



KOTHARI METALS LIMITED

CIN.: U28113WB1977PLC031033 | PAN No. AABCK0820C

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

In accordance with the provisions of Section 135 of Companies Act, 2013, schedule VII of the companies Act 2013 and CSR Rules issued by the Ministry of Corporate Affairs on February 27, 2014 the Corporate Social Responsibility (CSR) Committee of KOTHARI METALS LIMITED ("the Company") was constituted and approved by the Board of Directors of the Company at their meeting held on 23.04.2020

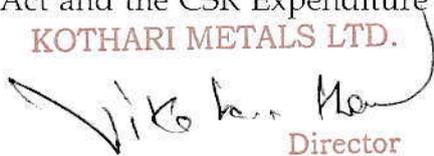
Preamble:

We, at KOTHARI METALS LIMITED believe that our business is built around strong social relevance of inclusive growth by supporting the common man in meeting their financial needs. We equally believe that creation of large societal capital is as important as wealth creation for our shareholders. As a responsible human organization, we are committed towards the above objective and are keen on developing a sustainable business model to ensure and activate our future growth drivers. In line with the regulatory expectations, we are putting in place a formal policy as a guide towards our social commitment going forward.

Key words & meanings:

1. "Act" shall mean the Companies Act 2013, including any modifications, amendments or re-enactment thereof.
2. "Approved Budget" shall mean the total budget as approved by the Board of the Company upon the recommendation of the CSR Committee, which is to be utilized for CSR Projects.
3. "Board" shall mean the Board of Directors of the Company.
4. "CSR Annual Plan" shall mean the annual plan detailing the CSR expenditure for the year.
5. "CSR Committee" shall mean the Corporate Social Responsibility Committee constituted by the Board of the Company in accordance with the Act.
6. "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.

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7. "CSR Projects" or "Projects" means Corporate Social Responsibility projects/activities/ programs/ initiatives, instituted in India, either new or ongoing, and include, but is not limited to those undertaken by the Board in pursuance of recommendations of the CSR Committee as per the declared CSR.
8. "Financial Year" shall mean the period beginning from 1st April of every year to 31st March of the succeeding year.
9. "Net profit" shall mean the net profit as per Sec 135 of the Act and Rules based on which the specific percentage for CSR expenditure has to be calculated.
10. "Rules" shall mean the Companies (Corporate Social Responsibility) Rules 2014, including any re-enactment, modifications or amendments thereof.

Policy Objectives:

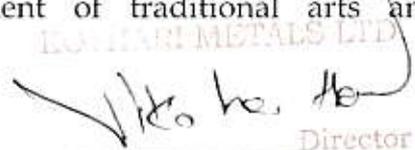
The objective of the CSR Policy ("Policy") is to lay down the guiding principles in undertaking various Programs and projects by or on behalf of the Kothari Metals Limited relating to Corporate Social Responsibility ("CSR") within the meaning of section 135 of the Companies Act, 2013 read with Schedule VII of the Act and the CSR Policy Rules 2014. ("Rules")

CSR Activities:

The activities that the Company may undertake shall be (inter alia):

- eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- 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;
- protection of national heritage, an 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;

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- measures for the benefit of armed forces veterans, war widows and their dependents;
- training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic sports;
- contribution to the Prime Minister's National Relief Fund or 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;
- contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- rural development projects.

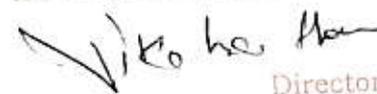
CSR Committee Constitution:

The Committee comprises of the following members of the Board:

MR. VIKASH KOTHARI -	EXECUTIVE DIRECTOR
MRS. SHALINI KOTHARI-	EXECUTIVE DIRECTOR
MR. SUBHASH CHAND SETHI-	NON -EXECUTIVE (INDEPENDENT DIRECTOR)

- The Committee members shall be appointed by resolution of the Board. Each member shall continue as a member until a successor is appointed, unless the member resigns, or is removed by resolution of the Board or otherwise ceases to be a member of the Board.
- Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board, and shall be filled by the Board if the membership of the Committee is less than two (2) members as a result of the vacancy.
- The Board, or in the event of its failure to do so, the Committee, shall appoint a Chair from among the Committee members. If the Chair of the Committee is not present at any meeting of the Committee, the Chair of the meeting shall be chosen by the Committee from among the members present.
- The Chair presiding at any meeting of the Committee shall have a vote in all matters considered by the Committee. In the event of a tie the motion is defeated.

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The Committee shall assist with deliberations required for the fulfillment of the Board's mandate and those specific responsibilities and duties assigned to the Committee; however, unless specifically stated otherwise, the Committee shall act in advisory capacity only, recommending decisions to the Board for approval.

