



POLICY ON CORPORATE SOCIAL RESPONSIBILITY

OF

RESONIA LIMITED

(FORMERLY STERLITE GRID 32 LIMITED)

The Policy, to the extent they are applicable to an un-listed public company, shall become applicable from the date of its approval by the Board of Directors of the Company.

1. Purpose and Effective Date

Resonia Limited (*formerly Sterlite Grid 32 Limited*) ('Resonia' or 'the Company') has adopted this Policy on Corporate Social Responsibility (the "**Policy**") as required under the provisions of Section 135 of the Companies Act, 2013 (the "**Act**") read with Schedule VII of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force).

The Company is committed to conduct its business in a socially responsible, ethical and environmentally friendly manner and to continuously work towards improving quality of life of the communities in its operational areas.

This policy shall apply with effect from the date of approval of this policy by the Board of Directors of the Company.

2. Definitions:

1. **"Act"**: Act means the Companies Act, 2013, including any statutory modification(s), amendment(s) or re-enactment(s) thereof.
2. **"Board"**: Board means the Board of Directors of **Resonia Limited**.
3. **"Company"**: Company means **Resonia Limited (formerly Sterlite Grid 32 Limited)**.
4. **"Corporate Social Responsibility (CSR)"**: CSR means the activities undertaken by the Company in pursuance of its statutory obligation under Section 135 of the Act and the rules made thereunder, in accordance with the areas specified in Schedule VII.
5. **"CSR Committee"**: CSR Committee means the Corporate Social Responsibility Committee constituted by the Board as and when applicable under Section 135 of the Act.
6. **"CSR Policy"/ "Policy"**: CSR Policy or Policy means this Corporate Social Responsibility Policy of the Company, as amended from time to time.
7. **"Net Profit"**: Net Profit means the net profit of the Company as per Section 198 of the Act, calculated in accordance with CSR Rules for the purpose of determining CSR expenditure.
8. **"Ongoing Project"**: Ongoing Project shall have the meaning assigned under Rule 2(1)(i) of the Companies (CSR Policy) Rules, 2014.
9. **"Administrative Overheads"**: Administrative Overheads shall have the meaning assigned under Rule 2(1)(b) of the Companies (CSR Policy) Rules, 2014.
10. **"Implementing Agency"**: means any entity eligible under the Companies (CSR Policy) Rules, 2014 to undertake CSR activities on behalf of the Company.

11. **“Exclusions”**: The following activities **shall not** qualify as CSR activities under Section 135 of the Act:

- a) Activities undertaken in pursuance of the normal course of business of the Company.
- b) Activities undertaken outside India (except training of Indian sportspersons).
- c) Contributions to political parties under Section 182 of the Act.
- d) Activities that benefit employees of the Company exclusively.
- e) Activities supported on sponsorship basis for deriving marketing benefits for the Company.
- f) Activities carried out for fulfilling statutory obligations, such as labour laws, land acquisition, environmental laws, etc.

12. **“Schedule VII”**: it means Schedule VII to the Companies Act, 2013, which lists the permissible CSR activities.

3. Focus Areas

We implement our CSR initiatives in accordance with the applicable CSR Laws and ensure that we go beyond compliance to benefit our communities in the most sustainable manner. CSR is an essential part of our business plan and we consider it our responsibility to address the concerns of our communities.

The Company will focus on the following areas for carrying out its CSR activities, from time to time, as specified under Schedule VII of the Companies Act, 2013 and the Rules made thereunder:-

- i. 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.
- 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. 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 art and handicrafts;
- vi. measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows

- vii. training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports
- viii. contribution to the Prime Minister's National Relief Fund 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
- ix. 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
- x. 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).
- xi. rural development projects
- xii. slum area development
- xiii. disaster management, including relief, rehabilitation and reconstruction activities.
- xiv. The Board of Directors may evaluate and approve additional CSR initiatives, wherever considered appropriate, subject to such projects falling within the purview of Schedule VII of the Companies Act, 2013, as amended from time to time.

We at Resonia through CSR initiatives of the Company will remain committed to our duty to improve the lives of individuals and communities in the country.

4. Constitution of CSR Committee

In accordance with the provisions of Section 135 of the Act, the Board of Directors of the Company will constitute a Corporate Social Responsibility Committee ("**CSR Committee**"), as and when applicable, to, *inter-alia*, carry out the following functions:

- (i) Formulate and recommend to the Board, any changes in a Corporate Social Responsibility Policy, from time to time, which shall indicate the activities to be undertaken by the Company;
- (ii) Recommend the amount of expenditure to be incurred;
- (iii) Monitor the CSR Policy of the Company from time to time.

5. Composition of the Committee:

The composition of the Committee shall be in compliance with the Act, Rules made there under as amended from time to time.

6. CSR Funds

The corpus for the purpose of carrying on the aforesaid activities would include the following:

- 2% of the average Net Profit made by the Company during immediately preceding three Financial Years.
- any income arising there from.

The Company in every financial year shall ensure that it spends at least two per cent of the average net profits of the Company made during the three immediately preceding financial years, in pursuance of this Policy.

Provided that the Company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for Corporate Social Responsibility activities.

Provided further that if the Company fails to spend such amount, the Board of Directors shall, in its report made under clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013, specify the reasons for not spending the amount and, unless the unspent amount relates to any ongoing project referred to in sub-section (6), transfer such unspent amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.

Provided further that if the Company spends an amount in excess of the requirements under the provisions of Companies Act, 2013, such excess amount may be set off against the requirement to spend for such number of succeeding financial years and in such manner as prescribed under the Act.

7. CSR Budget and Utilisation:

The CSR Committee, if constituted, shall recommend the budgeted expenditure for CSR activities to the Board for its consideration and approval. In the absence of a CSR Committee, the Board shall determine and approve the CSR budget, which shall be utilised on approved projects in accordance with this CSR Policy.

Any surplus arising out of the CSR activities shall not form part of the business profit of a Company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the Company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year. [Pursuant to Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014].

8. Monitoring:

The implementation of the CSR Policy shall be monitored through periodic reviews of the approved projects by the CSR Committee, as and when constituted. Until such time, the Board of Directors shall perform this monitoring function.

9. Annual Action Plan:

Until such time the CSR Committee is constituted, the Board shall formulate, review, and modify (if required) the Annual Action Plan, which shall include:

- List of approved CSR projects
- Manner of execution
- Modalities of fund utilisation
- Implementation schedules
- Monitoring and reporting mechanism
- Details of need and impact assessment

Once constituted, the CSR Committee shall recommend the Annual Action Plan to the Board for approval.

10. Compliance with the Policy

The CSR Committee, if constituted, shall be responsible for ensuring compliance with this Policy. In the absence of a CSR Committee, this responsibility shall rest with the Board of Directors. In the event of any non-compliance, the CSR Committee or, where applicable, the Board shall take appropriate mitigating actions in accordance with prevailing laws.

In case there is any conflict between the provisions of this Policy and the Act or any other Statute/Rule/Regulation, the provisions of the Act or such other Statute/Rule/Regulation shall prevail over this Policy.

This Policy shall be communicated to all employees and other concerned persons of the Company. Further, this Policy shall be uploaded on the website of the Company and website link for the same shall be provided in the Annual Reports of the Company.

11. Amendments

The Policy may be reviewed and amended from time to time by the Board based on the recommendation of the CSR Committee.
