

## **POLICY ON VIGIL MECHANISM**

*(Approved by Board of Directors at their meeting held on 10TH MARCH, 2022 and effective from 1st April, 2022)*

### **1. PRELUDE:**

VINAY INDUSTRIES LIMITED (“VIL”) (“the Company”) considering the interest of all its well-wishers, who want to report the genuine concerns within the organization, implements the Vigil Mechanism/Whistle Blower Policy (“the Policy”). The Company has adopted a Code of Conduct for Directors and Senior Management Executives (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concerns for the Company. Vigil Mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

Further sub-section (9) of section 177 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 provides that “every listed company and other class of companies a) which accept Deposits from the public b) which have borrowed money from bank and public financial institutions in excess of fifty crore rupees shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed.

Under these circumstances, the Company proposes to establish a Vigil Mechanism/Whistle Blower Policy/ and to formulate a policy for the same.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express their concerns without any fear whatsoever in nature or any unfair treatment. A vigil mechanism provides a channel to the employees and Directors to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or any Policy of the Company.

### **2. SCOPE:**

The employees and directors of the Company are eligible to make Protected Disclosures under the Policy. An employee/director can avail of the channel provided by this Policy for raising an issue covered under this Policy.

The Policy covers malpractices and events which have taken place/suspected to take place including but not limited to the following:

- Abuse of authority/Misuse of Power.

- Breach of contract
- Negligence causing substantial financial loss and specific danger to public health and safety
- Manipulation of SBIL data/records/accounts/reports
- Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
- Any unlawful act whether Criminal/ Civil
- Pilferage of confidential/propriety information
- Deliberate violation of law/regulation
- Misappropriation of funds/assets
- Deliberate violation of Rules/Code of Conduct/Policy
- Any matter or activity on account of which the interest of the Company is affected

However, this policy neither releases employees/directors from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general. Further, it should not be used as a route for taking up a grievance about a personal situation.

### **3. REGULATORY REFERENCES:**

- (i) Section 177 of the Companies Act, 2013;
- (ii) The Companies (Meetings of Board and its Powers) Rules 2014.

### **4. APPLICABILITY:**

The Policy is approved by the Board and shall effective from April 1,2022.

### **5. SCOPE OF THE POLICY:**

The Policy covers malpractices and events which have taken place or are suspected to take place, misuse or abuse of authority, fraud or suspected fraud, violation of company's rules and policies, manipulations, negligence causing danger to public health and safety, misappropriation of Funds, and other matters or activity on account of which the interest of the Company is affected can report the same in accordance with the Policy.

### **6. DEFINITIONS:**

- (a) **“Alleged wrongful conduct”** includes malpractices and events which have taken place / suspected to have taken place, is being taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company's rules and policies, manipulations, negligence causing danger to public health and safety,

misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected or any similar acts”.

Explanation: alleged wrongful conduct shall be treated as concern as prescribed under sub-section (9) of section 177 of the Companies Act, 2013.

- (b) **“Audit Committee”** means a Committee constituted by the Board of Directors of the Company in accordance with Companies Act, 2013.
- (c) **“Audit Committee”** means the audit committee constituted by the Board of Directors of the Company under the provision of Companies Act, 2013 and Listing Agreement with Stock exchange read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- (d) **“Board”** means Board of Directors of the Company.
- (e) **“Company”** means VINAY INDUSTRIES LIMITED
- (f) **“Code”** means Code of Conduct for Directors and Senior Management Executives adopted by Company.
- (g) **“Employee”** means all the present employees and Directors of the Company (whether working in India or abroad).
- (h) **“Policy”** means this Policy, as amended from time to time.
- (i) **“Protected Disclosure”** means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about one or more alleged wrongful conduct with respect to the Company to the vigilance and ethics officer.

Explanation: Protected Disclosure should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

- (j) **“Subject”** means a person or group of persons against or in relation to whom a protected disclosure is made and includes a person or group of persons against whom the evidence gathered during the course of an investigation.
- (k) **“Vigilance and Ethics Officer”** means an officer appointed to receive protected disclosures from whistle blower, providing adequate safeguards to the whistle

blower, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the whistle blower the result thereof.

- (l) **“Whistle Blower”** is an employee or group of employees who makes a Protected Disclosure under the Policy.

## **7. ELIGIBILITY:**

Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters relating to alleged wrongful conduct.

