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BOMBAY INTEGRATED SECURITY (INDIA) LIMITED
CORPORATE SOCIAL RESPONSIBILITY POLICY

BACKGROUND

In compliance with the requirements of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, **BOMBAY INTEGRATED SECURITY (INDIA) LIMITED** ('BIS' or 'the Company') is, inter alia, required to:

- (i) Constitute a Board Committee to formulate and recommend to the Board a Corporate Social Responsibility (CSR) Policy, recommend the amount of CSR expenditure and monitor the CSR activities of the Company from time to time (If Applicable).
- (ii) Ensure that the Company spends, in every financial year, at least two per cent of the average Net Profits before Tax (PBT) of the Company, made during the three immediately preceding financial years, in pursuance of its CSR Policy

OBJECTIVE OF THE CSR POLICY

- To ensure that the Company is committed to operate its business in an economically, socially and environmentally sustainable manner, while recognizing the interests of all its stakeholders.
- To take up programmes that benefit the communities in and around its work centres and over a period of time, results in enhancing the quality of life of the people in the area of its business operations.
- To generate a community goodwill for BIS and help reinforce a positive and socially responsible image of BIS as a good corporate citizen of the Country.

SCOPE AND APPLICABILITY

This Policy shall apply to all CSR initiatives and activities taken up at the various locations in India, preferably in the vicinity where the Company carries out its business operations and for the benefits of different segments of the society, specifically the deprived and under-privileged.

BIS would undertake select CSR activities out of the areas listed in Schedule- VII of the Companies Act 2013 as amended from time to time. The areas listed in the scope of CSR policy must be interpreted liberally so as to capture the essence of the subjects enumerated in Schedule VII of Companies Act, 2013. Any modifications in Schedule VII of Companies Act 2013 shall also deemed to have been incorporated in the scope of CSR policy of CIL from the date of such changes being notified by the Government.

DEFINITIONS:

“Act” means the Companies Act, 2013

“Administrative overheads” means the expenses incurred by the company for ‘general management and administration’ of Corporate Social Responsibility functions in the company but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular Corporate Social Responsibility project or programme.

“Authorised Person” shall mean any person authorized by the Board of Directors of the Company to control and maintain Company’s Stationery.

“Board of Directors” or “Board” means the Board of Directors of Wim Plast Ltd. as constituted/reconstituted from time to time.

“Company” means **BOMBAY INTEGRATED SECURITY (INDIA) LIMITED.**

“International Organisation” means an organisation notified by the Central Government as an international organisation under section 3 of the United Nations (Privileges and Immunities) Act, 1947 (46 of 1947), to which the provisions of the Schedule to the said Act apply.

“Net profit” means the net profit of a company as per its financial statement prepared in accordance with the applicable provisions of the Act, but shall not include the following, namely:

- (i) any profit arising from any overseas branch or branches of the company, whether operated as a separate company or otherwise; and
- (ii) any dividend received from other companies in India, which are covered under and complying with the provisions of section 135 of the Act

“Ongoing Project” means a multi-year project undertaken by a Company in fulfilment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced, and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the board based on reasonable justification.

“Policy” or “this Policy” means policy for monitoring usage of presigned blank stationery including blank certificates, dividend/interest/ redemption warrants etc.

CONSTITUTION AND COMPOSITION OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (IF APPLICABLE)

The Corporate Social Responsibility Committee (‘CSR Committee’) shall consist of three or more Directors among whom at least one shall be an Independent Director.

The Committee may formulate a CSR Sub-Committee with such other Directors / Executives of the Company from time to time as it may deem necessary and expedient.

MEETINGS OF THE CSR COMMITTEE

The Committee shall hold meeting as and when required, to discuss various issues on implementation of the CSR Policy of the Company. The members would thrive to hold at least two meetings in a financial year.

The Committee shall periodically review the implementation of the CSR Programmes and issue necessary direction from time to time to ensure orderly and efficient execution of the CSR programmes in accordance with this Policy. It would be the responsibility of the CSR Committee to periodically keep the Board apprised of the status of the implementation of CSR activities.

ROLE OF CSR COMMITTEE

1. The CSR Committee shall be responsible for providing recommendations to the Board with respect to CSR Activities that may be undertaken by the Company in accordance with the CSR Policy as well as the Act and the CSR Rules.

2. Without prejudice to the generality of the foregoing, the CSR Committee shall be responsible for the following activities:

(i) Formulating and recommending CSR activities to the board of directors;

(ii) Recommend amount of expenditure;

(iii) Monitor CSR policy of the company; and

(iv) Formulate and recommend to the Board, CSR annual action plan (CAAP) in pursuance of the CSR policy in accordance with the applicable law, and inclusive of the following items:

(a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;

(b) the manner of execution of such projects or programmes;

(c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;

(d) monitoring and reporting mechanism for the projects or programmes; and

(e) details of need and impact assessment, if any, for the projects undertaken by the company.

Any other matter/thing as may be considered expedient by the Members of the Committee in furtherance of and to comply with the CSR Policy of the Company.

3. The CSR Committee shall consist of at least three directors of the Company. The number of members of the CSR Committee and their powers and functions can be specified, varied, altered or modified from time to time by the Board, subject to the provisions of the applicable law.

