



WINNER OF



FIE FOUNDATION  
AWARD



CIN:-L29299PB1994PLC014605

**Marshall** Machines Limited

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**MARSHALL AUTOMATION AMERICA, INC.**

Suite #23, 2885 North Berkeley Lake Road, NW,  
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## CORPORATE SOCIAL RESPONSIBILITY ("CSR") POLICY

(as approved by the Board of Directors in their  
Meeting held on 11.03.2019)



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**CORPORATE SOCIAL RESPONSIBILITY POLICY**

**LEGISLATION**

Section 135 of the Companies Act, 2013 read with Schedule VII of the said Act and the Companies (CSR) Rules, 2014 along with the Companies (Amendment) Act, 2017, made it mandatory for prescribed class of companies to contribute at least 2% of the average net profits of the company made during the three (3) immediately preceding financial years in pursuance of its Corporate Social Responsibility Policy ('CSR Policy') managed through Corporate Social Responsibility Committee ('CSR Committee') constituted by the Board of Directors of the such company.

The provisions with respect to Corporate Social Responsibility as specified under the Companies Act, 2013 are applicable to companies fulfilling any one of following requirement:

- ❖ Having Net Worth of Rs. 500 Crores or more; or
- ❖ Having Turnover of Rs. 1000 Crores or more; or
- ❖ Having Net Profit of Rs. 5 Crores or more

During immediate preceding financial year. In terms of above said legislation and rules made there under, our company falls under mandatory provisions for Corporate Social Responsibility.

**KEY WORDS & MEANING**

1. "Act" shall mean the Companies Act, 2013, including any modification(s), amendment(s) or re-enactment thereof.
2. The Companies (Amendment) Act, 2017 shall mean, an act to further amend the Companies Act, 2013, including any modification(s), amendment(s) or re-enactment thereof.
3. "Approval 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.
4. "Board" shall mean the Board of Directors of the Company.
5. "CSR Annual Plan" shall mean the annual plan detailing the CSR expense for the year.
6. "CSR Committee" shall mean the Corporate Social Responsibility Committee constituted by the Board of Company in accordance with the Act.

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

**CSR 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 company 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") along with the Companies (Amendment) Act, 2017.

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE ("CSR COMMITTEE")**

In view of above mentioned legislation, the Board has constituted a Corporate Social Responsibility Committee ("CSR Committee") in its meeting held on 14.11.2018 having following Members:

Sr. No.	Name of Directors	Designation- In Company	Designation-In CSR Committee
1.	Mr. Gaurav Sarup	Managing Director	Member
2.	Mr. Prashant Sarup	Whole Time Director	Member
3.	Mr. Satvinder Singh	Independent Director	Member

The Committee Members may elect among themselves, the Chairman of the Committee.

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**ROLE OF THE CSR COMMITTEE**

- I. Draft the CSR Policy and recommend the same to the Board for its approval.
- II. Review and recommend any new CSR initiatives to be taken up by the Company.
- III. Review the progress of CSR projects already undertaken by the Company and the utilization of budgets for each such projects.
- IV. Review and recommend the CSR report to be included in the Board's Report.
- V. Review and recommend any amendments to be made in the CSR policy of the Company.
- VI. To carry such other functions as may be delegated to it by the Board relating to activities of the Company.

**LIST OF ACTIVITIES/PROJECTS**

The Company may undertake any one or more of the following activities, as mentioned in the Schedule VII of the Companies, 2013 and Rules made thereunder, as may be recommended by the CSR Committee of the Board and as approved by the Board of Directors from time to time depending on the resources and opportunities available:

- I. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government from promotion of sanitation and making available safe drinking water;
- II. Promotion of education, including special education and employment and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- III. Promoting gender equality and empowering women e.g. 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. Reducing child mortality and improving maternal health;
- V. Combating human immunodeficiency virus, acquired immune deficiency syndrome, malaria and other diseases;

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VI. 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;

VII. Employment enhancing vocational skills;

VIII. Social business projects;

IX. 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;

X. Measures for the benefit of armed forces veterans, war widows and their dependents;

XI. Training to promote rural sports, nationally recognized sports, Paralympics and Olympic sports;

XII. Contribution to 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;

XIII. Contribution or funds provided to technology incubators located within academic institution which are approved by the Central Government;

XIV. Rural development projects;

XV. Slum area development projects;

Explanation: For the purpose of this item, the term 'slum area' shall mean any area declared as such by Central/State Govt. or any other competent authority under any law from time to time being in force.

XVI. Any other activities, which may be included Schedule VII from time to time.

**QUANTUM OF AMOUNT TO BE SPENT ON CSR ACTIVITIES**

I. The Company shall strive to spend in every financial year at least 2% (two percent) of the average net profits of the Company made during the three immediately preceding financial years. The average net profits shall be calculated in accordance with section 198 of the Companies Act, 2013.

II. Any surplus arising and/or additional revenue generated out of CSR Activities undertaken by the Company shall not form part of the business profit of the Company and same shall be spent for undertaking CSR Activities only.

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III. Any amount remained unspent, if any, or spent in excess of the mandatory requirement in any financial year, will be adjusted in the subsequent year with the approval of the CSR Committee.

**EXCLUSION OF PROJECTS/PRGRAMS**

I. The activities undertaken by the Company in pursuance of its normal course of business shall not be considered as CSR activities.

II. Any contribution of any amount directly or indirectly to any political party under Section 182 of the Act, by the Company shall not be considered as CSR activity.

III. The CSR projects or programs or activities that benefit only the employees of the Company and their families shall not be considered as CSR activities.

IV. CSR projects or programs or activities undertaken outside India shall not be considered as CSR activities.

**IMPLEMENTATION**

The project suggested by the CSR Committee will be implemented by the Company either itself or in partnership with the recognized NGOs, trusts or other accredited agencies or a company formed by the Company for this purpose.

**MONITORING MECHANISM**

The CSR Officer of the Company will coordinate/review the implementation of CSR activities at various areas and report to the Board through the CSR Committee. The CSR Committee shall meet at least once in a year to monitor the implementation of CSR Plan and its activities. The Committee shall ensure that the CSR Policy, as amended from time to time, is displayed on the Company's website.

The Company Secretary of the Company shall assist the CSR Committee and the Board for performing their respective duties under CSR Policy, any changes by the Government in the regulations governing the CSR activities. The Company shall provide necessary resources and human capital for implementation and effective monitoring of CSR Projects and Programs as may be directed by CSR Committee. The services of any external agencies or persons who have experience in the similar projects or programs undertaken or proposed to be undertaken by the company may also be made available for successful implementation of monitoring of the project.

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**REPORTING**

The CSR Committee shall place before the Board a draft annual report on CSR activities as per the specified format, in a Board meeting in the following year for Board's review and finalization. The Board shall include the annual report on CSR activities as per the format specified under the Rules in its report to the shareholders.

**AMENDMENT**

The CSR Policy of the Company may amend at any time by the Board of the Company on the recommendation of the CSR Committee. Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued by the Government from time to time.



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