

**INDIFI CAPITAL PRIVATE LIMITED**  
**(FORMERLY KNOWN AS RIVIERA INVESTORS PRIVATE LIMITED)**

**CORPORATE SOCIAL RESPONSIBILITY POLICY**

<b>Effective Date</b>	February 05, 2025
<b>Version</b>	2.0
<b>Prepared By</b>	Compliance Department
<b>Approved by</b>	Board of Directors

## 1) PREAMBLE

Corporate Social Responsibility (hereinafter referred to as 'CSR') is a company's sense of responsibility towards the community and environment in which it operates. It is the continuing commitment by a business to behave ethically and contribute to the economic development of communities who are unequally endowed.

CSR covers the entire process by which an organization approaches, defines and develops its relationships with stakeholders for the common good, and demonstrates its commitment in this regard by adoption of appropriate strategies and projects.

The Companies Act, 2013 (the “**Act**”) has made it mandatory for certain companies to carry out its corporate social responsibility activities in accordance with Section 135 of the Act read with Schedule VII of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014. In order to comply with the requirements of the law, the Board of Directors (the “**Board**”) of Indifi Capital Private Limited (*formerly known as Riviera Investors Private Limited*) (the “**Company**”) has adopted the following Corporate Social Responsibility Policy (the “**Policy**”) and procedures with regard to the Company's social responsibility:

This CSR Policy is framed in terms of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter referred to as 'the CSR Rules'), as amended from time to time.

## 2) POLICY OBJECTIVE & PHILOSOPHY

It is pertinent that business enterprises are economic organs of society and draw on societal resources. NCL believes that in the strategic context of business, enterprises possess, beyond mere financial resources, the transformational capacity to create game-changing development models by unleashing their power of entrepreneurial vitality, innovation and creativity. In line with this belief, the Company will continue crafting unique models to create a better society. Such Corporate Social Responsibility ("CSR") projects are far more replicable, scalable and sustainable, with a significant multiplier impact on sustainable livelihood creation and working for a cause of humanity.

## 3) DEFINITIONS

“**Act**” means the Companies Act, 2013 as may be amended time to time.

“**Board of Directors**” or “**Board**” means the Board of Directors of the Company, as constituted from time to time.

“**Company**” means a company incorporated under the Companies Act, 2013 or under any previous company law.

“**CSR Programmes**” means Programmes, projects and activities carried out in this regard are the subject matter of this Policy.

“Policy” means The Corporate Social Responsibility Policy.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013 or any other applicable regulation.

#### **4) CSR COMMITTEE**

Where the amount required to be spent by a company on CSR does not exceed Rs. 50 (fifty lakh rupees), the requirement for constitution of the CSR Committee is not mandatory and the Board of Directors can discharge the duties of the CSR Committee.

Since the to be spent is less than Rs. 50 lakhs there is no requirement to form a committee the Board will form a committee as and when the amount to be spent exceeds Rs. 50 Lakhs.

#### **5) RESPONSIBILITIES OF THE BOARD**

CSR is a Board-driven process. The Board monitors and reviews the performance and impact of the CSR programs, provides input and course corrections if required and satisfies itself that the CSR funds so disbursed are aligned to the CSR Policy of the Company and have been utilized for the purposes and in the manner as approved by it. The responsibilities of the Board, inter-alia, include the following:

- Approve the CSR policy of the Company.
- Disclose contents of such policy in its report and also place it on the company's website, if any;
- Ensure that the activities included in the CSR policy are undertaken by the company;
- Ensure that the company spends, in every financial year, at least 2 (two) per cent of the average net profits of the company made during the three immediately preceding financial years.
- Satisfy itself regarding the utilisation of the disbursed CSR funds. The Chief Financial Officer (CFO) shall certify to the fact that CSR funds so disbursed have been utilised for the purposes and in the manner approved by the Board.
- If the company fails to spend at least 2 (two) per cent of the average net profits of the company, the Board shall, in its report made under clause (o) of sub-section (3) of section 134, specify the reasons for not spending the amount and transfer the unspent CSR amount as per provisions of sections 135(5) and 135(6) of the Companies Act, 2013.
- Make modifications (if required) in such projects to ensure smooth implementation of the project within permissible time limit.
- any other requirements mandated under the Act and Rules issued thereto as amended from time to time.
- The board will review, monitor and provide strategic direction to the Company's CSR practices towards fulfilling its objectives. The board would have the responsibility of implementing and monitoring the approved CSR Programmes within the specified budgets and timeframes.
- The board may also assign the task of implementation of the CSR Plan within specified budgets and timeframes to such persons or bodies as it may deem fit, and ensure implementation thereof.

