Transcorp International Limited

CORPORATE SOCIAL RESPONSIBILITY POLICY

CSR Policy & Philosophy

Transcorp International Limited is committed to operate and grow its business in a socially responsible way with a vision to be an environmental friendly corporate citizen. Transcorp International Limited has taken up various Corporate Social Responsibility (CSR) initiatives earlier and will continue to do so in future. CSR activities at Transcorp International Limited reflect its commitment to make things happen at every project we undertake. Our passion in these activities make us more responsible year after year. As a responsible corporate citizen, we try to contribute for possible social, educational and environmental causes on a regular basis. We firmly believe that to succeed, an organization must maintain highest standards of corporate behavior towards its investors, stakeholders, employees and societies in which it operates. Accordingly, our Company has formulated this CSR Policy which encompasses its philosophy and guides its sustained efforts for undertaking and supporting socially useful programs.

Applicability

a. This Policy applies to the Company in respect of a financial year if, during the immediately preceding financial year, the Company had (i) a net worth of rupees five hundred crore or more, or (ii) a turnover of rupees one thousand crore or more, or (iii) a net profit of rupees five crore or more (Section 135(1) of the Act).

b. If the Company ceases to meet the above thresholds for three consecutive financial years, it shall not be required to constitute the CSR Committee or comply with Section 135(2) to (6) of the Act until such time as it again meets the thresholds (Rule 3(2) of the CSR Rules). The Board may, however, continue to follow this Policy on a voluntary basis.

Definitions

In this Policy, unless the context otherwise requires, words and expressions not defined shall have the meaning given in the Act and the CSR Rules:

a. “CSR” means the activities undertaken by the Company in pursuance of its statutory obligation under Section 135(1) of the Act, in accordance with Schedule VII to the Act, but does not include the activities excluded under Rule 2(1)(d) of the CSR Rules.

b. “Net Profit” means the net profit of the Company as determined under Section 198 of the Act and Rule 2(1)(f) of the CSR Rules, excluding profit arising from overseas branches and dividend received from other companies in India which are covered under and complying with Section 135 of the Act.

c. “Ongoing Project” means a multi-year project undertaken by the Company in fulfilment of its CSR obligation, having timelines not exceeding three years excluding the financial year in which it was commenced, and includes a project whose duration the Board has extended beyond one year on reasonable justification.

d. “Administrative Overheads” means expenses incurred for general management and administration of CSR functions of the Company, but excludes expenses directly incurred for the designing, implementation, monitoring and evaluation of a particular CSR project or programme.

e. “Implementing Agency” means an entity eligible under Rule 4 of the CSR Rules, as described under “Implementation of CSR Activities” below.

f. “Unspent CSR Account” means the special account to be opened by the Company in a scheduled bank under Section 135(6) of the Act.

g. “Annual Action Plan” means the plan recommended by the CSR Committee and approved by the Board under Rule 5 of the CSR Rules.

CSR Vision

Improve quality of life for all our communities through integrated and sustainable development in every possible way.

Objectives of the policy

Transcorp International Limited may implement its CSR activities directly or through an Implementing Agency eligible under Rule 4 of the CSR Rules, as set out below, and in the initial phase it will focus on the following areas for CSR projects among the activities specified under Schedule VII of Companies Act, 2013 and the Rules made there under:-

- eradicating hunger, poverty and malnutrition,
- promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set up by the Central Government, and making available safe drinking water
- promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects
- 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
- ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, 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
- 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
- rural development projects
- measures for the benefit of armed forces veterans, war widows and their dependents, including Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans and their dependents, including widows;
- training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports;
- contribution to the Prime Minister's National Relief Fund or the 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;
- contribution to incubators or research and development projects in the field of science, technology, engineering and medicine funded by the Central Government, State Government, a Public Sector Undertaking or any agency of the Central or State Government, and contributions to public funded universities, IITs, National Laboratories and the autonomous bodies specified in Schedule VII engaged in research aimed at promoting the Sustainable Development Goals;
- slum area development;
- disaster management, including relief, rehabilitation and reconstruction activities; and
- subscription to zero coupon zero principal instruments issued by Not for Profit Organisations and listed on the Social Stock Exchange, subject to the limit of ten per cent of the total CSR expenditure of a financial year (Rule 4A of the CSR Rules, as inserted in 2026).

The Company shall give preference to the local area and the areas around it where it operates, for spending the amount earmarked for CSR activities (Section 135(5) of the Act).

