

WARNER BROS. PICTURES (INDIA) PRIVATE LIMITED

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

2017

Document Validation Note

Warner Bros. Pictures (India) Private Limited a Company incorporated under the Companies Act, 1956 and having its registered office at Windfall, 407/408, 4th Floor, Sahar Plaza Complex Andheri Kurla Road, J.B. Nagar Andheri (East), Mumbai 400059, Maharashtra, India, has formulated and adopted this Corporate Social Responsibility Policy (CSR Policy) Version 1.0 in terms of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules (CSR Rules) and related notifications as specified by the Ministry of Corporate Affairs from time to time.

Section 135 of the Companies Act, 2013, requires the Company to constitute a Corporate Social Responsibility (CSR) Committee of Directors, adopt a CSR Policy, spend at least 2% of its average net profits made during the immediately preceding three financial years towards CSR activities as set out in Schedule VII to the Companies Act, 2013 and confirm compliance thereof in the Annual Report.

Accordingly, the CSR Committee approved this Policy at its meeting held on 09March, 2017.

Title	Particulars
Reviewing Authority	Corporate Social Responsibility (CSR) Committee of Directors
Document Status	Approved on 09March, 2017
Version	1.0
Effective Date	09March, 2017
Review Cycle	Annually or as recommended by CSR Committee of Directors

1. Background

Corporate Social Responsibility is a company's sense of responsibility towards the community and environment in which it operates. It is the continuing commitment by business to behave ethically and contribute towards economic development of the society at large and building capacity for sustainable livelihoods.

The Company believes in conducting its business responsibly, fairly and in a most transparent manner. It continually seeks ways to bring about an overall positive impact on the society and environment where it operates and as a part of its social objectives.

2. CSR Committee

In accordance with the provisions of Section 135 of Companies Act, 2013 along with Companies (Corporate Social Responsibility Policy) Rules and related notifications as specified by the Ministry of Corporate Affairs from time to time, the **Corporate Social Responsibility (CSR) Committee of Warner Bros Picture (India) Private Limited ("the Company")** was constituted by the Board of Directors of the Company at their meeting held on **September 24, 2014**.

The composition of the said Committee comprises of three Directors viz., Denzil Dias (Chairman) along with Jack Nguyen and Damon Bonesteel.

3. Objective

This Policy has been formulated in compliance with Section 135 of the Companies Act, 2013 read along with the applicable rules thereto.

4. CSR Vision

The company's CSR philosophy is '**Do Good to Do Well and Do Well to Do Good**'. **Warner Bros Picture (India) Private Limited's** vision is to be a responsible industry leader and demonstrate environmental, transparent and ethical behavioral practices which will contribute to the economic and sustainable development within the company, industry, and society at large.

At **Warner Bros Picture (India) Private Limited**, CSR has effectively evolved from being engaged in passive philanthropy to corporate community investments, which takes the form of a social partnership initiative creating value for stakeholders.

The Company's CSR activities build an important bridge between business operations and Social Commitment evolving into an integral part of business functions, goals and strategy.

5. SCOPE

This Policy shall apply to all CSR Projects /Programmes/Activities undertaken by the Company in India as per **Schedule VII** of the Act.

6. DEFINITIONS

1. **"Act"** means the Companies Act, 2013.
2. **"Corporate Social Responsibility" (CSR)** means and includes but is not limited to Projects or programs relating to activities specified in Schedule VII to the Companies Act, 2013 'Act' or Project or Programs relating to activities undertaken by the Board of Directors of a Company (Board) in pursuance of recommendations of CSR Committee of the Board as per declared CSR Policy of the Company subject to the condition that such policy will cover subject enumerated in Schedule VII of the Act.
3. **"CSR Committee"** means the Corporate Social Responsibility Committee of the Board referred to in Section 135 of the Act.
4. **"CSR Policy"** relates to the activities to be undertaken by the Company as specified in Schedule VII to the Act and the expenditure thereon excluding activities undertaken in pursuance of normal course of business of a Company.
5. **"Net Profit"** means the net profit of the Company as per its financial statement prepared in accordance with applicable provisions of the Act (Section 198), but shall not include the following viz;
 - (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.

Provided that net profit in respect of a financial year for which the relevant financial statements were prepared in accordance with the provisions of the Companies Act, 1956 shall not be required to be re-calculated in accordance with the provisions of the Act.

Provided further that in case of a foreign company covered under these rules, net profit means, the net profit of such company as per profit and loss account prepared in terms of clause (a) of sub-section (1) of section 381 read with section 198 of the Act.

