

LAPIS INDIA CAPITAL ADVISORS PRIVATE LIMITED

**CORPORATE
SOCIAL
RESPONSIBILITY
[CSR]
POLICY**

This Corporate Social Responsibility Policy (“the CSR Policy”) has been framed in accordance with the Section 135, Schedule VII of the Companies Act, 2013 and Rules made therein by Lapis India Capital Advisors Private Limited (the Company), which is a Private Limited Company incorporated on 10th March 2016 under the Companies Act, 2013 having its registered office and its corporate office at Unit No 301 to 306, 3rd Floor, Makhija Chamber, 196 Turner Road, Bandra (West), Mumbai 400050.

Unless the context otherwise requires, the definitions mentioned in the Companies Act 2013, shall apply to this CSR Policy-

- a. “Act” means Companies Act, 1956/Companies Act, 2013 (as applicable), as amended and modified from time to time.
- b. “Board” or “Board of Directors” means the board of directors of the Company.
- c. “Company” means Lapis India Capital Advisors Private Limited.
- d. “CSR” means Corporate Social Responsibility.
- e. “CSR Regulations” means Section 135 of the Act (as amended from time to time), the CSR Rules (as amended from time to time) and the notifications and circulars issued by the Ministry of Corporate Affairs from time to time collectively.
- f. “On-going Project” means a multi-year project, stretching over more than one financial year; having timeline not exceeding three years excluding the year of commencement Includes such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the Board based on reasonable justification.
- g. “Policy” or “This Policy” means the CSR Policy of the Company, as amended from time to time.

This Corporate Social Responsibility Policy (“CSR Policy”) has been framed by Lapis India Capital Advisors Private Limited (the Company) in accordance with the Section 135, Schedule VII of the Companies Act, 2013 and Rules made therein.

Unless the context otherwise requires, the definitions mentioned in the Companies Act 2013, shall apply to this CSR Policy.

INTRODUCTION:

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 Lapis India Capital Advisors Private Limited (“Company”) and forms an integral part of our activities. Being a responsible corporate citizen, Company is committed to perform its role towards the society at large. In alignment with its vision, the Company always works towards adding value to Society by going beyond business goals and contributing to the wellbeing of the community through CSR projects / programs, in true letter and spirit.

The initiatives taken by the Company are in accordance with projects / programs relating to activities specified under Schedule VII to the Companies Act, 2013 (“Act”) and Section 135 of the Companies Act, 2013.

OBJECTIVES OF THE POLICY:

The policy would pertain to all activities undertaken by Company towards fulfilling its corporate social responsibility objectives. The policy would also ensure compliance with the provisions of Section 135 of the Companies Act, 2013, read with Schedule VII of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time and the notifications and circulars issued by the Ministry of Corporate Affairs from time to time.

The main objectives of the CSR Policy are as follows:

- To make CSR a key focus area for Lapis India Capital Advisors Private Limited and to ensure that the Company adheres to the legal framework in both letter and spirit
- To support initiatives that will enhance the quality of life and economic well-being of the communities in which we operate and society at large, by one or more of the focus areas as outlined in Schedule VII to the Companies Act, 2013.
- To generate goodwill and recognition among all stake holders of the company.

CONSTITUTION OF CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

Pursuant to the provisions of Section 135 of the Act, the Board of Directors shall constitute the Corporate Social Responsibility (CSR) Committee. The Members of CSR shall be appointed by the Board of Directors of the Company which must consist of at least two or more Directors. Accordingly, the constitution of CSR Committee formed by Lapis India Capital Advisors Private Limited is as follows:

Sr. No.	Name of the member	Designation in committee	Designation in Lapis India Capital Advisors Private Limited
1.	Mr. Prakash Kalothia	Chairman	Managing Director
2.	Mr. Kunal Rakshit	Member	Director

ROLE AND RESPONSIBILITIES OF COMMITTEE:

To effectively implement the objectives of the Company with respect to CSR, the Committee is vested with the following role and responsibilities:

- a) To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII;
- b) To review and recommend the amount of expenditure to be incurred on the CSR activities to be undertaken by the company;
- c) To monitor the CSR policy of the Company from time to time;
- d) Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

MEETINGS OF THE COMMITTEE:

For smooth functioning of the Committee, the members shall meet as below to discuss such matters and to take such decisions as may be necessary:

- a) The CSR Committee shall hold a minimum one meeting in a year.
- b) The members of the Committee may mutually agree between them regarding time and place for the said meetings.
- c) The quorum for the CSR Committee Meeting shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher.
- d) The Members of the Committee may participate in the meeting either in person or through video conferencing or other audio visual means as may be convenient.

