



DB Corp Ltd

Corporate Social Responsibility ('CSR') Policy

[Pursuant to Section 135 of the Companies Act, 2013, Companies (Corporate Social Responsibility Policy) Rules, 2014 and Schedule VII to the Companies Act, 2013]

| Document Approval Matrix | |
|---------------------------------|---|
| Version | 4 |
| Reviewed by | Chief Financial Officer and Company Secretary |
| Recommended by | Corporate Social Responsibility Committee ('CSR Committee') of the Board of Directors |
| Approved by | Board of Directors of D. B. Corp Limited |

Preamble

D. B. Corp Limited, as an organization, has been a socially responsible corporate since inception of Dainik Bhaskar. Operating in the field of Newspaper publication, the organization has always prioritized creation of a better and well informed community. We, at this organization, have actively carried out mass movements through our editorial and on-ground campaigns on various social issues like 'Beti Bachao Andolan', 'Save Water', 'Green Ambulance', etc. The Company has its own team of CSR, who are working throughout the year on various CSR activities in different States where the Company has operations. Education, Healthcare, Environment, betterment of under-privileged people, Nature conservation, National Heritage have been the focus areas related to which many of our CSR activities have been undertaken.

Objectives

With introduction of CSR regulations under the Companies Act, 2013 and corresponding Rules, corporates have been legally mandated towards their social responsibility. This CSR Policy contains the guiding principles for selection, implementation and monitoring of the Company's CSR activities as well as formulation of the Annual Action Plan. It includes the approach and direction given by the Board of Directors, based on the recommendations of its CSR Committee.

This policy shall be read in line with Section 135 of the Companies Act, 2013, Schedule VII to the Companies Act, 2013, Companies (Corporate Social Responsibility Policy) Rules, 2014 and such other rules, regulations, circulars and notifications (collectively referred hereinafter as 'Regulations') as may be applicable and as amended from time to time and will, inter-alia, provide for the following:

- Establishing a guideline for compliance with the provisions of Regulations as aforesaid to dedicate a certain percentage of company's profits for social welfare projects.
- Ensuring the implementation of CSR initiatives in letter and spirit through appropriate procedures and reporting.

Scope

This Policy shall apply to all CSR projects/programmes/activities undertaken by the Company as per Schedule VII of the Act.

Definitions

- (a) 'the Act' means the Companies Act, 2013 as amended from time to time.
- (b) 'the Company' means D. B. Corp Limited ('DBCORP').

- (c) 'the Board' means Board of Directors of the Company or DBCORP.
- (d) 'Corporate Social Responsibility' means the activities undertaken by the Company in pursuance of its statutory obligation laid down in section 135 of the Act in accordance with the provisions contained in the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time (the 'Rules') but does not include certain activities as mentioned under these Rules.
- (e) 'CSR Policy' means this policy, as amended from time to time.
- (f) 'CSR Committee' means the Corporate Social Responsibility Committee of the Board of Directors of the Company referred to in Section 135 of the Act as amended from time to time.
- (g) '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.
- (h) 'Net Profit' means the net profit of the Company as per its financial statement prepared in accordance with the applicable provisions of the Act.
- (i) 'Ongoing Project' means a multi-year project undertaken by the Company in fulfillment 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 of Directors of the Company based on reasonable justification.
- (j) 'International Organization' means an organization notified by the Central Government as an international organization under section 3 of the United Nations (Privileges and Immunities) Act, 1947 (46 of 1947), to which the provisions of the Schedule to the said Act apply.

Words and expressions used and not defined in this policy but defined in the Act or the Rules shall have the meaning respectively assigned to them in the Act or the Rules.

CSR Activities

The Policy recognizes that corporate social responsibility is not merely compliance; it is a commitment to support initiatives that measurably protect environment, spread/promote education and improve the lives of the underprivileged. CSR Activities that may be undertaken by the Company may include all the items or activities that are recognized as such under Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time, read with Schedule VII of the Act.

The activities that may be undertaken as CSR activities by the Company in terms of Schedule VII to the Act as amended upto date are as follows:

- i. 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;
- ii. promotion of education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- iii. 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;
- iv. 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;
- v. 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;
- vi. 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;
- vii. training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports;
- viii. contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES 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;
- ix. (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

(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).

- x. rural development projects.
- xi. slum area development.

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 the time being in force.

- xii. disaster management, including relief, rehabilitation and reconstruction activities.

The abovesaid entries as per Schedule VII must be liberally interpreted so as to capture the essence of the subjects enumerated in the said Schedule. These entries are broad-based and are intended to cover a wide range of activities. Clarifications/ notifications issued by the Ministry of Corporate Affairs from time to time shall be referred to determine whether any activity is covered under prescribed activities mentioned under Schedule VII to the Companies Act, 2013 or not.