#### **6) CSR ACTION PLAN (SELECTION AND IDENTIFICATION)**

CSR Programmes to be undertaken shall be in line with Section 135 read with Schedule VII of the Act and the Rules made thereunder, as amended from time to time and would be identified in a participatory

manner in consultation with the community and for selection of any programs, the scope, impact, cost, timelines, sustainability, visibility of the Company and other relevant factors needs to be evaluated.

Every year, the CSR Annual Action Plan will place for the approval of the Board (hereinafter referred to as 'CSR Plan') delineating the CSR programs to be carried out during the financial year, including the budgets thereof, their manner of execution, implementation schedules, modalities of utilization of funds, monitoring & reporting mechanism for the CSR Programmes and details of need and impact assessment, if any, for the CSR Programmes undertaken by the company. The Board will consider and approve the CSR Plan with such modification that may be deemed necessary; the CSR Plan may also be modified by the Board during the financial year.

## **7) IMPLEMENTATION**

The Company's CSR Programmes will be implemented:

(a) Directly by the Company; or

(b) through Charitable Trust, a registered public trust established by the Company or any other company established under section 8 of the Act, or 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 (43 of 1961), established by the Company, either singly or along with any other Company; or

(c) 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

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

(e) 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.

The Company may engage international organizations for designing, monitoring and evaluation of the CSR programs as per the CSR policy as well as for capacity building of its own personnel for CSR. The Company may also collaborate with other companies or institutions for undertaking CSR Programmes in such a manner that the board of the Company is in a position to report separately on such programs in accordance with the CSR Rules. In case CSR Programmes are implemented through external agencies or Trusts, the programs to be undertaken by those agencies or Trusts will be specified, and it will be ensured that such programs are covered in the Objects laid down in the respective Trust Deeds / Memoranda and Articles of Association of the external agencies / Trusts.

## **8) CSR EXPENDITURE**

(a) It will be the Company's endeavor to spend in every financial year, two percent of its average net profits during the three immediately preceding financial years (or such other limit as may be prescribed under the Act), on CSR Programmes in pursuance of this Policy.

(b) The CSR expenditure will include all expenditure, direct and indirect, incurred by the Company on CSR Programmes undertaken in accordance with this Policy and the administrative overheads shall not exceed five percent of total CSR expenditure of the company for the financial year.

(c) Any surplus arising out of the CSR Programmes will be used for CSR activities within six months from the end of the relevant financial year and shall not form part of the business profit of the company and shall be ploughed back into the same CSR Programmes or shall be transferred to the Unspent CSR Account and spent in pursuance of this 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.

(d) If CSR expenditure by the Company in a financial year exceeds the statutory limit, such excess may be set-off against CSR expenditure up to immediate succeeding three financial years with the approval of the Board and in accordance with the Act and the CSR Rules.

(e) The CSR expenditure may be spent by the Company for creation or acquisition of a capital asset in accordance with the Act and the CSR Rules.

(f) In case of any unspent amount is arising in any financial year out of the CSR Programmes, other than ongoing Programmes, such unspent amount shall be transferred within six months from the end of the financial year to a fund specified in Schedule VII of the Act or to such specific fund as may be prescribed from time to time for this purpose under the Act or Rules framed thereunder and the reasons for not spending the amount to be specified by the Board in Boards' Report.

(g) Where the unspent amount is in respect of any ongoing CSR Programmes, the company shall within thirty days from the end of the financial year (or such other period as may be specified) transfer such unspent amount to a separate account called Unspent Corporate Social Responsibility Account to be opened in any scheduled bank by the Company for that financial year. The company shall utilise such unspent amount for the ongoing projects within a period of three financial years from its transfer, failing which such amount shall be transferred to a fund specified in Schedule VII of the Act or to such specific fund as may be prescribed from time to time for this purpose under the Act or Rules framed thereunder within 30 days from the end of the third financial year.

(h) The Company may collaborate or pool resources with other entities to undertake CSR Programmes.

## **9) DISCLOSURE**

This Policy will be posted on the Company's website and the web link thereto will be disclosed in the Board's Report of the Company.

## **10) REVIEW AND AMENDMENTS IN THE POLICY**

This Policy will be reviewed by the Board, as and when deemed necessary. Any subsequent amendment / modification to the CSR provisions as contained under the Act or Rules framed thereunder or other applicable laws in this regard shall automatically apply to this Policy and the Policy shall be deemed to have been amended accordingly. In the event of any inconsistency between this Policy and the applicable laws, the applicable laws will prevail.

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