



SPEEL FINANCE COMPANY PVT.LTD.

CIN: U65920MH1995PTCo90558

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Reg.Office: 2,3 Zal Complex, Sadar, Nagpur – 440001

SPEEL FINANCE COMPANY PRIVATE LIMITED

CORPORATE SOCIAL RESPONSIBILITY POLICY



(Pursuant to clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014

Version No.	CSPR/1.0/2025-26
Latest review/ amendment date	1 st April 2025
Original Date of adoption of Policy	13 th March 2025
Policy Owner	Speel Finance Company Private Limited
Approved By	Board Of Directors

I. TITLE

This Corporate Social Responsibility Policy shall be called the “Speel Finance Company Private Limited” – Corporate Social Responsibility Policy (hereinafter referred to as the “CSR Policy”).

II. BACKGROUND

In compliance with the requirements of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, the Company is, inter alia, required to: **Constitute a CSR Committee of the Board** to:

- o Formulate and recommend a Corporate Social Responsibility (CSR) Policy to the Board,
- o Recommend the amount of CSR expenditure, and
- o Monitor the implementation of CSR activities on a periodic basis.

Ensure that, in every financial year, the Company spends at least **2% of the average profit before tax (PBT)** of the preceding three financial years, in line with its CSR Policy.

III. OBJECTIVE

The objective of this CSR Policy is to ensure that the Company conducts its business in an economically, socially, and environmentally sustainable manner, while actively contributing to the improvement of quality of life and economic well-being of society, in alignment with its role as a socially responsible corporate entity.

IV. SCOPE

This document sets forth the Corporate Social Responsibility (CSR) Policy of Speel Finance Company Private Limited (hereinafter referred to as ‘Speel Finance’ or ‘the Company’), in

accordance with Section 135 of the Companies Act, 2013, and the Companies (Corporate Social Responsibility) Rules, 2014, including any subsequent amendments or statutory modifications thereto.

V. APPLICABILITY

This Policy shall apply to all CSR projects, programmes, and activities undertaken by the Company in accordance with the provisions outlined herein, and in compliance with Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility) Rules, 2014, including any statutory modifications or amendments thereto.

VI. DEFINITIONS & INTERPRETATION

1. Definitions

The terms defined in this CSR Policy shall have the meanings herein specified and terms not defined shall have the meanings as defined in the Companies Act, 2013 and Companies (Corporate Social Responsibility) Rules, 2014 including any statutory modifications or re-enactments thereof.

“Act” means the Companies Act, 2013 including any statutory modification or re-enactment thereof.

“Associate Company” means a Company within the meaning of section 2(6) of the Act.

“Administrative overheads” means the expenses incurred by the company for ‘general management and administration’ of Corporate Social Responsibility functions in the Company but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular Corporate Social Responsibility project or programme.”

“Board” means the Board of Directors of the Company.

“Company” means Speel Finance Company Private Limited (CIN- U65920MH1995PTC090558), a Company incorporated under the Companies Act, 1956 and having its registered office at 2 & 3, Zal Complex, Ist Floor, Presidency Road, Sadar, Nagpur, Maharashtra, India, 440001 and includes its successors and assigns.

“Corporate Social Responsibility (CSR)” means the activities undertaken by Company in pursuance of its statutory obligation laid down in section 135 of the Act read with CSR rules, but

shall not include the following, namely:-

- (i) activities undertaken in pursuance of normal course of business of the company;
- (ii) any activity undertaken by the company outside India except for training of Indian sports personnel representing any State or Union territory at national level or India at international level;

(iii) contribution of any amount directly or indirectly to any political party under section 182 of the Act;

(iv) activities benefiting employees of the company as defined in clause (k) of section 2 of the Code on Wages, 2019 (29 of 2019);

(v) activities supported by the companies on sponsorship basis for deriving marketing benefits for its products or services;

(vi) activities carried out for fulfilment of any other statutory obligations under any law in force in India;

“CSR Committee” means the Committee of the Board constituted for the purpose of administration & implementation of CSR activities, supervising the adherence of this CSR Policy and the matter incidental thereto referred to in section 135 of the Act.