## **8. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES:**

- 8.1 All Protected Disclosures should be reported in writing by the whistle blowers as soon as possible after the whistle blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in legible handwriting in English/regional language commonly understood and spoken by the people where the office is located.
- 8.2 The Protected Disclosure should be submitted in a closed and sealed envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy”. Alternatively, the same can also be sent through email with the subject “Protected disclosure under the Whistle Blower policy”. If the Protected disclosure is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the Whistle Blower and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the whistle blower, the Vigilance and Ethics Officer will not issue any acknowledgement to the Whistle Blower and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in touch with the Whistle Blower.
- 8.3 Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer.
- 8.4 The Protected Disclosure should be forwarded under a covering letter signed by the Whistle Blower. The Vigilance and Ethics Officer / Chairman of the Audit Committee/Chairman as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

8.4.i All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee/Chairman in exceptional cases. The contact details of the Vigilance and Ethics Officer is as under:-

Name and Address of Vigilance and Ethics Officer:  
Rameshchandra Domadia :  
C/O. Gujarat Agro Processors, N.H. No. - 8, Bareja Gam,  
Bareha, Daskoi-382425, Gujarat Email- Vinsomany@gmail.com

Chairman of Audit Committee:  
Mr. Kishorkumar Hingrajiya  
C/O. Gujarat Agro Processors, N.H. No. - 8, Bareja Gam, Bareha,  
Daskoi-382425, Gujarat Email- Vinsomany@gmail.com

8.4.ii Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Chairman of the Company and the Protected Disclosure against the Chairman/ CEO of the Company should be addressed to the Chairman of the Audit Committee

Name and contact details The contact details of the Chairman, are as under:

Name and Address of Chairman-  
Vijay Domadia, C/O. Gujarat Agro Processors, N.H. No. - 8, Bareja  
Gam, Bareha, Daskoi-382425, Gujarat Email- Vinsomany@gmail.com

8.5 On receipt of the protected disclosure the Vigilance and Ethics Officer / Chairman/ Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the Whistle Blower whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record shall include: -

- 8.5.i Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- 8.5.ii Whether the same Protected Disclosure was raised previously on the same subject;
- 8.5.iii Details of actions taken by Vigilance and Ethics Officer / Chairman/ CEO for processing the Protected Disclosure;

- 8.5.iv Findings of the Audit Committee;
- 8.5.v The recommendations of the Audit Committee/ other action(s);
- 8.5.vi Such other records as the circumstances requires;

8.6 The Audit Committee, if deems fit, may call for further information or particulars from the Whistle Blower.

## **9. INVESTIGATION AND PROCEDURE THEREOF:**

- 9.1 All protected disclosures under the Policy will be recorded and thoroughly investigated;
- 9.2 The Audit Committee may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation;
- 9.3 The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process;
- 9.4 Subject will normally be informed in writing of the allegations at the outset of a formal investigation and shall have opportunities for providing their inputs during the investigation;
- 9.5 Subject shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard;
- 9.6 Subject has a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer / Investigators and/or members of the Audit Committee and/or the Whistle Blower;
- 9.7 Subject has a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject;
- 9.8 Unless there are compelling reasons not to do so, subject shall be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject shall be considered as maintainable unless there is good evidence in support of the allegation;
- 9.9 Subject has a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company;
- 9.10 The investigation shall be completed normally within ninety days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit; however, the justification for the extension of time shall be recorded by the Audit Committee;

## **10. DECISION:**

If an investigation leads the Vigilance and Ethics Officer / Chairman of the Audit Committee to conclude that an Alleged wrongful conduct has been committed, the Vigilance and Ethics Officer / Chairman of the Audit Committee shall

recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to the Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

## **11. REPORTING:**

- 11.1 A Whistle Blower who makes false alleged wrongful conduct against the subject to the Vigilance and Ethics Officer or the Audit Committee, shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company;
- 11.2 In case the Subject is the Chairman/CEO of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee, if deem fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure;
- 11.3 The vigilance and Ethics officer shall also forward a copy of the final report as a result of outcome to the Whistle Blower in the sealed envelope;
- 11.4 If the report of investigation is not to the satisfaction of the Whistle Blower, the Whistle Blower has the right to report the event to the appropriate legal or investigating agency;
- 11.5 A Whistle Blower who makes false alleged wrongful conduct against the subject to the Vigilance and Ethics Officer or the Audit Committee, shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company;

## **12. SECRECY/CONFIDENTIALITY:**

The whistle blower, Vigilance and Ethics Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:

- 12.1 Maintain confidentiality of all matters under the Policy;
- 12.2 Discuss only to the extent or with those persons as required under the Policy for completing the process of investigations;
- 12.3 Not keep the papers unattended anywhere at any time;
- 12.4 Keep the electronic mails / files under password;

## **13. PROTECTION:**

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under the Policy. For the purpose of providing protection to Whistle Blower(s), the Whistle Blower(s) should disclose his/her identity in covering letter forwarding such Protected Disclosure. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection shall, therefore, be given to Whistle

Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

- 13.1 A Whistle Blower may report any violation of the above clause to the Vigilance and Ethics Officer /Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- 13.2 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the whistle blower will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the whistle blower being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying the Policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.
- 13.3 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- 13.4 Provided however that the whistle blower before making a protected disclosure has reasonable belief that an issue exists and he has acted in good faith. Any protected disclosure not made in good faith as assessed as such by the Audit Committee shall be viewed seriously and the whistle blower shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. The Policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to the Policy.

