VINMAN ENGINEERING PRIVATE LIMITED
(CIN: U28920MH1997PTC106840)

Corporate Social Responsibility Policy

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1. **Purpose:**

The Corporate Social Responsibility Policy ("CSR Policy") of Vinman Engineering Private Limited has been formulated and approved by the Board of Directors at its meeting held on 12th September 2025.

This policy aims to contribute towards sustainable development of the society and environment to make planet a better place for future generations. The philosophy of CSR is imbibed in our business activities and social initiatives taken in the area of Promoting education, including special education, among children.

The activities enlisted in this CSR Policy are carried out by the company either individually or in association with eligible Implementing Agencies registered with the Ministry of Corporate Affairs.

The CSR Policy is formulated in accordance with the provisions of section 135 of the Companies Act, 2013 and rules made thereunder and other applicable laws to the company.

2. **Effective Date:**

This policy shall be applicable with effect from 1st April 2025.

3. **The Guidelines under the Companies Act 2013:**

As per section 135 of the Companies Act, 2013, every company having net worth of Rs. 500 crore or more, or turnover of Rs. 1,000 crore or more or a net profit of Rs. 5 crore or more during any financial year shall constitute a Corporate Social Responsibility Committee and shall ensure that the company spends, in every financial year, at least two per cent of the average net profits of the company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy.

The average net profit for the purpose of determining the spending on CSR activities is to be computed in accordance with the provisions of section 198 of the Act and will also be exclusive of the items given under rule 2(1)(h) of the Companies (CSR Policy) Rules, 2014.

(i) Definitions:

- "Act" means the Companies Act, 2013.
- "Administrative Overheads" shall have the same meaning as assigned under Rule 2(1)(b) of the Companies (CSR Policy) Rules, 2014.
- "Board of Directors" or "Board" means the collective body of the directors of the Company.
- "Company" means "Vinman Engineering Private Limited".
- "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 Companies (CSR Policy) Rules, but shall not include the following, namely-
  - activities undertaken in pursuance of normal course of business of the company.
  - 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.
  - contribution of any amount directly or indirectly to any political party under section 182 of the Act.

- activities benefitting employees of the company as defined in clause (k) of section 2 of the Code on Wages, 2019 (29 of 2019).
- activities supported by the companies on sponsorship basis for deriving marketing benefits for its products or services.
- 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 of Directors of the company referred to in Section 135 of the Act.
- "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.
- "CSR Rules" means the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time.
- "Implementing Agency" means any entity registered with Ministry of Corporate Affairs for undertaking CSR projects, which is engaged by the company to implement various projects in pursuance of CSR Policy.
- "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-
  - any profit arising from any overseas branch or branches of the company, whether operated as a separate company or otherwise; and
  - any dividend received from other companies in India, which are covered under and complying with the provisions of section 135 of the Act.
- 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.

Any term used in this policy but not defined herein shall have the same meaning assigned to them under the Act and CSR Rules as applicable to the company.

(ii) <u>Activities permitted to be undertaken under Corporate Social Responsibility pursuant to Schedule VII to the Act</u>:

- Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.
- Promoting 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, 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.
- 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 setup by the Central Government for rejuvenation of river Ganga.
- 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 arts and handicrafts.
- Measure for the benefit of armed force veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows.

- Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports.
- Contribution to the Prime Minister's National Relief Fund or Prime Minister's Central Assistance and Relief in Emergency Situations Fund (PM CARES 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.
- (a) 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; and (b) 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.
  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.
- Slum area development.
- Disaster management, including relief, rehabilitation and reconstruction activities.

The above areas as laid down under Schedule VII to the Act and included in this policy aims to provide macro areas in which CSR projects should be undertaken by the company. The CSR Committee should consider details of CSR projects as elaborated in the annual action plan for each financial year.

Any CSR activity proposed to be undertaken as a CSR initiative, but not specifically covered in the aforesaid, may be undertaken only with the prior approval of the Board and CSR Committee.

(iii) <u>Location of the project and/or undertaking of the CSR activities</u>:

The Company shall give preference to the local areas and the areas around where it operates while undertaking CSR activities. However, in the absence of specific restriction under the Act and CSR rules, the preference to local areas should be applied in a flexible and pragmatic manner to ensure that CSR initiatives are aligned with national development priorities and broader societal objectives, including the promotion of the Sustainable Development Goals (SDGs).

(iv) <u>Role of CSR Committee:</u>

The CSR Committee to be constituted by the Board of Directors shall be assigned with the following functions:

- To formulate and recommend a CSR Policy indicating the activities to be undertaken by the company in areas or subject specified in Schedule VII to the Act.
- To recommend the amount of expenditure to be incurred on the activities referred to above.
- To formulate and recommend an annual action plan in pursuance of CSR Policy covering the following:

- The list of approved CSR projects or programs to be undertaken in areas or subjects specified in Schedule VII to the Act.
- The manner of execution of such projects or programs as specified in rule 4(1) of CSR Rules.
- The modalities of utilisation of funds and implementation schedules for the projects or programs.
- Monitoring and reporting mechanism for the projects or programs; and
- Details of need and impact assessment, if any, for the projects undertaken by the company.
- Recommend changes to the Board, if any, needed in the annual action plan with reasonable justification to that effect.
- To monitor the CSR Policy as approved by the Board from time to time.
- The CSR Committee shall also review the progress of the CSR projects/programmes on a periodic basis and recommend corrective measures, wherever necessary, to ensure effective implementation of the CSR projects and compliance with the provisions of the Act and the CSR Rules.

