



RATNADEEP RETAIL LIMITED

POLICY ON CORPORATE SOCIAL RESPONSIBILITY

Name	Policy On Corporate Social Responsibility
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POLICY ON CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility (“CSR”) is the commitment of companies to provide resources and support activities focused on enhancing economic and social development. The activities taken up as a part of CSR reflect the intent of companies to create a positive impact on society without seeking any commensurate monetary benefits.

CSR has been a long-standing commitment at Ratnadeep Retail Limited (“**Company**”) and forms an integral part of our activities. Being a responsible corporate citizen, the Company is committed to performing its role towards society at large. In alignment with its vision, the Company always works towards adding value to its stakeholders by going beyond business goals and contributing to the well-being of the community.

The Company’s objective is to proactively support meaningful socio-economic development. The Company aims to identify critical areas of development contributing to the well-being of the community and benefiting them over a period of time.

This Policy on Corporate Social Responsibility of the Company sets out the framework guiding the Company’s CSR activities. This Policy also sets out the rules that need to be adhered to while taking up and implementing CSR activities.

This Policy, the composition of the Corporate Social Responsibility Committee and projects approved by the board of directors shall be disclosed under a separate section on the website of the Company.

1. DEFINITIONS

"Applicable Laws" shall mean the Companies Act, 2013, the Companies (Corporate Social Responsibility Policy) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws, rules, regulations, circulars and notifications, as amended from time to time.

“Board” shall mean the Board of Directors of Ratnadeep Retail Limited.

“Companies Act” shall mean the Companies Act, 2013 and shall include any modifications, amendments or re-enactment thereof.

“Corporate Social Responsibility Committee” or **“CSR Committee”** or **“Committee”** shall mean a Committee of the Board constituted under the provisions of the Companies Act read with rules thereto for the purpose of undertaking CSR Projects (*defined below*) in accordance with applicable laws.

“CSR Annual Plan” shall mean the annual plan detailing the CSR Projects and expenditure towards the respective projects during any financial year.

“CSR Projects” or **“Projects”** shall mean Corporate Social Responsibility projects/ activities/programs/ initiatives, instituted in India, either new or ongoing projects, 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 Policy of the Company.

"Ongoing Project" shall have the meaning assigned to it under Rule 2(1)(i) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended.

"CSR Regulations" shall mean Section 135 of the Companies Act, read with Schedule VII of the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014, each as amended from time to time and the notifications and circulars issued by the Ministry of Corporate Affairs from time to time and the rules framed thereunder.

"Policy" or **"CSR Policy"** shall mean this Policy on Corporate Social Responsibility of the Company framed under the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014, and shall include any amendments made thereto; and

"SEBI Listing Regulations" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

2. SCOPE OF THE POLICY

This Policy pertains to all activities undertaken by the Company towards fulfilling its CSR objectives. This Policy has been formulated to ensure compliance with the CSR Regulations. In the event of any inconsistency or discrepancy between this Policy and the CSR Regulations, the provisions of the CSR Regulations shall prevail.

3. GOVERNANCE STRUCTURE

The CSR Committee is the governing body that will define the scope of CSR activities for the Company and ensure compliance with the Policy. The CSR Committee shall comprise three or more directors, including at least one independent director; provided that where the Company is not required to appoint an independent director under Section 149(4) of the Companies Act, the CSR Committee shall comprise two or more directors. The Company Secretary or such other person as may be authorised by the Committee shall act as the Secretary to the CSR Committee.

(a) The CSR Committee shall:

- (i) formulate and recommend to the Board, a "Policy on Corporate Social Responsibility" stipulating, amongst others, the guiding principles for selection, implementation and monitoring of CSR activities as well as formulation of the annual action plan and which shall indicate the activities to be undertaken by our Company as specified in Schedule VII of the Companies Act, as amended and the rules made thereunder and make any revisions therein as and when decided by the Board;
- (ii) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) in accordance with applicable

law;

- (iii) monitor the corporate social responsibility policy of our Company and its implementation from time to time; and
- (iv) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

(b) The CSR Committee shall meet as and when required.

(c) The Board shall:

- (i) After taking into account the recommendations made by the CSR Committee, approve the CSR Policy for the Company;
- (ii) Disclose the contents of the CSR Policy in its report and place it on the Company's website;
- (iii) Ensure that the activities as included in the CSR Policy are undertaken by the Company;
- (iv) Ensure that to the extent applicable, in each financial year the Company spends at least 2% of the average net profits of the Company made during the three immediately preceding financial years, calculated in accordance with Section 198 of the Companies Act, in pursuance of the CSR Policy;
- (v) Satisfy itself regarding the utilisation of the disbursed CSR funds; and
- (vi) Review the Policy and CSR activities from time to time.

4. COMPOSITION

The composition of the CSR Committee shall be as set out in Clause 3 of this Policy. The Board may change the composition of the CSR Committee from time to time in such manner as it thinks fit and as required under the CSR Regulations.

