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## CORPORATE SOCIAL RESPONSIBILITY POLICY

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*[Approved by the Board of Directors on August 13, 2019 and further amended on May 06, 2022  
(effective from April 01, 2022)]*

**Owner:** Corporate Secretarial Department

**Last modified Date:** May 06, 2022

**Reflex Industries Limited**

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## **1. INTRODUCTION**

The Board of Directors (the “**Board**”) of Refex Industries Limited (the “**Company**” or “**Refex**”), at its meeting held on August 13, 2019, has adopted the following **Corporate Social Responsibility Policy** (“**CSR Policy**”), in terms of Section 135(3)(a) of the Companies Act, 2013 (“**Act**”) read with the Companies (Corporate Social Responsibility Policy) Rules 2014 (“**CSR Rules**”), upon the recommendation of the Corporate Social Responsibility (“**CSR**”) Committee, to promote a unified approach to CSR across the Company by identifying select causes to work with, thereby ensuring a high social impact.

The CSR Policy will function as a built-in, self-regulating mechanism whereby the business will monitor and ensure its active compliance with the spirit of law, ethical standards and international norms.

## **2. PURPOSE / OBJECTIVE OF THE POLICY**

Section 135 of the Act, effective from April 01, 2014, read with the CSR Rules, as amended from time to time, lays down the legal framework for the CSR Policy, guided by the core values of quality, reliability and trust, and passion for excellence pursued by the Company.

The main objective of the Policy is to establish the basic principles and the general framework of action for the management to undertake and fulfil its corporate social responsibility.

Refex is committed to further capacity building, empowerment of communities, inclusive socioeconomic growth, environment protection, promotion of green and energy efficient technologies, development of backward regions and upliftment of the marginalized and underprivileged sections of the society.

## **3. SCOPE/APPLICABILITY:**

This Policy is applicable to the Company.

All CSR projects / programmes which the Company is going to undertake/implement, will be in line with the CSR policy and also as per those activities enlisted in Schedule VII to the Act.

Every company having:

- net worth of rupees five hundred crore or more, **or**
- turnover of rupees one thousand crore or more **or**
- a net profit of rupees five crore or more;

during the immediately preceding financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

Notwithstanding anything to the contrary contained in this CSR Policy but subject to applicable law, in the event that the Company fails to meet the thresholds set out under Section 135(1) of the Act for three consecutive financial years, it shall not be required to:

- (i) Constitute/maintain the CSR Committee; and
- (ii) Comply with the provisions of this CSR Policy till such time as it again meets the criteria specified in Section 135(1) of the Act.

#### 4. **DEFINITIONS:**

“**Act**” means the Companies Act, 2013 read with rules made thereunder as amended from time to time.

“**Administrative overheads**” 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 projects or programme;

Administrative overheads generally comprise of items such as employee costs, utilities, office supplies, legal expenses, etc. However, expenses which are attributed to the project implementation shall be included in project cost only.

***Example:** Salary and training for the employees working in the CSR division of a company, stationery cost, travelling expenses, etc. may be categorized as administrative overheads. However, salary of school teachers or other staff, etc. for education-related CSR projects shall be covered under education project cost.*

“**Board**” means board of directors as defined under the Companies Act, 2013, as constituted from time to time.

“**Company**” shall mean Refex Industries Limited.

“**Corporate Social Responsibility (CSR)**” means the activities undertaken by the Company in pursuance of its statutory obligation laid down in Section 135 of the Act in accordance with the provisions contained in CSR Rules.

“**CSR Activities**” means such programs and projects as may be approved by the Board in terms of this CSR Policy.

“**CSR Committee**” means Corporate Social Responsibility Committee of the Board in terms of Section 135 of the Act and the CSR Rules.

“**CSR Expenditure**” means the amount recommended by the CSR Committee and shall include all expenditure including contribution to corpus, for projects or programs relating to CSR activities approved by the Board on the recommendation of its CSR Committee.

“**CSR Policy**” shall mean this Corporate Social Responsibility Policy containing the approach and direction given by the Board, 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.

“**Implementing Agency**” means an implementing agency as defined herein below:

- (a) 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 (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.

**"Net Profit"** means the net profit of the 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.

**"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;

**"Society"** means a society registered under the Societies Registration Act, 1860 or any other applicable law in India. 12.

**"Trust"** means a trust registered under the Indian Trusts Act, 1882 or any other applicable law in India.

**"Turnover"** shall have the same meaning as specified under Section 2(91) of the Companies Act, 2013.

**Any term not defined above, shall have the meaning assigned to it under the Act or the CSR Rules.**

## 5. CSR COMMITTEE

The CSR Policy and programs shall be implemented, managed and supervised by the CSR Committee constituted by the Board.

