



THE INSTITUTE OF  
Company Secretaries of India

भारतीय कम्पनी सचिव संस्थान

IN PURSUIT OF PROFESSIONAL EXCELLENCE

Statutory body under an Act of Parliament

(Under the jurisdiction of Ministry of Corporate Affairs)

# SUPPLEMENT PROFESSIONAL PROGRAMME

*For*  
*June, 2026 Examination*

*(Amendments covering June 01, 2025 to November 30, 2025)*

# CSR & Social Governance

GROUP 1

PAPER 4.1

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***Students appearing in Examination shall note the following:***

*Students appearing in June, 2026 Examination should also update themselves on all the relevant Notifications, Circulars, Clarifications, Orders etc. issued by MCA,SEBI & Central Government/Regulatory Authorities upto November, 2025.*

*The students are advised to acquaint themselves with the monthly and Regulatory updates published by the Institute.*

*This supplement is to be read with the CSR & Social Governance study material (Syllabus 2022) updated up to May, 2025.*

# Lesson 1

## CORPORATE SOCIAL RESPONSIBILITY

### **1. The Companies (Corporate Social Responsibility Policy) Amendment Rules, 2025 (July 7, 2025)**

The Companies (Corporate Social Responsibility Policy) Amendment Rules, 2025, notified on 7 July 2025, have introduced significant changes to the CSR reporting framework under the Companies Act, 2013, with effect from 14 July 2025. One of the key amendments relates to filings made in XBRL format, where companies are now mandatorily required to attach a signed and authenticated PDF copy of the financial statements along with eForm AOC-4 XBRL. The attached documents must include the Board's Report, the Auditors' Report, and all other documents authenticated in accordance with Section 134 of the Act, thereby making digital XBRL data alone insufficient for compliance. The amendment rules have also substituted the existing e-Form CSR-1 with a revised, web-based version on the MCA21 Version 3 portal. The scope of registration has been widened to include entities established by the Government as well as those constituted under Acts of Parliament or State Legislatures. Further, entities not established by a company are now required to demonstrate a minimum three-year track record in undertaking similar social impact activities. The revised form additionally mandates certification by a practising Chartered Accountant, Company Secretary, or Cost Accountant, and requires detailed disclosures of authorised signatories such as directors, trustees, or chief executive officers, along with OTP-verified email addresses. In addition to procedural changes, the amended framework strengthens CSR reporting and monitoring requirements. Certain significant CSR projects are now subject to mandatory impact assessment, with disclosures of detailed assessment reports and corresponding web links in the statutory filings. Recognising the transition challenges arising from the migration to the MCA Version 3 portal, the Ministry of Corporate Affairs has extended the due dates for filing e-Form AOC-4 and AOC-4 XBRL without levy of additional fees, up to 31 December 2025, or up to 31 January 2026 in specified cases.

**For Details:** [https://egazette.gov.in/\(S\(zxu3v2zexcqgsecnmspqrhkc\)\)/ViewPDF.aspx](https://egazette.gov.in/(S(zxu3v2zexcqgsecnmspqrhkc))/ViewPDF.aspx)

### **2. The Companies (Filing of Documents and Forms in Extensible Business Reporting Language) Rules, 2025 (June 06, 2025)**

The Companies (Filing of Documents and Forms in Extensible Business Reporting Language) Rules, 2025, notified on 6 June 2025, have introduced significant changes to the manner in which Corporate Social Responsibility (CSR) information is reported by companies through the substitution of the existing eForm AOC-4 XBRL. Pursuant to these rules, the Ministry of Corporate Affairs has integrated detailed CSR reporting directly into the XBRL filing framework with effect from 14 July 2025. Under the revised structure, companies are

mandatorily required to furnish structured data relating to their CSR activities in accordance with the requirements of Section 135 of the Companies Act, 2013. The substituted form seeks comprehensive disclosures, including details of the composition of the CSR Committee along with meeting attendance, particulars of ongoing and non-ongoing CSR projects and the amounts spent thereon, disclosures relating to impact assessments along with web links to reports for significant projects, and details of CSR implementing agencies along with their unique CSR-1 registration numbers. In addition, the revised filing mechanism mandates dual-format authentication, requiring companies to attach a signed and authenticated PDF copy of the financial statements, including the Board's Report and the CSR report, within eForm AOC-4 XBRL to ensure consistency between digitally filed data and authenticated records.