Implementation of CSR Activities

a. The Company may undertake CSR activities itself or through any one of the following Implementing Agencies (Rule 4 of the CSR Rules):

   (i) a company incorporated under Section 8 of the Act, or a registered public trust or a registered society, registered under Sections 12A and 80G of the Income-tax law, established by the

Company, either singly or along with any other company, or by its holding, subsidiary or associate company;

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

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

(iv) any other company under Section 8 of the Act, or a registered public trust or a registered society, registered under Sections 12A and 80G of the Income-tax law, having an established track record of at least three years in undertaking similar activities.

b. Every Implementing Agency must be registered with the Central Government by filing e-form CSR-1 and must hold a CSR Registration Number. The Company shall verify this before engaging or funding an Implementing Agency.

c. The Company may collaborate or pool resources with other companies for CSR activities, provided that the CSR Committees of the respective companies are in a position to report separately on such projects in accordance with the CSR Rules.

d. The Board shall ensure that CSR activities are undertaken as projects or programmes in line with the approved Annual Action Plan, shall monitor Ongoing Projects against approved timelines and year-wise allocation, and shall satisfy itself that the funds disbursed have been utilised for the purposes and in the manner approved by it. The Chief Financial Officer or the person responsible for financial management shall certify to this effect (Rule 4 of the CSR Rules).

e. The Company shall obtain periodic progress and utilisation reports from each Implementing Agency before releasing further funds.

Activities not forming part of CSR

The following shall not be counted as CSR expenditure (Rule 2(1)(d) of the CSR Rules):

a. activities undertaken in pursuance of the normal course of business of the Company;

b. projects, programmes or activities that benefit only the employees of the Company and their families;

c. contribution of any amount, directly or indirectly, to any political party under Section 182 of the Act;

d. activities supported by the Company on a sponsorship basis for deriving marketing benefits for its products or services;

e. activities carried out for fulfilment of any other statutory obligation under any law in force in India;

f. activities carried out outside India, except for training of Indian sports personnel specified in Schedule VII;

g. one-off events such as marathons, awards, charitable contributions, advertisement, sponsorships of TV programmes or similar events, unless they are part of a CSR project or programme under Schedule VII; and

h. any item not covered under Schedule VII.

Constitution of CSR Committee

In terms of section 135 of the Companies Act, 2013 and the Rules made there under, Board of Directors of the Company at its meeting held on 17th May 2019 has re-constituted a CSR Committee and the following are its members:

Name	Status	Designation in CSR Committee
Mrs. Apra Kuchhal	Independent Director	Chairperson
Mr. Ashok Kumar Agarwal	Director	Member
Mr. Sujan Sinha	Independent Director	Member

a. The CSR Committee shall consist of three or more directors, out of which at least one shall be an independent director (Section 135(1) of the Act).

b. Where the amount to be spent by the Company on CSR for a financial year does not exceed rupees fifty lakh, the constitution of the CSR Committee is not required and the functions of the Committee shall be discharged by the Board (Section 135(9) of the Act).

The CSR Committee to, inter alia, carry out the following functions;

a. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII (enclosed with this policy) of the Companies Act, 2013 and the rules made there under.

b. To recommend the amount of expenditure to be incurred on the CSR activities.

c. To monitor the implementation of framework of CSR Policy and to institute a transparent monitoring mechanism for implementation of the CSR projects, programmes or activities undertaken by the Company (Section 135(3) of the Act).

d. To formulate and recommend to the Board an Annual Action Plan in pursuance of this Policy, and to recommend any alteration to the Plan during the financial year based on reasonable justification (Rule 5 of the CSR Rules).

e. To recommend to the Board the extension of the duration of a project beyond one year, so as to qualify it as an Ongoing Project, and the transfer of unspent amounts as required under Section 135(5) and (6) of the Act.

f. To recommend to the Board the undertaking of impact assessment of CSR projects through an independent agency, where applicable under Rule 8 of the CSR Rules.

g. To carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable, necessary or appropriate for performance of its duties.

CSR Budget

CSR Committee will recommend the annual budgeted expenditure project wise to the Board for its consideration and approval, as part of the Annual Action Plan. The Annual Action Plan shall include: (a) the list of CSR projects or programmes approved to be undertaken in the areas or subjects specified in Schedule VII; (b) the manner of execution of such projects or programmes; (c) the modalities of utilisation of funds and implementation schedules; (d) the monitoring and reporting mechanism; and (e) details of need and impact assessment, if any, for the projects undertaken. The Board may alter the Annual Action Plan at any time during the financial year, on the recommendation of the CSR Committee, based on reasonable justification (Rule 5 of the CSR Rules).

Funding and allocation

Following is the mode of funding and allocation of area wise, planned expenditure for the CSR activities.

1. The Company shall, in every financial year, contribute a statutory minimum limit of at least 2% of its average Net Profits made during the three immediately preceding financial years, calculated in accordance with Section 198 of the Act (or, where the Company has not completed three financial years since incorporation, the average of the net profits made during the immediately preceding financial year(s)), for the CSR Expenditure.
2. In the absence of Net Profits (that is, where the average Net Profit is nil or negative, in which case no obligation arises under Section 135(5) of the Act), the Company endeavors to spend such feasible amount as it may decide on a voluntary basis, with the approval of the Board.
3. The CSR Committee shall prepare its annual planned expenditure, for a financial year, for the CSR activities including the thrust areas and manner of implementation etc., and submit the same for approval of the Board.

