



# Corporate Social Responsibility Policy

Corporate Social Responsibility (“CSR”) is the commitment of companies to provide resources and support activities focused on enhancing economic and social development. It is the effort made by companies to improve the living conditions of the local area in which they operate and the society at large. The activities taken up as a part of corporate social responsibility reflect the intent to create a positive impact on society without seeking any commensurate monetary benefits.

CSR has been a long-standing commitment at Amagi Media Labs Limited (“Company”) and forms an integral part of our activities. Being a responsible corporate citizen, the Company is committed to performing its role towards society at large. In alignment with its vision, the Company always works towards adding value to its stakeholders by going beyond business goals and contributing to the well-being of the community. Its contribution to social sector development includes several pioneering interventions and is implemented through the involvement of stakeholders within the Company and with the broader community.

The Company’s objective is to proactively support meaningful socio-economic development. It works towards developing an enabling environment that will help citizens realise their aspirations towards leading a meaningful life. The Company aims to identify critical areas of development contributing to the well-being of the community and benefiting them over a period of time.

## 1. SHORT TITLE

This policy in relation to the Corporate Social Responsibility (“CSR”) of Amagi Media Labs Limited is titled the “CSR Policy” and shall include any alterations, amendments, or modifications as approved by the Board of Directors of the company from time to time.

## 2. VISION STATEMENT, OBJECTIVE, AND APPLICABILITY

**2.1.** This CSR Policy has been framed in accordance with the applicable provisions of the Companies Act, 2013 (“Act”) and the rules issued thereunder.

**2.2.** Notwithstanding anything to the contrary contained in this CSR Policy, but subject to applicable law, in the event that the Company fails to meet the thresholds set out under Section 135(1) of the Act for the immediately preceding financial year, it shall not be required to:

- a) Constitute/maintain the CSR Committee; and
- b) Comply with the provisions of this CSR Policy

till it again meets the criteria specified in Section 135(1) of the Act.

- 2.3.** The CSR Policy sets out our commitment to ensuring that our activities extend beyond business and include initiatives and endeavors for the benefit and development of the community and society. The CSR Policy lays down the guidelines for undertaking programs geared towards social welfare activities or initiatives. Through this CSR Policy, the Company proposes to adopt short, medium-, and long-term CSR programs and initiatives.

## 3. SCOPE OF THE POLICY

The Policy would pertain to all activities undertaken by the Company towards fulfilling its corporate social responsibility objectives. The Policy would also ensure compliance with section 135 of the Companies Act, 2013 (“Companies Act”), read with Schedule VII of the Companies Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 (“CSR Rules”), each as amended from time to time and the notifications and circulars issued by the Ministry of Corporate Affairs from time to time and the rules framed thereunder (“CSR Regulations”). In the event of any inconsistency or discrepancy between this Policy and the CSR Regulations, the provisions of the CSR Regulations shall prevail.

## 4. GOVERNANCE STRUCTURE

The CSR Committee is the governing body that will define the scope of CSR activities for the Company and ensure compliance with the Policy. The CSR Committee would comprise three or more directors, including at least one independent director.

## 5. CSR COMMITTEE

- 5.1.** Notwithstanding anything to the contrary contained in this CSR Policy but subject to applicable law, in the event that the Company meets the thresholds set out under Section 135(9) of the Act, it shall not be required to constitute CSR Committee and the functions of CSR Committee shall be discharged by the Board of Directors of the Company till the time Section 135(9) is not applicable to the company.
- 5.2.** Once the provisions of the CSR Committee are applicable to the Company, the CSR

Committee shall be responsible for providing recommendations to the Board with respect to CSR Activities that may be undertaken by the Company in accordance with the CSR Policy as well as the Act and the CSR Rules.