***For details:*** [https://egazette.gov.in/\(S\(zxu3v2zexcqgsecnmspqrhkc\)\)/ViewPDF.aspx](https://egazette.gov.in/(S(zxu3v2zexcqgsecnmspqrhkc))/ViewPDF.aspx)

# Lesson 2

## CSR POLICY

### 1. HINDUSTAN AERONAUTICS LIMITED (HAL) CSR POLICY

#### Policy Statement

Hindustan Aeronautics Limited (HAL) strive to accomplish vision of becoming a significant global player in the aerospace industry and to address the concerns of economic status, environment and well-being of the society through CSR initiatives. HAL will:

1. Operate its CSR Projects in a socially responsible & sustainable manner, while recognizing the interests of all its stakeholders by adopting a shared value approach.
2. Ingrain the thrust of CSR and Sustainability concept across various levels in the organization by means of capacity building, awareness and training programs.
3. HAL is committed to allocate adequate resources and set up a suitable organization structure for steering the CSR and Sustainability in our organization and report our performance on an annual basis.

#### 1. Objectives:

The Objectives of the CSR projects will be as follows:

- i) To carry out CSR activities in an economically, socially and environmentally sustainable manner that is transparent and ethical.
- ii) To integrate the core values of the Company with the philosophy of corporate social responsibility (CSR) and Sustainability.
- iii) To incorporate the spirit of CSR and Sustainability to the employees at all levels and to infuse into all the activities, processes, operations and transactions of the Company.
- iv) To undertake any other matter as deemed appropriate or determined by the Board from time to time in the best interest of the Company and other stakeholders of the Company.

#### 2. Scope:

HAL will integrate the CSR and Sustainability plans and strategies with the business plans and strategies. The Projects / Activities in areas or subjects, specified in Schedule VII of the

Companies Act, 2013 (**Appendix - A**) will be taken up by the Company and any changes/updates made in the Companies Act, 2013 thereto will be adopted accordingly. Any other Project / activity not falling in areas or subjects, specified in Schedule VII of Companies Act, 2013 (“the Act”), will not be considered as a CSR Project / activity and the amount spent therein will not be accounted for CSR Expenditure of the Company.

### **3. Definitions:**

- 3.1 “Administrative overheads” means the expenses incurred by the Company for ‘general management and administration’ of Corporate Social Responsibility functions in the Company but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular Corporate Social Responsibility project or programme;
- 3.2 “Corporate Social Responsibility (CSR)” means the activities undertaken by the Company in pursuance of its statutory obligation laid down in section 135 of the Companies Act, 2013 in accordance with the provisions contained in the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time, but shall not include the following, namely: -
- (i) activities undertaken in pursuance of normal course of business of the Company;
  - (ii) 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;
  - (iii) contribution of any amount directly or indirectly to any political party under section 182 of the Act;
  - (iv) activities benefitting employees of the Company as defined in clause (k) of section 2 of the Code on Wages, 2019 (29 of 2019);
  - (v) activities supported by the Company on sponsorship basis for deriving marketing benefits for its products or services;
  - (vi) activities carried out for fulfilment of any other statutory obligations under any law in force in India;
- 3.3 “CSR & SD Committee” means the Corporate Social Responsibility & Sustainable Development Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director;
- 3.4 “CSR Policy” means a statement containing the approach and direction given by the board of the Company, taking into account the recommendations of the CSR & SD Committee, and includes guiding principles for selection, implementation and

monitoring of activities as well as formulation of the annual action plan;

- 3.5 “International Organisation” means an organisation notified by the Central Government as an international organisation under section 3 of the United Nations (Privileges and Immunities) Act, 1947 (46 of 1947), to which the provisions of the Schedule to the said Act apply;
- 3.6 "Net profit" means the net profit of the Company as calculated in accordance with the provisions of section 198 of the Act, but shall not include the following, namely: -
- (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;
- 3.7 “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 shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the board based on reasonable justification;
- 3.8 “Public Authority” means ‘Public Authority’ as defined in clause (h) of section 2 of the Right to Information Act, 2005 (22 of 2005).

