

CORPORATE SOCIAL RESPONSIBILITY POLICY

INTRODUCTION:

Dinesh Engineers Limited (“**DEL**” or “**Company**”) is one of the premier telecom project management companies in India incorporated under the provisions of Companies Act, 1956 having its registered office at DEPL HOUSE, Neighbourhood Shopping Complex, Sector-4, Nerul, Navi Mumbai – 400 706, Maharashtra, India. DEL is committed to operate and grow its business in a socially responsible way. Our Company’s vision is to grow our business whilst reducing the environmental impact of our operations and increasing our positive social impact. Thus, DEL intends to achieve its business objectives along with participation in Corporate Social Responsibility (“**CSR**”) activities.

The Corporate Social Responsibility Policy (“**Policy**”) is formulated pursuant to Companies Act, 2013 (“**Act**”) along with Companies (Corporate Social Responsibility) Rules, 2014 (“**Rules**”) and has been recommended by the CSR Committee (*as defined herein below*) of the Board and adopted by the Board of Directors. The Policy forms part of DEL’s key business processes and is as per the recommendations of the CSR Committee (*as defined herein below*).

This Policy is aimed at providing a framework within which the DEL will endeavour to implement CSR activities in the society by addressing social and environmental concerns of the marginalized sections of the society.

This Policy outlines our CSR agenda. Our aim is to achieve responsible growth and we will inspire to bring this to life by encouraging people to take small everyday actions that will add up to make a big difference.

CONSTITUTION OF THE CSR COMMITTEE

In accordance with the Act, the Board of DEL has constituted the Corporate Social Responsibility Committee (“**CSR Committee**”) consisting of minimum 3 members, including at least one Independent Director.

The CSR Committee shall inter-alia perform the following functions:

- Formulate and recommend to the Board, a CSR Policy which shall indicate the frame work within which the proposed CSR activities would be undertaken;
- Select and approve CSR projects which will be identified based on the proposed thematic areas as provided under the Act and the Rules therein;
- Recommend the amount of expenditure to be incurred on the CSR projects; and
- Monitor the implementation of the CSR Policy from time to time and take such other action as it may deem fit in pursuance of the CSR vision of DEL.

CSR PRINCIPLES:

DEL’s CSR Policy is supported by the following principles:

1. We are committed to conducting our operations with integrity and respect, in the interest of our stakeholders.
2. We believe growth and environmental sustainability need not be conflicting. Our business model is designed to deliver sustainable growth. The inputs to the model are our people and our operations. The outputs to the model are sustained growth, lower environmental impact and positive social impact.
3. We collaborate and engage with different stakeholders including Governments, NGOs, IGOs, suppliers, farmers, and distributors to tackle the challenges faced by the society.

In accordance with Section 135(5) of the Act and Rules framed thereunder, DEL is committed to spend at least 2% of its average net profits made during the three immediately preceding financial years in some of the identified activities that are listed in Schedule VII (as amended) to the Act.

CSR PROJECTS/ PROGRAMMES:

In accordance with the CSR Policy of DEL following activities can be undertaken by the Company (singly or in combination of):

1. 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 for the promotion of sanitation and making available safe drinking water;
2. promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
3. promoting gender equality, empowering women, setting up homes and hotels 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;
4. 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;
5. 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;
6. measures for the benefit of armed forces veterans, war widows and their dependents;
7. training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;
8. 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;
9. contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
10. rural development projects.
11. 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.***)**

The aforesaid activities /Projects/ Programmes will be implemented/ undertaken either by the company directly or as specified under Rule 4(2) of Companies (Corporate Social Responsibility Policy) Rules, 2014.

SURPLUS OF CSR PROJECTS

In line with the guidelines provided by the Act, surplus, if any arising out of the projects or programs or activities shall not form part of the business profit of DEL and such surplus shall be invested in appropriate bank deposits, liquid funds and other instruments offering adequate safety and reliability and any interest income earned on the foregoing shall be utilized for CSR purposes.

IMPLEMENTATION AND MONITORING FRAMEWORK

DEL shall institute a transparent monitoring mechanism for implementation of the CSR projects/ programs / activities undertaken. For the said purpose, DEL will set-up an internal monitoring group. The internal monitoring group shall submit its report to the CSR Committee by way of a presentation over a period of 3 (three) months.

The CSR Committee through the internal monitoring group / team shall:

- Ensure that the CSR projects are implemented in terms of the CSR Policy of the Company.
- MIS process to be instituted for each of the projects. MIS shall be in the format approved by CSR Committee. The reporting format of DEL CSR projects shall include (but not limited to) itemized heads of expenditure incurred, overheads / cost incurred by DEL (if any), specific areas / geographies and beneficiaries' impacted, cumulative expenditure spent up to the reporting period.
- Closely monitor the implementation schedules of each of the projects; and where there has been delay in the implementation schedules, the reasons for delay to be looked into and addressed to the extent possible.
- Ensure all fund disbursement in respect of CSR programmes is directed only towards the projects / programmes set out in the CSR Policy and funds are released against verified utilizations through approved project plans.

The CSR committee may undertake periodic or surprise field visits, interact with the beneficiaries of the projects and undertake independent evaluation.

REPORTING

The CSR monitoring group shall prepare reports on a periodic basis (quarterly basis) and the said report shall provide a complete download on the activities and / or projects taken up under the CSR mandate and shall also incorporate therein the impact analysis of the CSR efforts.

Impact analysis / assessment shall be based on an objective evaluation of the CSR project's scope together with specific parameters (if any) and expected outcomes / outputs within the appropriate timelines.

CSR monitoring group shall also provide a consolidated 12 (twelve) months activity and impact report in the format prescribed in the Rules, which will be included in the Annual Report of the Company. The report on financial spending shall be duly audited by a competent Financial Auditor appointed by the Board.

ANNUAL ACTION PLAN

All the guiding principles as required to be followed for implementing and monitoring the CSR Activities shall also be followed while formulating the Annual Action Plan. The CSR Committee shall decide on the locations for CSR activities and formulate and recommend to the Board for approval a CSR annual action plan, which shall contain all matters which are required under Applicable Law and any other matters as the CSR Committee may deem fit from time to time.

The Board may modify the annual action plan as per the recommendations of the CSR Committee at any time during the financial year, based on reasonable justification.