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

The following activities shall not be considered as CSR Activities:

- (i) activities undertaken in pursuance of normal course of business of the company,

Provided that any company engaged in research and development activity of new vaccine, drugs and medical devices in their normal course of business may undertake research and development activity of new vaccine, drugs and medical devices related to COVID-19 for financial years 2020-21, 2021-22, 2022-23 subject to the conditions that:

- such research and development activities shall be carried out in collaboration with any of the institutes or organisations mentioned in item (ix) of Schedule VII to the Act;
- details of such activity shall be disclosed separately in the Annual Report on CSR included in the Board's Report;

- (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;
- (vi) activities carried out for fulfillment of any other statutory obligations under any law in force in India;

The Geographic Reach

The Act provides that the Company shall give preference to the Local Area and areas around where it operates for spending the amount earmarked for Corporate Social Responsibility. The Company will thus give preference to conducting CSR activities in the States where it has its operations. However, the Committee may identify such areas other than stated above, as it may deem fit and recommend it to the Board for undertaking CSR Activities.

CSR Implementation

The Company shall undertake the CSR activities either on its own or through implementing agencies ('IAs').

The implementing agencies have to be as follows:

- a company established under section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and 80G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company; or
- 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
- any entity established under an Act of Parliament or a State legislature; or
- a company established under section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or 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.

The Company shall ensure that the aforesaid IAs are registered with the Central Government by filing the form CSR-1 electronically with the Registrar in order to be eligible to carry out the CSR activities on behalf of the Company.

The Company may engage international organisations for designing, monitoring and evaluation of the CSR projects or programmes as per this CSR policy as well as for capacity building of its own personnel for CSR.

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 the CSR Rules.

The Board shall satisfy itself that the funds so disbursed have been utilised for the purposes and in the manner as approved by it and the Chief Financial Officer or the person responsible for financial management shall certify to that effect.

In case of on-going project, the Board shall monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall be competent to make modifications, if any, for smooth implementation of the project within the overall permissible time period.

Annual Action Plan:

The CSR Committee of the Board shall frame an Annual Action Plan ('AAP') in pursuance to this policy and recommend the same to the Board for its review and approval.

The AAP shall comprise of 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 as specified under Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time;
- (c) the modalities of utilisation 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.

The guiding principles required to formulate the AAP are as follows:

- CSR programs shall not include activities as restricted under the CSR Rules as amended from time to time.
- The preference for CSR programs is to be given to local areas and areas around the Company's operations.
- The CSR activities may be carried out directly or through implementing agency/ies.
- Payments to implementing agencies or to vendors should be milestone-based.

- All the guiding principles as required to be followed for implementing and monitoring the CSR activities shall also be followed while formulating the AAP.
- AAP plan shall be Simple, Action-oriented, Measurable, Relevant and Time-bound.

During any financial year, the AAP of the Company may be modified to include any unbudgeted expenditure, either on account of new project(s) or due to increase in the outlay for approved project(s).

Based on the reasonable justification, the Board may alter any such AAPs during the year pursuant to the recommendation of the CSR Committee.

CSR Funding, Allocation and Transfer – Guiding Principles

The Board shall ensure that the Company spends **at least two percent (2%)** of the average net profits of the Company made during the three immediately preceding financial years, calculated in accordance with the relevant Sections of the Companies Act, 2013 read with the Rules made thereunder as amended from time to time.

The Board shall ensure that the administrative overheads **shall not exceed 5%** of total CSR expenditure of the company for the financial year.

The Company can spend **up to 2%** of the total CSR expenditure for the financial year or Rs. 50 Lakh, whichever is higher, on undertaking impact assessment of its CSR projects having outlays of Rs. 1 Crore or more, and which have been completed not less than one year before undertaking the impact study.

For an ongoing project, if any amount budgeted to be spent for the year remains unspent, then such an unspent amount will be allocated towards such ongoing project for spending during the three succeeding financial years and will be transferred to the Unspent Corporate Social Responsibility account opened with a scheduled bank by the Company within 30 days from the end of the financial year. **For other projects**, such amount will be transferred to a fund specified in Schedule VII within 6 months of the expiry of the financial year.

Any surplus arising out of the CSR activities shall not form part of the business profit of the Company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR policy and Annual Action Plan of the Company or shall be transferred to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.

Where the Company spends an amount in excess of its statutory CSR spent, such excess amount may be set off against its statutory CSR Spent up to immediate succeeding three financial years subject to the conditions that:

- (a) the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any, as mentioned above.

- (b) The said excess amount shall be disclosed in the CSR Report in the prescribed format, forming part of the Board's Report.
- (c) the Board shall pass a resolution to that effect.

The CSR amount may be spent by the Company for creation or acquisition of a capital asset, which shall be held by:

- (a) a Company established under section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects and CSR Registration Number under sub-rule (2) of rule 4; or
- (b) beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or
- (c) a Public authority.

Provided that any capital asset created by the Company prior to the commencement of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, shall within a period of 180 days from such commencement comply with the requirement of the said Rules, which may be extended by a further period of not more than ninety days with the approval of the Board based on reasonable justification.

Monitoring and Reporting Framework

In compliance with the Act and to ensure funds spent on CSR Activities are creating the desired impact on the ground, a comprehensive Monitoring and Reporting framework has been put in place.