#### **4. Budget & Approval:**

- 4.1 The budget allocation for the CSR Projects will be at least 2% of the Average Net Profits of the Company made during the three immediately preceding financial years.
- 4.2 The budget allocated for CSR Projects/activities planned for each financial year is expected to be spent within that year.
- 4.3 The Board shall satisfy itself that, the funds so disbursed have been utilized for the purposes and in the manner approved by it and the Chief Financial Officer or the person responsible for financial management, shall certify to that effect.
- 4.4 The board shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the Company for the financial year.
- 4.5 The budget for CSR Projects/activities will be sanctioned by the Corporate Office

at the beginning of the financial year. The Projects/activities are to be implemented by Complexes/ Divisions as per the Delegation of Powers (DoP).

## **5. Implementation & Review process:**

5.1 The Board shall ensure that the CSR activities are undertaken by the Company itself or through –

- (a) 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 80G of the Income Tax Act, 1961 (43 of 1961), established by the Company, either singly or along with any other company, or
- (b) 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
- (c) any statutory body constituted under an Act or Parliament or State legislature to undertake activities covered in Schedule VII of the Act; or
- (d) 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 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.

5.2 The Divisions may conduct a baseline survey to assess the inputs required for identification & implementation of Projects/activities under CSR to achieve the expected level of social/economic/environmental development. In this regard, it is to state that Gram Sabhas and Panchayati Raj institutions at the village level are important and reliable sources for assessing the social, economic and environmental needs in rural areas. Therefore, as far as possible they should be consulted in planning for CSR Projects/activities.

5.3 Conducting a baseline survey is not a mandatory provision; accordingly, the Divisions / Complexes may opt for other methods, including use of its own in- house expertise and resources for need assessment studies. However, the Complexes / Divisions has to essentially submit credible evidence of having made a fairly accurate assessment of the needs of the stakeholders or having accessed reliable data in this regard from recognized authoritative secondary sources, the same would also help in making a fair estimation of the social/economic/environmental impact after the conclusion of the activity.

- 5.4 The Divisions will choose only those Projects/activities which fall in areas or subjects, specified in Schedule VII of Companies Act, 2013, considering the theme identified by the DPE for undertaking CSR activities by Central Public Sector Enterprises (CPSEs). CSR expenditure shall include all expenditure including contribution to corpus for projects or programs relating to CSR activities approved by the Board on the recommendation of its CSR & SD Committee, but do not include any expenditure on any item not covered in areas or subjects, specified in the Schedule VII of the Companies Act, 2013.
- 5.5 The Company should preferably select projects / activities for eradication of hunger, malnutrition, poverty, promoting good health, drinking water facility with a view to improve the quality of life of the socially & economically backward groups and marginalised & weaker section of the society, Rural development projects; Slum area development.
- 5.6 Projects/activities which are selected under CSR should, as far as possible, be implemented in a Project mode, which entails charting the stages of execution in advance through planned processes, with mobilization of pre-estimated quantum of resources, and within the allocated budgets and prescribed timelines.
- 5.7 The Divisions may take up long gestation Projects for reaping the maximum benefits and impact towards the social, economic and environment status in the locations identified under CSR projects. For easy implementation, long-term CSR plans should be broken down into medium-term and short-term plans.
- 5.8 All the CSR Projects / activities proposed by the Divisions and recommended by the respective Complexes, will be put up to the CSR & SD Committee for approval.
- 5.9 The CSR & SD Committee shall formulate and recommend to the Board, an annual action plan of the CSR Projects/ Activities, covering, *inter-alia*, the following:
- (a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
  - (b) the manner of execution of such projects or programmes;
  - (c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
  - (d) monitoring and reporting mechanism for the projects or programmes; and
  - (e) details of need and impact assessment for the projects undertaken by the Company.

