

CII GUARDIAN INTERNATIONAL LIMITED

Corporate Social Responsibility (CSR) Policy of CII Guardian International Limited

Guiding Principles:

CII Guardian International Limited recognizes the social responsibility as a business organization and will strive to play its role in helping the community as per guidelines provided by the Companies Act, 2013 while safeguarding the interest of all the stakeholders. The company is committed to making CSR an integral part of the business process even as continuously enhancing the shareholders' wealth.

With this objective in view, CII Guardian International Limited is pleased to announce its Corporate Social Responsibility Policy (CSR Policy).

CSR focus areas :

The focus areas for CSR programs/ projects to be undertaken by the Company (either directly or through CSR partner) under this Policy shall be in the following areas :

- (1) **Environment:** To undertake various activities in relation to increasing accountability through investments in energy and the environment, ensuring environmental sustainability, ecological balance, protection of flora, and fauna, animal welfare, agro-forestry, conservation of natural resources, maintaining quality of soil, air and water;
- (2) **Health and wellness including eradication of poverty and malnutrition:** To promote healthcare including preventive health care and sanitation, and making available safe drinking water and to undertake other activities in relation to eradication of poverty and malnutrition for promoting health and wellness; Emphasis on providing basic nutrition/ health care facilities with special focus on establishing or supporting health centers for the mentally challenged/ socially neglected as well as the disabled/ elderly;
- (3) **Education:** Fostering innovation through investment in education, including special education and employment enhancing vocational skills especially among children, women, elderly and differently enabled, emphasizing on science, technology, engineering and mathematics; Focus on educating the under-privileged by providing appropriate infrastructure, and groom them as future value creators;
- (4) **Measures for reducing inequalities faced by socially and economically backward groups:**
Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up of 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;
- (5) **Technology:** To contribute to the technology incubators located within academic institutions which are approved by the Central Government;
- (6) **Socio economic development and Disaster Relief:** To contribute to Funds set up by Central Government such as Prime Ministers' National Relief Fund for socio economic development and relief, including disaster relief and welfare of the backward classes/ minorities and women in compliance with Schedule VII of the Companies Act, 2013;

(7) **Rural development projects:** To promote infrastructural development in rural and slum areas, including water conservation, development and maintenance of roads, and projects for rural sanitation. Promotion of rural sports by imparting of training and infra-structural facilities, and

(8) Other Projects and activities related to items specified under Schedule VII of the Act (as amended from time to time) which are not listed above.

CSR Committee:

CSR Committee shall be constituted by the Board of Directors of the Company and shall consist of not less than 3 directors on the Board of Directors of the Company at any given point of time.

Quorum:

Two directors , personally present or via video conferencing or phone conference , shall form quorum for every meeting of the CSR Committee. Provisions relating to conducting Board meetings via video conferencing shall apply *mutatis mutandis* to the CSR Committee meetings.

Meetings:

Not less than two meetings of the CSR Committee shall be held in a financial year. Meetings can be convened at such time, at such place and on such day, as the members of the CSR Committee may deem fit. The minutes recording the proceedings of the CSR Committee meetings shall be placed before the next board meeting of the Company for approval.

Notices:

Any one of the CSR Committee members shall be authorised to issue notice to convene the meetings of the CSR Committee. Every notice convening the meeting of CSR Committee shall be accompanied by a detailed agenda and the draft resolutions to be passed at such meetings.

Membership:

Membership of the CSR Committee is restricted only to board of directors of the Company. The CSR Committee may invite experts from various fields and also business heads to attend its meetings from time to time. The Managing Director and Executive Director shall be permanent invitees to these meetings.

Decisions:

Matters transacted at the meetings of the CSR Committee or by way of resolutions by circulation shall be decided by majority vote of the CSR Committee members. Secretarial assistance to minute the meetings will be provided by the Company.

Guidelines for choosing a CSR partner:

1. CSR Partner shall be either a registered trust or a registered society under the applicable laws or a company incorporated under Section 8 of the Act with an established track record of 3 years in undertaking activities in the focus areas in which the Company intends to carryout CSR Programs / projects.

2. The Board of directors or the trustees or the management committee members or the governing body members, as the case may be, of the CSR Partner, shall have at least three years of experience and expertise in carrying out CSR programs / projects in the focus areas in which the Company intends to carryout CSR Programs / projects.

3. The Board of directors or the trustees or the management committee members or governing body members of the CSR Partner, as the case may be, or the members of the CSR Partner or the CSR Partner itself, shall not in any way be, directly or indirectly, connected with any political parties and the CSR Partner should not be, directly or indirectly, promoted by political parties.

4. CSR Partner shall not engage in religious or political activities, for the private benefit of the CSR Partner, discriminate on the basis of race, colour, religion, sex, age, national origin, citizenship status, disability, sexual orientation or veteran status.

5. The Board of directors or the trustees or the management committee members or governing body members of the CSR Partner, as the case may be, or the members of the CSR Partner should not be adjudicated as an insolvent or convicted by a Court of any offence involving moral turpitude.

Role and responsibilities:

(i) To formulate and recommend the CSR Policy to the board of directors of the Company. Any amendments to be carried out to the CSR Policy shall be taken up by the Board only with the recommendation of CSR Committee;

(ii) To recommend the amount of expenditure to be incurred by the Company in each financial year in relation to the CSR Programs / projects to the board of the directors of the Company. Such expenditure shall be calculated in accordance with the provisions of the Act after consultation with the finance department of the Company;

(iii) To monitor the CSR Programs / projects and provide updates in its activities during the meetings of the CSR Committee. The update shall include a summary of programs implemented, funds allocated and utilization of the same at that point in time

Policy Review and future amendment:

The CSR Committee shall annually review the CSR Policy and make suitable changes as may be required and submit the same for the approval of the Board of Directors of the Company.