
CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

ADCOUNTY MEDIA INDIA LIMITED



1. PREAMBLE

The Board of Directors ("Board") of Adcounty Media India Limited ("the Company") has adopted this Corporate Social Responsibility Policy ("Policy" or "CSR Policy") at its meeting held on June 12, 2024 pursuant to the provisions of Section 135 of the Companies Act, 2013 ("the Act") & the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time.

This Policy sets out the Company's philosophy and approach towards Corporate Social Responsibility, lays down the guiding principles for identifying and undertaking socially relevant projects, specifies the key areas of intervention in line with Schedule VII of the Companies Act, 2013, and establishes a robust governance structure for planning, approval, and execution of CSR initiatives. Further, the Policy defines the monitoring and reporting mechanism to ensure that the CSR activities are implemented effectively, aligned with the Company's objectives, and contribute meaningfully to the sustainable development of society and the environment.

2. DEFINITIONS & INTERPRETATIONS

- a) **"Act"** means the Companies Act, 2013, and includes any statutory modifications or re-enactments thereof.
- b) **"Board"** means the Board of Directors of Adcounty Media India Limited.
- c) **"Board's Report"** means the report prepared by the Company's Board of Directors under Section 134(3) of the Act.
- d) **"CSR" or "Corporate Social Responsibility"** means the responsibility of the Company to undertake activities in accordance with the provisions of Section 135 of the Act, the Companies (CSR Policy) Rules, 2014, as amended from time to time, and this Policy.
- e) **"CSR Activities"** mean such activities as are undertaken by the Company in pursuance of its statutory obligation under Section 135 of the Act, in accordance with Schedule VII of the Act, and as specified in this Policy.
- f) **"CSR Committee"** means the Corporate Social Responsibility Committee of the Board constituted in accordance with the provisions of Section 135 of the Act and SEBI (LODR) Regulations, 2015.
- g) **"CSR Expenditure"** means all expenditure (including contribution to corpus, projects, or programs relating to CSR activities approved by the Board) incurred by the Company on CSR Activities in accordance with the Act, Rules, and this Policy, but shall not include any expenditure not falling within the purview of CSR as defined under the Act and Rules.
- h) **"CSR Policy" or "Policy"** means this Corporate Social Responsibility Policy of the Company, including any amendments made thereto from time to time.
- i) **"Implementing Agency"** means any entity (such as a trust, society, or Section 8 company) duly registered with the Ministry of Corporate Affairs to undertake CSR activities on behalf of the Company.



- j) **"Net Profits"** mean the net profit of the Company as per Section 198 of the Act, but shall not include such sums as may be prescribed under Section 135(5) of the Act and the CSR Rules.
- k) **"Ongoing Project"** means a multi-year project undertaken by the Company in fulfilment of its CSR obligation, having a timeline not exceeding three years excluding the financial year in which it was commenced, and which shall comply with Rule 2(1)(i) of the Companies (CSR Policy) Rules, 2014.
- l) **"Rules"** mean the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.
- m) **"Schedule VII"** means Schedule VII of the Act, which lists the activities that may be included by companies in their CSR initiatives.
- n) **"Unspent CSR Account"** means a special bank account opened by the Company in terms of Section 135(6) of the Act for transferring unspent CSR amounts relating to ongoing projects.

Words and expressions used in this Policy but not defined herein shall have the meaning as assigned to them in the Act, the Rules, or any statutory modification(s) thereto.

3. OBJECTIVE

The Company recognizes that its business activities and growth are interlinked with the well-being and sustainable development of the community and environment. Through its CSR initiatives, the Company seeks to:

- Contribute to inclusive growth and equitable development.
- Promote education, healthcare, environmental sustainability, skill development, and social welfare.
- Create a positive impact on society while aligning with national priorities and UN Sustainable Development Goals (SDGs).

4. CSR VISION

To actively contribute to the social and economic development of communities and create a better environment and sustainable livelihood that leads to an improved quality of life.

5. SCOPE & CSR ACTIVITIES

The CSR activities undertaken by the Company shall be in accordance with the provisions of Section 135 of the Companies Act, 2013, the Companies (Corporate Social Responsibility Policy) Rules, 2014, and shall fall within the scope of activities prescribed under Schedule VII of the Act. The broad areas of focus shall include, but shall not be limited to, the following:

1. Education & Skill Development

- o Promoting education, including special education and employment-enhancing vocational skills, especially among children, women, and differently-abled persons.



- Providing scholarships, educational aid, digital literacy support, and infrastructure support to schools, colleges, and training institutions.
- Supporting initiatives that improve access to quality education and enhance employability of youth.

2. Healthcare & Nutrition

- Promoting preventive and curative healthcare, sanitation, and access to safe drinking water.
- Supporting nutrition programs, maternal and child health initiatives, and awareness campaigns for healthy living.
- Organizing medical camps, health check-ups, and awareness drives for rural and underprivileged communities.

3. Environment & Sustainability

- Ensuring environmental sustainability through afforestation, conservation of natural resources, renewable energy promotion, and waste management initiatives.
- Encouraging adoption of green technologies and supporting biodiversity conservation projects.
- Promoting awareness campaigns for climate change mitigation and sustainable living practices.

4. Women Empowerment & Social Welfare

- Promoting gender equality, empowering women through vocational training, entrepreneurship support, and self-help group initiatives.
- Setting up homes, hostels, and livelihood support programs for women, elderly, and differently-abled persons.
- Supporting projects aimed at reducing inequalities in society and enhancing social welfare.

5. Rural Development & Community Support

- Undertaking projects for rural infrastructure development, livelihood enhancement, and poverty alleviation.
- Supporting community-based initiatives that improve quality of life in rural and semi-urban areas.
- Promoting financial literacy and inclusion in underdeveloped regions.

