
CORPORATE SOCIAL RESPONSIBILITY POLICY

Section 135 of Companies Act, 2013 read with Schedule VII of the Companies Act and Companies
(Corporate Social Responsibility Policy) Rules, 2014

A. INTRODUCTION

Corporate Social Responsibility (“**CSR**”) is the commitment of companies to provide resources and support activities focussed on enhancing economic and social development.

Sai Infinium Limited (the “**Company**”), being a responsible corporate citizen, is committed to performing its role towards the 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 aims to identify critical areas of development contributing to the well-being of the community and benefitting them over a period of time.

The Corporate Social Responsibility Policy (“**Policy**”) of the Company sets out the framework guiding the Company’s CSR activities. The Policy also sets out the rules that need to be adhered to while taking up and implementing CSR activities. The Policy, composition of the Corporate Social Responsibility Committee (“**CSR Committee**”) and projects approved by the board of directors of the Company (“**Board**”) shall be disclosed under a separate section on the website of the Company.

In view of amendment and modification under the applicable laws, this Policy of the Company is further amended at meeting of Board held on April 04, 2026 to align it with the applicable laws.

B. SCOPE OF THE POLICY

The Policy would ensure compliance with section 135 of the Companies Act, 2013 (“**Act**”), read with Schedule VII of the Companies Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 (“**CSR Rules**”), 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 (“**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.

C. OBJECTIVES

1. To achieve twin goals of “shareholder value enhancement” and “societal value creation”.
2. To be a committed corporate citizen with a social responsibility to make a positive difference on the society and its people.

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

D. DEFINITIONS

1. “**Net Profit**” means the net profit computed for a financial year in accordance with the applicable provisions of the Act, but shall not include the following namely:
 - i. any profit arising from any overseas branch or branches of the Company, whether operated as a separate Company or otherwise; and
 - ii. any dividend received from other companies in India, which are covered under and complying with the provisions of Section 135 of the Act
2. “**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.

Words and expressions used in this CSR Policy and not defined herein but defined in the Act shall have the meaning respectively assigned to them in the Act and rules made thereunder.

E. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

1. The CSR Committee is the governing body that will define the scope of CSR activities for Company and ensure compliance with the Policy. The CSR Committee would comprise three or more directors including at least one independent director. 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.
2. Where the amount to be spent by the Company under sub-section (5) of section 135 of the Act does not exceed fifty lakh rupees, the Board is not required to constitute the CSR Committee of the Company and in such situation, the functions of such Committee, as required under that section read with the CSR Rules, will be discharged by the Board.
3. The CSR Committee shall:
 - a. Formulate the Policy and recommend to the Board for approval and any amendments thereto;
 - b. Indicate the activities to be undertaken by Company as stated under Schedule VII of the Act;
 - c. Review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company, and the annual action plan in pursuance of this Policy to the Board;
 - d. Ensure that the allocated CSR amount is spent on the CSR activities once it is approved by the Board of Directors of the Company in accordance with the Act and the CSR Rules
 - e. Monitor the CSR activities and compliance with the Policy from time to time; and
 - f. Review and implement, if required, any other matter related to CSR initiatives.
 - g. make recommendation to the Board for alteration of Annual Action Plan if required at any time during the financial year based on reasonable justification.
 - h. Any other activity that the provisions of the Companies Act or any other applicable law may recommend.
4. The Committee shall meet at least twice in every financial year.
5. The Board shall:
 - a. constitute or reconstitute a CSR Committee of the Board, if applicable and required under the Act.
 - b. disclose the composition of the CSR Committee in the Board's report, if any.
 - c. approve the CSR Policy for the company and disclose contents of such Policy in its report and also place it on the company's website, if any.
 - d. ensure that the activities as are included in CSR Policy of the company are undertaken by the Company.
 - e. ensure that the Company spends, in every financial year, at least two per cent. of the average net profits of the Company made during the three immediately preceding financial years, in pursuance of this CSR Policy.
 - f. if the Company fails to spend such amount as specified above, then in its report made under clause (o) of sub-section (3) of section 134 of the Act, specify the reasons for not spending the amount and, unless the unspent amount relates to any ongoing project referred to in sub-section (6) of section 135 of the

Act, transfer such unspent amount to a Fund specified in Schedule VII to the Act, within a period of six months of the expiry of the financial year.

