

FROG CELLSAT LIMITED

Corporate Social Responsibility Policy
(‘CSR Policy’)

***Approved by Board of Directors at its Meeting held on
29th January 2023.***

PREAMBLE

Frog Cellsat Limited (the ‘Company’) has been incorporated under the Companies Act, 1956 on 12th July, 2004. The company is one of the leading manufacturers of RF Equipments and is headquartered in India. People at Frog Cellsat Ltd are passionate about developing and delivering coverage as well as capacity enhancement solutions and services for next-generation wireless and mobile broadband networks. Frog Cellsat Ltd also offers In-Building Coverage Planning and Design services along with Radio Access Network (RAN) and Backhaul Network installation services.

TITLE AND APPLICABILITY

The Ministry of Corporate Affairs, has, vide its notification dated February 27, 2014 made the provisions of section 135 of the Companies Act, 2013 and Schedule VII of the said Act relating to Corporate Social Responsibility applicable to the Company with effect from 1st April, 2014. The Companies (Corporate Social Responsibility Policy) Rules 2014 (“CSR Rules”) are notified on 27th February, 2014 and are effective from 1st April 2014.

The Ministry of Corporate Affairs (MCA) has amended the Companies (Corporate Social Responsibility Policy) Rules, 2014 through a notification dated January 22, 2021, thus giving effect to the changes introduced in CSR by the Companies Amendment Acts of 2019 and 2020.

The Companies (Amendment) Act has also inserted a new Sub-section 9 in Section 135 of the Companies Act, which provides that where the amount to be spent by a company on CSR activities is less than Rs 50 Lakh, the requirement with respect to constitution of a CSR committee will not apply and the functions of the CSR committee in such cases will be discharged by the company's board of directors.

VALIDITY OF CSR POLICY

The Board shall review the CSR Policy at least once a year.

DEFINITIONS

Some of the key terms used in the Corporate Social Responsibility Policy are as under:

‘Act’ means the Companies Act, 2013 including any amendments as may be applicable from time to time.

‘Average Net Profit’ means net profit as computed in accordance with section 198 of the Act.

‘Board’ means the Board of Directors of Frog Cellsat Limited or the Company.

‘Corporate Social Responsibility (“CSR”)’ means and includes but is not limited to:-

- i) Projects or programs relating to activities specified in Schedule VII of the Act;
or
- ii) Projects or programs relating to activities undertaken by the Board in pursuance of recommendations of the Corporate Social Responsibility Committee of the Board as

per this policy of the Company and will cover subjects enumerate in Schedule VII of the Act.

‘CSR Activities’ means the activities which may be included by the Company in its CSR Policy in accordance with Schedule VII of the Act.

‘CSR Committee’ means the Corporate Social Responsibility Committee of the Board referred to in section 135 of the Act. As per Section 135(9), this provision is not applicable to the company.

‘CSR Policy’ means the Corporate Social Responsibility Policy of the Company formulated and recommended by the CSR Committee to the Board of the Company.

‘Net Profit’ as defined in the said CSR Rules means the net profit of the Company as per its financial statement prepared in accordance with the applicable provisions of the Act. Net profit means net profit before tax as per books of accounts of the Company and shall not include profits arising from branches outside India.

Word and expressions used and not defined in the Rules but defined in the Act shall have the same meaning respectively assigned to them in the Act.

CSR PROGRAMMES/PROJECTS

For achieving the CSR objectives, Frog Cellsat will allocate 2% of its average net profits arrived at for the three preceding years as provided under Section 135 of the Companies Act, 2013. If the Company fails to spend such amount, the Board shall, in its report made under Section 134 (3) (o) of the Act specify the reasons for not spending the amount.

Managing Director would consider the various options and put up the projects for approval of the Board. The areas of CSR spend would be:

- ✓ Promoting Education, vocations skills
- ✓ Safety, Right Usage for external Workers.
- ✓ Environment Management
- ✓ Activities which fall within the purview of Schedule VII of the Act

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Where the amount to be spent by a company does not exceed 50 (**Fifty Lakh Rupees**), the requirement for the constitution of the CSR Committee shall not be applicable to Company and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of such company.

CSR ACTIVITIES – IMPLEMENTATION AND MONITORING

The CSR Activities shall be undertaken by the Company as per this policy by way of projects or programs or activities (either new or ongoing) in India, excluding the activities undertaken in

pursuance of the normal course of business. The Company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for CSR Activities.

The Board may decide to undertake CSR Activities approved by the Board, through a registered trust or a registered society or a company established by the company or subsidiary or associate company under Section 8 of the Act or otherwise and subject to conditions as specified in the CSR Rules.

The Company may also collaborate with other companies for undertaking projects or programs or CSR Activities in such a manner that the CSR Committee of respective companies are in a position to report separately on such projects or programs in accordance with the CSR Rules

CSR expenditure shall include all expenditure including contribution to corpus, or on projects or programs relating to CSR Activities, approved by the Board, but shall not include a) any expenditure on an item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Act. b) CSR projects or programs or activities that benefit only the employees and their families. c) Contribution of any amount directly or indirectly to any political party under section 182 of the Act.

CSR Activities include: -

- ❖ Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
- ❖ Promoting education, including special education STEAM education (i.e., Science, Technology, Engineering, Art and Math), and employment-enhancing vocational skills, especially among children, women, elderly and the differently abled, and livelihood enhancement projects;
- ❖ Promoting gender equality, empowering women, making contribution to the 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 backward/disadvantaged classes, minorities and women;
- ❖ Disaster relief;
- ❖ 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 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 arts and handicrafts;
- ❖ Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports.

- ❖ Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government
- ❖ Rural development projects; and
- ❖ Slum area 1 development.

- ❖ disaster management, including relief, rehabilitation and reconstruction activities.

The list of CSR projects or programs which the Company plans to undertake will fall within the purview of schedule VII of the Act.

DISSEMINATION OF INFORMATION

The status of the CSR Projects or CSR Activities undertaken along with the report on the impact created by such projects or activities in compliance with the law.

The Company shall disclose the contents of the CSR Policy in its Board's report in the format given in the CSR Rules and the same shall be displayed on the Company's website.

AMENDMENT TO CSR POLICY

This CSR Policy is constituted under the provisions of the said Act and CSR Rules. In the event of any dispute between the contents of this CSR Policy and Act and CSR Rules, the provisions of Act and CSR Rules will be made applicable to the matter. This CSR Policy shall stand amended in accordance with the amendments in the said Act and CSR Rules from time to time.

APPROVAL

This CSR Policy was approved by the Board of the Company at its meeting held on January 29, 2023 and shall come into force with immediate effect.

WEBSITE DISCLOSURE

This Policy will be posted on the website of the Company www.frogcellsat.com.