

Thomson Press (India) Limited

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CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility is the Companies' intent to make a positive difference to the society; Companies have realized that the Government alone will not be able to get success in its endeavor to uplift the Society so therefore the concept of CSR has gained its prominence in recent years and has been made mandatory as per Companies Act, 2013, which requires Companies to contribute some part of its profits towards the Corporate Social Responsibility activities.

With the rapidly changing corporate environment, more functional autonomy and operational freedom we have adopted Corporate Social Responsibility as a strategic tool for sustainable growth.

At Thomson press (India) Limited ("Company"), we are committed to operate our business with emphasis on Corporate Social Responsibility in all areas of our operation. We will integrate our business values and operations to meet the expectations of our shareholders, customers, employees, regulators, investors, suppliers, community and to take care of environment with best interest.

CSR VISION

1. Build a Powerful Partnership with Society for '**Sustainable Development**';
2. To improve the quality of life of the communities we serve through long term stakeholder value creation.

APPLICABILITY

The Companies on whom the provisions of the CSR provisions shall be applicable are specified under sub section (1) of Section 135 of the Companies Act, 2013. As per the said section, the companies having Net worth of INR 500 crore or more; or Turnover of INR 1000 crore or more; or Net Profit of INR 5 crore or more during any financial year shall be required to comply with the requirements of this Section related to contribution towards the CSR activities and constitution of a Corporate Social Responsibility Committee through the Board of Directors of the Company.

This policy may be called CSR Policy of Thomson Press (India) Limited and shall apply to all CSR projects undertaken by Company as per Schedule VII of the Companies Act 2013, within the geographical limits of India only, for the benefit of marginalized, disadvantaged, poor or deprived sections of the community and the environment.



Definitions

- a. 'Act' means the Companies Act, 2013.
- b. 'Board' means the Board of Directors of the company;
- c. '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 these rules, but shall not include the following, namely: -
 - i. activities undertaken in pursuance of normal course of business of the company;
 - ii. 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;
 - iii. contribution of any amount directly or indirectly to any political party under section 182 of the Act;
 - iv. activities benefitting employees of the company as defined in clause (k) of section 2 of the Code on Wages, 2019 (29 of 2019);
 - v. activities supported by the companies on sponsorship basis for deriving marketing benefits for its products or services; and
 - vi. activities carried out for fulfilment of any other statutory obligations under any law in force in India.
- d. 'CSR Committee' means the committee constituted under the provisions of Section 135 of the Act;
- e. '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.

f. "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.

g. "Rules" means the Companies (Corporate Social Responsibility Policy) Rules 2014, as amended from time to time.

Please note that meaning/definition of the words/ abbreviations used in this policy shall have the same meaning as defined under Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

OBJECTIVE

The Company is committed to engage organizational resources and knowledge to enhance livelihood and living conditions of communities through sustainable development-oriented interventions, capacity building, and projects in the areas of health, sanitation, education, culture and sports.

CSR COMMITTEE

I. Composition of CSR Committee

Keeping in line with the requirements of Section 135 of the Companies Act, 2013 (hereinafter referred to as "the Act"), the Board of Directors of the Company had constituted Corporate Social Responsibility Committee (hereinafter referred to as "the CSR Committee"). The Board of Directors shall re-constitute the CSR Committee from time to time in compliance with statutory requirements. The CSR Committee shall comprise of a minimum of three directors, out of which at least one director shall be an independent director. The committee shall comprise of the following Directors:

S. No.	Name	Designation
1.	Mr. Aroon Purie	Director
2.	Mr. Ankoor Purie	Managing Director
3.	Mr. Rakesh Malhotra	Independent Director

II. Roles and Responsibilities

The CSR Committee will carry out the following functions:

- a) Formulating and recommending to the Board a Corporate Social Responsibility Policy indicating activities to be undertaken as specified in line with Section 135 read with Schedule VII of the Companies Act, 2013.
- b) Recommending to the Board the CSR projects/ activities including amount of expenditure to be undertaken by the Company.