Note: Computation of Net Profit for section 135 is as per section 198 of the Companies Act, 2013 which is **primarily PROFIT BEFORE TAX (PBT)** – Reference:- **Ministry of Corporate Affairs, General Circular No. 01/2016 - No.05/19/2015-CSR-Frequently Asked Questions**

7. **ROLE OF THE CSR COMMITTEE**

The Board of Directors of the Company has constituted a Corporate Social Responsibility (CSR) Committee of Directors. The CSR Committee will play the following role in fulfilling the Company's CSR objectives:

- a. Formulate, recommend and review Corporate Social Responsibility Policy in compliance with Section 135 of the Companies Act, 2013 and rules there under, to the Board, indicating the activities to be undertaken by the company towards CSR initiatives.
- b. Identify the activities to be undertaken as per Schedule VII of the Companies Act, 2013.
- c. Formulation of a transparent monitoring mechanism for ensuring implementation of the Projects/ Programmes/ Activities proposed to be undertaken by the Company or the end use of the amount spent by it towards CSR activities in accordance with the CSR Policy from time to time.
- d. Recommend the amount of CSR expenditure to be incurred on the earmarked CSR activities.
- e. Monitor the implementation of the CSR Policy from time to time.
- f. Annually report to the Board, the status of the CSR activities and contributions made by the Company.
- g. Such other functions as the Board may deem fit.
- h. Any other requirements mandated under the Act and Rules issued thereto.

8. ROLE OF THE BOARD

- a. After taking into account the recommendations made by the CSR Committee, approve the CSR Policy for the Company.
- b. Ensure that the CSR activities included in this Corporate Social Responsibility Policy are undertaken by the Company.
- c. The Board of the Company may decide to undertake its CSR activities approved by the CSR Committee, through a registered trust or a registered society or a Company established under section 8 of the Act by the company, either singly or along with its holding or subsidiary or associate company, or along with any other company or holding or subsidiary or associate company of such other company, or otherwise provided that –

If such trust, society or company is not established by the company, either singly or along with its holding or subsidiary or associate company, or along with any other company or holding or subsidiary or associate company of such other company, it shall have an established track record of three years in undertaking similar programs or projects/activities;

- d. Ensure that in each financial year the Company spends at least 2% of the average net profits of the company made during the three immediate preceding financial years, calculated in accordance with Section 198 of the Act, in pursuance of its CSR policy. Further, while spending the amount earmarked for CSR activities, preference should be given to local areas and areas around the Company where it operates,
- e. As per Section 135 of the Act and rules made thereunder, specify the reasons for under spending the CSR amount in the Board's Report.

9. CSR ACTIVITIES FOR IMPLEMENTATION

The CSR Activities would be chosen for implementation by the Company in compliance with the provisions of Section 135 read together with Schedule VII of the Companies Act, 2013 and rules made thereunder.

10. CSR MONITORING AND REPORTING FRAMEWORK

In compliance with the provisions of the Act and rules made thereunder, to ensure funds spent on CSR Activities are creating the desired impact, a comprehensive Monitoring and Reporting framework has been put in place.

The CSR Committee shall monitor the implementation of the CSR Policy through periodic reviews of the CSR activities.

The respective CSR personnel will present their annual budgets along with the list of approved CSR activities conducted by the Company to the CSR Committee together with the progress made from time to time as a part of the evaluation process under the monitoring mechanism.

11. CSR EXPENDITURE

The CSR activities undertaken in India only shall amount to CSR Expenditure. CSR Expenditure shall include all expenditure including contribution to corpus for CSR activities approved by the Board on the recommendation of the CSR Committee but does not include 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.

12. DISCLOSURE OF THE POLICY

The CSR policy recommended by the CSR Committee and approved by the Board shall be disclosed in the Board's Report. And in compliance with the provisions of the Act and rules there under; the contents of the approved CSR policy shall be displayed on the company's website, www.warnerbros-india.com.

13. CSR REPORTING

The Board Report of a Company shall include an Annual Report on CSR containing particulars specified in Annexure to the CSR Rules as per the prescribed format.

14. FREQUENCY OF MEETINGS

The meetings of the Committee could be held at such periodic intervals as may be required.

15. QUORUM

Minimum two (2) members shall constitute a quorum for the Committee meeting.

16. CHAIRMAN

In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.

17. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

18. MINUTES OF THE COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee and tabled at the subsequent Board and Committee meeting.

19. MISCELLEANOUS

This policy shall be updated from time to time, by the Company in accordance with the amendments, if any, to the Companies Act, 2013, and rules made there under or any other applicable enactment for the time being in force.