- 5.10 Based on the recommendations of the CSR & SD Committee, the Board shall approve implementation of annual action plan, with or without modification, subject to reasonable justification to that effect.
- 5.11 The Board can also consider alteration in annual action plan during the financial year, as per the recommendation of the CSR & SD Committee, based on the reasonable justification to that effect. However, with respect to the theme identified by the DPE for undertaking CSR activities by Central Public Sector Enterprises (CPSEs) and notified after approval of annual action plan by the Board for the current financial year, the same can be considered in the next year's annual action plan.
- 5.12 In case of ongoing project, the Board of a Company shall monitor the implementation of the project 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 within the overall permissible time period.
- 5.13 While implementing CSR Projects, it is mandatory to comply with the rules / regulations / laws of the State. However, expenditure on such compliance / statutory measures will not be covered under CSR's financial component and would be considered as mainstream business spend / expenditure.
- 5.14 The Divisions / Complexes will not take up Projects/activities required to be implemented by the Government and / or for which Central / State Government's schemes have been sanctioned, as it could result in unnecessary duplication.
- 5.15 The Company will give preference to the local area and areas around the Divisions / Complexes where it operates, for spending the amount earmarked for Corporate Social Responsibility Projects / activities.
- 5.16 The Company may engage international organisations for designing, monitoring and evaluation of the CSR projects or programmes as per its CSR policy as well as for capacity building of their own personnel for CSR.
- 5.17 The Company may collaborate with other Companies for undertaking Projects / Programs / activities in such a manner that the CSR Committees of respective Companies are in a position to report separately on such Projects / Programmes in accordance with the CSR Rules notified under Companies Act, 2013.
- 5.18 The CSR amount may be spent by the Company for creation or acquisition of a capital asset, which shall be held by –

- (a) a company established under section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects and CSR Registration Number under sub-rule (2) of rule 4; or
- (b) beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or
- (c) a public authority.

5.19 Any capital asset created by the Company prior to the commencement of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, shall, within a period of one hundred and eighty days from such commencement, which may be extended by a further period of not more than ninety days with the approval of the Board based on reasonable justification, be transferred to:

- (a) a company established under section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects and CSR Registration Number under sub-rule (2) of rule 4; or
- (b) beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or
- (c) a public authority.

5.20 Apart from CSR & SD Committee, a 5-member committee at corporate office be constituted by CMD consisting of one each from HR, Finance, IMM, Works and Company Secretary Department, headed by HR for review and shortlisting of CSR projects proposed by Complex / Divisions before submitting the same to CSR & SD committee. This committee will also meet on quarterly basis to review the implementation of projects approved by the Board and submit a quarterly progress report to the CSR & SD Committee.

5.21 A 'CSR Implementation Committee' is to be created in every Division. A Senior Officer (GM / AGM) of the Division will be nominated as the Head of the 'CSR Implementation Committee' who will be responsible for Planning, Implementation and Monitoring of CSR Projects / activities of that Division who will be supported by Officials from HR, Finance, Marketing, Civil and IMM Departments. HR Head of the Division will act as a nodal point / single point of Contact with matters regarding to CSR Projects / activities in that Division.

5.22 Keeping in view of the importance of CSR Projects/activities, the HR Heads and Divisional Heads would give due diligence and also discuss the modalities and progress of CSR Projects/activities during the Divisional COM Meetings.

- 5.23 Excluding the Board level Committee, the performance of every employee involved in planning, implementing and monitoring of the CSR Projects / programs will be linked to the annual PARs to the extent of 5-10 marks (out of 100), to bring more work clarity and accountability.
- 5.24 The designated Nodal Officer at Division / Complex level will submit reports regarding the progress in the implementation of CSR activities to the head of the committee constituted by CMD for the purpose of CSR at the Corporate Office, for review and onward submission to CSR & SD Committee.
- 5.25 The CSR & SD Committee of the Board will in turn, periodically submit the reports to the Board of Directors for their information, consideration and necessary directions.
- 5.26 The Board's Report of the Company pertaining to any financial year shall include an annual report on CSR containing particulars specified in **Appendix- B**.
- 5.27 Regular/constant feedback from the beneficiaries is very vital for any project/activity to be successful and sustainable. In this regard, the Divisions/Complexes are required to obtain regular feedback in writing/documentary evidences/photos/videos, before and after implementation of Projects/activities under CSR. The information will help/support during the impact assessment process at the end of the Project.