- c) Recommending to the Board, modifications to the CSR policy as and when required.
- d) Recommending to the Board the amount of expenditure to be incurred on the activities referred to in clause (a).
- e) Regularly monitoring the Corporate Social Responsibility Policy from time to time and reporting to the Board.
- f) To formulate and recommend to the Board for its approval, an annual action plan every financial year. The annual action plan shall cover the following
 - a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - b) the manner of execution of such projects or programmes;
 - c) the modalities of utilization of funds and implementation schedules for the projects or programmes;
 - d) monitoring and reporting mechanism for the projects or programmes; and
 - e) details of need and impact assessment, if any, for the projects undertaken by the Company.

LIST OF ACTIVITIES ELIGIBLE FOR CSR PROJECTS, PROGRAMS AND ACTIVITIES

The Policy recognizes that corporate social responsibility is not merely compliance; it is a commitment to support initiatives that measurably improve the lives of underprivileged by one or more of the following focus areas as notified under Section 135 of the Companies Act 2013 and Companies (Corporate Social Responsibility Policy) Rules 2014:

Sl. No.	ACTIVITIES SPECIFIED AS CSR ACTIVITIES IN SCHEDULE VII OF COMPANIES ACT, 2013
1	Eradicating hunger, poverty and malnutrition, promoting healthcare including preventive healthcare 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;
2	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
3	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;
4	Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, 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;

5	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;
6	Measures for the 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
7	Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;
8	Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) 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;
9	<p>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</p> <p>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)</p>
10	Rural development projects;
11	Slum area development projects. 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 time being in force.

The Board of Directors on the basis of recommendations received from CSR Committee shall approve one or more of the abovementioned activities which are being undertaken or shall

be undertaken as project, programmes for contribution towards Corporate Social Responsibility.

The above list is illustrative and not exhaustive.

Note: - CSR activities shall be undertaken as projects, programs of activities (either new or ongoing) excluding activities undertaken in pursuance of the normal course of business of the Company.

ACTIVITIES DISQUALIFIED FOR CSR

The CSR Rules prohibit the CSR projects and programs that are implemented by the Company for benefit of the employees of the Company and their families. The CSR activities implemented outside India also fall outside the purview of the Rules and hence CSR expenditure on such activities will not be considered for inclusion in the CSR spend. Any amount directly or indirectly contributed towards any political party under Section 182 of the Act shall not be considered as CSR Spend. Activities that are undertaken by the Company in pursuance of its normal course of business will not be considered as CSR activities.

AMOUNT TO BE ALLOCATED TOWARDS CSR ACTIVITIES

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 in pursuance of its Corporate Social Responsibility Policy.
- “Surplus arising out of CSR activities carried out by the company and such surplus will not be part of business profit of the company and it shall be treated in the following manner:
 - a) ploughed back into the same project; or
 - b) shall be transferred to the Unspent CSR Account opened by the Company, from which the said amount shall be spent in pursuance of CSR policy and annual action plan of the Company; or
 - c) such surplus will be transferred to a Fund specified in Schedule VII to the Act, within a period of six months of the expiry of the financial year.

All reasonable efforts will be made to ensure that the annual CSR allocation is fully utilized in the respective year. However, if the Company fails to spend such amount, then the unspent amount shall receive the treatment as prescribed in the Act.

CSR BUDGET

- i. CSR Committee will approve yearly budget on the basis of the action plan.
- ii. While approving any CSR project or programme, the Board of Directors of the Company shall determine whether it will be an Ongoing Project or otherwise.
- iii. In case of an Ongoing Project, the Board shall lay down the following:

- Estimated budget outlay on CSR project or programme during the course of its implementation
 - Estimated budget outlay during every financial year.
 - Manner of implementation
- iv. In case of CSR projects or programmes, which are not Ongoing Projects, the Board shall endeavour to spend the complete such projects or programmes during the relevant financial year. In case for any reason(s), such projects or programmes will go beyond one year then Board shall re-categories such projects or programmes as Ongoing Projects.

CSR EXPENDITURE

CSR expenditure shall include all expenditure including expenditure to corpus, for projects or programs relating to CSR activities approved by the Board on the recommendation of its CSR Committee, but does not include any expenditure on an item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Act.