#### **14. DISQUALIFICATION:**

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide or malicious or Whistle Blowers who make three or more Protected Disclosures, which have been subsequently found to be

frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under the Policy.

**15. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE:**

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

**16. COMMUNICATION:**

A whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in notice board and the website of the Company.

**17. RETENTION OF DOCUMENTS:**

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of seven years or such other period as specified by any other law in force, whichever is more.

**18. ADMINISTRATION AND REVIEW OF THE POLICY:**

The Company Secretary/the Compliance Officer shall be responsible for the administration, interpretation, application and review of the Policy. The Company Secretary/the Compliance Officer shall be empowered to bring about necessary changes to the Policy, if required, at any stage with the concurrence of the Audit Committee.

**19. AMENDMENT:**

The Company reserves its right to amend or modify the Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employee unless the same is notified to them in writing.

❧ END ❧

## Table of Contents

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page</b>
1.	Preamble	2
2.	Title & Applicability	2-3
3.	Definitions	3-4
4.	Modalities of Execution and Implementation	4-5
5.	Resources, Funding & Allocation	5-6
6.	CSR Annual Action Plan and location of CSR efforts	6
7.	CSR Committee	6-7
8.	Implementation	7-8
9.	Monitoring & Feedback	8-9
10.	General	9
	Annexure-I	10-12

## **1. PREAMBLE:**

Corporate Social Responsibility (CSR) is fundamentally a philosophy or a vision about the relationship of business and Society. The emerging concept of CSR goes beyond charity and requires the Company to act beyond its legal obligations and to integrate social, environmental and ethical concerns into Company's business process. "VINAY INDUSTRIES LIMITED" (herein after referred to as "VIL") is committed to improve the lives of the society in which it operates and strives to create a positive impact on the communities it serves. 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.

Pursuant to Section 135 of the Companies Act, 2013 and the rules made there under, which is effective from 1st April 2014, as amended from time to time, every Company which meets the criteria as mentioned in the Section shall constitute a CSR Committee of the Board for implementation of CSR projects or programs or activities undertaken by the Company.

This policy is designed to discharge the Company's responsibility as a corporate citizen and to lay down the guiding principles for selecting, implementation and monitoring mechanism for carrying out socially useful activities / projects and programs for welfare & sustainable development of community at large.

The terms, rules and regulations mentioned in this policy are as per the Companies Act, 2013 and rules made there under.

## **2. TITLE & APPLICABILITY:**

This policy encompasses the Company's philosophy for delineating its responsibility as a corporate citizen and lays down the guidelines and mechanism for understanding socially useful programmes for welfare & sustainable development of the community at large is titled as the 'VIL CSR Policy'. The Company's focus has always been to contribute to the sustainable development of society and the environment, and to make our planet more liveable for future generations.

This policy is in compliance of section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (herein after referred to as "the Rules") as amended from time to time.

This policy shall be effective from the date of its adoption and approval of by the Board of Directors of VIL.

Notwithstanding anything to the contrary contained in this CSR Policy but subject to applicable law, in the event that the Company fails to meet the thresholds set out under Section 135(1) of the Act for three consecutive financial years, it shall not be required to:

- (i) Constitute/maintain the CSR Committee; and
- (ii) Comply with the provisions of this CSR Policy

Till such time as it again meets the criteria specified in Section 135(1) of the Act

### **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. –

- (a) “**Act**” means the Companies Act, 2013 including any statutory modification or re-enactment thereof.
- (b) “**Average Net Profit**” means profit calculated as per Section 198 of the Companies Act, 2013.
- (c) “**Annexure**” means Annexure appended to this Policy.
- (d) “**Board**” means Board of Directors of the Company.
- (e) “**Company**” means “VINAY INDUSTRIES LIMITED” or “VIL”.
- (f) “**CSR**” means Corporate Social Responsibility.
- (g) “**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 VII to the Companies Act, 2013.
- (h) “**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.