## **6. Deficit and surplus of the CSR Fund**

- 6.1 Where the Company spends an amount in excess of requirement provided under sub-section (5) of section 135, such excess amount may be set off against the requirement to spend under sub-section (5) of section 135 up to immediate succeeding three financial years subject to the conditions that –
- (i) the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any, in pursuance of sub-rule (2) of this rule.
  - (ii) the Board of the Company shall pass a resolution to that effect.
- 6.2 Any surplus arising out of the CSR activities shall not form part of the business profit of the Company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR Policy and annual action plan of the Company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year or within the

extended period as specified by the Ministry of Corporate Affairs from time to time.

- 6.3 Any amount remaining unspent relating to any project other than an ongoing project, shall be transferred to a Fund specified in Schedule VII within a period of 6 months of the expiry of the financial year or within the extended period as specified by the Ministry of Corporate Affairs from time to time.
- 6.4 Any amount remaining unspent pursuant to any ongoing project, shall be transferred within a period of 30 days from the end of the financial year or within the extended period as specified by the Ministry of Corporate Affairs from time to time, to a special account to be opened in that behalf for that financial year in any scheduled bank to be called the Unspent Corporate Social Responsibility Account, and such amount shall be spent by the Company in pursuance of its obligation towards CSR Policy, within a period of 3 financial year from the date of such transfer, failing which, the amount shall be transferred to a Fund specified in Schedule VII within a period of 30 days from the date of completion of the third financial year or within the extended period as specified by the Ministry of Corporate Affairs from time to time.
- 6.5 If the Company fails to spend the allocated budget, the Board shall, in its Report, specify the reasons for not spending the amount.

## **7. Sustainability Reporting:**

Sustainability Reporting and disclosure may be followed, wherein the Company will report its performance in economic, social and environmental areas as per globally acclaimed guidelines, Global Reporting Initiative (GRI).

## **8. Impact Assessment and Evaluation:**

- 8.1 (a) In order to ascertain the degree of success or failure of a completed activity/project under CSR, Company shall undertake impact assessment, through an independent agency, of the CSR Projects/activities having outlays of rupees one crore or more, and which have been completed not less than one year before undertaking the impact study.
- (b) The impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR.
- (c) Expenditure towards impact assessment made by the Company during a financial year, may be booked towards CSR expenditure upto a limit of 2 percent of the total CSR expenditure for that financial year or fifty lakh rupees, whichever is higher.

- 8.2 All activities/projects having outlays below rupees one crore taken under CSR of the year may be evaluated by an external specialized agency for the sake of objectivity and transparency.
- 8.3 External specialized agencies / NGOs with adequate experience / expertise may be engaged from the available panels maintained by the Government Ministries / Departments, Planning Commission, autonomous organizations, or the National / Regional CSR Hub.
- 8.4 The external agency shall evaluate the Projects/activities for the following information:
- Need for choosing the activity/project (Conduct of Baseline Survey)
  - Fulfillment of the objectives for the activity/project
  - Beneficiaries of the activity/project.
  - Budget utilization.
  - Implementation aspects.
  - Timely completion of the targets.
  - Impact of the activity/project on social, economic and environment perspective.

## **9. Display of CSR activities on website**

The composition of the CSR & SD Committee, and CSR Policy and Projects approved by the Board shall be displayed on the website of the Company.

## **10. Amendments**

If the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy until such time this Policy is changed to conform to that law, rule, regulation or standard. The Chairman & Managing Director of the Company be and is hereby authorized to do the necessary changes/ amendments, if any, required in the Policy due to any amendment in the law, rule, regulation or standard. Subsequently, the said changes/ amendments are required to be taken on record by the CSR & SD Committee and the Board in their next meeting.

