

Corporate Social Responsibilities Policy

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1. **INTRODUCTION :**

This policy has been formulated in consonance with section 135 of Companies Act 2013 on Corporate Social Responsibility (“CSR”) and the CSR Rules as notified by the Ministry of Corporate Affairs in 2014.

This Policy is adopted by the Board of Directors of the Company on June 6, 2018 and shall be applicable with effect from the date of listing of Company’s equity shares on Stock exchange/s.

2. **OBJECTIVES :**

The objective of this Policy is to set guiding principles for carrying out CSR activities by the Company and also to set up process of execution, implementation and monitoring of the CSR activities to be undertaken by the Company.

3. **DEFINITIONS:**

In this Policy, unless the context otherwise requires:

- (a) “**Act**” shall mean the Companies Act 2013, including any modifications, amendments or reenactment thereof.
- (b) “**Agency**” (or Agencies) means any Section 8 Company or a registered trust/society/NGO/ institution, performing social services for the benefit of the society and excluding a registered trust/society/NGO/institution/Section 8 Company which is formed by the Company or its holding or subsidiary company/companies.
- (c) “**Board**” shall mean the Board of Directors of the Company.
- (d) “**Company**” shall mean Indiamart Intermesh Limited.
- (e) “**CSR Committee**” shall mean the Corporate Social Responsibility Committee constituted by the Board of the Company in accordance with the Act, consisting of three or more directors, out of which at least one director shall be an independent director.
- (f) “**CSR Policy**” shall mean the present Corporate Social Responsibility Policy of the Company, which covers the activities to be undertaken by the Company as specified in Schedule VII to the Act and the CSR Expenditure thereon.
- (g) “**CSR Projects**” or “**Projects**” means Corporate Social Responsibility projects/ activities/

programs/ initiatives, instituted in India, either new or ongoing, and includes, but is not limited to those undertaken by the Board in pursuance of recommendations of the CSR Committee as per the declared CSR Policy of the Company.

- (h) “**Net profit**” shall mean the net profit as per the Act and Rules based on which the specific percentage for CSR expenditure has to be calculated.
- (i) “**Rules**” shall mean the Companies (Corporate Social Responsibility) Rules 2014, including any re-enactment, modifications or amendments thereof.

4. LIST OF ACTIVITIES/PROJECTS:

The Company may undertake any of activities mentioned in Schedule VII of the Companies Act 2013 and/ or any of the activities, projects or such other activities, projects as may be notified by the Central Government from time to time as part of the Corporate Social Responsibility (“CSR”).

The CSR Activities shall be undertaken only in India for the benefit of the public and not only for the employees of the Company and their family. Provided that the preference shall be given to the local areas and areas where the Company operates for undertaking the CSR Activities.

5. EXPENDITURE ON CSR ACTIVITIES

The Company shall spend in every financial year at least 2% (two percent) of the average Net Profits of the Company made during the three immediately preceding financial years/ 2%(two percent) Net Profits of the Company made during the immediately preceding financial year as and when notified under Companies Amendment Act, 2017. Any surplus arising and/or additional revenue generated out of CSR Activities undertaken by the Company shall not form part of the business profit of the Company and same shall be spent for undertaking any CSR Activities only.

6. IMPLEMENTATION OF CSR ACTIVITIES

- i. The Company may itself implement the identified CSR Projects presently within the scope and ambit of the Policy;
- ii. The Company may also implement the identified Projects through creation of Trust or Society which is involved in CSR activities, within the scope and ambit of the Policy;
- iii. The Company may implement the identified CSR Projects through other Agencies, provided the activities pursued by the Agency are covered within the scope and ambit of Schedule VII of the Act and the Agency has an established track record of at least three years

in undertaking similar programs or projects.

Provided, the modalities of utilization of funds and reporting mechanism on such Projects shall be reviewed by the Company at least once in three months

- iv. The Company may collaborate with other companies for undertaking the CSR Activities subject to fulfillment of separate reporting requirements as prescribed in the Rules.
- v. The Company shall not make any payment directly or indirectly to Political Party for CSR Activities.

7. PROCEDURE FOR CSR ACTIVITIES

- i. Recommendation to the Board about the suitable CSR Activities that may be undertaken during for the financial year along with the detailed plan, modalities of execution, implementation schedule, monitoring process and amount to be incurred on such activities;
- ii. Board approval based on the recommendation of the Committee and in compliance of this Policy;
- iii. Implementation of the CSR Activity;
- iv. Submission of the quarterly report giving status of the CSR Activities undertaken, Expenditure Incurred and such other details as may be required by the Board.

8. ROLE OF THE COMMITTEE

The Committee shall carry out of the following functions:

- i. recommend the CSR Policy to the Board;
- ii. identify suitable projects/activities which may be undertaken by the Company for CSR
- iii. recommend to the Board CSR Activities to be undertaken along with detailed plan, modalities of execution, implementation schedule, monitoring process and amount to be incurred on such activities;
- iv. monitor the CSR Policy of the Company from time to time;
- v. ensure compliance of CSR Policy and the Rules;
- vi. such other functions as may be delegated and/or assigned by the Board from time to time.

9. REVIEW PERIODICITY AND AMENDMENT:

CSR Plan may be modified/amended by the CSR Committee at such intervals as it may deem fit in consultation with Board. The CSR Committee shall review and monitor from time to time the implementation of this Policy to ensure its effectiveness and may also recommend changes pursuant to any changes in any law in time being in force.