

**SWARA BABY PRODUCTS PRIVATE LIMITED**

**CORPORATE SOCIAL RESPONSIBILITY POLICY**

## 1. PREFACE

Swara is committed to improve the lives of the society in which it operates. The Company believes in “**looking beyond business**” and strives to create a positive impact on the communities it serves and on the environment. The Company is committed not just to profits, but also towards leaving a deeper imprint on the society as a whole. We understand that there is a need to strike a balance between the overall objectives of achieving corporate excellence vis- à-vis the company’s responsibilities towards the community.

## 2. SCOPE & OBJECTIVES

The objective of the policy is to actively contribute to the social, environmental and economic development of the society in which we operate.

In order to carry out the charitable activities in a structured manner and to streamline and provide more focus and direction to the activities undertaken by the Company in its sphere, it is decided to formulate a policy on Corporate Social Responsibility.

Further, Section 135 of the Companies Act, 2013 (hereinafter described as “Section 135”) and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter described as “the rules”) have also laid down Guidelines for CSR Programme for the Companies falling into the criteria of mandatory provision for CSR. This policy is formulated in line with the requirements of the Companies Act, 2013 (hereinafter described as “the Act”) and shall be applicable on uniform basis.

## 3. DEFINITIONS

The terms defined in this CSR Policy shall have the meanings herein specified and terms not defined shall have the meanings as defined in the Companies Act, 2013 and Companies (Corporate Social Responsibility) Rules, 2014 including any statutory modifications or re-enactments thereof.

- 3.1 “**Act**” means the Companies Act, 2013 including any statutory modification or re-enactment thereof.
- 3.2 “**Average Net Profit**” means profit calculated as per Section 198 of the Companies Act, 2013.
- 3.3 “**Board**” means the Board of Directors of the Company.
- 3.4 “**Board’s Report**” shall mean report of the Board of Directors prepared in

accordance with section 134(3) of the Companies Act, 2013.

- 3.5 **“Company”** means SWARA BABY PRODUCTS PRIVATE LIMITED
- 3.6 **“CSR”** means Corporate Social Responsibility.
- 3.7 **“CSR activities”** means the activities or projects or programmes as recommended by the CSR Committee and approved by the Board, undertaken by the Company from time to time in any one or more of the areas falling under the Schedule VI to the Companies Act, 2013.
- 3.8 **“CSR Committee”** means the Committee of the Board constituted under section 135 of the Act for the purpose of administration of CSR activities, supervising the adherence of this CSR Policy and the matter incidental thereto.
- 3.9 **“CSR Policy”** means the Corporate Social Responsibility Policy as set out herein and as amended or modified from time to time.
- 3.10 **“CSR Rules”** means Companies (Corporate Social Responsibility) Rules, 2014.

#### **4. CSR ACTIVITIES**

- (i) The Company shall undertake the activities as recommended by the CSR committee and approved by the Board in accordance with the provisions of Section 135 of the Companies Act, 2013 read with Schedule VII and Companies (CSR Policy) Rules, 2014
  - a. Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water; (Including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation)
  - b. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
  - c. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
  - d. 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)

- e. 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;
- f. Measures for 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)
- g. Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;
- h. Contribution to the Prime Minister's National relief fund 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 castes, the scheduled tribes, other backward classes, minorities and women;
- i. Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government;
- j. 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 Defense 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).]
- k. Rural development projects.
- l. slum area development.
- m. disaster management, including relief, rehabilitation and reconstruction activities.

- (ii) The CSR activities (either new or ongoing) shall be undertaken by the Company in accordance with this policy and shall exclude activities undertaken in pursuance of its normal course of business.
- (iii) The CSR projects or programs or activities undertaken in India only shall qualify for CSR expenditure.
- (iv) The CSR programs or projects or activities that benefit only the employees of the Company and their families shall not be considered as CSR activities in accordance with the Act.
- (v) Contribution of any amount directly or indirectly to any political party under section 182 of the Act shall not be considered as CSR activity.

## **5. CSR EXPENDITURE**

- (i) As per the provisions of Companies Act, 2013, the Board shall ensure that the Company spends in every financial year, at least 2% of the average net profits of the Company made during the three immediately preceding financial years.
- (ii) CSR Committee shall recommend the amount of expenditure project wise to be incurred annually to the Board for its consideration and approval.
- (iii) 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 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.

## **6. TERMS OF REFERENCE FOR THE CSR COMMITTEE:**

### **(i) Constitution**

The Committee has been established by Resolution of the Board of directors of the Company dated 28<sup>th</sup> December 2021.

### **(ii) Membership**

The Members of the CSR Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of at least three members.

### **(iii) Notice**

The notice of committee meeting be sent to the committee members by giving

not less than seven days' notice in writing to every member at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the CSR Committee may be called at shorter notice to transact urgent business subject to obtaining a shorter notice consent from the members of the committee.

**(iv) Quorum**

A Quorum shall be two members. A duly convened meeting of the CSR Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the CSR Committee.

**(v) Voting**

No one other than the CSR committee members are entitled to be vote at a meeting of the CSR Committee.

**(vi) Frequency of Meetings**

Meetings shall be held at such times as the CSR Committee deems appropriate

**(vii) Proceedings**

- a. The minutes of proceedings of each meeting shall be entered in the books maintained for that purpose along with the date of such entry within thirty days of the conclusion of the meeting.
- b. Each page of minutes of proceedings of a meeting of the Board committee are required to be initialled /signed by the chairman of the said meeting or the chairman of the next succeeding meeting.
- c. The minutes shall also contain the names of the directors present at the meeting; and in the case of each resolution passed at the meeting, the names of the directors, if any, dissenting from, or not concurring with the resolution.
- d. A resolution passed by circulation by the majority of committee members under section 175 shall be noted at a subsequent meeting of the committee and be made part of the minutes of such subsequent meeting.
- e. The minutes books of the Board and committee meetings shall be preserved permanently and kept in the custody of the Managing director and shall be kept in the registered office the Company or at such other place in India as the Board of Directors may decide under section 128 of the Act.

## **7. MONITORING THE CSR POLICY**

CSR Committee shall monitor periodically the implementation of the projects / programs / activities undertaken by the Company and report to the Board on a regular basis the progress of CSR activities.

## **8. REPORTING**

The Board's report shall include the following particulars:

- a. A brief outline of the company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web- link to the CSR policy and projects or programs;
- b. The composition of the CSR Committee;
- c. Average net profit of the company for last three financial years;
- d. Prescribed CSR Expenditure (2% of the amount of the net profit for the last 3 financial years);
- e. Details of CSR spent during the financial year;
- f. In case the company has failed to spend 2% of the average net profit of the last three financial years, reasons thereof;
- g. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

## **9. CONCLUSION**

- CSR Policy is subject to revision/amendment in accordance with the guidelines as may be issued by the Government, from time to time.
- The Board may review the policy from time to time based on changing needs and aspirations of the target beneficiaries and make suitable modifications, as may be necessary.