The CSR Committee shall comprise at least of such number of directors as is mandatorily required by applicable laws.

The Committee shall *inter alia*:

- Formulate and update the CSR Policy which will be approved by the Board;
- Decide the CSR activities to be taken up by the Company in accordance with this Policy;
- Decide the amount to be allocated for each project or activity;
- Oversee and monitor the progress of the initiatives rolled out under this Policy; and
- Submit a report, to the Board on all CSR activities undertaken during the financial year

The Committee shall hold meeting as and when required, to discuss various matters related to CSR activities of the Company.

The Committee shall meet at least once in a financial year.

## **6. POWERS OF THE COMMITTEE**

Following are the Powers of the CSR Committee:

- i. To formulate and amend, time to time, this CSR Policy and recommend the same to the Board of Directors of the Company for approval and adoption.
- ii. To recommend and undertake such CSR activities as approved by the Board of Directors of the Company.
- iii. To monitor the implementation of CSR activities in terms of the CSR Policy.
- iv. To seek the reports on the progress of CSR activities undertaken by the Company.
- v. To formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the items as mentioned in rule 5(2) of the CSR Rules.
- vi. To ensure that the administrative overheads are not more than 5% of the total CSR Expenditure.
- vii. To prepare/ finalize CSR Committee Charter in respect of the Company's Focus area, Project Selection process, and internal reviews for CSR Committee guidance and same to be placed before the Board for its approval.

## **7. BOARD'S RIGHTS AND RESPONSIBILITIES**

CSR is a Board-driven process. Following rights and responsibilities vests with the Board of the Company in connection with the CSR Policy and framework:

- i. To approve the CSR Policy after taking into account the recommendations made by the CSR Committee.
- ii. To ensure that Company makes mandatory disclosures in the Company's Annual Reports and website, relating to CSR Committee members, Policy and the activities undertaken.
- iii. To ensure annual reporting of CSR Policy and activities to the appropriate governmental authority as mandated by applicable law.
- iv. To ensure that the activities included in the CSR Policy are undertaken by the Company;
- v. To oversee that identified work is duly undertaken and in each financial year at least 2% of average net profit of preceding three financial years is spent effectively.
- vi. To ensure that the administrative overheads are not more than 5% of the total CSR Expenditure.

- vii. To ensure that the funds so disbursed have been utilized for the purposes and in the manner as approved by Board / CSR Committee and the Chief Financial Officer shall certify to that effect.
- viii. To approve for transfer of unspent CSR Amount if any in accordance with the law.
- ix. In case of an ongoing project, the Board shall monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall be competent to make modification, if any required.
- x. If the Company fails to spend at least two per cent of the average net profits of the Company, 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 and transfer the unspent CSR amount as per provisions of Sections 135(5) and 135(6) of the Act.

## **8. IMPLEMENTATION**

The Company's CSR projects/programmes will be implemented through:

- (i) Company personnel, **or**
- (ii) Implementing Agency(s), **or**
- (iii) Trusts viz., **or**
- (iv) Societies, Foundations and Section 8 companies that may be established by the Company, from time to time.

In case, CSR programmes are implemented through Implementing Agency, the programmes to be undertaken by those agencies or Trusts will be specified, and it will be ensured that such programmes are covered in the Objects laid down in the respective Trust Deeds / Memoranda and Articles of Association of the Implementing Agency / Trusts.

### **Process for undertaking CSR activities/projects through partnering NGOs**

The following procedure will be adhered to while undertaking/funding CSR activities/projects through NGOs:

- i. Company's implementing partners, conducts due diligence before partnering with any NGO for CSR activities.
- ii. Presentation of Project/program details.
- iii. Execution of CSR Agreement with the Partnering NGOs, which will detail the key roles and responsibilities of each of the parties for a specified project or projects identified by the Company.
- iv. Scheduling of disbursements of funds relating to the program and monitoring system in accordance with pre-agreed milestones with partners.
- v. The Committee whilst making any contribution will specify the activities for which it is made and the amount for the same.

## **9. MONITORING MECHANISM**

The goals and objectives along with the annual budgets of CSR to be discussed and signed off at the beginning of every financial year with the CSR Committee and the Board of Directors.

The CSR Committee shall formulate and recommend to the Board of Directors, an annual action plan in pursuance of its CSR policy which includes:

- i. list of CSR projects to be undertaken
- ii. the manner of execution of such projects,
- iii. utilization of funds,
- iv. monitoring and reporting mechanism for the projects or programs; and
- v. details of need and impact assessment, if any, for the projects undertaken by the Company

The Board of Directors may alter the plan, any time during the financial year, as per the recommendation of its CSR Committee.