- 5.3.** The CSR Committee shall consist of three or more directors of the company, as approved by the Board of Directors of the company from time to time. The number of members of the CSR Committee and their powers and functions can be specified, varied, altered, or modified from time to time by the Board, subject to the provisions of the applicable law.
- 5.4.** The CSR Committee shall hold meetings, which shall be attended by a minimum of two members of the Committee. The meetings shall be held at the registered office or at any other place as may be agreed by the members of the Committee or by such other mode, including Video conference or other audiovisual means, or such other means and mode as approved by the Ministry of Corporate Affairs or applicable law for the time being in force.
- 5.5.** Functions of the CSR Committee-
- a) Formulate a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company in areas or subjects specified in Schedule VII
  - b) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and
  - c) Monitor the Corporate Social Responsibility of the Company from time to time.
  - d) Such other functions as may be approved by the Board of Directors of the company in relation to CSR.
- 5.6.** Board's Rights and Responsibilities
- a) To discharge the functions of the CSR Committee as stated in Clause 5 above, in case there is no requirement to constitute the CSR Committee as per Section 135(9) of the Act.
  - b) To approve the CSR Policy after taking into account the recommendations made by the CSR Committee.
  - c) To ensure that the Company makes mandatory disclosures in the Company's Annual Reports and website, relating to CSR Committee members, Policy, and the activities undertaken.
  - d) To ensure annual reporting of CSR Policy and activities to the appropriate governmental authority as mandated by applicable law.
  - e) The Board shall approve the CSR policy and oversee that the identified work is duly undertaken and in each financial year, at least 2% of the average net profit of the preceding three financial years is spent effectively.

- f) To Ensure that the administrative overheads are not more than 5% of the total CSR Expenditure.
- g) To Ensure that the funds so disbursed have been utilized for the purposes and in the manner as approved by Board / CSR Committee and the Chief Financial Officer/ Senior Director Finance shall certify to that effect.
- h) The Company may engage international organisations for designing, monitoring, and evaluation of the CSR projects or programmes as per its Policy, as well as for capacity building of their own personnel for CSR.
- i) The Company may also collaborate with other companies for undertaking projects or programmes or CSR activities in such a manner that the CSR committees of respective companies are in a position to report separately on such projects or programmes in accordance with these rules.
- j) The CSR Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its 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 Companies Act;
  - the manner of execution of such projects or programmes as specified in the CSR Rules;
  - 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.

## 6. IMPLEMENTATION OF THE CSR POLICY

- 6.1. The Board shall be responsible for implementing the mandate of the CSR Policy and shall ensure that the CSR Activities are carried out in accordance with the CSR Policy read with the Act and CSR Rules.
- 6.2. The Company shall undertake the CSR activities directly and also through various implementing agencies such as, NGO's, non-profit organizations, etc. Such implementing agencies shall have an established track record as prescribed under the law.
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the law.

## 7. CSR ACTIVITIES

The Company shall be permitted to take up CSR activities/projects or programs pursuant to Schedule VII of the Companies Act, 2013 as amended from time to time.

However, the Company proposes to primarily engage in the following 3 broad CSR Thrust areas as mentioned below. Under these below mentioned broad areas, the Company may take up different activities of which a few are mentioned below.

- a) Health & Hygiene
- b) Education
  - Infrastructure Development
  - Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement;
- c) Environment Sustainability
  - 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;

## 8. CSR FUND

The Board/Committee shall endeavor to spend 2% of the average net profit during the preceding 3 financial years on CSR activities.

## 9. MONITORING

The CSR Committee shall ensure a transparent monitoring mechanism for CSR activities.

- a) The progress of the CSR activities shall be reviewed at least twice a year, including the annual review by the CSR Committee.
- b) The Chief Financial Officer shall be responsible for monitoring expense on CSR activities with respect to the plan and submission of the same to the CSR Committee and the Board.
- c) The Board shall review the progress of CSR activities at least annually.

## 10. DISCLOSURE

The Board's Report of the Company covered under these rules pertaining to any financial year shall include an annual report on CSR containing particulars specified in the CSR Regulations, as applicable to the Company.

The above information shall also be displayed on the Company's website.

## 11. EFFECTIVE DATE

The Policy shall be effective from the date of approval of the Board.

## 12. AMENDMENTS TO THE POLICY

The Board of Directors either on its own or as per the recommendations of CSR Committee can amend this policy as and when required. The decision of the Board of Directors on all matters, relating to this Policy, shall be final and binding upon all concerned. This Policy is subject to continuous review and updates as required from time to time.

### Version History

S. No.	Version	Approved by	Effective Date	Amendment Summary
1	I	Board	July 02, 2025	Policy drafted and approved

### Document Review Cycle

S. No.	Next review date	Amendment Summary
1	1st Board Meeting of every Financial Year	CSR Committee

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