

CORPORATE SOCIAL RESPONSIBILITY POLICY
OF
TECH-FLOW ENGINEERS INDIA PRIVATE LIMITED

CIN: U28910MH2009PTC198086

Unit 416, Building 2A3, Sector 1, Millenium Business Park,
Mhape Navi, Mumbai MH 400710

- **INTRODUCTION:**

The Company believes that Corporate Social Responsibility Policy is necessary for social and environmental well-being and essential for the sustainability of corporate actions.

The Board of Directors ("Board") of **TECH-FLOW ENGINEERS INDIA PRIVATE LIMITED** ("Company") has adopted the following policy on the recommendation of the CSR Committee. This policy is framed as per provisions of Section 135 of Companies Act, 2013 read with Rule 6 of Companies (Corporate Social Responsibility) Rules, 2014

- **SCOPE:**

This policy covers process the Company shall adopt regarding approval and spending of financial resources on CSR activities.

- **DEFINITIONS:**

- a) **"Board"** means the Board of Directors of the Company.
- b) **"Company"** means **TECH-FLOW ENGINEERS INDIA PRIVATE LIMITED**.
- c) **"Corporate Social Responsibility (CSR)"** means and includes but is not limited to:
 - (i) Projects or programs relating to activities specified in Schedule VII to the Act or
 - (ii) Projects or programs relating to activities undertaken by the board of directors of a Company (Board) in pursuance of recommendations of the CSR Committee of the Board as per the CSR policy of the company subject to the condition that such policy will cover subjects enumerated in Schedule VII of the Act
- d) **"CSR Activities"** means the activities which are undertaken or to which allocation is made by the Company under this CSR Policy, as amended from time to time.
- e) **"CSR Committee"** means the Corporate Social Responsibility Committee of the Board of Directors of the Company referred to in Section 135 of the Companies Act, 2013.

- f) **"CSR Policy"** means this Corporate Social Responsibility policy of **TECH-FLOW ENGINEERS INDIA PRIVATE LIMITED**, as amended from time to time.
- g) **"CSR provisions"** means the regulatory provisions governing the CSR activities including the relevant section, rules and schedule under the Companies Act, 2013 or any other act or law as is applicable from time to time.
- h) **"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 net profit in respect of a financial year for which the relevant financial statements were prepared in accordance with the provisions of the Companies Act, 1956, (1 of 1956) shall not be required to be re-calculated in accordance with the provisions of the act.
- i) Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, Listing Agreement, Securities Contracts (Regulation) Act, 1956 or any other applicable law or regulation.

- **OBJECTIVE:**

The objective of the Corporate Social Responsibility (CSR) policy is to define the contribution which the Company can make towards its Corporate Social Responsibility, the geographical limits within which it envisages to make such contribution, the chosen activities, programs or projects for its CSR activities and the control and reporting mechanism which will ensure proper functioning of such CSR activities to the optimum results.

- **POLICY FRAMEWORK:**

The CSR Committee of the Board shall recommend CSR expenditure on any of the prescribed activities in compliance of the provisions of Section 135 and Schedule VII of Companies Act 2013, read with Companies (Corporate Social Responsibility) Rules, 2014. CSR Committee shall give preference to local and areas around the Company's operations. The Board thereafter shall authorize the CSR expenditure in compliance of the aforesaid provisions of law as amended from time to time. Board shall ensure that requisite

disclosure regarding composition of the CSR Committee, CSR expenditure, and CSR activities have been made in the Board Report every year. Further the Board shall ensure activities recommended are carried out by the Company.

The Board may approve and allocate such amount of its average Net Profits on recommendation of the CSR committee, as its Annual CSR Budget in each Financial Year in terms of the provisions of the Companies Act, 2013 and rules made thereof as amended from time to time. However, surplus arising out of CSR projects or activities shall not form part of the business profit of the Company.

- **RESPONSIBILITIES :**

The CSR committee is responsible for monitoring of the Corporate Social Responsibility Policy and activities thereunder.

- **ALLOCATION OF FUNDS:**

The Company shall spend not less than 2 % of its average net profits for the immediately preceding three financial years or such other minimum amount as specified under the CSR Provisions.

