payments towards CSR activities and personnel cost, to the extent permitted shall be made from this account only.
- The receipts and payments towards CSR activities shall be separately accounted and the statement of accounts shall always be placed before the Committee in its Committee Meetings and that the same shall be made available to Committee Members from time to time, at their request.
- The statement of accounts referred above, shall at all times clearly bifurcate, the amount received and the money expended from the same and the balance remaining.



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SECTION 4

MEMBERS:

- The Committee shall consist of 2 members.
- The members of the Committee shall be determined as per the resolution of the Board of Directors, from time to time.
- The Committee shall be chaired by the Managing Director of SPPL.
- Members are free to leave the committee voluntary by tendering resignation to the Chairman.

SECTION 5

MEETINGS & DISCLOSURES:

- The Committee will meet every 6 months. The Chairman of the Committee or any other member on his behalf shall intimate the date of the meeting to all the members of the Committee.
- Any member may also request the Chairman of the Committee to convene the Committee Meeting.
- For any meeting, presence of at least 2 members is required
- In case, approval of the Committee needs to be taken between 2 scheduled meetings, then the approval shall be obtained by passing appropriate circular resolutions in accordance with section 175 of the Companies Act, 2013.
- Minutes of the meeting should be sent to all members within 10 working days.
- The Committee shall disclose the CSR activities on the website of the Company and shall also explain the activities in the Directors Report and other e-forms, annually. At all places, relevant disclosures as prescribed under Companies (Corporate Social Responsibility), Rules, 2014 shall be made.