One-off events such as marathons/ awards/ charitable contribution/ advertisement/ sponsorships of TV programmes etc. shall not be qualified as part of the CSR expenditure. Expenses incurred by Companies for fulfillment of any Act/Statue of Regulations would not count as CSR expenditure.

CSR THROUGH IMPLEMENTING AGENCIES

The approved CSR activities, projects and programmes shall be carried out directly or in any of the following ways as the Board on recommendation of CSR Committee in its absolute discretion may decide: The CSR Committee may decide to use any one or all or a combination of any of the following ways to undertake the said CSR activities, projects and programmes:

- (a) a company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 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, 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.

Please note that such above referred agencies shall have the unique CSR Registration Number.

CSR MONITORING

Effectiveness of CSR project is assessed through effective mechanism involving external as well as internal evaluation in place.

- The activities under CSR Policy shall be done by the CSR Committee in comparison to the Plan of Action.
- The CSR Committee shall prepare a transparent monitoring mechanism for ensuring implementation of the projects / programmes / activities undertaken/ proposed to be undertaken by the Company.
- The CSR Committee shall have the authority to obtain professional advice from external sources and have full access to information contained in the records of the Company as well as the powers to call any employee / external consultant or such other person(s) and for such purpose as may be deemed expedient for the purpose of accomplishments of overall CSR objectives laid down under the Act.
- The CSR Committee shall obtain feedback from the beneficiaries of each program;
- The CSR Committee shall review the appropriate documentation of the CSR Policy, annual CSR activities, CSR budget and CSR expenditure on a regular basis;
- The CSR Committee shall initiate steps to check whether the activities are progressing as per the guidelines of the CSR policy and statutory requirements and shall initiate corrective actions if there are any deviations.
- In case progress of CSR Projects is not as per target on three consecutive milestones, the project will be re-evaluated by the CSR committee based on recommendations of the CSR Department. If based on re-evaluation, the CSR Committee finds that the project is not sustainable or needs modification, it will send its recommendation to the Board for necessary approval.
- In case the Company's CSR expenditure obligation is ten crore rupees or more, in the three immediately preceding financial years, the Company shall mandatorily undertake impact assessment, through an independent agency, of their CSR projects or activities having outlays of one crore rupees or more, and which have been completed not less than one year before undertaking the impact study. The impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR. Further, the Board on the recommendation of the CSR Committee shall appoint the impact assessment agency. Any expenditure incurred on impact assessment may also be booked towards Corporate Social Responsibility for that financial year, which shall not exceed five percent of the total CSR expenditure for that financial year or fifty lakh rupees, whichever is less.
- The Chief Financial Officer of the Company shall also submit a certificate to the Board certifying that the funds disbursed for CSR projects or activities, have been utilized for the said purpose

Projects in collaboration with Implementing Agencies

- CSR Projects taken up through implementing agencies shall be evaluated and monitored jointly by CSR committee and respective organizations. An evaluation format shall be prepared for this purpose at the start of the project clearly stating the time, cost and deliverables/desired impact.

- Release of funds after commencement of activity shall be linked to joint evaluation and achievement of results against predetermined tangible targets.
- In case progress is not as per target on three consecutive milestones, the project will be re-evaluated by the CSR committee based on recommendations of the CSR Department. If based on re-evaluation, the CSR Committee finds that the project is not sustainable or needs modification, it will send its recommendation to the Board for necessary approval.

Carry forward of excess CSR expenditure

- The Board may during any financial year, approve to under CSR expenditure beyond the CSR obligation for that particular financial year provided the overall CSR expenditure during any financial year shall not exceed of the average Net Profits of the Company for preceding three financial year. Such excess CSR spend shall be carried forward for setting-off against the CSR obligation of the Company for next three consecutive financial year

PUBLICATION OF CSR POLICY

As per the CSR Rules, the contents of the CSR Policy shall be included in the Director's Report as per the prescribed format under Companies (Corporate Social Responsibility Policy) Rules, 2014 and same shall be displayed on the Company's website.

POLICY REVIEW AND FUTURE AMENDMENT

The CSR Committee shall annually review the CSR Policy from time to time and make suitable changes as may be required and submit the same for the approval of the Board.