4. Administrative Overheads shall not exceed five per cent of the total CSR expenditure of the Company for the financial year (Rule 7 of the CSR Rules).
5. Where the Company spends an amount in excess of the requirement under Section 135(5) of the Act, such excess amount may be set off against the requirement to be spent in the immediately succeeding three financial years, subject to a resolution of the Board. Surplus arising out of CSR activities shall not be set off (Rule 7 of the CSR Rules).
6. Any surplus arising out of CSR projects or programmes shall not form part of the business profit of the Company and shall be ploughed back into the same project, or transferred to the Unspent CSR Account and spent in pursuance of this Policy, or transferred to a fund specified in Schedule VII within six months of the end of the financial year (Rule 7 of the CSR Rules).
7. Unspent amounts: (i) where the unspent amount relates to an Ongoing Project, it shall be transferred to the Unspent CSR Account within thirty days from the end of the financial year, and shall be spent on that project within three financial years from the date of transfer, failing which it shall be transferred to a fund specified in Schedule VII within thirty days from the end of the third financial year; and (ii) where the unspent amount does not relate to an Ongoing Project, it shall be transferred to a fund specified in Schedule VII within six months of the end of the financial year (Section 135(5) and (6) of the Act).
8. If the Company fails to spend the amount required, the Board shall specify the reasons for not spending in its report under Section 134(3)(o) of the Act. Non-compliance with Section 135(5) or (6) attracts penalty under Section 135(7) of the Act.

Monitoring mechanism

The CSR Officer of the Company will coordinate / review the implementation of CSR activities at various areas and report to the Board through the CSR Committee. The CSR Committee shall meet at least once in a year and at such other intervals as may be required to monitor the implementation of CSR Plan and its activities. The Committee shall ensure that the composition of the CSR Committee, the CSR Policy, as amended from time to time, and the CSR projects approved by the Board are disclosed on the Company's website for public access (Section 135(4) of the Act and Rule 9 of the CSR Rules). The CSR Committee shall place before the Board, a draft annual report on CSR activities as per the format specified in Annexure II of the CSR Rules, in a board meeting held before the approval of the Board's report for the financial year for Board's review and finalization. The Board shall include in its report to the shareholders, the annual report on CSR activities as per the format specified under the Rules (Section 134(3)(o) of the Act and Rule 8 of the CSR Rules). Mr. Jayesh Kumar Pooniya (ACS A44038) Company Secretary of the Company shall assist the CSR Committee and the Board in performing their respective duties under the CSR Policy and shall bring to their notice any changes by the Government in the regulations governing the CSR activities.

Impact assessment: where the average CSR obligation of the Company in the three immediately preceding financial years is rupees ten crore or more, the Company shall undertake impact assessment, through an independent agency, of its CSR projects having outlays of rupees one crore or more which have been completed not less than one year before the impact study. The impact assessment report shall be placed before the Board and annexed to the annual report on CSR. The expenditure on impact assessment may be booked as CSR expenditure, up to five per cent of the total CSR expenditure of the financial year or rupees fifty lakh, whichever is less (Rule 8 of the CSR Rules).

Reporting format

Periodic reporting on the CSR activities, execution modalities, implementation schedules etc., to the CSR Committee shall be in the following format which may be amended by the CSR Committee from time to time.

Sl No	Company Initiative	Schedule VII Activity	Execution details	Budget (Rs)	Amount Spent (Rs)	Implementing Agency / CSR Reg. No.	Ongoing / Other project; Unspent amount (Rs) and treatment

Remarks, if any, may be recorded against each project.

Review and Amendment

a. This Policy shall be reviewed by the CSR Committee at least once a year, and any amendment shall be recommended to and approved by the Board of Directors.

b. Any amendment to the Act, Schedule VII, the CSR Rules or any other applicable law shall be deemed to be incorporated in this Policy from the date such amendment comes into force. In case of any conflict between this Policy and applicable law, the law shall prevail.

Compliance with other applicable laws

The following general wording may be incorporated into the CSR Policy:

a. The Company shall ensure that CSR expenditure is accounted for and treated in accordance with the applicable tax laws and regulations.

b. The Company shall make all necessary disclosures relating to its CSR activities in accordance with the applicable regulatory and reporting requirements.

c. The Company shall ensure compliance with all applicable laws, rules, regulations and guidelines in connection with its CSR activities and the engagement of implementing agencies.

Updated on: 04th November 2026

SCHEDULE VII

(See section 135)

ACTIVITIES WHICH MAY BE INCLUDED BY COMPANIES IN THEIR CORPORATE SOCIAL RESPONSIBILITY POLICIES

Activities relating to: —

(i) eradicating hunger, poverty and malnutrition, promoting health care, including preventive health care and 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;

(ii) promotion of education including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;

(iii) 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;

(iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, 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;

(v) 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;

(vi) measures for the benefit of armed forces veterans, war widows and their dependents, including Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;

(vii) training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;

(viii) 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;

(ix) (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);

(x) rural development projects;

(xi) slum area development. Explanation. —For the purposes of this item, the term 'slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force;

(xii) disaster management, including relief, rehabilitation and reconstruction activities;

(xiii) subscription to zero coupon zero principal instruments issued by Not for Profit Organisations and listed on the Social Stock Exchange (as inserted by the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2026) [item number to be conformed to the notified Schedule].