4. The CSR Committee shall hold meetings which shall be attended by minimum of two

members of the Committee. The meetings shall be held at the registered office or at any other place as may be agreed by the members of the Committee.

5. All questions of interpretation or discrepancies which shall arise under, or as a result of, or pursuant to, or in connection with the implementation of the CSR Policy or any initiative or activities undertaken by the Company in terms of the CSR Policy, shall be referred to the CSR Committee for their inputs and the final decision/determination/ interpretation shall rest with the Board.

6. No member of the CSR Committee shall be personally liable for any decision or action taken in good faith with respect to the CSR Policy.

RESPONSIBILITIES OF THE BOARD

The Board shall:

- Form a CSR Committee and disclose the composition of the CSR Committee.
- Approve the CSR Policy after taking into account the recommendations made by the CSR Committee.
- Place the CSR Policy on the Company's website.
- Ensure implementation of the activities under CSR
- Ensure expenditure of requisite amount on CSR every year as per law.
- Disclose reasons for not spending the amount (if applicable) in the Annual Report to the Shareholders of the Company.
- Ensure that the administrative overheads are not more than 5% of the total CSR Expenditure.
- Ensure that the funds so disbursed have been utilized for the purposes and in the manner as approved by Board / CSR Committee and the Chief Financial Officer shall certify to the effect.
- Approve transfer of unspent CSR Amount in accordance with the law. The Accounts and Finance Team of BIL shall prepare the statement of spent and unspent CSR amounts and shall assist and facilitate for transfer of the same.

CSR EXPENDITURE

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.

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.

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.

4. Any surplus arising out of the CSR Activities shall not form part of the business profit of the Company and shall be ploughed back into the same project, or shall be transferred to the

Unspent CSR Account and it should be spent in pursuance of this CSR policy and annual action plan of the Company, or the Company may transfer such surplus amount to a Fund specified in Schedule VII of the Act, within a period of six months of the expiry of the financial year.

5. Any unspent amount, other than unspent amount relating to an ongoing project, will be transferred to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.

6. Where a company spends an amount in excess of requirement provided under sub-section (5) of section 135, such excess amount may be set off against the requirement to spend under subsection

(5) of section 135 up to immediate succeeding three financial years subject to the conditions laid down in Rule 7.

7. Further, unspent CSR funds of ongoing projects will be transferred within a period of 30 days from the end of the financial year to a special account opened by the company in any scheduled bank called the "Unspent Corporate Social Responsibility Account". Such amount shall be spent by the company towards CSR within a period of 3 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 30 days from the date of completion of the third financial year.

IMPLEMENTATION

Mode of Implementation: The CSR Activities may be undertaken by the Company itself or through any of the following entities as "**Implementation Agency**" being duly registered with the Central Government and having a unique CSR Registration Number (with effect from 1 April 2021):

(a) a company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80 G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company, or

(b) a company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government; or

(c) any entity established under an Act of Parliament or a State legislature; or

(d) a company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.

The Company may engage International Organisations (as defined in Clause 2(g) of the Companies (Corporate Social Responsibility Policy) Rules 2014) for designing, monitoring, and evaluation of CSR Projects as well as capacity building of their personnel.

The Company may also collaborate with other companies to undertake CSR projects, provided the CSR Committees of the respective companies are able to report separately on such projects.

GOVERNANCE AND MONITORING PROCESS

The Board of a company shall satisfy itself that the funds so disbursed have been utilised for the purposes and in the manner as approved by it and the Chief Financial Officer or the person responsible for financial management shall certify to the effect.

In case of ongoing project, the Board of a Company shall monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall be competent to make modifications, if any, for smooth implementation of the project within the overall permissible time period.

The following guidelines shall be followed for monitoring CSR activities:

1. The CSR Committee shall monitor the progress of work of ongoing projects from time to time and case to case basis.
2. Utilization Certificate with statement of expenditure duly certified by the trustee shall have to be submitted by the implementing agencies for the CSR fund provided to them as a one-time grant or in instalments.
3. CSR committee shall monitor the CSR projects/activities periodically and shall prepare the Annual Report on CSR Activities for placing the same before the Board.
4. Board level CSR committee of BIS would decide which of the CSR projects are to be audited by an external auditor to be appointed with the recommendation of the CSR subcommittee.
5. The expenditure incurred on such audit of CSR activities may be included in the administrative expenditure.

BOARD-LEVEL CSR COMMITTEE -

The Board level Corporate Social Responsibility Committee (CSR Committee) of the Company shall be responsible for formulating and recommending to the Board the CSR policy and a CSR annual action plan, provided that the Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on reasonable justification to that effect. The CSR Committee reports to the Company's Board of Directors.

The members of the Board Level CSR Committee are Mr. Sachin Pralhad Hede (Chairperson & Independent Director), Mr. Amarjeet Awadhnarayan Singh and Mr. Santosh Ramniwas Singh.

The CSR Policy of the Company shall be uploaded on the Company's website for information of all stakeholders.

The Board's report of the Company shall include an annual report on CSR containing the particulars as may be prescribed from time to time under the Act and the CSR Rules.

AMENDMENT IN THE POLICY

The Board or any of its committee may amend this Policy from time to time to incorporate any subsequent amendment(s) /modification(s) brought in force by SEBI with respect to matters covered under this Policy or otherwise.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.