

^{1&2}[135. (1) Every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during ³[the immediately preceding financial year] shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

⁴[Provided that where a company is not required to appoint an independent director under sub-section (4) of section 149, it shall have in its Corporate Social Responsibility Committee two or more directors.]

(2) The Board's report under sub-section (3) of [section 134](#) shall disclose the composition of the Corporate Social Responsibility Committee.

(3) The Corporate Social Responsibility Committee shall,—

- (a) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company ⁵[in areas or subject, specified in [Schedule VII](#)];
- (b) recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- (c) monitor the Corporate Social Responsibility Policy of the company from time to time.

(4) The Board of every company referred to in sub-section (1) shall,—

- (a) after taking into account the recommendations made by the Corporate Social Responsibility Committee, approve the Corporate Social Responsibility Policy for the company and disclose contents of such Policy in its report and also place it on the company's website, if any, in such manner [as may be prescribed](#); and
- (b) ensure that the [activities](#) as are included in Corporate Social Responsibility Policy of the company are undertaken by the company.

(5) The Board of every company referred to in sub-section (1), shall ensure that the company spends, in every financial year, at least two per cent. of the average net profits of the company made during the three immediately preceding financial years ⁷[or where the company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years], in pursuance of its Corporate Social Responsibility Policy:

Provided that the company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for Corporate Social Responsibility activities:

Provided further that if the company fails to spend such amount, 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 ⁸[and, unless the unspent amount relates to any ongoing project referred to in sub-section (6), transfer such unspent amount to a Fund specified in [Schedule VII](#), within a period of six months of the expiry of the financial year].

¹⁰[Provided also that if the company spends an amount in excess of the requirements provided under this sub-section, such company may set off such excess amount against the requirement to spend under this sub-section for such number of succeeding financial years and in such manner, as may be prescribed.]

⁶[Explanation.—For the purposes of this section "net profit" shall not include such sums as may be prescribed, and shall be calculated in accordance with the provisions of [section 198](#).]

⁹[6) Any amount remaining unspent under sub-section (5), pursuant to any ongoing project, fulfilling such conditions as may be prescribed, undertaken by a company in pursuance of its Corporate Social Responsibility Policy, shall be transferred by the company within a period of thirty days from the end of the financial year to a special account to be opened by the company 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 the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer, failing which, the company shall transfer the same to a Fund specified in [Schedule VII](#), within a period of thirty days from the date of completion of the third financial year.

¹¹[(7) If a company is in default in complying with the provisions of sub-section (5) or sub-section (6), the company shall be liable to a penalty of twice the amount required to be transferred by the company to the Fund specified in Schedule VII or the Unspent Corporate Social Responsibility Account, as the case may be, or one crore rupees, whichever is less, and every officer of the company who is in default shall be liable to a penalty of one-tenth of the amount required to be transferred by the company to such Fund specified in Schedule VII, or the Unspent Corporate Social Responsibility Account, as the case may be, or two lakh rupees, whichever is less.]

(8) The Central Government may give such general or special directions to a company or class of companies as it considers necessary to ensure compliance of provisions of this section and such company or class of companies shall comply with such directions.]

¹²[(9) Where the amount to be spent by a company under sub-section (5) does not exceed fifty lakh rupees, the requirement under sub-section (1) for constitution of the Corporate Social Responsibility Committee shall not be applicable and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of such company.]

1. Clarification related to Schedule VII -Dated 18.06.2014. (Point (iv) has been Omitted - Refer Clarification Dated-17.09.2014)

2. Clarification related to above Clarification Dated-17.09.2014.

3. Clarification with regard to provisions under section 135 (5) of the Companies Act, 2013.

Exceptions/Modifications/Adaptations

1. In case of Specified IFSC Public Company - Section 135 shall not apply for a period of five years from the commencement of business of a Specified IFSC public company - Notification Dated 4th January, 2017.

2. In case of Specified IFSC Private Company - Section 135 shall not apply for a period of five years from the commencement of business of a Specified IFSC private company - Notification Dated 4th January, 2017

Amendments

3. Substituted by the Companies (Amendment) Act, 2017 - **Amendment Effective from 19.09.2018**

In section 135 for sub-section (1), for the words—

any financial year

the following words shall be substituted, namely :-

the immediately preceding financial year

4. Inserted by The Companies (Amendment) Act, 2017- **Amendment Effective from 19.09.2018**

5. Substituted by the Companies (Amendment) Act, 2017 - **Amendment Effective from 19.09.2018**

In section 135, for sub-section (3), in clause (a), for the words

as specified in ^{1, 2} Schedule VII;

the following words and figures shall be substituted, namely :-

in areas or subject, specified in Schedule VII

6. Substituted by the Companies (Amendment) Act, 2017 **Amendment Effective from 19.09.2018**

In section 135, for sub-section (5), for the Explanation-

Explanation.—For the purposes of this section “average net profit” shall be calculated in accordance with the provisions of [section 198](#).

the following Explanation shall be substituted, namely :-

Explanation.—For the purposes of this section "net profit" shall not include such sums as may be prescribed, and shall be calculated in accordance with the provisions of [section 198](#).

7. [Inserted by The Companies \(Amendment\) Act, 2019-](#) [Amendment Effective from 22.01.2021](#) **[Companies (Amendment) Second Ordinance 2019 is repealed on 31st July 2019]**

8. [Inserted by The Companies \(Amendment\) Act, 2019-](#) [Amendment Effective from 22.01.2021](#) **[Companies (Amendment) Second Ordinance 2019 is repealed on 31st July 2019]**

9. [Inserted by The Companies \(Amendment\) Act, 2019-](#) [Amendment Effective from 22.01.2021](#) **[Companies (Amendment) Second Ordinance 2019 is repealed on 31st July 2019]**

10. [Inserted by the Companies \(Amendment\) Act, 2020. Notification dated 28th September, 2020](#) [Amendment Effective from 22nd January 2021](#)

11. [Substituted by the Companies \(Amendment\) Act, 2020. Notification dated 28th September, 2020](#) [Amendment Effective from 22nd January 2021](#)

for sub-section (7),

(7) If a company contravenes the provisions of sub-section (5) or sub-section (6), the company shall be punishable with fine which shall not be less than fifty thousand rupees but which may extend to twenty-five lakh rupees and every officer of such company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than fifty thousand rupees but which may extend to five lakh rupees, or with both.

the following sub-section shall be substituted, namely:

(7) If a company is in default in complying with the provisions of sub-section (5) or sub-section (6), the company shall be liable to a penalty of twice the amount required to be transferred by the company to the Fund specified in Schedule VII or the Unspent Corporate Social Responsibility Account, as the case may be, or one crore rupees, whichever is less, and every officer of the company who is in default shall be liable to a penalty of one-tenth of the amount required to be transferred by the company to such Fund specified in Schedule VII, or the Unspent Corporate Social Responsibility Account, as the case may be, or two lakh rupees, whichever is less.

12. [Inserted by the Companies \(Amendment\) Act, 2020. Notification dated 28th September, 2020](#) [Amendment Effective from 22nd January 2021](#)