CSR AMOUNT TO BE SPENT:

- a) Company has undertaken to spend at least two (02) per cent of the average net profit made during the three (03) immediately preceding financial years on specific CSR projects and programs in compliance to the Companies Act, 2013.
- b) In the event of the company failing to spend the allocated annual budget, reasons for not spending will be provided in the Company's Annual Report.
- c) The computation of average net profits will be carried out in accordance with the provisions of Section 198 of the Companies Act, 2013.
- d) The unutilized CSR budget pertaining to the "on-going project", from the two (02) per cent of the average net profit if any, will be transferred to a separate bank account within 30 days from the end of financial year.

- e) The Board shall make disclosures in the Annual Report as per clause (o) of sub-section (3) of section 134 including particulars specified in annexures to the CSR Rules.
- f) Surplus arising out of CSR projects, programs or activities shall not form part of the business profits of the Company. Instead, the same will be further deployed for future CSR projects only

CSR EXPENDITURE:

Net profit for the purpose of allocation towards CSR means profit specifically described under Rule 2(f) of the CSR Rules. The CSR expenditure shall include all expenditure including contribution to projects or programs relating to CSR activities approved by the Board of Directors on the recommendation of its CSR Committee but does not include any expenditure on an item not in conformity with activities stated under Schedule VII of the Act.

MANNER IN WHICH THE AMOUNT SPENT PERTAIN TO THE FINANCIAL YEAR 2023-24 IS DETAILED BELOW:

(Amount in ₹ '000')

Sr. No.	CSR project or Activity Identified	Sector in which the project is covered as per schedule VII & SDG.	Projects or Programs (Local Area and State)	Amount Outlay (Budget) Project or Program wise	Cumulative expenditure upto the reporting period	Amount Spent Direct or Through Implementing Agency
1	Promoting Education	Promoting Education; employment enhancing vocational skills	Salaam Bombay	500	500	500
2	Promoting Education	Promoting Education; employment enhancing vocational skills	The Nand and Jeet Khemka Foundation	800	800	800
3	Promoting Education	Promoting Education; employment enhancing vocational skills	Indian School of Business	302	302	302

EXCESS AMOUNT FOR SET OFF

Sr. No	Particulars	(Amount in ₹ '000')
(i)	*Two percent of average net profit of the company as per section 135(5)	1,602
(ii)	Total amount spent for the Financial Year	1,602
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

** Two percent of average net profit of the company as per section 135(5) is INR 2,383/- (Amount in thousands). Excess contribution from previous years (i.e. F.Y. 2023-2024) set-off in the current financial year amounting to INR 781/- (Amount in thousands). Balance contribution post set-off is INR 1,602 (Amount in thousand).*

CSR INITIATIVES:

Pursuant to Schedule VII of the Act and the CSR Rules, the Company shall undertake CSR activities included in its Annual CSR Plan, as recommended by the CSR Committee. The Committee is authorized to approve any modification to the existing Annual CSR Plan or to propose any new program during the financial year under review.

ANNUAL CSR PLAN:

- The prescribed outlay on CSR as per the Companies Act and related rules as amended from time to time;
- Key CSR activities proposed to be undertaken during the year, including analysis of their eligibility for classification as CSR under the Act and related rules as amended from time to time, their conformity with the CSR Policy and their implementation schedules;
- Proposed outlay on each activity including expenditure on administrative overheads both directly and indirectly including employee costs;
- Activities to be undertaken by the Company directly;
- Activities to be undertaken by other entities and Company's contribution to such entities;
- Aggregate proposed outlay and reasons for shortfall, if any, compared to the prescribed outlay;
- The authority to incur expenditures under the above plan shall be as per the approved delegation of financial powers in the Company;

- h) Funds would be disbursed either in tranches or as one-time payment. The terms, conditions and timing of disbursement would be conditional upon the nature and requirement of the CSR project or programme.

REPORTING:

The contents of the CSR Policy shall be included in the Directors' Report and the same shall be displayed on the Company's website, if any.

MONITORING MECHANISM:

The Board of Directors shall constantly monitor the implementation of the CSR activities. The CSR committee shall place a progress report, including details of expenses, before the Board on quarterly basis. The Board shall review the same and suggest recommendation, if any, to the committee with regard to implementation process.

MANAGEMENT COMMITMENT:

Our Board of Directors and all our employees subscribe to the philosophy of compassionate care. We believe and act on an ethos of generosity and compassion, characterized by a willingness to build a society that works for everyone. This is the cornerstone of our CSR policy.

Our Corporate Social Responsibility policy conforms to the relevant section of the Corporate Social Responsibility, Rules made under Companies Act, 2013 and amendment(s) to be made thereto in future.

AMENDMENTS TO THIS POLICY:

The Board of Directors on its own and/or as per the recommendations of CSR Committee can amend this Policy, as and when required or deemed fit. The provisions of this CSR Policy would be subject to revision/amendment in accordance with the provisions of the Act, as may be issued from relevant statutory authorities, from time to time.

SIGNED BY COMMITTEE MEMBERS:

1. Prakash Kalothia, Chairman _____

2. Kunal Rakshit, Member _____