Provided further that the allocation of the funds for CSR activities shall not be at the cost of or in place / stead of the statutory / contractual obligations of the Company towards the government, banks and financial institutions

Provided further that the surplus arising out of the CSR Projects or Programs or Activities shall not form part of the business profits of the Company

- **AREAS OF OPERATION OF THE CSR ACTIVITIES:**

The CSR Activities of the Company should be conducted within India.

Provided that the CSR Committee shall have the power to approve CSR activities in any geographical location / area within India in case of a project involving relief work after a natural calamity.

Provided further that in case of contribution to certain approved funds, if it is not possible to direct the use of allocated funds in a particular geographical area then the CSR Committee shall record such fact.

- **PROHIBITED FIELDS OF OPERATION FOR CSR ACTIVITIES:**

The Company shall not make any allocations to or undertake any CSR activities, programs or projects which are:

- For the benefit of any particular political party, front or ideology.
- For the benefit of any particular religion, religious belief or religious sector.
- For the benefit of any particular caste or community.
- For the sole benefit of employees of the Company.

Also, the Company shall not make any allocations to or undertake any CSR activities which are outside the scope of the CSR provisions, especially schedule VII of the Companies Act, 2013.

- **IMPLEMENTATION OF CSR ACTIVITIES:**

- a) The Board of Directors shall allocate amount for the CSR activities upon the approval of the annual accounts for the immediately preceding financial year, considering the profitability, liquidity and statutory and contractual commitments of the Company.
- b) The CSR Committee, based on the outlay, will decide upon the CSR activities / projects to be undertaken during the relevant financial year and allocation for each such activity / project.
- c) The CSR Committee will decide the mode of execution of such activities / projects i.e. whether such activities will be carried out by a registered and approved trust or society or a company with an established track record of not less than three years in undertaking similar programs or projects or they will be carried out by team of persons specifically formed for such purpose(s) or such other mode as is within the scope of the CSR Provisions and most suitable for execution of that particular activity / project. The CSR Committee may also decide to contribute the entire or part of the amount to any fund as is within the scope of CSR Provisions.

- **COMPOSITION OF THE CSR COMMITTEE:**

Members of the Committee shall be:

1. Mr. Uday P. Khandekar (DIN: 00410699), Chairman and Director of the Company
2. Mrs. Vijaya Uday Khandekar (DIN: 00767697), Director of the Company

- **REPORTING AND MONITORING OF CSR ACTIVITIES:**

- a) In case of closed ended projects / activities, the CSR Committee will, in consultation with the trust / society / team carrying out the implementation of the CSR activity (the Implementing agency) decide about the time limit within which the CSR activity / project is to be completed.
- b) Depending upon the time period for completion of the activity / project, the CSR committee will decide upon the reporting frequency. For instance for shorter project / activity (say for one year or less) the reporting frequency may be quarterly or even monthly. For a project / activity of a medium duration (say for two to three years) the reporting frequency may be half yearly. The reporting frequency may be yearly for a project or activity of a longer duration (say three years or more). In case of a continuous CSR activity, the frequency of reporting shall be half yearly.
- c) In case of contribution to certain funds, it may not be possible to insist on segregated reporting. In such a case, the reason shall be recorded by the CSR Committee.
- d) Wherever feasible, the CSR Committee shall depute one of the senior employees of the Company to make site visits, check the records of the Implementing agency or undertake any other due diligence activity to ensure the veracity of the information reported by the Implementing agency and / or generally to verify the progress of the CSR activities.

- **POLICY REVIEW:**

The CSR Committee will review this policy and make recommendations if changes are required therein to the Board for its approval.

- **INTERPRETATION:**

In the event of any conflict between the provisions of this Policy and the Companies Act, 2013 and rules made there under or any other statutory enactments/ rules, the provisions of such Act, statutory enactments shall prevail over this Policy.

- **AMENDMENT(S):**

The Board of Directors shall be empowered amend this policy, in whole or in part, from time to time, after taking into account the recommendations from the CSR Committee.