“CSR Policy” means the Corporate Social Responsibility Policy as set out herein and as amended or modified from time to time.

“CSR Rules” means Companies (Corporate Social Responsibility) Rules, 2014 including any statutory modification or amendment thereof.

“Holding Company” means a Company within the meaning of section 2(46) of the Act.

“Ongoing Project” means a multi-year project undertaken by a Company in fulfilment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced, and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the board based on reasonable justification;

“Subsidiary Company” means a Company within the meaning of section 2(87) of the Act.

2. Interpretation

In this document, unless the contrary intention appears:

- a) the singular includes the plural and vice-versa;
- b) the word “Person” includes an individual, a firm, a body corporate or unincorporated entity or any authority; and
- c) any word or expression importing the masculine, feminine or neuter genders only, shall be taken to include all three genders.
- d) Words and expressions used and not defined in this Policy but defined in the Act shall have the same meanings respectively assigned to them in the Act.

3. Article Headings

Article headings are for information only and shall not affect the construction of this document.

4. References

Reference to any Act, Rules, Statute or Notification shall include any statutory modification, substitution or re-enactment thereof.

VII. CSR ACTIVITIES / PROJECTS / PROGRAMMES:

- (i) The Company shall carry out CSR activities as recommended by the CSR Committee and approved by the Board, from time to time, in one or more areas specified under Schedule VII of the Act, as amended from time to time.
- (ii) Preference shall be given to the local area and areas around where the Company operates, for spending the amount earmarked for CSR activities.
- (iii) CSR activities shall be undertaken by the Company in adherence with this CSR Policy.
- (iv) CSR activities shall be undertaken only in India.

VIII. POWERS OF THE BOARD:

The Board of the Company will be responsible for:

a. The Board shall ensure that the CSR activities are undertaken by the Company itself or through -

(i) a company established under section 8 of the Act, or a registered public trust or a

registered society, registered under section 12A and 80 G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company, or

(ii) a company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government; or

(iii) any entity established under an Act of Parliament or a State legislature; or

(iv) a company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.

b. Forming a CSR Committee with such Directors as its members as it may deem fit and in accordance with the section 135 of the Act read with CSR Rules.

c. Reviewing and approving the CSR policy as recommended by the CSR Committee.

d. Monitoring the implementation of the CSR policy through the CSR Committee in accordance with this Policy.

e. Ensuring that the funds so disbursed have been utilised for the purposes and in the manner as approved by it

f. In the case of an ongoing project, the Board shall monitor its implementation with reference to the approved timelines and year-wise allocations, and may make necessary modifications to ensure smooth execution within the overall permissible timeframe.

g. Disclosing in Board's report, the annual report on CSR as per the format as prescribed under the Act read with CSR Rules.

h. Ensuring that the CSR Policy, composition of the CSR Committee, details of projects approved by the Board, and any other information as may be prescribed by the relevant authorities from time to time are disclosed on the Company's website.

i. The Board may engage international organizations for the design, monitoring, and evaluation of CSR projects or programmes in accordance with its CSR Policy, as well as for capacity building of its CSR team.

j. The Board may also choose to collaborate with other companies for implementing CSR projects, programmes, or activities, provided that the respective CSR Committees are able to report on such initiatives separately, in compliance with the applicable CSR Rules and this Policy.

k. The composition, powers, and functions of the CSR Committee may be determined, varied, or modified by the Board from time to time, subject to the provisions of the Act and applicable rules and regulations. The Board may also stipulate that certain powers of the CSR Committee be exercised only in consultation with the Board, in which case such powers shall be exercised accordingly.

l. The Board in its absolute discretion may from time to time modify, change the CSR Policy, provided that such amendment or alteration shall be in compliance with the applicable clauses of Act and CSR Rules.

