



# QUINT DIGITAL MEDIA LIMITED

## CORPORATE SOCIAL RESPONSIBILITY POLICY

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## **1. INTRODUCTION**

This Policy describes and contains the Company's philosophy for delivering its responsibility as a corporate citizen and lays down the guidelines, process and mechanism for undertaking socially useful programmes for welfare and sustainable development of the community at large. Titled as the "Quint Digital Media Limited CSR Policy" ("CSR Policy"), it has been prepared keeping in mind the Company's business ethics and the requirements of the Companies Act, 2013 Schedule VII and the Companies (Corporate Social Responsibility Policy) Rules, 2014, notified by the Ministry of Corporate Affairs and the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.

Notwithstanding any provision mentioned in this Policy, any change thereto with respect to the legal framework of Corporate Social Responsibility as specified in Section 135 of the Companies Act, 2013 read with relevant rules, shall have effect including the statutory amendment and modifications thereto in the legal provisions.

## **2. CSR VISION STATEMENT AND OBJECTIVE**

Corporate Social Responsibility is a form of corporate self-regulation integrated into a business model. Therefore, the 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.

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.

## **3. DEFINITIONS**

- a) "Rules" means the Companies (Corporate Social Responsibility Policy) Rules 2014, as amended from time to time.
- b) "CSR Committee" means the committee constituted under the provisions of Section 135 of the Act.
- c) "CSR Expenditure" shall include all expenditure including contribution to corpus, or on projects or programs relating to CSR activities specified in this policy as approved by Board on recommendation of CSR Committee.
- d) "Act" means the Companies Act, 2013.
- e) "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 project or programme.
- f) "Board" means the Board of Directors of Quint Digital Media Limited.
- g) "Company" means Quint Digital Media Limited.
- h) "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.

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.

#### **4. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**

##### **COMPOSITION**

The Corporate Social Responsibility Committee of the Company shall consist of at least three directors amongst whom at least one shall be Independent Director or as may be constituted by the Board of Directors from time to time in compliance with the Act.

##### **MEETINGS**

The Committee shall hold a meeting as and when required, to discuss various issues regarding the implementation of the CSR Policy of the Company. The members would thrive to hold at least one meeting in a financial year.

##### **QUORUM**

The quorum for a meeting of the Committee on CSR shall be one-third of its total strength (any fraction contained in that one-third being rounded off as one), or two members, whichever is higher.

##### **ROLE OF CSR COMMITTEE**

- a) To formulate and recommend to the Board a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act 2013.
- b) To recommend the amount of expenditure to be incurred on the activities referred to in clause 6 (i.e., Core CSR Commitments) in a financial year.
- c) To monitor this Policy from time to time.
- d) The CSR Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following, namely: -
  - the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
  - the manner of execution of such projects or programmes as specified in sub-rule (1) of rule 4;
  - the modalities of utilisation of funds and implementation schedules for the projects or programmes;
  - monitoring and reporting mechanism for the projects or programmes; and
  - details of need and impact assessment, if any, for the projects undertaken by the company.

Provided that Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that

effect.

- e) Any other matter/thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.

## **5. BOARD OF DIRECTORS**

- The Board has formed CSR Committee of Directors in accordance with the provisions of the Companies Act, 2013.
- The Board shall ensure that the activities as are included in Corporate Social Responsibility Policy of the company are undertaken by the company
- The Board would approve and adopt any changes in this CSR Policy subject to prevailing provisions of laws in this regard. The CSR Committee is responsible for decision making with respect to the CSR Policy.

## **6. CORE CSR COMMITMENTS (PROGRAMS/ ACTIVITIES)**

The Company will undertake its CSR projects or activities in one or more areas mentioned below:

- a) 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.
- b) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
- c) 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.
- d) 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.
- e) 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.
- f) 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.

- g) Training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports.
- h) Contribution to the prime minister's national relief fund 8[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.
- i) 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.
- j) 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).
- k) Any other activity falling within the scope of Schedule VII of the Companies Act, 2013 which would enable the Company to achieve its CSR objectives.

The CSR Committee shall recommend the activities to be carried to the Board every financial year.

The CSR programs / activities of the Company, as above, are related / will relate to the activities included in Schedule VII of the Companies Act, 2013.

#### **7. CSR BUDGET/ CSR SPEND**

- The Board shall ensure that a minimum of two percent of the average net profits of the Company of the last three years is spent on the CSR programs/ activities of the Company.
- In case at least two percent of the average net profits of the Company of the last three years is not spent in a financial year, the Board shall, in its report specify the reasons for not spending the amount and unless the unspent amount relates to any ongoing project, transfer such unspent amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.
- If the Company spends an amount in excess of the requirements, the Company may set off such excess amount against the requirement to spend for such number of succeeding financial years and in such manner, as may be prescribed under the Companies Act, 2013

read with rules made thereunder.