The CSR Committee allocates the budgets to programs and projects in domains that are aligned with the CSR policy. A significant proportion of our programs comprise ongoing, long-term projects and these are deemed to be approved till the end of the period specified in their contracts/agreements.

Along with approval of the annual plan, the CSR Committee to review the progress of all key programs vis-à-vis its broad objectives for the previous year including effective utilization of the funds and a formal assessment of outcomes and impacts as considered relevant by the Board and the Committee.

All decisions on outcome/impact evaluation are required to be presented to the CSR Committee/Board once a year.

## **10. DOMAINS / FIELD OF CSR OBLIGATIONS**

The various areas of CSR activities will primarily include the following:

- (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) contribution to the prime minister's national relief fund <sup>a</sup>[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;
- (vi) rural development projects;
- (vii) 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.*
- (viii) disaster management, including relief, rehabilitation and reconstruction activities.]

***The above is only an illustrative list and the CSR activities will not be restricted to these activities only and CSR Committee will take up new areas of CSR activities as per the Schedule VII to the Act read with CSR Rules, as amended from time to time.***

## **11. GEOGRAPHIES**

We will work with communities proximate to our office location/centres of operations in India.

As appropriate, and on a case-to-case basis, the Company may choose to work with communities in these same geographies which are not necessarily proximate to our office location/centres of operation.

## **12. BUDGET & EXPENDITURE**

- i. CSR Budget shall be allocated during each financial year by the Board of Directors/CSR Committee. Company shall spend at least 2% of the Average Net Profit made during immediately preceding three financial years on its CSR activities as per the provisions of Companies Act, 2013.
- ii. Every endeavour shall be made to spend the entire yearly budget on CSR activities in that year itself.
- iii. At least 80% of the annual expenditure will be incurred on CSR projects undertaken by Plants/ Units in their direct impact zone (periphery) with the remaining expenditure being made on Pan India basis.

### **Administrative overheads**

An expenditure not exceeding 5% of annual CSR Expenditure may be incurred on “Administrative overheads” i.e., the expenses incurred for “General Management & Administration” of CSR activities in the Company excluding the direct expenditure on the designing, implementation, monitoring & evaluation of a particular CSR project of the Company for the financial year.

### **Surplus out of CSR**

The surplus out of CSR activities shall be ploughed back into the same projects or shall be transferred to the Unspent CSR Account within a period of six months of the expiry of the financial year.

### **Carry Forward of Excess Spending**

If the Company spends an amount in excess of requirement, such excess amount may be set off against the CSR spending requirement up to immediate succeeding three financial years subject to the conditions that –

- a) The excess amount shall not include the surplus arising out of CSR activities.
- b) Board shall pass a resolution.

### **Creation/Acquisition of Capital Asset**

The CSR amount spent by a Company for creation or acquisition of a capital asset for-

- a) a Company established under Section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects and CSR Registration Number under the CSR Rules; or
- b) beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or
- c) a public authority:
- d) For existing capital assets, the Company shall comply with the above provisions within 180 days or with the approval of further 90 days by the Board.

### **13. SPECIAL UNSPENT CSR ACCOUNT**

A special bank account, called an Unspent CSR Account for each financial year to be opened by the Company in any scheduled bank.

The account shall be credited with following:

- i. Any amount remaining unspent pursuant to any ongoing project, undertaken by a Company in pursuance of its CSR Policy shall be transferred by the Company in the unspent CSR Account within a period of thirty days from the end of the financial year
- ii. The amount transferred to the unspent CSR account shall be spent by the Company in pursuance of its obligation towards the CSR Policy within a period of three financial years from the date of such transfer.
- iii. Any surplus amount from CSR Project which is discontinued or completed. Any surplus arising out of CSR projects would not form part of the business profits of the Company. This surplus would be:
  - ploughed back into the same project or
  - transferred to the "Unspent CSR Account" and spent in pursuance of CSR Policy and Annual Action Plan of the Company or
  - transferred to a Fund specified in Schedule-VII, within 6 months of the expiry of a fiscal, i.e., up to September.

CSR funds remaining unspent pursuant to **ongoing projects** would be transferred to "Unspent Corporate Social Responsibility Account" a special Bank account to be opened for that financial year in that behalf within 30 days of the ending-fiscal (within April of next FY), and such amount shall be spent by the Company in pursuance of its obligation towards CSR within a period of 3 financial years from the date of such transfer, failing which, the Company shall transfer the same to a Schedule VII Fund within 30 days of completion of the 3<sup>rd</sup> financial year, i.e. (in April month of 4<sup>th</sup> fiscal).