(i) “**CSR Policy**” means the Corporate Social Responsibility Policy as set out herein and as amended or modified from time to time.

(j) “**CSR Rules**” means the Companies (Corporate Social Responsibility Policy) Rules, 2014 notified by the Government of India, Ministry of Corporate Affairs and any amendments made thereof from time to time.

(k) “**Implementing Agency**” means any entity specified under applicable provisions of Companies Act, 2013 and CSR Rules, 2014 (as amended from time to time) for undertaking CSR projects, programmes or other permitted activities, which is engaged by the company to implement various projects in pursuance of CSR Policy as approved by the board from time to time.

**The words and expressions used and not defined in this Policy shall have the same meanings respectively assigned to them in the Act or CSR Rules.**

#### **4. MODALITIES OF EXECUTION AND IMPLEMENTATION:**

(i) **The Board may decide to undertake its CSR activities approved by the CSR Committee through**

(a) Directly through itself by the Company; (or)

(b) a registered trust or a registered society or a company established by the company or its holding or subsidiary or associate company under section 8 of the Act or otherwise subject to following conditions:

- ❖ If such trust, society or company is not established by the company or its holding or subsidiary or associate company, it shall have an established track record of three years in undertaking similar programs or projects;
- ❖ The company has specified the project or programs to be undertaken through these entities, the modalities of utilization of funds on such projects and programs and the monitoring and reporting mechanism; (or)

(c) Collaboration with other companies in such manner that the CSR Committees of respective companies are in a position to report separately on such CSR activities in accordance with CSR Rules.

The Company shall conduct due diligence prior to selection of an entity as its implementation agency, to *inter alia* verify the credentials and ensure that the proposed implementation agency is eligible and capable to be appointed as such.

## **5. RESOURCES, FUNDING & ALLOCATION:**

- 5.1 The Company shall spend at least 2% (two percent) of average Net Profits of the Company made during the three immediately preceding financial years in accordance with the Act and the Rules and the CSR Policy.
- 5.2 The CSR Committee shall recommend the manner in which the CSR expenditure shall be incurred in a year, in accordance with the Act and the Rules and the CSR Policy.
- 5.3 The Board shall be responsible for sanctioning the CSR expenditure and along with the CSR Committee responsible for taking steps to ensure that the amount for the CSR expenditure is available to the Implementation Group for application towards the CSR Activities.
- 5.4 Any surplus arising out of the CSR Activities shall not form part of the business profit of the Company and may only be re-allocated to the CSR Activities being undertaken in terms of this CSR Policy and the annual action plan for the financial year in which such surplus has arisen.
- 5.5 In order to count towards CSR Expenditure, CSR Activities must be undertaken in compliance with the applicable laws and shall not include the following:
  - (i) activities undertaken in pursuance of normal course of business of the company, 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;
  - (ii) contribution of any amount directly or indirectly to any political party under Section 182 of the Act;
  - (iii) activities benefitting employees of the company as defined in clause (k) of Section 2 of the Code on Wages, 2019 (29 of 2019);
  - (iv) activities supported by the companies on sponsorship basis for deriving marketing benefits for its products or services; and
  - (v) Activities carried out for fulfillment of any other statutory obligations under any law in force in India.

5.6 Unspent CSR amount, if any, shall be treated in accordance with the applicable CSR Rules from time to time and where the Company has spent in excess of its CSR obligation, such excess spending shall be available for set off against the Company's CSR obligations for up to the next three financial years in accordance with applicable law, and the Board shall be competent to pass a resolution in this regard.

#### **6. CSR ANNUAL ACTION PLAN AND LOCATION OF CSR EFFORTS:**

The CSR Committee shall decide on the locations for CSR activities and formulate and recommend to the Board for approval a CSR annual action plan, which shall contain all matters which are required under Applicable Law and any other matters as the CSR Committee may deem fit from time to time.

The Board may modify the annual action plan as per the recommendations of the CSR Committee at any time during the financial year, based on reasonable justification.

The CSR activities (Projects/Programmes) which VIL plans or proposed to undertake shall be the activities falling within the purview of Schedule VII of the Companies Act, 2013 as amended from time to time and does not/shall not include the activities undertaken in pursuance of normal course of business of the Company.

The Projects, programs or activities proposed to be undertaken by the Company pursuant to the Policy are outlined in **Annexure-I** attached hereto.

#### **7. CSR COMMITTEE:**

VIL CSR Committee which will be ultimately responsible for the CSR projects undertaken will report to Board. VIL may, through its board of directors, increase or decrease the members of the committee or it may dissolved such CSR Committee subject to fulfillment of applicable provisions of law including provisions of section 135 of Companies Act, 2013 and CSR Rules, 2014 (as amended from time to time).