Budget For CSR Activities And CSR Expenditure:

The Company shall allocate the budget for CSR activities. The minimum budgeted amount for financial year 2020-2021 shall be 2% of the average net profit of three immediate preceding financial years which was 8281.04 lakhs. The Company may allocate more fund/amount than the amount prescribed under section 135 of the Companies Act, 2013, for the CSR activities for any financial year. The Committee shall calculate the total fund for the CSR activities and recommend to the Board for the approval. The Board shall approve the total fund to be utilized for CSR activity for respective financial year.

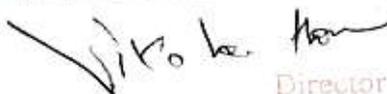
CSR expenditure shall include all expenditure including contribution to corpus for projects or programs relating to CSR activities approved by the Board on the recommendation of its CSR Committee, but does not include any expenditure on an item not in conformity or not in line with activities which fall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

Role of the CSR Committee

Draft the CSR policy and recommend the same to the Board for approval which shall indicate the activities to be undertaken by the company.

- i) Recommend the amount of expenditure to be incurred on the activities .
- ii) Monitor the Corporate Social Responsibility Policy of the company from time to time.
- iii) Review and recommend any new CSR initiatives to be taken up by the company.
- iv) Review the progress of CSR projects already undertaken by the company and the utilization of budgets for each such projects.
- v) Review and recommend the CSR report to be included in the board's report.
- vi) Review and recommend any amendments to be made in the CSR policy of the Company.
- vii) To carry such other functions as may be delegated to it by the board relating to CSR activities of the company.

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Meetings:

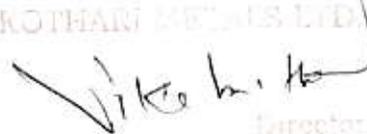
- Corporate social responsibility committee held 2 meetings for the f.y 20-21 and these meetings were held on 23.04.2020 and 31.03.2021
- A meeting of the Committee may be called by the Chair of the Committee, the Chair of the Board or President and Chief Executive Officer of the Corporation or by any two (2) members of the Committee
- A quorum for meetings shall be two (2) directors present in person or by telephone or other telecommunications device that permits all persons participating in the meeting to speak and hear one another.
- Reasonable notice, preferably (7) days before the meeting, shall be given in writing, by e-mail, by facsimile communication or by hand delivery to each member of the Committee, however if all the members of the committee permits, the meeting of the committee shall be called on shorter notice.
- The Agenda and associated material shall be sent to each member of the Committee prior, preferably seven (7) days, to the time for such meeting.
- A director may in any manner waive a notice of meeting, and attendance of a director at the meeting is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not properly called.

The Committee shall have the right to determine who shall and shall not be present at any part of the meetings of the Committee, and may hold in camera sessions

Failure to Spend CSR Money:

If the Company fails to spend the required amount in a particular financial year, it is the duty of the Committee to submit a report in writing to the Board of Directors specifying the reasons for not spending the amount, which in turn shall be reported by the Board of Directors in their Annual Report pertaining to that particular Financial Year.

Surplus, if any, arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company.

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General Governance

The Committee shall have the following general duties and responsibilities to:

- Adopt an Annual Work Plan to ensure that duties and responsibilities are achieved.
- Review annually, in conjunction with the Governance Committee, and report to the Board on the adequacy of the Committee's Terms of Reference.
- Provide formal evaluation in writing on the performance of the Committee on a biennial basis.
- Produce and provide to the Board an annual evaluation of the Committee, which shall compare the effectiveness of the Committee with the requirements of these Terms of Reference, including the Annual Work Plan.

Support To The Committee:

The Committee shall identify, through the Office of the President and Chief Executive Officer, or designate, the kind and frequency of information required by the Committee.

The Committee shall have access to any and all books and records of the Corporation required for the execution of the Committee's obligations and, as necessary, shall discuss with appropriate corporate officers and employees, coordinated through the Office of the President and Chief Executive Officer, such records and other relevant matters.

The Committee shall have the authority to retain external advisors, experts or consultants, in order to properly discharge its duties and responsibilities.

Confidentiality:

All deliberations of the Committee, and all records, material and information pertaining to the Corporation obtained by a member of the Committee shall be considered confidential. Committee members shall maintain the confidentiality of such deliberations, and shall safeguard such records, material and information from improper access.

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Amendment of Policy:

The CSR Policy of the company may be amended at any time by the board of the company on the Recommendation of the CSR committee.

Note:- The surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of a company

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