

## **YAMAHA MUSIC INDIA PRIVATE LIMITED**

### **CORPORATE SOCIAL RESPONSIBILITY POLICY**

#### **INTRODUCTION**

Corporate Social Responsibility (“CSR”) is strongly connected with the principles of sustainability; an organization should take decisions based not only on financial factors, but also on the social and environmental consequences. Therefore, it is the core corporate responsibility of **Yamaha Music India Private Limited** (hereinafter referred to as “**the Company**”) to practice its corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting the interests of its stakeholders.

The Board of Directors of the Company has devised social responsible business practices under the general rules issued by the Ministry of Corporate Affairs for compulsory implementation of CSR activities.

It is hereby expressly understood that the CSR activities to be undertaken by the Company in terms of this Policy or as may be amended from time to time, is an integral part of the business of the Company and is necessary for the purpose of the business of the Company.

#### **AREAS TO BE COVERED UNDER CSR POLICY**

To attain its CSR objectives in a professional and integrated manner, followings are the activities which shall be carried out by the Company, in accordance with the provisions of Section 135 of the Companies Act, 2013 (hereinafter referred to as “**the Act**”), Schedule VII of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter referred to as “**the Rules/CSR Rules**”) as may be amended from time to time:

- 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;
- Promoting education, including special education and employment enhancing vocational 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 facility 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, 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; promotions and development of traditional arts and handicrafts;
- Measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympics Sports;
- 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;
- 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 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)
- Rural development projects;
- Slum area development;
- Disaster management, including relief, rehabilitation and reconstruction activities;
- Any other project/ activity in line with the aims and objectives specified above and within the ambit of the provisions of Section 135 of the Act read with the Rules and permitted by the Ministry of Corporate Affairs or other competent authorities from time to time, and duly approved by the Board of Directors of the Company;

As a part of CSR strategy, in line with the aims and objectives specified above, the scope of CSR activities would cover the following areas:

- (i) Education;
- (ii) Health;
- (iii) Drinking Water/ Sanitation;
- (iv) Environment;
- (v) Community Development and Social Empowerment;
- (vi) Generation of employment opportunities and livelihood;
- (vii) Any other activity as may be identified by Board of Directors.

The CSR activities shall be undertaken in locations within India for the benefit of the public in India, provided that the preference shall be given to the local areas and areas where the Company operates for undertaking the CSR activities.

### **IMPLEMENTATION OF CSR**

As per the requirement, the Company shall undertake the CSR activities on its own or through a registered trust/ registered society/ company/ entity established under the applicable legislature and permitted under provisions of the Act and Rules made thereunder, as amended from time to time, to initiate necessary steps for advancement and betterment of the objectives as set out herein. The CSR Committee of the Board of directors of the Company shall monitor and ensure undertaking of activities as planned in accordance with this policy for the community at large. The activities would be taken up in a project mode with milestones and deadlines.

The Company may also collaborate with other companies for undertaking the projects or programmes or other CSR activities as prescribed under the provisions of the Act and Rules made thereunder read with this CSR policy, as amended from time to time. Amount, if any, spent by the Company in collaboration with any other company(ies) on such projects or programmes or CSR activities shall be reported separately by the CSR Committee of the Company along with CSR Committee(s) of other respective company(ies), as may be applicable.

### **Allocation of Funds**

The Company shall spend in every financial year at least 2% of the average net profits of the Company made during the three immediately preceding financial years in accordance with the provisions of sub section (5) of section 135 of the Act.

The CSR Committee will be responsible for monitoring and supervision of utilization of funds in accordance with the applicable provisions of the Act read with the Rules, towards the projects/ activities identified under this CSR policy. Further, the Board of Directors shall ensure that the CSR activities as mentioned in this Policy and approved for the respective financial year(s) are undertaken by the Company.

If the amount transferred for CSR activities remains unutilized, it will be transferred/ utilized in accordance with the applicable provisions of the Act read with the Rules; Allocation to CSR fund can be increased on the recommendation of the CSR Committee and with the approval of the Board of Directors of the Company.

In case of any excess amount spent by the Company (i.e. over and above the prescribed requirement of at least 2% of the average net profits of the Company made during the three immediately preceding financial years), then the Company may set off such excess amount against the requirement to spend for such number of succeeding financial years and in such manner, as prescribed under the Act and Rules, from time to time.

**The following activities do not qualify as CSR Activities under the Act:**

- (a) Projects or activities not falling within Schedule VII of the Act and CSR Rules;
- (b) Activities undertaken in pursuance of normal course of business;
- (c) Projects/ programs/ activities that benefit the employees of the Company;
- (d) Direct or indirect contribution to any political party;
- (e) Any activity undertaken by the Company outside India except for training of Indian sports personnel representing any State or Union territory at national level or India at international level;
- (f) Activities supported by the Company on sponsorship basis for deriving marketing benefits for its products or services; and/or
- (g) Activities carried out for fulfilment of any other statutory obligations under any law in force in India.

**CONSTITUTION OF CSR COMMITTEE**

For the first time, the Board of directors of the Company (the “Board”) in their meeting held on January 29, 2015, passed a resolution regarding constitution of a committee to be known as the “YMIN Corporate Social Responsibility Committee” or “CSR Committee”. Thereafter, the CSR Committee has been reconstituted from time to time.