5. OPERATING FRAMEWORK

5.1 CSR activities may be undertaken by the Company.

5.2 CSR activities will be undertaken in areas identified by the CSR Committee. A CSR Annual Plan shall be presented to the CSR Committee and, based on the recommendations of the CSR Committee, to the Board for approval. The Company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for CSR activities.

- 5.3** Activities undertaken by the Company may be implemented directly by the Company as well as by not-for-profit entities, as specified in Clause 8 of this Policy. Such entities and projects shall be supported after ascertaining the credibility of the agency and its track record in implementing projects. The entity shall have an established track record of at least three years, wherever required under the CSR Rules in implementing such projects.
- 5.4** The responsibility for the implementation of identified activities/ projects shall be as per the organisational structure approved by the Board or such officer(s) as may be authorised by the Board of the Company.
- 5.5** The CSR Annual Plan shall incorporate the following:
- (a) The list of areas or subjects to be considered for CSR for the year, including CSR projects or programmes that are approved to be undertaken in the areas or subjects specified in Schedule VII of the Companies Act;
 - (b) Key CSR activities proposed to be undertaken during the year, including analysis of their eligibility for classification as CSR under the Companies Act and related rules as amended from time to time, their conformity with the Policy and their implementation schedules;
 - (c) The prescribed outlay on CSR as per the Companies Act and related rules, each as amended from time to time;
 - (d) Proposed outlay on each activity including expenditure on administrative overheads (being expenses incurred for general management and administration of CSR projects, not including direct expenditure on CSR projects themselves) both directly and indirectly including employee costs; The administrative overheads shall not exceed 5% of the total CSR expenditure of the Company for any financial year (or such other percentage as prescribed by the CSR Regulations from time to time.)
 - (e) The manner of execution of the CSR projects or programmes to be undertaken by the Company.
 - (f) The modalities of utilisation of funds and implementation schedules for the CSR projects and programmes.
 - (g) The monitoring and reporting mechanism for the CSR projects and programmes.
 - (h) The details of need assessment and impact assessment, wherever applicable under the CSR Rules, if any, for the CSR projects undertaken by the Company.
 - (i) Activities to be undertaken by the Company directly.
 - (j) Activities to be undertaken by other entities and the Company's contribution to such entities and

(k) Aggregate proposed outlay and reasons for shortfall, if any, compared to the prescribed outlay.

5.6 The Board may alter the CSR Annual Plan at any time during the financial year, as per the recommendation of its CSR Committee, based on a reasonable justification to that effect.

5.7 The authority to incur expenditures under the above plan shall be as per the approved delegation of financial powers in the Company.

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

6. DECISION MAKING BY THE CSR COMMITTEE

6.1 The CSR Committee shall at all time act in a manner that is consistent with the provisions contained in this Policy and the CSR Regulations.

7. CSR SPENDING

7.1 The Board shall ensure that the Company spends, in every financial year, at least 2% of the average net profits of the Company made during the three immediately preceding financial years, calculated in accordance with Section 198 of the Companies Act, in pursuance of this Policy and in accordance with the CSR Regulations. The CSR Committee shall authorise the specific amounts and activities from time to time in compliance with this mandatory requirement.

7.2 The Company shall undertake CSR spending in accordance with the CSR Regulations, as amended from time to time.

7.3 The Board shall ensure that the administrative overheads shall not exceed 5% of the total CSR expenditure of the Company for the financial year.

7.4 Any amount remaining unspent under any ongoing CSR projects shall be dealt with as follows:

The Company shall transfer such unspent amount within a period of thirty days from the end of the financial year to an 'unspent CSR account'

Such amount shall be spent by the Company in pursuance of its obligation towards the CSR Policy within a period of three financial years from the date of such transfer and

failing which, the Company shall transfer the same to a fund specified in Schedule VII of the Companies Act, within a period of thirty days from the date of completion of the third financial year.

7.5 Any revenue, returns, and profits, arising from any of the CSR Projects shall not form part of the business profit of the Company and shall be invested into the same CSR Project or shall be transferred to the 'unspent CSR account' and spent in

pursuance of the CSR Policy and the CSR Annual Plan or transferred to a fund specified in Schedule VII of the Companies Act, within a period of six months of the expiry of the financial year.

- 7.6** If the Company's expenditure in respect of its CSR activities is in excess of the minimum spending requirement provided under the Companies Act, such excess amount may be set off against the minimum spending requirement of the Company for up to the immediate succeeding three financial years subject to the conditions that (a) the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any; and (b) the Board shall pass a resolution to that effect.

8. CSR IMPLEMENTATION

- 8.1** The Board shall ensure that the CSR activities are undertaken by the Company itself or through the following third parties in the manner prescribed under the CSR Regulations, as amended from time to time:

- (a) a company established under Section 8 of the Companies Act, or a registered public trust or a registered society, registered as a registered non-profit organisation under Section 332 and approved under Section 133 of the Income Tax Act, 2025, established by the Company, either singly or along with any other company; or
- (b) a company established under Section 8 of the Companies Act or a registered trust or a registered society, established by the Central Government or State Government;
- (c) any entity established under an act of Parliament or a state legislature; or
- (d) a company established under Section 8 of the Companies Act, or a registered public trust or a registered society, registered as a registered non-profit organisation under Section 332 and approved under Section 133 of the Income Tax Act, 2025, and having an established track record of at least three years in undertaking similar activities.