- (a) The IAs shall report on quarterly basis on the developments of the CSR Activities and utilization of funds allocated to the respective CSR Activities.
- (b) The CSR Committee shall monitor and review the progress w.r.t. the CSR Activities or projects on regular basis or whenever required. Also, the CSR Committee shall update the Board of the progress w.r.t. CSR Activities at the suitable intervals.
- (c) In case of any deviations in the implementation as mentioned in the AAP, the same shall be reported to the Board by the CSR Committee and any changes or the deviations need to be approved by the Board.
- (d) The Board's Report shall contain an Annual Report on CSR comprising of the details as required under the Act and the Rules as amended from time to time.
- (e) The Company shall carry out impact assessment through an Independent Agency of the CSR projects having outlay of Rs. 1 Crore or more where average CSR obligation of the Company is Rs. 10 Crore or more for three immediately preceding financial years. The project which has been completed not less than one year before undertaking the impact study shall be subject to impact assessment.

- (f) The report of the impact assessment shall be placed before the Board and shall be annexed to the Annual Report on CSR.
- (g) The Board will satisfy itself that the CSR funds so disbursed have been utilised for the purposes and in the manner as approved by it and the Chief Financial Officer or Finance Head will certify the same to that effect.

CSR Committee

Composition of the CSR Committee:

The CSR Committee of the Board comprises of the following members:

| Sr. No. | Name of the Committee Member | Position held | Nature of Directorship |
|----------------|-------------------------------------|----------------------|-------------------------------|
| 1. | Ms. Anupriya Acharya | Chairperson | Independent Director |
| 2. | Ms. Paulomi Dhawan | Member | Independent Director |
| 3. | Mr. Girish Agarwal | Member | Non-executive Director |
| 4. | Mr. Pawan Agarwal | Member | Deputy Managing Director |

Role of the CSR Committee:

- (a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy and any amendments thereto in compliance with Section 135 of the Companies Act, 2013;
- (b) Identify the CSR activities to be undertaken by the Company in terms of Schedule VII to the Companies Act, 2013;
- (c) Institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company;
- (d) Recommend the amount of CSR expenditure to be incurred on the earmarked CSR activities;
- (e) Monitor the implementation of the CSR Policy from time to time;
- (f) Formulation and recommendation to the Board of an Annual Action plan as per the provisions of the Act;
- (g) Recommendation of any alteration in the Annual Action Plan at any time during the year and update, if any, required to the CSR policy;
- (h) Identify projects of the Company as 'Ongoing Projects' as per the provisions of the Act and recommend the same to the Board;
- (i) Appoint a third party to undertake Impact assessment for eligible CSR Projects;
- (j) Formulate and recommend to the Board for its approval and implementation, the Business

Responsibility and Sustainability Policy of the Company;

- (k) To undertake periodical assessment of the Company's ESG performance;
- (l) To review and recommend to the Board the Business Responsibility and Sustainability Report (BRSR) to be included in the Annual Report of the Company;
- (m) Such other functions as contained in the Listing agreement / Listing Regulations, as amended from time to time or under any statutory obligation or as the Board delegates.

Role of the Board of Directors

- (a) After considering the recommendations made by the CSR Committee, approve the CSR Policy and Business Responsibility and Sustainability Policy for the Company or any amendments made to it from time to time.
- (b) Ensure that the CSR activities included in this CSR Policy are undertaken by the Company.
- (c) Ensure that in each financial year the Company spends at least 2% of the average net profits of the company made during the three immediately preceding financial years, calculated in accordance with Section 198 of the Act, in pursuance of its CSR policy. Further, while spending the amount earmarked for CSR activities, preference should be given to local areas and areas of the Company's operations.
- (d) As per Section 135 of the Act, specify the reasons for under-spending the CSR amount, if any, in the Board's Report.
- (e) Ensure noting of certificate received from CFO regarding utilization of funds for the purposes and in manner as approved by the Board.
- (f) Take note of the findings of the Impact assessment undertaken by third parties for eligible CSR projects.
- (g) Ensure that the principles called National Guidelines on Responsible Business Conduct (NGRBC) established by the Ministry of Corporate Affairs (MCA), Government of India are adopted and implemented by the Company to perform the requirements of the regulatory compliance in respect of the ESG (Environmental, Social and Governance) framework used to assess the business practices and performance of the Company on various sustainability and ethical issues.
- (h) Take note of the periodical assessment of the Company's ESG performance done by the CSR Committee
- (i) To review and approve the Business Responsibility and Sustainability Report as recommended by the CSR Committee to be included in the Annual Report of the Company.

Website Disclosure

The Board shall mandatorily disclose the following on the website of the Company:

- Composition of the CSR Committee;
- CSR Policy; and
- Projects approved by the Board

Amendments to the Policy

This CSR Policy would be subject to revision/ amendment by the Board on its own or on the recommendations of the CSR Committee or else in accordance with the Regulations on the subject as may be issued by the relevant statutory authorities from time to time.

Any revision/amendment to the Policy as a result of such regulatory changes can be carried out with the approval of the Managing Director / Deputy Managing Director of the Company and it shall be placed at the next meeting of the Board for its information and ratification.

Effective Date

This version of CSR Policy is effective from January 25, 2024.

Date of the meeting of the Board which ratified / approved this version

January 25, 2024.