- While approving any Ongoing CSR project or programme, the Board of Directors of the Company 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
- Any amount remaining unspent, pursuant to any ongoing project, fulfilling such conditions as may be prescribed, 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.
- All expenditure towards the CSR programs / activities will be diligently documented.
- The Annual CSR Budget shall be spent on CSR activities or projects as recommended by the CSR Committee. CSR expenditure shall include all expenditure including contribution to corpus of projects or programs relating to CSR activities as per CSR policy, but does not include any expenditure on an item not in conformity with the CSR Policy.

## **8. CSR EXPENDITURE**

The CSR projects or programs or activities undertaken by the Company in India only, shall amount to CSR Expenditure in accordance with the provisions of sub-section (5) of section 135 of the Act.

The Company shall prefer to take up projects for spending the amount earmarked for CSR at local areas and regions where the Company operates.

CSR expenditure shall be made as per the delegation of powers at various levels in the organisation as laid down and as per the annual CSR action plan as approved and within the overall budget allocation for CSR.

All expenses and contributions made for CSR activities within the delegated powers would be placed before the forthcoming CSR committee for noting and record. The CSR Committee will ensure that the expenses/contribution and donation will be in full compliance of the CSR Policy.

## **9. SURPLUS ARISING FROM CSR ACTIVITY**

Any surplus generated out of the CSR programs / activities of the Company will not be added

to the normal business profits of the Company.

#### **10. AGENCY FOR IMPLEMENTATION**

The Company may undertake its CSR activities approved by the CSR Committee directly or

- i. 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
- ii. 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
- iii. any entity established under an Act of Parliament or a State legislature; or
- iv. 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.

Where the CSR activities are undertaken directly, the Company shall appoint its officers to undertake, supervise and monitor the CSR activities and expenditures and they shall work under the control and supervision of the CSR Committee. Such officers will submit a periodical report to the Committee.

Such designated officials shall constitute the CSR Department of the Company. The Officials in the CSR department shall follow the Standard Operating Procedures (SOP) for CSR as laid down in the Company.

The Company shall ensure that these officers have CSR capacities of their own and if required, they will be given the requisite training to undertake these tasks.

#### **11. MONITORING AND FEEDBACK**

- i. The annual action plan approved by the Board every financial year, shall provide the manner in which CSR projects or activities undertaken during the said year, will be monitored.
- ii. The report on progress on the CSR program undertaken by the Company will be put forward to the CSR Committee with full details of cost incurred and results achieved on a regular basis.
- iii. Appropriate documentation of the Company's CSR activities, executing partners, and expenditure entailed will be undertaken on a regular basis and presented to the CSR Committee.
- iv. CFO shall certify to the Board at the end of every financial year, that CSR funds disbursed have been utilised for the purposes and in the manner as approved by Board.

#### **12. IMPACT ASSESSMENT**



The Company may take up appropriate evaluation and impact assessment of its CSR projects or activities on voluntary basis. External parties may be engaged for this, right from inception to ensure objective assessment across baseline and end line parameters. There shall be clarity about the objective/scope of the project and the need it is attempting to address.

Impact assessment of the project is to be done after a reasonable duration. For conducting the Impact assessment, it is necessary that the baseline data or indicators are well defined.

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 an 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.

### **13. DISCLOSURES**

The Board's report, being a part of the Annual Report shall disclose the composition of the Corporate Social Responsibility Committee, web-link of the CSR policy along with salient features of the policy and changes (if any) undertaken during the last financial year and the CSR initiatives undertaken.

This CSR Policy shall also be placed on the website of the Company.

The composition of the CSR Committee, CSR Policy and Projects approved by the Board shall mandatorily be disclosed on the website of the Company and be updated at regular intervals, for public access.

### **14. MISCELLANEOUS**

In case of any doubt with regard to any provision of the Policy and also in respect of matters not covered herein, a reference shall be made to CSR Committee. In all such matters, the interpretation & decision of the Committee shall be final.

Any or all provisions of the CSR Policy would be subject to revision / amendment in accordance with the guidelines on the subject as may be issued from Government, from time to time.

The CSR Committee reserves the right to modify, add, or amend any of the provisions of this Policy subject to approval of the Board.

**15. REVIEW/ AMENDMENT**

This policy shall be reviewed by the Board from time to time. However, any subsequent amendment/ modification in the Listing Regulations or the Companies Act, 2013 or any other governing Act/ Rules/ Regulations or re-enactment, impacting the provisions of the Policy shall automatically apply to the Policy and the relevant provision(s) of the Policy shall be deemed to be modified and/or amended to that extent, even if not incorporated in the Policy.