

**SPECIALITY RESTAURANTS LIMITED
CORPORATE SOCIAL RESPONSIBILITY POLICY**

INTRODUCTION:

Speciality Restaurants Limited (“SRL”) has always been helping needy people from time to time since its inception as a part of its Corporate Social Responsibility (“CSR”). This initiative has helped SRL to play a vital role in improving the lives of communities and society, at large. The Companies Act, 2013 has made it mandatory for certain companies to carry out its CSR activities in accordance with Section 135 of the Companies Act, 2013, Schedule VII of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2013. In order to comply with the requirements of the law, SRL has now framed the Speciality Restaurants Limited Corporate Social Responsibility Policy (the “SRL CSR Policy”).

1. Objective:

SRL has framed the SRL CSR Policy to identify and support initiatives aimed at:

- (i) eradicating hunger, poverty and malnutrition, promoting health care and sanitation and improving the quality of life and economic well being of individuals;
- (ii) training, providing and supporting educational needs of the underprivileged segments of society; and
- (iii) such other activities as may be permissible under Schedule VII of the Companies Act, 2013 and the relevant rules.

2. CSR Activities:

- (i) The CSR activities proposed to be undertaken by the Company shall include, however will not be limited to, the following activities:

Sr. No.	Activities
(a)	Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water.
(b)	Promoting education including special education and employment, enhancing vocation skills especially among children, women, 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



Sr. No.	Activities
(d)	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.
(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; 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 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.
(i)	Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government.
(j)	Rural development projects.
(k)	Slum area development.
(l)	Such other activities as may be permitted under the Companies Act, 2013 and the rules made thereunder.

- (ii) The following activities shall not be considered as CSR activities undertaken by the Company:

Sr. No.	Activities
(a)	Programs or activities that benefit only the employees of the Company and their families.
(b)	Amounts contributed, directly or indirectly, to any political party under Section 182 of the Companies Act, 2013 and the rules made thereunder.
(c)	Activities undertaken in the normal course of business of the Company.

- (iii) The Company shall give preference to the local area and areas around where it operates, for spending the amounts earmarked for CSR activities.

3. **CSR Committee:**

Section 135 of the Companies Act, 2013 and the rules made thereunder require the incorporation of the Corporate Social Responsibility Committee having a minimum of three directors with atleast one such director as an independent director.

SRL has constituted a Corporate Social Responsibility Committee (the “**CSR Committee**”) comprising of four directors with three such directors who are independent directors.

The terms of reference of the Committee are as under:-

- To formulate and recommend to the Board of Directors of the Company a corporate social responsibility policy indicating the activities to be undertaken by the Company in accordance with the requirements of Schedule VII of the Companies Act, 2013.
- To recommend the amount of expenditure to be incurred on the CSR activities to be undertaken by the Company.
- To monitor the CSR policy of the Company from time to time.

The current composition of the CSR Committee is as follows:

- (i) Dr. Anita Bandyopadhyay- Chairperson
- (ii) Mrs. Suchhanda Chatterjee-Member;
- (iii) Mr. Ullal R Bhat - Member;
- (iv) Mr. Rakesh Mathur - Member

The CSR Committee will meet at regular intervals for the above purpose.

4. **CSR Expenditure:**

- (i) The CSR Committee shall endeavour to spend at least 2% of the average net profits of the Company, made during the preceding three financial years on CSR activities as enumerated above. CSR expenditure incurred by way of CSR activities undertaken by institutions shall not exceed 5% of the total CSR expenditure of the Company in one financial year.
- (ii) CSR expenditure shall include expenses on all CSR activities approved by the board of directors of the Company on the recommendation of the CSR

Committee. However the CSR expenditure shall not include any expenses on such activities which are not in conformity or not in line with the activities as detailed in Schedule VII of the Companies Act, 2013.

- (iii) Any surplus arising out of CSR projects or programs or activities shall not form part of the business profit of the Company.

5. Implementation:

The projects/ programs covered under the CSR activities of SRL shall be implemented in the following manner:

- (i) The Committee will constitute a dedicated CSR team. The CSR Committee will broadly define the activities and review the work of the CSR team to ensure that the SRL CSR Policy is implemented and that the initiatives undertaken by the CSR team are in accordance with the SRL CSR Policy.
- (ii) Collaborate with other companies or organisations that undertake CSR activities.
- (iii) Collaborate with any other institutions, non-governmental organisations, government, semi-government or autonomous bodies, trusts, etc. to undertake CSR activities. However, projects/ programs for which the Company proposes to collaborate with such organisations shall require such organisations to have an established track record of three years in implementation of such projects/ programs.

6. Monitoring & Reporting:

- (i) The CSR Committee will be responsible for:
 - monitoring the activities undertaken by the CSR team;
 - providing guidance to the CSR team in the implementation of CSR activities; and
 - to regularly report to the board of directors the activities undertaken by the CSR team.
- (ii) The CSR team will be responsible for executing the CSR Committee's directives.
- (iii) The mechanism for monitoring of CSR activities undertaken by the CSR team will include (a) visits by the CSR team to the sites at which CSR activities are undertaken, (b) meetings of CSR Committee with the CSR team, (c) progress/status reporting by the CSR team to the CSR Committee, (d) obtaining monitoring and implementation reports from the organisations receiving the funds for the Company's CSR activities, (e) inspection of reports and other

documents of organisations for which CSR is undertaken, by Company officials, and (f) ensuring receipt of information in relation to CSR activities in a timely manner.

- (iv) The Management of the Company will provide to the CSR Committee appropriate details of proposed projects including implementation year, modalities of execution in the areas/sectors chosen, implementation schedules for the same etc. The CSR Committee will consider and approve (in line with the guidelines given below), the CSR projects/programs to be undertaken during the year.
- (v) The CSR Committee may empower the Managing Director or the Director-Commercial Operation or the Executive Director Finance and CFO to spend such amounts towards CSR activities in accordance with decision of the CSR Committee. Besides this, the above persons shall also be empowered to spend such amount as they think may deem appropriate for some other CSR activities. The amount spent as above shall be ratified by the CSR Committee at the next meeting of the CSR Committee and shall be reported to the board of directors of the Company from time to time.

7. Continuous Monitoring:

- (i) The CSR Committee will be updated on a quarterly basis regarding the amount spent on CSR activities in the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014.
- (ii) The CSR team will make a presentation to the CSR Committee in relation to the progress made on the CSR activities at the meetings of the CSR Committee which shall be held from time to time.
- (iii) At the beginning of every financial year, a presentation will be made to the CSR Committee indicating the projects/ activities planned for that financial year and the amount earmarked for CSR activities in that financial year.
- (iv) The board of directors of the Company will also review the implementation of the CSR activities at regular intervals.

8. Disclosures:

All relevant disclosures required to be made in the Annual Report of the Company pertaining to CSR including the details of the CSR Policy, the CSR Committee, the CSR activities undertaken by the Company, the CSR expenditure during the relevant financial year and other information as may be required under law, Sections 134 and 135 of the Companies Act, 2013, Schedule VII of the Companies Act, 2013, the Companies (Corporate Social Responsibility Policy) Rules, 2014 and any other applicable laws.