➢ The CSR Committee should recommend the approach and direction of CSR activities to be undertaken by the company and also provide Guiding principles for:
  - Selection of CSR projects / programmes / activities
  - Implementation of CSR projects / programmes / activities
  - Monitoring of CSR projects / programmes / activities
  - Formulation of the annual action plan

As per Section 135(9) of the Companies Act, 2013, where the amount to be spent by the Company under Section 135(5) does not exceed Rs.50,00,000 (Rupees Fifty Lakhs), the requirement of constituting a CSR Committee shall not apply and the functions assigned to the CSR Committee under this Policy shall, in such cases, be discharged by the Board of Directors of the Company. Accordingly, wherever the term "CSR Committee" appears in this Policy, it shall be construed as referring to the Board of Directors in such cases.

(v) <u>Annual Action Plan</u>:

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

➢ The list of CSR projects or programmes that are approved and to be undertaken by the Company.
➢ The manner of execution of such projects or programmes.
➢ The modalities of utilisation of funds and implementation schedules for the projects or programmes.
➢ Monitoring and reporting mechanism for the projects or programmes.
➢ Details of need and impact assessment, if any, for the projects undertaken by the company.

The Board may identify and approve one or more ongoing projects having a multi-year implementation timeline in accordance with Rule 2(1)(i) of the Companies (CSR Policy) Rules, 2014 and monitor their implementation periodically.

The Board may alter the Annual Action Plan at any time during the financial year based on the reasonable justification and recommendations of the CSR Committee, if any, in accordance with the applicable provisions of the Act and the CSR Rules.

(vi) <u>CSR spending:</u>

➢ The Company shall endeavor to achieve the objectives of CSR Policy and allocate every year:
  - Minimum 2% of its average net profits made during the three immediately preceding financial years.
  - Any income or surplus arising out of the CSR activities, projects or programs shall not form part of the business profit of the company and the same shall be ploughed back into the

- same project; or transferred to Unspent CSR Account; or transferred to Schedule VII Fund, within prescribed timelines.
- Administrative overheads shall not exceed five percent of the total CSR expenditure of the Company for the financial year or such limit as may be prescribed under the Act and the CSR Rules.
- Where the Company spends an amount in excess of the requirement provided under Section 135(5) of the Act, such excess amount may be set off against the CSR obligation of the immediately succeeding three financial years subject to compliance with the provisions of the Act, the CSR Rules and approval of the Board.

➢ All the expenditure relating to CSR shall be pre-approved by the CSR Committee. The Chief Financial Officer or the person responsible for financial management shall certify to the Board that the CSR funds have been utilised for the purposes approved by the Board.

➢ Any amount remaining unspent, pursuant to any ongoing project, fulfilling such conditions as may be prescribed, undertaken by a Company in pursuance of the CSR Policy, shall be transferred by the Company within a period of 30 (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'.

➢ Any amount remaining unspent, other than relating to an ongoing project, shall be transferred to a Fund specified in Schedule VII to the Act within six months from the end of the financial year or within such time as may be prescribed under the Act.

(vii) Modes of implementation:

The CSR programs, projects or activities of the company should be implemented through following methods:

➢ The Company can directly identify a project for financing under CSR as outlined in the CSR policy and take it up for implementation.

➢ The CSR activities may also be are undertaken by the company through the following Implementing Agencies:
- a company established under section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of Section 10 or registered under section 12A and approved under 80G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company, or
- 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
- any entity established under an Act of Parliament or a State legislature; or
- a company established under section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of Section 10 registered under section 12A and approved under 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.

Every entity, covered above, who intends to undertake any CSR activity, shall register itself with the Central Government by filing the form CSR-1 electronically with the Registrar of Companies.

Any foundation or trust or body incorporated by the company can also be eligible to undertake such CSR projects.

➢ The Company can also undertake CSR activities in collaboration with other organizations/group companies

➢ The Company can also partner with local governance bodies, such as Gram Panchayats, Civic Bodies, Municipality to directly undertake approved CSR projects with the help and support of these bodies.

(viii) <u>Capital Assets</u>:

Any capital asset created or acquired out of the CSR expenditure shall be held by the entities specified under Rule 7(4) of the Companies (CSR Policy) Rules, 2014 and shall be dealt with in accordance with the applicable provisions of the Act and the CSR Rules.

(ix) <u>Reporting</u>:

The CSR Policy, composition of CSR Committee and approved CSR Projects shall be displayed on the Company's website, if any, as required under the Act. Further, the Board's Report of a Company pertaining to any financial year shall also include an annual report on CSR containing particulars in the format prescribed under the Act and CSR Rules.

The Company shall file Form CSR-2 with the Registrar of Companies within the prescribed timelines.

Where applicable under Rule 8(3) of the Companies (CSR Policy) Rules, 2014, the Company shall undertake impact assessment of eligible CSR projects through an independent agency and place the impact assessment report before the Board.

4. Policy Review Mechanism:

The CSR Committee shall be fully responsible for the monitoring and review of the implementation of this policy in accordance with applicable laws from time to time. The CSR Committee shall provide recommendations as and when it deems necessary to the Board so as to amend/ modify/ revise the CSR Policy.

Any amendment, clarification, circular, notification or modification issued under the Companies Act, 2013 or the Companies (CSR Policy) Rules, 2014 shall automatically apply to this Policy and this Policy shall be deemed to have been modified accordingly to the extent of such amendment.

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