



**CORPORATE SOCIAL RESPONSIBILITY POLICY**

**VANAMALI ORGANICS PRIVATE LIMITED  
CORPORATE SOCIAL RESPONSIBILITY POLICY (CSR POLICY)**

**1. INTRODUCTION**

- a. The Board of Directors (“**Board**”) of Vanamali Organics Private Limited (“**Company**”) have adopted the Corporate Social Responsibility Policy (“**CSR Policy**”) in its meeting held on June 20, 2020, based on the recommendation of the Corporate Social Responsibility Committee (“**CSR Committee**”) in accordance with the provisions of the Corporate Social Responsibility Committee Charter (“**CSR Charter**”) dated February 16, 2015. The policy reflects the CSR Charter which requires the CSR Committee to develop a CSR policy which reflects the Company’s adherence to the provisions Section 135 of the Companies Act, 2013 (“**Act**”) read along with the rules and schedules framed thereunder and as amended from time to time.

**2. APPLICABILITY**

- a. This CSR Policy shall guide all the CSR project(s) / programme(s) undertaken by the Company, as per the Schedule VII of the Act.

**3. CSR OBJECTIVES, PROJECTS, ACTIVITIES**

- a. In accordance with the CSR Charter, the Company will distribute its CSR funding around the following themes: (i) promoting education including special education and employment enhancing vocation skills among children, women, elderly and the differently abled and livelihood enhancement projects; (ii) ensuring preventive healthcare, sanitation and personal hygiene; and (iii) helping needy with basic amenities such as shelter and clothing, and such other projects / programmes as may be recommended by the CSR Committee and approved by the Board. The CSR Committee shall conduct a minimum of 2 (two) meeting every financial year to review the activities of the Company towards CSR.

**4. ROLES & RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

- a. As detailed in the CSR Charter the Board is responsible for the appointment of a CSR Committee, its Chairperson and committee members and approving a CSR Charter as recommended by the CSR Committee.
- b. The Board is also responsible for ensuring that at least 2% (two percent) of the average net profile of the Company over the 3 (three) preceding years is spent on CSR initiatives in pursuance of this CSR policy.
- c. The Board shall ensure that the reasons for any under spending and / or not spending of the allocated CSR budget are specified in the Board’s annual report.
- d. The Board shall ensure that the surplus arising out of CSR activities is not considered as a part of the business profits of the Company and credited back to the CSR corpus.
- e. The Board shall disclose in the Company’s annual report, the composition of the CSR Committees, the CSR Policy and projects, the average net profits over the three last years,

prescribed CSR spending, details of the CSR spending during the fiscal year, and a statement from CSR Committee that the implementation and monitoring of the CSR policy is in compliance with CSR objectives and Policy.

- f. The Board shall place the content of the CSR Policy on the Company's website, in such manner as may be prescribed.
- g. The Board shall ensure that in every financial year, funds committed by the Company for CSR projects / programmes are utilized effectively and monitored regularly.

## **5. ROLES & RESPONSIBILITIES OF THE CSR COMMITTEE**

- a. The CSR Committee shall also recommend the amount of expenditure to be incurred on the activities referred to this CSR Policy, monitor the CSR Policy from time to time and monitor the amount approved by the Board and ensure such amounts are spent for CSR purposes and report the same to the Board.
- b. The CSR Committee shall authorize one of its members to regularly monitor and report to the CSR Committee, which will further review and report to the Board on such matters.
- c. The CSR Committee shall provide the note on CSR activities undertaken during the financial year which shall be included in the Directors Report of the Company along with the amount spent on CSR activities.
- d. The CSR Committee will modify any of the clauses of this CSR Policy as required from time to time and same will be placed for approval in the meetings of the CSR Committee and the same shall be intimated to the Board in the subsequent meeting.
- e. The CSR Committee will also be responsible for:
  - Monitoring the Company's CSR policy;
  - Regularly updating the Board about Committee activities and making appropriate recommendations;
  - Ensure the Board is aware of matters what may significantly impact on the Company's adherence to the rules; and
  - Advise the Board of any material regulatory changes.

## **6. CSR POLICY IMPLEMENTATION**

- a. CSR project / programme to be undertaken will be identified by the CSR Committee.
- b. The CSR Committee shall recommend to the Board for approval, the CSR project / programme, specifying the mechanism of its execution and the expenditure to be incurred.
- c. The time period over which a particular project / programme will be specified, for example, if such spending will occur over time, the extent of project / programme coverage and the intended impact.

- d. The mode of implementation of CSR project / programme may include direct implementation or implementation through charity partners, government, own foundation, registered trusts or societies, civil societies, social partners etc. The same shall be selected after performing necessary due diligence.
- e. The Company may avail services of external expert agencies, consultancy firms etc., for carrying out any survey, assessment or report with regards to any CSR project / programme to be undertaken by the Company.
- f. The CSR Committee is authorised to settle all queries, differences or doubts that may arise in relation to the implementation of CSR project(s) / programme(s).
- g. The scope of expenditure of the CSR Committee shall also extend to helping / assisting / allocating a part of the CSR funds to the neighboring villages around the Company premises to provide for basic needs (such as food, education, combating diseases, ensuring environmental sustainability and support local business projects / programmes and other such related matters). The CSR Committee shall also partake in any additional CSR activities as may be approved by the CSR Committee and the Board.

**The CSR Policy is hereby approved by the CSR Committee in its meeting held on June 30, 2020.**