**Members of CSR Committee shall be:**

- ❖ Vijay Kanaiyalal Domadia, Chairman
- ❖ Kishorkumar Hingrajiya, member
- ❖ Kantilal Zanzrukia, member

**Responsibilities of CSR Committee shall be;**

- ❖ To formulate and recommend a CSR Policy indicating the activities to be undertaken by the company in areas or subject specified in Schedule VII to the Act;
- ❖ To recommend the amount of expenditure to be incurred on CSR activities;
- ❖ To formulate and recommend an annual action plan in pursuance of CSR Policy;
- ❖ Recommend changes to the Board, if any, needed in the annual action plan with reasonable justification to that effect;
- ❖ To monitor the CSR Policy from time to time;
- ❖ Suggest areas of intervention to the Board;
- ❖ Approve projects that are in line with the CSR Policy.

**8. IMPLIMENTATION:**

- The time period for implementation of the programme will depend on its nature, extent of coverage and the intended impact of the programme.
- CSR Programs shall be implemented with active participation of the local community, wherever possible, and in consultation with the State Government for policy and strategic purposes and local administration at city, village, block and district levels for operational purposes, wherever applicable. These implementations will also be synergized with the initiatives undertaken by the State Government, District Administration, Local Administration as well as Central Government Departments.
- While all CSR programs will be focused in India, the Company shall give preference to the local areas.

- While identifying long-term programmes, all possible efforts shall be made to define a) Programme objectives b) Baseline survey- It would give the basis on which the outcome of the programme would be measured c) Implementation schedules - Timelines for milestones of the programme d) Responsibilities and authorities e) Major results expected and measurable outcome.
- Corporate Social Responsibility Committee (CSR Committee) of the Board shall recommend to the Board, for a Financial Year, the amount of expenditure to be incurred on CSR programs, projects and permitted activities.
- The Board of Directors of the Company shall ensure that Company spends the requisite amounts specified under the Companies Act, 2013 on CSR activities failing which it shall specify in its report the reason for not spending the amount and further dealt with in the manner prescribed under the 2013 Act and the CSR Rules.
- The Board or CSR Committee shall delegate necessary powers for execution and implementation of the CSR Policy. The delegation shall also include powers for meeting the requirements arising out of immediate & urgent situations.

## **9. MONITORING AND FEEDBACK:**

- To ensure effective implementation of the CSR programmes, the Company shall put in place, suitable monitoring mechanism.
- The progress of CSR programmes under implementation will be reported to the Chairman, CSR Committee on quarterly basis.
- CSR Committee shall periodically monitor the progress of CSR projects, programs and activities incorporated in the CSR Policy and shall hold review meetings at least twice in a year.
- CSR Policy will be displayed on the Company's corporate website.

- The Board Report of a Company shall include an Annual report on CSR containing the particulars as prescribed from time to time under the Act and under the Companies (Corporate Social Responsibility Policy) Rules, 2014 shall form part of Annual Report of the Company.

## **11. GENERAL:**

- ❖ In case of any doubt with regard to any provision of the CSR Policy and also in respect of matters not covered herein, a reference should be made to the CSR Committee.
- ❖ Board of Directors shall have the power to revise/modify /amend this Policy from time to time, as it may think fit, based on recommendations of the CSR Committee. In the event of any conflict between the provisions of this Policy and applicable statutes, the applicable statutes will prevail and be applicable.

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**Vijay Domadia**  
**(Managing Director)**  
**DIN: 00389238**

## **Annexure-I: CSR Projects, Programs and activities**

- ❖ 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;
- ❖ Offering medical relief and spread and/or promotion and/or contribution to the cause of medical relief in its widest and most comprehensive sense including relief from and/or prevention of physical and/or mental illness or suffering and promotion of relief for physical and/or mental illness or suffering and promotion of physical and/or mental health in such manner and upon such terms and for such period in each case as the trustees may think fit.
- ❖ combating human immunodeficiency virus, acquired immune deficiency syndrome, malaria and other diseases;
- ❖ Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and differently abled and livelihood enhancement projects;
- ❖ 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;
- ❖ reducing child mortality and improving maternal health;
- ❖ Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, 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);

- ❖ 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;
- ❖ 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;
- ❖ Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic sports;
- ❖ 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;
- ❖ (a) 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;
- (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 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).
- ❖ Slum area development

- ❖ rural development projects;
- ❖ social business projects;
- ❖ Disaster management, including relief, rehabilitation and reconstruction activities.
- ❖ Any other project as may be specified under Schedule VII of the Companies Act, 2013, from time to time.