**For Details:** [https://hal-india.co.in/backend/wp-content/uploads/2025/04/CSR\\_Policy.pdf](https://hal-india.co.in/backend/wp-content/uploads/2025/04/CSR_Policy.pdf)

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) promoting 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 centres 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, 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;
- (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 arts and handicrafts;
- (vi) Measures of 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;
- (vii) Training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports;
- (viii) Contribution to the Prime Minister's National Relief 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 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 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 Defence 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 purpose 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.

Note: (a) Spending of CSR funds for carrying out awareness campaigns/ programmes or public outreach campaigns on Covid-19 Vaccination programme, is an eligible CSR activity under Clause (i), (ii) and (xii) as indicated above.

(b) Spending of CSR funds for creating health infrastructure for Covid care including setting up makeshift hospitals and temporary Covid care facilities, establishment of medical oxygen generation and storage plants, manufacturing and supply of oxygen concentrators, ventilators, cylinders and other medical equipment for countering Covid-19 or similar such activities are an eligible CSR activity under Clause (i) and (xii) as indicated above.

(c) The Company may undertake the activities or projects or programmes related with creating infrastructure for Covid care, establishment of medical oxygen generation and storage plants etc. in consultation with State Governments, using CSR funds, directly itself or in collaboration as shared responsibility with other companies, subject to fulfilment of Companies (CSR Policy) Rules, 2014 and the guidelines issued by the Ministry of Corporate Affairs from time to time.

(d) Spending of CSR funds for Covid-19 Vaccination for persons other than employees and their families, is an eligible CSR activity under Clause (i) relating to promotion of health care including preventive health care and (xii) relating to disaster management, as indicated above.

- (e) Spending of CSR funds for activities related to 'Har Ghar Tiranga' campaign under the aegis of Azadi ka Amrit Mahotsav, such as mass scale production and supply of the National Flag, outreach and amplification efforts and other related activities, are eligible CSR activity under Clause (ii) pertaining to promotion of education relating to culture, as indicated above.

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**FORMAT FOR THE ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN  
THE BOARD’S REPORT**

1. A brief outline of the Company’s CSR Policy
2. Composition of CSR & SD Committee

	<b>Name of Director</b>	<b>Designation / Nature of Directorship</b>	<b>Number of meetings of CSR &amp; SD Committee held during the year</b>	<b>Number of meetings of CSR &amp; SD Committee attended during the year</b>

3. Provide the web-link(s) where Composition of CSR & SD Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company.
4. Provide the executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable.
5. (a) Average net profit of the Company as per section 135(5)  
(b) Two percent of average net profit of the Company as per section 135(5)  
(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.  
(d) Amount required to be set off for the financial year, if any  
(e) Total CSR obligation for the financial year (5b+5c-5d)
6. (a) Amount spent on CSR Projects (Both Ongoing Project and other than Ongoing Project)  
(b) Amount spent in Administrative Overheads  
(c) Amount spent on Impact Assessment, if applicable  
(d) Total amount spent for the Financial Year (6a+6b+6c)  
(e) CSR amount spent or unspent for the financial year:

<b>Total Amount Spent for the Financial Year. (in Rs.)</b>	<b>Amount Unspent (in Rs.)</b>				
	<b>Total Amount transferred to Unspent CSR Account as per section 135(6).</b>		<b>Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).</b>		
	<b>Amount</b>	<b>Date of transfer</b>	<b>Name of the Fund</b>	<b>Amount</b>	<b>Date of transfer</b>

- (f) Excess amount for set off, if any:

<b>Sl. No.</b>	<b>Particular</b>	<b>Amount (in Rs.)</b>
	Two percent of average net profit of the company as per section 135(5)	
	Total amount spent for the Financial Year	
	Excess amount spent for the financial year [(ii)-(i)]	
	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	
	Amount available for set off in succeeding financial years [(iii)-(iv)]	

7. Details of Unspent CSR amount for the preceding three financial years:

Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any		Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
				Amount (in Rs.)	Date of transfer		
FY-1							
FY-2							
FY-3							
<b>Total</b>							

8. Whether any capital assets have been created or acquired through CSR amount spent in the financial year: Yes / No

If yes, enter the number of capital assets created / acquired:

Furnish the details relating to such asset(s) so created or acquired through CSR amount spent in the financial year:

	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode Of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity / Authority / beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address

*(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/Gram panchayat are to specified and also the area of the immovable property as well as boundaries)*

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5).

