

*Oriental Aromatics*

**CORPORATE SOCIAL RESPONSIBILITY POLICY  
(CSR POLICY)**

*Policy Revised on 7<sup>th</sup> August, 2024*

## **CSR POLICY**

### **Preamble:**

The concept of Corporate Social Responsibility (“CSR”) has gained prominence from all avenues. Organizations have realized that Government alone will not be able to get success in its endeavour to uplift the downtrodden of Society with the rapidly changing Corporate environment, more functional autonomy etc. Oriental Aromatics Limited (“OAL”) has adopted CSR as a strategic tool for sustainable growth. For OAL in the present context, CSR means not only investment of funds for social activity but also integration of Business Process with Social Process.

In all circumstances the provisions of Section 135 of the Companies Act, 2013 read with the CSR Rules, as maybe amended from time to time, shall prevail over this policy and the same shall be adhered to by the Company.

### **Terms of Reference:**

Reference within these terms of reference to:

- “AGM or Annual General Meeting shall mean Annual general meeting of the Company, as per Section 96 of the Companies Act, 2013
- “the Board” shall mean the board of directors of the Company.
- “the CSR Committee” shall mean the Corporate Social Responsibility Committee.
- “the Act” shall mean the Companies Act, 2013

### **1. Purpose**

The role of the CSR Committee is to assist the Board in obtaining assurance that appropriate systems are in place to deal with the terms of CSR Policies.

### **2. Areas to be Covered (CSR Activities/ Programmes)**

In compliance with Schedule VII of the Companies Act, 2013, the key focus areas of our CSR implementation includes:

#### **i. Education:**

promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and differently abled and livelihood enhancement projects;

#### **ii. Sustainability:**

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;

#### **iii. Health:**

eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;

#### **iv. Rural development projects;**

#### **v. Disaster management, including relief, rehabilitation and reconstruction activities;**

#### **vi. Empowering Women;**

#### **vii. To undertake any other need based community development activity/activities in compliance with Schedule VII of the Companies Act, 2013 duly approved by the Board upon the recommendation of Corporate Social Responsibility Committee.**

### 3. Implementation

The Company may implement such activities by contributing to Non-Profit making Company, Keshavlal V. Bodani Education Foundation, section 25 Company, registered under Companies Act, 1956 (now Section 8 Company under Companies Act, 2013), incorporated on 11<sup>th</sup> October, 2010 with the objective of promoting and undertaking social activities by establishing and functioning of institutions engaged in providing education, therapeutic/rehabilitation services, and research for children and adults with and without disabilities.

The Company may also implement CSR Activities directly itself or through implementing agencies as specified under the Act.

### 4. Governance

- i. The Board of the Company shall constitute a CSR Committee
- ii. The Board shall approve the CSR Policy of the Company recommended by the CSR Committee
- iii. The Board shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the Company for the financial year
- iv. The Board of the Company shall satisfy itself that the funds so disbursed have been utilized for the purposes and in the manner as approved by it and the Chief Financial Officer of the company or the person responsible for financial management shall certify to the effect.

### 5. CSR Expenditure:

CSR expenditure will include all expenditure, direct and indirect, incurred by the Company on CSR Activities/ Projects undertaken in accordance with the approved CSR Plan. Moreover, any surplus arising from any CSR Activities/ Projects shall be used for CSR. Accordingly, any income arising from CSR Activities/ Projects will be netted off from the CSR expenditure and such net amount will be reported as CSR expenditure.

### 6. Membership of CSR Committee:

- i. Members of the Committee shall be appointed by the Board, on the recommendation of the Nominations Committee and shall be made up of at least 3 Directors, including atleast one Independent Director.
- ii. The Board shall appoint the Committee Chairman who shall be a director of the Company.
- iii. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their members present to chair the meeting.
- iv. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as other directors may be invited to attend all or part of any meeting as and when appropriate.
- v. The Committee shall engage specialists with appropriate technical expertise to be members of and/or attend meetings of the Committee on a regular basis.
- vi. Only members of the Committee are entitled to vote at meetings of the Committee.
- vii. **The Committee comprises of the following members:**  
Mr. Shyamal A. Bodani as Chairman;  
Mr. Harshvardhan Piramal as Member and  
Ms. Sapna Uttam Tulsiani as Member

The Committee shall be reconstituted with the following members w.e.f. 25th September, 2024:

Mr. Shyamal A. Bodani as Chairman;  
Mr. Dharmil A. Bodani as Member

Mr. Cyrus Jamshed Mody as Member  
Ms. Sapna Uttam Tulsiani as Member

The Board shall reconstitute the committee from time to time, as may be required. In case of any further reconstitution, such decision shall prevail over the current policy and the committee shall stand reconstituted from the date of the decision of the Board.