Note: For the purpose of clause 8.1(c), the term "entity" shall mean a statutory body constituted under an act of Parliament or state legislature to undertake activities covered in Schedule VII of the Companies Act.

- 8.2** The Company may engage international organisations for (i) designing, monitoring and evaluation of the CSR Projects as per its Policy; and/or (ii) in the capacity for building the Company's own personnel for CSR.
- 8.3** The Company may also collaborate with other companies for undertaking CSR Projects in such a manner that the CSR committees of respective companies are in a position to report separately on such projects or programmes in accordance with the CSR Regulations.
- 8.4** The Board shall satisfy itself that the funds so disbursed have been utilised for the purposes and in the manner as approved by it and the chief financial officer or the person responsible for financial management, as the case may be, of the Company

or the person responsible for financial management shall certify to the effect.

- 8.5** In case of an ongoing project, the Board shall monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall be competent to make modifications, if any, for smooth implementation of the project within the overall permissible time period.

9. MONITORING

The CSR Committee shall ensure a transparent monitoring mechanism for CSR activities.

- (a) The progress of the CSR Committee shall periodically review the implementation and monitoring of CSR projects.
- (b) The chief financial officer of the Company shall be responsible for monitoring expenses on CSR activities with respect to the plan and submission of the same to the CSR Committee and the Board.
- (c) The Board shall review the progress of CSR activities at least annually.

10. DISCLOSURE

The Board's report of the Company about any financial year shall include an annual report on CSR containing particulars specified in the CSR Regulations, as applicable to the Company.

The above information shall also be displayed on the Company's website.

If the Company meets the threshold of an average CSR obligation of ten crore rupees or more in terms of the Companies Act, in the three immediately preceding financial years, it shall undertake an impact assessment, through an independent agency, of the CSR projects having outlays of one crore rupees or more, and which have been completed not less than one year before undertaking the impact study.

The impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR.

The CSR Policy, composition of the CSR Committee and the CSR projects approved by the Board shall also be hosted on the Company's website in accordance with the Companies Act, 2013 and the CSR Rules.

11. CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

The CSR projects and programmes to be undertaken by the Company in India shall be identified by the CSR Committee and approved by the Board of Directors in accordance with the provisions of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time. Any project or programme undertaken exclusively for the benefit of the employees of the Company and their families shall not qualify as a CSR activity.

The above focus areas are illustrative and indicative only. The Company may undertake any CSR activity specified under Schedule VII of the Companies Act, 2013, as amended from time to time.

- a) Eradicating hunger, poverty and malnutrition, promoting healthcare, including preventive healthcare and sanitation, and making available safe drinking water.
- b) Promoting education, including special education and employment-enhancing vocational skills, especially among children, women, the elderly and the differently abled, and livelihood enhancement projects.
- c) Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centres and such other facilities for senior citizens, and measures for reducing inequalities faced by socially and economically backward groups.
- d) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining the quality of soil, air and water.
- e) Protection of national heritage, art and culture, including restoration of buildings and sites of historical importance and works of art; setting up public libraries; and promotion and development of traditional arts and handicrafts.
- f) Measures for the benefit of armed forces veterans, war widows and their dependents.
- g) Training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports.
- h) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief, and the welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women.
- i) Contribution of funds provided to technology incubators located within academic institutions that are approved by the Central Government
- j) Rural Development Projects
- k) Slum Area Development

Note: - The above list is illustrative, not exhaustive, and the CSR Committee shall be authorized to consider the activities not falling in this list. Below are some identified provisions permissible under CSR provisions.

- i. The company can execute through its own/group foundation or a foundation formed with other companies or through implementing agencies.
- ii. If the entity is not set up by the company, then it must be an established entity (at least 3 years old).

- iii. A company may also collaborate with other companies for undertaking projects or programs or CSR activities in such a manner that the CSR Committees of respective companies are in a position to report separately on such projects or programs in accordance with these rules.
- iv. Companies may build CSR capacities of their own personnel as well as those of their implementing agencies through institutions with established track records of at least three financial years, but such expenditure shall not exceed 5% of total CSR expenditure of the company in one financial year

12. EFFECTIVE DATE

The Policy shall be effective from the date of approval by the Board.

13. WEBSITE DISCLOSURE

The policy shall be hosted on the Company's website, in compliance with Section 135 of the Companies Act, 2013 read with Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, which requires the CSR Policy, the composition of the CSR Committee, and CSR projects approved by the Board to be disclosed on the website, where one is maintained.

14. AMENDMENTS

Subject to applicable laws, the Board, on the recommendation of the CSR Committee, may amend, suspend or rescind this Policy at any time. Any issues about the Policy shall be resolved by the Board, on the recommendation of the CSR Committee, in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

In the event of any conflict between the provisions of this Policy and any applicable law, such applicable law in force shall prevail over this Policy.
