

TOSHIBA INDIA PVT LTD	COMPANY PROCEDURE	Doc No. : CP/HR/25 Revision : 1 Issue Date : 28/09/2021 Page : 1/11
CORPORATE SOCIAL RESPONSIBILITY POLICY (CSR)		

Rev No	Issuing Date	Name		Function	Signature
0	13 Feb 2015	Prepared By	Prashant Jha	Procedure Committee	
		Verified By	Masakazu Watanabe	Procedure Committee	
		Approved By	Kenji Urai	Managing Director	
1	28 Sep 2021	Prepared By	Prashant Jha Nilesh Sharma	Procedure Committee	Prashant Jha Nilesh Sharma
		Verified By	Kazutaka Nishimura	Procedure Committee	西村 和孝
		Approved By	Tomohiko Okada	Managing Director	岡田 智彦

Rev No	Brief description of revision	Reasons to Revise	Prepared By	Verified By	Approved By
1	a) to add areas of CSR activities b) to provide CSR project management system	Amendment in CSR Rules on 22nd January 2021	Prashant Jha Nilesh Sharma	Kazutaka Nishimura	Tomohiko Okada

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1. PHILOSOPHY AND COMMITMENT

As a "corporate citizen of planet Earth", Toshiba Group promotes CSR oriented management placing the utmost importance on acting with integrity in all business activities. The guiding principles of CSR are at the heart of our all business management practices.

Toshiba India Private Limited (herein after referred to as 'TIPL') is committed to advocate the highest standards of Corporate Social Responsibility (CSR). We are committed towards improving the quality of life of the communities that we serve through awareness and value creation.

2. PURPOSE

To define the guidelines & mechanism to carry out CSR activities in TIPL and to report the work in the format as prescribed under The Companies Act 2013 ("the Act") and rules made thereunder as amended from time to time.

3. SCOPE

This CSR Policy aims to provide a guiding path for the policy and implementation of CSR projects, activities, initiatives and/or program (together "CSR Project(s)") being executed by the Company. The CSR Policy shall serve as the document which would provide a framework for selection, implementation, governance, management and monitoring of CSR initiatives and for formulation of the Annual Action Plan for the CSR Projects.

4. PROCEDURE

The Board of Directors (herein after referred to as 'The Board') of TIPL; has decided to adopt its amended CSR policy that will comply with the objectives and requirements set both in Section 135 of The Companies Act 2013, (herein after referred to as 'The Act') and the Rules notified thereunder(as amended from time to time).

TIPL would proactively consult key stakeholders for understanding their needs and design initiatives for social wellbeing of community. TIPL will focus on the following areas for CSR projects from amongst activities specified under Schedule VII of The Companies Act 2013 and Rules made thereunder (as amended from time to time):

1. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care & 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.

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2. Promoting education (including special education and employment enhancing vocation skills especially amongst children, women, elderly and the differently abled) and livelihood enhancement projects.
3. 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.
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 art and handicrafts
6. Measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows
7. Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports.
8. Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES 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. (a) Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government; and

(b) Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).

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10. Rural development projects.

11. Slum area development.

12. Disaster management, including relief, rehabilitation and reconstruction activities.

13. Any other area as may be prescribed by Schedule VII amended from time to time.

5. CONSTITUTION

5.1 Pursuant to the provisions of Section 135 of the Companies Act 2013 read with the rules made thereunder (as amended from time to time), the Board shall constitute the Corporate Social Responsibility (CSR) Committee. The members of CSR committee shall be appointed by the Board of TIPL which must consist of atleast two or more Directors.

5.2 **Responsibility of The Board:** The Board is responsible for:

5.2.1 Approving the CSR policy subject to necessary changes/modifications as the Board may deem fit.

5.2.2 Ensuring that the activities included in CSR policy are undertaken by TIPL.

5.2.3 Ensuring that in each financial year TIPL spends at-least 2% of average net profit before tax made during three immediately preceding financial years in accordance to Section 135 of The Company Act 2013. If company fails to spend such amount, The Board shall specify the reason for not spending the amount in its report under clause (o) of sub-section (3) of section 134.

5.2.4 Placing the CSR Policy along with the CSR Projects to be undertaken on the Company's website.

5.2.5 To appoint a select set of personnel from relevant departments to oversee the implementation of CSR projects duly approved by the Board.

5.2.6 The Board may alter the annual action plan at any time during the Financial Year in accordance with the recommendations of its CSR Committee based on the reasonable justification.

5.2.7 Ensure Company's website is regularly updated with regard to the status of current CSR Projects of the Company.

5.2.8 To get certification from the Chief Financial Officer or person responsible for financial management that the funds so disbursed have been utilized for the purposes and in the manner as approved.

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5.2.9 Approve transfer of unspent CSR Amount in accordance with the law. The Finance Team shall prepare the statement of spent and unspent CSR amounts and shall assist and facilitate for transfer of the same.

5.2.10 To identify and approve a CSR project as a multi-year/ongoing project and ensure its implementation as per approved timelines, year wise allocation and modify the same, as required.