**7. Secretary:**

The Company Secretary or his/her nominee shall act as the Secretary of the Committee.

**8. Quorum:**

The quorum necessary for the transaction of business shall be 2 members. A duly convened meeting of the 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 Committee.

**9. Frequencies of Meetings:**

The Committee shall meet at least once a year and otherwise as required. Ad-hoc meetings may be held from time to time.

**10. Notices of Meetings:**

Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Committee, any other person required to attend and all other directors, before the date of meeting. Any of those persons shall be entitled to request that items may be added to the agenda for discussion. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

**11. Minutes of Meetings:**

The Secretary of the Committee shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

Minutes of Committee meetings shall be circulated promptly to the Chairman of the Committee in the first instance, then all members of the Committee and, once agreed, shall be promptly circulated to all members of the Board.

**12. Annual General Meeting**

The Chairman of the Committee shall attend the Annual General Meeting and should be prepared to respond to any shareholder questions on the Committee's activities.

**13. Functions of CSR Committee**

The Committee should carry out the below functions for the Company:

- i. To evaluate the effectiveness of policies and recommend the amount of expenditure to be incurred on such CSR activities
- ii. To review the results of implemented policies in terms of educational activities and review any strategies and action plans developed by management in response to issues raised and, where appropriate make recommendations to the Board concerning the same.
- iii. To ensure that the Company's website communicates and reports its CSR approach and performance in a timely, complete and coherent manner;
- iv. The CSR Committee shall formulate and recommend to the Board, an annual action plan consisting the following:

- a. The list of CSR Activities that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
- b. The manner of execution of such programs;
- c. The modalities of utilization of funds and implementation schedules for the programs;
- d. Monitoring and reporting mechanism for the programs; &
- e. Details of need and impact assessment, if any, for the programs undertaken by the Company.

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

Provided that Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

- v. The CSR Committee shall meet regularly to review the implementation of CSR programs/ programs and it was commenced, and shall include such program that was initially not approved as a multi-year program but whose duration has been extended beyond one year by the board based on reasonable justification.  
The Committee shall have access to sufficient resources in order to carry out its duties, including access to professional technical expertise in the areas within its remit and the assistance of the Company Secretary as required.
- vi. The Committee should consider such other matters as the Board may from time to time refer to it.
- vii. The CSR Committee shall meet regularly to review the implementation of CSR programs/ programs and it was commenced, and shall include such program that was initially not approved as a multi-year program but whose duration has been extended beyond one year by the board based on reasonable justification.
- viii. The Committee shall have access to sufficient resources in order to carry out its duties, including access to professional technical expertise in the areas within its remit and the assistance of the Company Secretary as required.
- ix. The Committee should consider such other matters as the Board may from time to time refer to it.

#### **14. Reporting Responsibilities**

- i. The Board's Report of a company covered under these rules pertaining to any financial year shall include an annual report on CSR
- ii. Impact Assessment :  
The Company strives to capture the impact (social/economic and developmental) of its various initiatives through multiple mediums. The Company shall undertake Impact assessment of programs wherever applicable. The reports of Impact assessments shall be put up for review to the CSR Committee of the Company.

#### **15. Authority**

The Committee is authorized to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference and secure the attendance at its meetings of outsiders with relevant experience and expertise if it considers this necessary.

**Conclusion**

The above guidelines would form the framework around which the CSR activities would be undertaken.

CSR Committee will review the Policy from time to time based on regulatory requirements and changing needs and aspirations of target beneficiaries and make suitable modifications, as may be necessary and may recommend the same to the Board

Sd/-

Shyamal A. Bodani  
Chairman of CSR Committee  
DIN:00617950