- g. if any amount remaining unspent under sub-section (5) of section 135 pursuant to any ongoing project, transfer within a period of thirty days from the end of the financial year to a special account to be opened by the company in that behalf for that financial year in any scheduled bank to be called the Unspent Corporate Social Responsibility Account, and 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, 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.
- h. discharge the functions of the CSR Committee in case it is not required to be constituted or dissolved owing to the amount to be spent by the Company under sub-section (5) of section 135 of the Act not exceeding fifty lakh rupees.
- i. satisfy itself that the CSR funds 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 shall certify to the effect.
- j. In case of ongoing project, 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;
- k. approve the Annual Action Plan, as recommended by the CSR Committee, if any.
- l. alter the Annual Action Plan at any time during the financial year, as per the recommendation of its CSR Committee, if any, based on the reasonable justification to that effect.
- m. ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the Company for the financial year.
- n. pass a resolution for setting off the CSR amount spent in excess of requirement provided under sub-section (5) of section 135 of the Act, against the requirement to spend under sub-section (5) of section 135 up to immediate succeeding three financial years.
- o. make disclosures in the Board's Report as required under Rule 8 of the CSR Rules.

F. MANDATORY IMPACT ASSESSMENT

- If the Company's average CSR obligation exceeds INR 10 Crore in the three immediately preceding FYs, the Company is required to undertake impact assessment through an independent agency for CSR projects of INR 1 crore or more and which have been completed not less than one year before undertaking the impact study.
- The impact assessment reports are to be placed before the Board and annexed to the Annual CSR Report.
- Expenditure on impact assessment may be accounted for towards CSR of that financial year, which shall not exceed five percent of the total CSR expenditure in the relevant financial year or INR 5 million, whichever is less.

G. CSR ACTIVITIES

The Company may undertake/ fund projects, programs or activities as may be approved by the Board as per Schedule VII of the Companies Act, 2013, as amended. The Committee is authorized to approve any modification to the Annual Action Plan during the financial year under review.

H. PROJECT SELECTION AND IMPLEMENTATION

1. Project Selection

Projects shall be selected on the basis of need identification studies, internal need assessment or receipt of proposals. Projects shall be evaluated against goals and milestones defined for the project together with the implementing agency (if any).

2. Project Implementation

- i. The Board shall ensure that the CSR Activities are undertaken by the Company itself or through any of the following implementing agencies registered with Central Government by filing the Form CSR-1:
 - a. a company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and approved under 80 G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company; or
 - b. 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;
 - c. any entity established under an Act of Parliament or a State legislature; or
 - d. a company established under section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and approved under 80 G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.
- ii. The implementation modalities may be modified from time to time.
- iii. The Company may also engage international organisations for designing, monitoring and evaluation of the CSR projects or programmes as per this CSR Policy as well as for capacity building of its own personnel for CSR.
- iv. All projects will have Key Performance Indicators (KPIs) to measure progress toward those goals and objectives set at the time of project definition. Based on the nature of the project, the KPIs will be defined and measured across various stages such as Inputs, Outputs, Outcome and Impact.
- v. The project may define the beneficiary group as per the goal and the needs assessment / baseline study.
- vi. The Company may also collaborate with other companies for undertaking projects or programmes or CSR activities in such a manner that the CSR Committees of respective companies (wherever Committees are been constituted as per the provisions of the Act read with CSR Rules) are in a position to report separately on such projects or programmes in accordance with the CSR Rules.
- vii. The annual action plan of the Company would include the manner of execution of CSR projects or programmes to be undertaken by the Company and the modalities of utilisation of funds and implementation schedules for the projects or programmes.