### **14. ACTIVITIES NOT TO BE CONSIDERED AS CSR ACTIVITIES**

In line with Rule 2(1) of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, effective from 22/01/2021, following activities would not qualify as CSR activities:

- i. Activities undertaken in pursuance of normal course of business of Company
- ii. Any activity by Company outside India, except for overseas sports trainings of Indians representing State/ UT at national/ international level;
- iii. Contribution directly/ indirectly to any political party under Section 182 of the Act;

- iv. Activities benefitting employees as defined in Code on Wages, 2019 (29 of 2019) Sec.2 Clause (k);
- v. Activities supported on sponsorship basis for deriving marketing benefits for its products/ services;
- vi. Activities carried out for fulfilment of any other statutory obligations under any law in force in India;
- vii. One-off events such as marathons/ awards/ charitable contributions/ advertisements/ sponsorship of TV programs/ events involving celebrities, specifically for entertainment purposes, etc. (Ref: MCA Circular no.21/2014 dated 18.06.2014)

## **15. VOLUNTEERING**

The Company will encourage and enable employees and other stakeholders to participate in the projects supported by it through Employee Volunteering Programmes (EVP).

The Company will recognize the efforts put in by employees in CSR activities through annual appraisal system. The Head HR will play a specific role in building capacities, skills and talents under the concept of the Company's broader vision on CSR.

## **16. IMPACT ASSESSMENT**

The Company shall undertake impact assessment of the CSR activities undertaken by the Company through an independent agency:

- i. If the average CSR obligation of the Company, in the 3 immediately preceding financial years is Rs.10 crores or more;
- ii. The activity or the CSR project has an outlay of Rs.1 crore or more.

Considering the Company's performance and its net profit crosses the threshold, Committee shall appoint independent agency to complete impact assessment.

In this regard, our approach to the evaluation of program outcomes and impacts is guided by the recognition of the complex reality underlying social change and developmental progress, especially in a diverse country like India.

All decisions on outcome/impact evaluation are taken by the CSR Committee and presented to the Board as part of the annual planning and review cycle.

## **Expenditure of Impact Assessment**

An expenditure less than Rs.50 lakhs or 5% of the total CSR expenditure, whichever is less, can be booked for Need and Impact Assessments of the CSR projects, having outlays of Rs.1 crore or more, which may be undertaken after one year of project completion, through an independent agency.

## **17. GOVERNANCE & REPORTING**

- The CSR Committee will review, monitor and provide strategic direction to the Company's CSR and sustainability practices towards fulfilling its Triple Bottom Line objectives. The Committee will also guide the Company in crafting unique models to support creation of sustainable livelihoods together with environmental re-generation.'
- Every year, the CSR Committee will place for the approval of the Board of Directors of the Company (hereinafter referred to as 'the **Board**'), an annual CSR Action Plan (hereinafter referred to as '**CSR Plan**') delineating the CSR Programmes to be carried out during the financial year, including the budgets thereof, their manner of execution, implementation schedules, modalities of utilisation of funds, and monitoring & reporting mechanism for the CSR Programmes.
- The Board will consider and approve the CSR Plan with such modification that may be deemed necessary; the CSR Plan may also be modified by the Board during the financial year, on the recommendation of the CSR Committee.
- The CSR Committee will also assign the task of implementation of the CSR Plan within specified budgets and timeframes to such persons or bodies as it may deem fit, and ensure implementation thereof.
- At the end of every financial year, the CSR Committee will consider an Annual Report on CSR activities and recommend the same for the approval of the Board. The said Report will be disclosed as part of the Report of the Board of Directors of the Company (hereinafter referred to as the 'Board's Report').
- The Board Report of a Company shall include an Annual Report on CSR containing particulars specified in Annexure to the CSR Rules as per the prescribed format.

## 18. AMENDMENTS

This Policy shall be reviewed by the CSR Committee and recommended to the Board of Directors, as and when considered necessary as per statutory and business requirements of the Company. The Company reserves its rights to alter, modify, add, delete or amend any of the provisions of this CSR Policy.

## 19. DISCLOSURES

- ✓ A copy of the Policy including amendments thereto shall be hosted on the website of the Company at [www.refex.co.in](http://www.refex.co.in) and its weblink shall be provided in the annual report.
- ✓ The composition of CSR Committee, and CSR Policy and Projects approved by the Board and the Annual Action Plan will be displayed on the Company's website, for public access.

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***Disclaimer:*** Provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s), etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.