

KANGARO INDUSTRIES LIMITED

(CIN-U99999PB1994PLC014431)

CORPORATE SOCIAL RESPONSIBILITY POLICY

I. SHORT TITLE

This policy in relation to the Corporate Social Responsibility ("**CSR**") is titled as the "**CSR Policy**" and shall include any alterations, amendments or modifications hereto from time to time.

II. OUR VISION

The Company's aim is to comply diligently the requirements of CSR as laid down under the Companies Act, 2013 and Rules made thereunder.

III. DEFINITION AND INTERPRETATION

1. "**Act**" means the Companies Act, 2013.
2. "**Administrative Overheads**" mean 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, implementing, monitoring, and evaluating of a particular Corporate Social Responsibility project or programme;
3. "**Board**" means the Board of Directors of the Company.
4. "**Company**" means Kangaro Industries Limited.
5. "**CSR Activities**" means such programs and projects as may be approved by the Board in terms of this CSR Policy.
6. "**CSR Committee**" means a committee constituted by the Board of Directors in terms of Section 135 of the Act and Rules made thereunder.
7. "**CSR Expenditure**" means the amount recommended by the CSR Committee to be incurred on the CSR Activities in India in terms of the Section 135 of the Act and Rules made thereunder and as approved by the Board from time to time.
8. "**Director**" means a member of the Board of Directors of the Company.

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

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

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

IV. IMPLEMENTATION OF THE CSR POLICY

1. The Board shall be responsible for implementing the CSR Policy as recommended by the CSR Committee and shall ensure that the CSR Activities are carried out in accordance with the CSR Policy read with the Act and CSR Rules.

2. The Board shall ensure that the CSR activities are undertaken by the company itself or through:-

- (a) 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 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, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and approved under 80 G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities;

who have obtained unique CSR Registration Number from the Central Government.

Explanation.- For the purpose of clause (c), the term "entity" shall mean a statutory body constituted under an Act of Parliament or State legislature to undertake activities covered in Schedule VII of the Act.

3. The Company shall conduct due diligence prior to selection of an entity as its implementation agency, to *inter alia* verify the credentials and ensure that the proposed implementation agency is eligible and capable to be appointed as such.

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4. The Company may also collaborate with other companies for undertaking projects or programmes or CSR activities in such a manner that the CSR committees of respective companies are in a position to report separately on such projects or programmes in accordance with these rules.

V. CSR COMMITTEE

1. The CSR Committee shall be responsible for providing recommendations to the Board with respect to CSR Activities that may be undertaken by the Company in accordance with the CSR Policy as well as the Act and the CSR Rules in relation thereto.

2. Without prejudice to the generality of the foregoing, the CSR Committee shall be responsible for the following activities:

- (i) Formulating and recommending CSR Policy to the Board of Directors;
- (ii) Recommend amount of expenditure to be incurred on CSR activities;
- (iii) Monitor CSR policy of the company; and
- (iv) Formulate and recommend to the Board of Directors, an annual action plan in pursuance of the CSR policy in accordance with the applicable law.

3. The CSR Committee shall consist of three or more directors out of which at least one director shall be an independent director. Where the company is not required to appoint an independent director under sub-section (4) of section 149, it shall have in its Corporate Social Responsibility Committee two or more Directors. The number of members of the CSR Committee and their powers and functions can be specified, varied, altered or modified from time to time by the Board, subject to the provisions of the applicable law.

4. The CSR Committee shall hold meetings which shall be attended by minimum of two members of the Committee. The members will elect the Chairman of their meeting from themselves, who will preside over the meetings of the committee from time to time. The meetings shall be held at the registered office or at any other place as may be agreed by the members of the Committee.

5. No member of the CSR Committee shall be personally liable for any decision or action taken in good faith with respect to the CSR Policy.

KANGARO INDUSTRIES LIMITED

(CIN-U99999PB1994PLC014431)

VI. CSR EXPENDITURE

1. The Company shall spend the amount on CSR activities in accordance with the Act and the Rules and the CSR Policy.
2. The CSR Committee shall recommend the manner in which the CSR Expenditure shall be incurred in a year, in accordance with the Act and the Rules made there under and the CSR Policy.
3. Any surplus, if any, arising out of the CSR Activities shall not form part of the business profit of the Company and may only be re-allocated to the CSR Activities being undertaken in terms of this CSR Policy.
4. The Board shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the Company for the financial year.

VII. CSR ACTIVITIES

1. The Board shall ensure that the CSR Activities are undertaken by the Company as per Schedule-VII of the Companies Act, 2013.
2. If during the year company fails to spend the required CSR amount, the Board shall, in its report made under clause (o) of sub-section (3) of section 134 of the Act, specify the reasons for not spending the amount and unless the unspent amount relates to any ongoing project referred to in sub-section (6) of Section 135 of the Act, transfer such unspent amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.
3. If any amount remaining unspent, to any ongoing project, undertaken by a company in pursuance of its Corporate Social Responsibility Policy, shall be transferred by the company within a period of 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, and such amount shall be spent by the company in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer, failing which, the company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.