Sd/ (Chief Executive Officer or Managing Director or Director)	Sd/ (Chairman CSR & SD Committee)	Sd/ (Person specified under clause (d) of sub- section (1) of section 380 of the Act) (Wherever applicable)
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# Lesson IX

## Social Stock Exchange

### 1. Framework on Social Stock Exchange (September 19, 2025)

SEBI has issued circular dated September 19, 2025, specifying Framework on Social Stock Exchange (“SSE”). Based on the recommendations of Social Stock Exchange Advisory Committee (SSEAC) and the feedback received through public consultation on the recommendations of SSEAC, the Board approved amendments to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations). Accordingly, the provisions of ICDR Regulations and LODR Regulations in this regard, have been amended vide Gazette Notification dated September 09, 2025 and September 08, 2025 respectively. These amendments are available at the links:

1. [https://www.sebi.gov.in/legal/regulations/sep-2025/securities-and-exchange-board-of-india-issue-of-capital-and-disclosure-requirements-second-amendment-regulations2025\\_96524.html](https://www.sebi.gov.in/legal/regulations/sep-2025/securities-and-exchange-board-of-india-issue-of-capital-and-disclosure-requirements-second-amendment-regulations2025_96524.html)
2. [https://www.sebi.gov.in/legal/regulations/sep-2025/securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-third-amendment-regulations2025\\_96523.html](https://www.sebi.gov.in/legal/regulations/sep-2025/securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-third-amendment-regulations2025_96523.html)

The revised framework enhances the eligibility criteria for Not-for-Profit Organizations (NPOs) seeking registration with the Social Stock Exchange (SSE), broadens disclosure requirements, and updates reporting timelines. To qualify, NPOs must be legally registered in India as a trust, society, or Section 8 company, and must hold a valid registration certificate for at least 12 months prior to applying to the SSE.

**For detailed:** [https://www.sebi.gov.in/legal/circulars/sep-2025/framework-on-social-stock-exchange\\_96702.html](https://www.sebi.gov.in/legal/circulars/sep-2025/framework-on-social-stock-exchange_96702.html)

### 2. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2025 (September 08, 2025)

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2025, notified on 8 September 2025, were issued by SEBI in exercise of the powers conferred under section 11, sub-section (2) of section 11A, and section 30 of the SEBI Act, 1992, read with section 31 of the Securities Contracts (Regulation) Act, 1956, to further amend the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Third Amendment Regulations, 2025, which came into force with effect from 8 September 2025, introduce enhanced disclosure and compliance requirements for Not-for-Profit Organizations and Social Enterprises registered on the Social Stock Exchange(s). The Third Amendment Regulations, 2025 inter alia provides that:

**Regulation 91C(1):** A Not-for-Profit Organization registered on the Social Stock Exchange(s), including a Not-for-Profit Organization whose designated securities are listed on the Social Stock Exchange(s), shall be required to make annual disclosures to the Social Stock Exchange(s) on –

(i) financial aspects, as may be specified by the Board, by October 31st of each year or before the due date of filing of income tax return as prescribed under the provisions of the Income-tax Act, 1961, whichever is later, or within such other period as may be specified by the Board; and

(ii) non-financial aspects, as may be specified by the Board, within a period of 60 days from the end of the financial year or within such other period as may be specified by the Board.

**Regulation 91E(2A):** A Social Enterprise which is only registered on a Social Stock Exchange without raising funds shall submit a self-certified annual impact report: Provided that a Not for Profit Organization that is registered on a Social Stock Exchange shall be permitted not to raise funds through it for a maximum period of two years from the date of registration or such duration as may be specified by the Board: Provided further that upon expiry of the period of two years from the date of registration, the Not for Profit Organization shall have at least one listed project failing which it shall cease to be registered.

**For Details:** [https://www.sebi.gov.in/legal/regulations/sep-2025/securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-third-amendment-regulations-2025\\_96523.html](https://www.sebi.gov.in/legal/regulations/sep-2025/securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-third-amendment-regulations-2025_96523.html)