IX. CSR COMMITTEE:

(i) Purpose:

The Corporate Social Responsibility (CSR) Committee shall be constituted by the Board of Directors to assist in fulfilling the Board's responsibilities in accordance with the Company's CSR Policy.

(ii) Composition of the CSR Committee:

The CSR Committee shall consist of two (2) or more Directors, as may be determined by the Board from time to time. The Board shall have the sole discretion to appoint any Director to the Committee, remove any existing member, and appoint a replacement as it deems appropriate. All such appointments or removals shall be effected through a resolution of the Board.

The Chairperson of the Committee shall be designated by the Board from among the Committee members.

b. The Board will have the power to reconstitute CSR Committee as and when required from time to time.

(iii) Meetings:

The CSR Committee may convene meetings as and when necessary and may invite any person to attend and participate in discussions and deliberations at its discretion.

(iv) Quorum:

The quorum necessary for the transaction of business of CSR Committee shall be 2 members or 1/3rd of the total Committee members, whichever is higher. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee as provided herein and delegated by the Board from time to time.

(v) Roles:

The CSR Committee shall ensure the following:

a. formulation of CSR policy in accordance with section 135 of Act read with CSR Rules, and recommend the same to the Board for approval and adoption.

b. formulate and recommend to the Board, an annual action plan in pursuance of CSR policy, which shall include the following, namely:-

(i) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;

(ii) the manner of execution of such projects or programmes;

(iii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;

(iv) monitoring and reporting mechanism for the projects or programmes; and

(v) details of need and impact assessment, if any, for the projects undertaken by the company.

Provided that Board may alter such plan at any time during the financial year, as per the recommendation of CSR Committee, based on the reasonable justification to that effect.

c. The CSR Committee shall identify the CSR activities along with the geographical area to be undertaken by the Company based on the detailed study & research. The study encompasses various parameters such as – health indicators, literacy levels, sustainable livelihood processes, population data – below the poverty line and above the poverty line, state of infrastructure, environment, among others.

d. The Board shall review the proposal of the CSR Committee and if deems fit may approve the recommendation of the Committee with any modification that may be deemed necessary.

X. CSR EXPENDITURE:

(i) For every financial year, minimum CSR spending of the Company shall be as per the provisions of section 135 of the Act read with CSR Rules including all modifications and amendment thereof.

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

(iii) Any surplus arising out of the CSR activities shall not form part of the business profit of a Company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the Company or transfer such surplus amount to a Fund specified in Schedule VII of the Act, within a period of six months of the expiry of the financial year.

(iv) Where a Company spends an amount in excess of requirement, such excess amount may be set off against the requirement to spend under sub-section (5) of section 135 up to 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.

(b) the Board of the company shall pass a resolution to that effect.

(v) The CSR amount may be spent by a Company for creation or acquisition of a capital asset, which shall be held by -

(a) a Company established under section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects and CSR Registration Number; or

(b) beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or

(c) a public authority:

XI. AMENDMENT:

The Board of Directors may, at its discretion and based on the Company's needs, financial position, or changes in legal and regulatory requirements, modify, amend, or alter this CSR Policy at any time, subject to compliance with applicable laws and regulations.

XII. GENERAL :



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Words and expressions not defined in this Policy shall carry the meanings assigned to them under the Companies Act, 2013, the CSR Rules framed thereunder, and any subsequent amendments.

- This Policy shall be read in conjunction with relevant notifications, circulars, clarifications, and FAQs issued by the Ministry of Corporate Affairs (MCA) from time to time.
- In case of any ambiguity, issues not specifically addressed in this Policy or any inconsistency or conflict with the provisions of applicable law, the provisions of law shall prevail.
- This Policy is subject to revision or amendment in line with any government guidelines, rules, or regulations issued from time to time.
- The Company reserves the right to modify, cancel, add, or amend any provisions of this Policy at its sole discretion, subject to applicable laws.