3. Partner Qualifications and Due Diligence

If Company enrolling an implementation agency, Company shall undertake measures to ensure that projects are awarded to certified implementation agencies, be its vocational training institutes, registered trusts, societies, or Section 8 Companies operating in India. The Company shall ensure that the implementation agencies have a clearly explained mission/vision and an established track record of three years in undertaking similar projects or programs. They should be able to produce their latest audit, annual reports, and registration forms according to Section 80G/12A of the Income Tax Act,

1961. Potential partner NGOs will undergo comprehensive due diligence and will be checked to ensure that they fulfil the criteria listed in Section 135 of the Act read with CSR Rules.

I. FINANCE FOR CSR PROJECTS

The Company shall present to its Board or its CSR Committee the Annual Plan of activities along with budgets at beginning of every financial year. Management shall present to the Board the details of the projects and budgets approved. The Company shall submit a half yearly progress and status report on the activities and budgets utilized in line with the CSR requirements under the Act to the Board. The Company may engage an external evaluator (either CA or any other professional firm) to evaluate the project achievements and verify and confirm utilization of the budgets on an annual basis at its own cost. Overhead expenditure incurred shall not exceed five percent of the total CSR contribution made by the Company in the respective financial year or such other percentage as may be permitted from time to time.

J. REPORTING AND MONITORING

1. The Board of the Company or its CSR Committee shall monitor the implementation of the CSR projects as required under the Act and examine whether the funds provided by the Company are utilized in accordance with the approved plans and report to the Board or its committee. The management shall provide a detailed report of CSR activities carried out as well as budgets utilized in the prescribed format to the Company's Board or its committee.
2. In case of 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 period.
3. The annual action plan of the Company would include the manner of execution of CSR projects or programmes to be undertaken by the Company, the modalities of utilization of funds and implementation schedules for the projects or programmes, and monitoring and reporting mechanism for the projects or programmes and details of need and impact assessment, if any, for the projects undertaken by the Company.
4. If for any reason, the Company is unable to utilize the entire funds provided by the Company, such. unutilized funds shall be treated in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as may be amended from time to time.
5. The details about the Policy developed and implemented by the Company on CSR, initiatives taken during the year and details of CSR spent during the FY will be reported in the Annual Report & the Board's Report in compliance with Section 135 of the Act and rules made thereunder.
6. The CSR Committee shall monitor the CSR policy from time to time.
7. The CSR Committee shall ensure that the activities as are included in the CSR Policy of the Company are undertaken by the Company.
8. The Board of a company 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 shall certify to the effect

K. ANNUAL ACTION PLAN

The Board of the Company or its CSR Committee shall formulate an Annual Action Plan in pursuance of this CSR Policy, which shall include the following, namely:

- a. the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act.
- b. the manner of execution of such projects or programmes as specified in sub-rule (1) of Rule 4;
- c. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
- d. monitoring and reporting mechanism for the projects or programmes; and
- e. details of need and impact assessment, if any, for the projects undertaken by the company.

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

L. REPORTING MECHANISM

The Company shall publish its annual report on CSR Activities in its Directors Report in the manner prescribed under the Companies Act 2013 and the CSR Rules, particulars specified in Annexure I or Annexure II, as applicable.

M. QUORUM FOR CSR COMMITTEE

Quorum for the meeting of the CSR Committee shall be two members

N. GENERAL

- a. All CSR activities and expenses made thereon will be subject to audit.
- b. Company reserves the right to modify, cancel, add, or amend any of the above rules/guidelines.
- c. Any or all provisions of the CSR Policy shall be subject to revision/amendment in accordance with the applicable laws/rules/ guidelines on the subject, from time to time.
- d. In case of any doubt with regard to any provision of the Policy and also in respect of matters not covered herein, a reference should be made to CSR Committee. In all such matters, the interpretation and decision of the CSR Committee shall be final.

Approved in the meeting dated April 04, 2026