6. Other Permissible Activities

- Contributions to government funds such as the Prime Minister's National Relief Fund, PM CARES Fund, or any other fund set up by the Central or State Government for socio-economic development, relief, and welfare.
- Undertaking such other CSR activities as may be notified under Schedule VII of the Act from time to time.



6. CSR BUDGET

1. The Company shall allocate, in every financial year, a minimum of two percent (2%) of the average net profits of the Company made during the three immediately preceding financial years, calculated in accordance with the provisions of Section 135 of the Act and the applicable rules.
2. Treatment of Surplus
 - Any surplus arising out of CSR projects shall not form part of the business profits of the Company.
 - Such surplus shall be:
 - (a) ploughed back into the same CSR project, or
 - (b) transferred to the Unspent CSR Account and spent in pursuance of the CSR Policy and the annual action plan, or
 - (c) transferred to a Fund specified in Schedule VII of the Act, within the prescribed timelines.
3. Excess Expenditure
 - If the Company spends an amount in excess of the requirements under Section 135(5) of the Act, such excess amount may be set off against the requirement to spend in the succeeding financial years, subject to compliance with the prescribed rules.
4. Unspent CSR Amount
 - Any unspent CSR amount relating to an ongoing project shall be transferred to a special bank account called the "Unspent CSR Account" within 30 days from the end of the financial year, and shall be spent in pursuance of the CSR Policy within three financial years from the date of such transfer, failing which, the company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.
 - Any unspent CSR amount not relating to an ongoing project shall be transferred to a Fund specified in Schedule VII of the Act within six months from the end of the financial year.
5. The CSR Committee shall recommend the annual CSR budget and monitor utilization of funds, while the Board of Directors shall ensure compliance with statutory requirements.

7. IMPLEMENTATION

1. The Company shall undertake CSR projects and programs either:
 - Directly by the Company; or
 - Through its own foundation, registered trust, society, or a Section 8 Company established for this purpose; or
 - In collaboration with other companies, trusts, societies, or Section 8 companies, provided such entities are duly registered with the Ministry of Corporate Affairs and are



eligible to act as implementing agencies under the Companies (CSR Policy) Rules, 2014, as amended.

2. All implementing agencies engaged by the Company must be registered with the Central Government by obtaining a CSR Registration Number as mandated under the CSR Rules.
3. The Company may also collaborate with government bodies, international organizations, or other corporates for joint implementation of CSR projects, provided such projects are in line with Schedule VII of the Act.
4. Preference shall be given to local areas and regions in and around which the Company operates, while ensuring that CSR initiatives also benefit other parts of the country as per identified needs.
5. The CSR Committee shall be responsible for recommending the mode of implementation, identifying suitable projects, and ensuring due diligence of implementing partners prior to project initiation.

8. GOVERNANCE STRUCTURE

The CSR governance framework of the Company shall operate at two levels – the CSR Committee of the Board and the Board of Directors.

a) CSR Committee

The Board of Directors has constituted a CSR Committee in compliance with the provisions of Section 135 of the Act and the Companies (CSR Policy) Rules, 2014. The CSR Committee shall:

- Formulate and recommend to the Board the CSR Policy and any amendments thereto.
- Recommend CSR projects, programs, and the annual budgetary allocation for CSR expenditure.
- Approve the annual action plan in pursuance of the CSR Policy and recommend project implementation modalities.
- Monitor the implementation of CSR projects and programs from time to time and ensure adherence to approved timelines and budgets.
- Review the impact assessment reports, wherever applicable, and place the same before the Board.
- Ensure compliance with statutory obligations under the Act and LODR Regulations.

b) Board of Directors

The Board of Directors shall:

- Consider and approve the CSR Policy, including any modifications recommended by the CSR Committee.
- Disclose the contents of the CSR Policy in the Board's Report and on the Company's website, as required by law.
- Ensure that the CSR activities undertaken by the Company are in line with the approved Policy and fall within the scope of Schedule VII of the Act.

- Ensure that the Company spends the prescribed CSR amount in accordance with Section 135 of the Act, or provide reasons for any shortfall in spending in its Board's Report.
- Oversee the preparation of the Annual Report on CSR activities in the format prescribed under the Companies (CSR Policy) Rules, 2014 and other applicable provisions.

9. MONITORING AND REPORTING

- The CSR Committee shall monitor the implementation of CSR projects and ensure that the allocated funds are utilized in accordance with the approved CSR Policy and Annual Action Plan.
- The CSR Committee shall evaluate the effectiveness of CSR initiatives, track milestones, and recommend corrective measures, if required.
- An Annual Report on CSR activities shall form part of the Board's Report in the format prescribed under the Companies (CSR Policy) Rules, 2014, including particulars of the CSR Committee composition, amount spent, unspent CSR amount, and details of ongoing and completed projects.
- Where mandated, the Company shall also conduct impact assessments of CSR projects and include the results in its CSR reporting.

10. POLICY REVIEW

The CSR Committee shall review this Policy at least once every three years, or earlier in case of any significant regulatory amendments under the Act or Rules. The Committee may recommend suitable amendments to the Board as and when required to ensure alignment with applicable laws, evolving business priorities, and stakeholder expectations.

11. DISCLOSURES

This Policy shall be placed on the Company's website in accordance with the provisions of Section 135 of the Companies Act, 2013, the Companies (CSR Policy) Rules, 2014, and the SEBI (LODR) Regulations, 2015.

Relevant disclosures regarding CSR composition, activities undertaken, expenditure incurred, surplus treatment, unspent CSR amounts, and impact assessment (where applicable) shall be made in the Board's Report and the Annual Report on CSR in the format prescribed under the Companies (CSR Policy) Rules, 2014.

