

S.B. RESSELLERS PRIVATE LIMITED

CSR POLICY FY 2025-26

1. Preface

Corporate Social Responsibility (CSR) is the way and mean through which corporates can repay the obligations made by the Society by contributing the resources in its various forms as required for the efficient operation of the Business. Corporate Social Responsibility is strongly connected with the principles of sustainability. Organization should make decisions based not only on financial or operational factors, but also on the social and environmental consequences. Therefore, it is the core corporate responsibility of the Company to practice its corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting the interests of its stakeholders.

2. Objective and Purpose

The key purpose of this Policy is to:

- Outline the development areas in which the Company shall get involved in.
- Define governance structure for CSR management within the Company.
- Serve as a guiding document aiding in identification, execution and monitoring the CSR projects.
- Describe the treatment of surpluses from CSR activities.

3. Applicability

CSR Policy is applicable to S.B. Resellers Private Limited (referred to as "SBR") which are mandated with the CSR expenditure obligations as per Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.

4. Scope of CSR Policy

This Policy applies to all CSR projects that will be undertaken by SBR and shall fulfil all the requirements of Section 135 of the Companies Act, 2013. SBR shall ensure all these activities are over and above the normal course of business and are in line with Schedule VII of the Companies Act, 2013. This Policy will be periodically reviewed and updated in line with the relevant codes of legislation and best practices that can be adopted by SBR.

5. Areas to Emphasize

SBR has broadly selected four areas of focus under its CSR activities, as under:

Education:

- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects.

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;
- 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

Medical and other Welfare

- Providing medical relief and rehabilitation to communities who either don't have access to quality health care or cannot afford it;
- Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- 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;
- 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;
- 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.

Emergencies and Natural Calamities

- SBR shall provide relief, support, rehabilitation etc. in case of natural calamities or emergencies.

6. Undertaking CSR activities

SBR will undertake CSR activities either in partnership with not for profit, registered trusts/ societies/other body corporates who are engaged in activities or programs which fall within the purview of SBR's CSR Policy and areas of focus, or directly through a trust it may set up in future for the purpose or both.

7. Governance Structure:

Board of Directors of SBR is responsible & accountable for implementing and administering CSR Policy & projects undertaken, in compliance with the requirements of Section 135 of the Companies Act, 2013.

8.1. CSR Committee;

Mr. Prafulla Vinayak Shirgaokar, Director, Chairman

Mr. Sachin Rajendra Shirgaokar, Managing Director - Member

Mr. Sohan Sanjeev Shirgaokar, Joint Managing Director - Member

8.2. CSR Team:

Dedicated CSR team shall be constituted from among the employees at SBR, for implementing the CSR Policy and shall work under the guidance of CSR Committee and will be mainly responsible for:

- Execution of CSR Policy.
- Identify projects and key initiatives pursuant to CSR Policy.
- Facilitating allocation of funds to the projects as identified for CSR activities.
- Monitoring CSR Projects to establish effectiveness of CSR efforts and appraise the same to CSR Committee.
- Compilation of information & preparation of Annual Reports on CSR activities and presenting the same to the Committee.
- Any other activity necessary to ensure achievement of CSR objectives.

9. CSR Budget

The total budget for the CSR projects in each financial year will be decided by the Board of Directors in accordance with applicable provisions of the Act and the CSR Rules. The Board shall propose to distribute the budget among the Areas to Emphasize or such of them as the CSR Committee may deem fit in each financial year, in such proportion and in a manner that meets the objectives of the CSR Policy.

For any reason if the CSR team is not able to follow the allocation agreed on in any of the Areas to Emphasize described above, the same shall be utilized in such other Areas to Emphasize as the CSR team may recommend with the reasons therefor, Committee may approve.

10. Implementation Process

10.1 CSR Contributions:

The Company will endeavour to contribute and spend at least 2% of the average net profits of the Company made during the three immediately preceding financial years or such amount as may be recommended by the Board/ Committee from time to time in pursuance of this Policy.

10.2 Compliance, Monitoring and Reporting

10.2.1 Compliance

CSR Team will plan, implement, monitor and manage all CSR projects & activities for SBR and will work closely with the Committee.

The CSR Team will formulate implementation plans for the projects specifying the following:

- Activities to be undertaken.
- Budgets proposed.
- Time frame for implementation.
- Responsibilities and authorities for implementation.
- Results expected to be achieved post implementation

10.2.2 Monitoring

The CSR Team will monitor the implementation and progress of the approved projects through appropriate mechanisms such as site visits, review meetings and progress reports etc. Mechanisms to track data and monitor projects will be established to ensure the transparency and efficiency of the implementation process. The projects will be evaluated against the milestones defined in the implementation plan of the project.

10.2.3 Reporting

The Committee, based on reports presented by the CSR Team, will annually publish report on the CSR projects as a part of the Director's report. The report will disclose information in the format as prescribed by the Section 135 of the Companies Act 2013. The Committee shall also submit a responsibility statement to the Committee that the implementation and monitoring of the CSR Policy is in compliance with the approved CSR Policy of the Company.

The CSR Policy on being approved by the Committee shall be displayed on the website of the Company and any modifications carried out from time to time shall also be updated on the website of the Company respectively.

11. Treatment of Funds

As per the provision of Section 135 of Companies Act, 2013, if the company fails to spend amount as required under the section, the Committee shall, in its report specify the reasons for not spending the amount and, transfer such unspent amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.

Provided also that if the company spends an amount in excess of the requirements, company may set off such excess amount against the requirement to spend succeeding financial years.

Any surplus generated from CSR projects undertaken by SBR w.e.f. 2025-26 will be tracked and channelized into SBR's CSR corpus. These funds will be further used in development of the CSR projects and will not be added to the normal business profits.

For and on behalf of the CSR Committee

S.B. Resellers Private Limited

Sd/-

Mr. Prafulla V. Shirgaokar

Chairman.