The members of the CSR Committee shall be appointed by the Board from amongst the Directors (at least two directors) and other officials of the Company.

The Board shall have exclusive power to appoint/ remove any member of the CSR Committee.

The Board shall appoint a Chairman of the CSR Committee meetings amongst the members attending the said meetings.

Any vacancy to the CSR Committee shall be filled by the Board.

### **ROLE OF CSR COMMITTEE**

- a. Formulation, development, amendment in policy framework and broad guidelines for selection of the projects, planning, budget execution and monitoring;
- b. Selection of a project in accordance with policy framework and guidelines, prepare a project report along with estimated cost, including annual budgetary allocation among various projects and send for the approval of Board;
- c. Supervision, coordination and implementation of CSR activities/ projects;
- d. Compilation of information and preparation of regular/ annual reports etc. and submit the annual statement to the Board;
- e. To arrange workshops, training etc. to sensitize the staff for better implementation of the policy;
- f. To keep up-dated CSR policy including the changes/ clarifications suggested/issued by the Ministry of Corporate Affairs and other government agencies;

The CSR Committee shall formulate and recommend to the Board of Directors of the Company, an annual action plan in pursuance of its CSR policy and as required under the Act and Rules made thereunder. However, the 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.

### **MEETING OF CSR COMMITTEE**

**Frequency** - Meetings shall be held at such times as the CSR Committee deems appropriate, and in any event shall be held not less than once a year.

**Quorum** - Quorum for the meeting of CSR Committee shall be minimum of two members. A duly convened meeting of the CSR Committee at which requisite quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the CSR Committee.

**Attendance at Meetings** - No one other than the Chairman and other members of CSR Committee are entitled to attend, be present or vote at a meeting of the CSR Committee.

The CSR Committee may invite any other person as it thinks fit, to advice and/ or to join meetings of the CSR Committee as and when required notwithstanding that they are not member(s) of the CSR Committee

**Proceedings** - Unless varied by these terms of reference, meetings and proceedings of the CSR Committee will be governed by the Company's Articles of Association regulating the meetings and proceedings of the Board of directors.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be sent to each member of the CSR Committee and any other person(s) required to attend the said meeting, well in advance of the date of the meeting.

### **Authority**

The CSR Committee is authorised by the Board to investigate any matter within its terms of reference at the expense of the Company. It is authorised to seek any information that it requires from any employee/ officer in order to perform its duties and all employees/ officers are directed to cooperate with any requests so made by the CSR Committee.

The CSR Committee is authorised by the Board to obtain external professional advice at the expense of the Company, wherever deemed necessary and to secure the attendance of third parties with relevant experience and expertise at meetings of the CSR Committee if it considers this necessary.

### **REPORTING PROCEDURES**

The CSR Committee shall report to the Board about the proceedings of each CSR Committee meeting, make necessary recommendations to the Board, report on its responsibilities and implementation of CSR activities in the annual report, arrange to appropriately reflect the CSR activities in the annual accounts of the Company. The CSR Committee shall ensure that the Board's Report of the Company shall include an Annual Report on CSR and also arrange to disclose/ display the contents of this CSR policy on the website of the Company along with composition of the CSR Committee and projects/programs approved by the Board of Directors of the Company for public access.;

### **MONITORING AND EVALUATION**

The impact of the CSR activities undertaken should be quantified to the extent possible with reference to baseline data, to be created before the start of any project.. Photographic record may be maintained wherever possible.

For proper and periodic monitoring of CSR activities, if considered necessary, the programmes undertaken under CSR policy may also be evaluated through a suitable independent external agency and the evaluation may be both concurrent and final.

In case of ongoing project(s), the Board of Directors of the Company shall monitor the implementation of the project(s) 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(s) within the overall permissible time period.

## **Annual General Meeting**

The member of the CSR Committee, if required shall attend the Annual General Meeting of the Company to answer the questions relating to CSR Committee's activities, projects, initiatives taken and its responsibilities.

## **BROAD GUIDELINES**

While identifying the CSR activities, emphasis shall be laid on the areas related to the business of the Company. A survey may be carried out to find out the needs and requirements of community before planning a project. The target beneficiaries, the local authorities, institutions etc. involved in similar activities if need be, may be consulted in the process of planning and implementation of CSR programmes. Discussions and interactions with various private/ Government bodies/ officials may be held to identify the areas for undertaking CSR activities.

The investment in CSR activity would be project based and for every project, timeframe, budget, implementing agency and periodic targets would be finalized at the outset. CSR projects may be assigned to NGOs/ specialized agencies under an MOU/ Agreement reflecting the mutual terms and conditions for the projected activities. The Committee should make all efforts to verify the reliability and past track record of the engaged agency and only agencies of good repute may be engaged.

## **AMENDMENT**

This policy may be reviewed regularly and may be altered from time to time in light of legislative changes or other prevailing circumstances. Any modification/amendment to the terms of reference under this CSR policy may be carried out by members of CSR Committee with the approval of the Board.

Adopted on March 31, 2015

Revised on July 02, 2021