5.3 **Responsibilities of CSR Committee:** CSR Committee would be responsible for:

5.3.1 Formulating and recommending CSR Policy, CSR Projects, CSR Budgets and Annual Action Plans to the Board which shall enlist activities to be undertaken in line with Section 135 and Schedule VII of The Companies Act 2013 for approval.

5.3.2 Recommending CSR annual action plan (which shall include focus areas for the year, the list of projects to be undertaken, manner of execution, fund utilization, implementation schedules, monitoring and reporting mechanism) and budget to the Board that ought to be undertaken by TIPL.

5.3.3 Spend the allocated CSR budget on CSR activities once it is approved by the Board in accordance with The Companies Act 2013 and Rules.

5.3.4 Create transparent monitoring mechanism for implementation of CSR initiatives in India.

5.3.5 To take responsibility for the proper implementation and execution of CSR Projects of the Company.

5.3.6 Continuously review the CSR policy and recommend modifications, if any, to the Board.

5.3.7 Submit the reports to the Board in respect of the CSR activities undertaken by TIPL.

6. GUIDELINES

6.1 **Implementation:** The CSR projects will be executed by a dedicated project team under the guidance and support of the CSR committee and the Board. These CSR programs may be executed in partnership with TIPL employees, consultants, local government, NGO partners, Toshiba Group companies or others companies. The initiative undertaken may be communicated to employees and other partners through appropriate channel to enable maximum participation and support.

The Company may itself implement the identified CSR projects within the scope and ambit of the Central Areas as stated above and schedule VII of the Act.

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6.2 Budget, Utilization & Surplus:

TIPL will earmark 2% of the average of its net profits earned during three immediately preceding financial years as CSR allocation for the year which will be non-lapsable and in line with Section 135 of The Companies Act, 2013 and rules made thereunder as amended from time to time. The surplus arising out of CSR projects or programs or activities shall not form part of the business profits and shall be treated as prescribed under the Act and respective rules. If TIPL fails to spend CSR budget allocated during the year, the reasons for not spending the amount will be specified in the Board's Report. The Company may spend up to 5 percent of its total CSR expenditure towards administrative overheads for the financial year for the purpose of CSR functions in the Company.

6.3 Monitoring & Reporting Mechanism:

The CSR Committee together with the Board will be responsible for monitoring approved CSR Projects and fund disbursements for such projects. The CSR Committee will put in place a transparent monitoring and reporting mechanism for ensuring effective implementation of the projects, programs and activities proposed to be undertaken by TIPL.

Such monitoring mechanisms will include visits, meetings and progress/status reporting by the project teams.

The CSR Committee/Board has the powers to:

- Seek monitoring and implementation report from the organizations/bodies receiving funds from the Company for implementing the Company's CSR Projects.
- Delegate a designated company official to co-ordinate with the organization/bodies receiving funds to inspect the activities undertaken and ensure information in a timely manner.
- Do any other act, deed or thing, deemed necessary for carrying out the objects of this CSR Policy in a transparent and effective manner.
- CSR Committee will prepare annual action plan and annual CSR report (as per Annexure 2) and submit it to the Board for annual disclosure of CSR report. CSR Policy and CSR projects would be displayed on TIPL website.

6.4 AMENDMENTS TO THE POLICY

The Board of Directors, can amend this Policy, as and when required. The decision of the Board of Directors on all matters, relating to this Policy, shall be final and binding upon

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all concerned. This Policy is subject to continuous review and updates/revision as required in accordance with the guidelines as may be issued by the Government, from time to time.

7. RELEVANT DOCUMENTS AND POLICIES

- 7.1 Standard of Conduct (SOC)
- 7.2 Companies Act 2013 and rules made thereunder
- 7.3 Annexure 1: Members of CSR Committee
- 7.4 Annexure 2: CSR Reporting Format

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ANNEXURE -1

Composition of Corporate Social Responsibility (CSR) Committee (As per the Companies Act, 2013)

Sr. No.	Name	Designation
1	Mr. Tomohiko Okada	Managing Director & CSR Committee Member till 30 th September 2021
	Mr. Shuichi Ito	Managing Director & CSR Committee Member from 1 st October 2021
2	Mr. Satoshi Honda	Director & CFO
3	Mr. Kazutaka Nishimura	Director

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ANNEXURE -2

FORMAT FOR THE ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT

1. Brief outline on CSR Policy of the Company
2. Composition of the CSR Committee:

S. No	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report)
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any
6. Average net profit of the company as per section 135(5)
7. (a) Two percent of average net profit of the company as per section 135(5)

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(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years

(c) Amount required to be set off for the financial year, if any

(d) Total CSR obligation for the financial year (7a+7b+7c)

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)					
	Total Amount transferred to Unspent CSR Account as per section 135(6).			Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of Fund	Amount	Date of Transfer	

(b) Details of CSR amount spent against ongoing projects for the financial year

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

S. No	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number

(d) Amount spent in Administrative Overheads

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(e) Amount spent on Impact Assessment, if applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e)

(g) Excess amount for set off, if any

9. (a) Details of Unspent CSR amount for the preceding three financial years

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s)

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details)

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5)

sd/- (Chief Executive Officer or Managing Director or Director).	sd/- (Chairman CSR Committee)	sd/- [Person specified under clause (d) of sub-section (1) of section 380 of the Act] (wherever applicable)
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