

OVERSEAS POLYMERS PRIVATE
LIMITED

Corporate Social
Responsibility Policy

This Policy defines the Company's philosophy for delineating its responsibility as a Corporate Citizen and lays down the guidelines and mechanism for undertaking socially useful programs for welfare & sustainable development of the community at large.

Corporate and Social Responsibility Policy

Of

Overseas Polymers Private Limited

CSR is defined as the integration of business operations and values, whereby the interests of all stakeholders including investors, customers, employees, the community and the environment are reflected in the Company's policies and actions.

Any organization operates in Social Environment and the Corporate Social Responsibility (CSR) is the ways and means through which an organization can repay the Society for contributing its resources in its various forms as required for the efficient operation of the business of an organization. Corporate Social Responsibility is strongly connected with the principles of Sustainability and Social Welfare. An organization should make decisions based not only on financial factors, but also on the social and environmental consequences. Therefore, it is the core corporate responsibility of Overseas Polymers Private Limited ("**Company**") to practice its corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting the interests of its stakeholders.

This Statement demonstrates our commitment towards Corporate Social Responsibility through which we aim to align our business values, purpose and strategy with the needs of the Society as a whole in which the Company operates, whilst embedding such responsible and ethical principles into everything we do.

1) Guiding Principles:

The Company is vigilant in implementing its corporate principles which the Government of India has mandated through Section 135 of the Companies Act, 2013 and is committed towards sustainable development. The Company endeavors to make CSR a key business process for sustainable development. It constantly strives to ensure strong corporate culture which emphasizes on integrating CSR values with business objective. It also pursues initiatives related to quality management, environment preservation and social awareness.

2) Definitions

- **Act** means the Companies Act, 2013 as amended from time to time and the rules made thereunder.
- **Board** means Board of Directors of the Company.
- **Corporate Social Responsibility** (CSR) means and includes but is not limited to the following:-
 - 1) Projects or programs relating to activities specified in Schedule VII to the Act or any amendment, clarification thereof issued by the Government of India from time to time; or
 - 2) Projects or programs relating to activities undertaken by the Board in pursuance of the recommendation of the CSR Committee as per this Policy.
- **CSR Committee** means the Corporate Social Responsibility Committee constituted by the Board pursuant to Section 135 of the Act.
- **Company** means OVERSEAS POLYMERS PRIVATE LIMITED.
- **Net Profit** means the net profit as defined under Section 198 of the Companies Act, 2013 and Rules made under Section 135 of the Companies Act, 2013 as amended from time to time.

Words and expressions, used in this Policy and not defined herein but defined under the Act, shall have the same meanings respectively assigned to them under the Act.

3) Commitment

We are committed to:

- Continuous improvement in our Corporate and Social Responsibility (CSR) strategy;
- Encouraging our business partners to strive for matching performance;
- Acting in a socially responsible way;
- supporting a number of local communities and social / charitable causes;
- Continually improving our performance and meeting all relevant legislation;
- Encouraging our staff to be mindful of the effect of their actions on any natural resource.

4) Purpose and Aims

The purpose of the Policy is to make clear to all stakeholders what we mean by CSR and how we propose to work towards achieving it. The CSR Policy applies throughout to all the activities undertaken in the Company and governs our approach to all our activities.

In implementing this Policy we aim to:

- Be responsible;
- Be an exemplar of good practice.

5) Eligible Areas of CSR under the Act

The scope of the CSR activities of the Company will cover all or some of the areas/activities/ projects specified in Schedule VII of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014 (CSR Rules, 2014) as amended from time to time. The CSR activities are listed below:

- 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;
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the 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 centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- 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 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;
- Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic sports;
- Contribution to the Prime Minister's National Relief 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;
- Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- Rural development projects;
- Slum area Development;
- Any other area/activities/ project as permitted under the Act.

The CSR projects and programs or activities that benefit only the employees of the Company and their relatives shall not be considered as CSR activities. Also, the CSR activities undertaken in India only will be taken into consideration, in order to satisfy the requirement of Section 135 of the Act. The CSR activities shall not include the activities undertaken in pursuance of normal course of business of the Company.

6) Implementation Process:

Stage I: Constitution and composition of the CSR Committee

The CSR initiatives/activities of the Company will be identified and initiated by the CSR Committee comprising of 3 (three) or more members of Board. In case the Company is having 2 Directors, then both the Directors will form the CSR Committee.

The members of the CSR Committee shall elect one of them as the Chairman of the Committee. The CSR Committee shall recommend to the Board the amount of expenditure to be incurred by the Company on CSR activities and the Board will ensure that the activities as are included in the CSR Policy are undertaken by the Company subject to and in accordance with the provisions of section 135 of the Companies Act, 2013. The composition of CSR Committee shall be disclosed in the Board's report.

Stage II: Terms of reference of the CSR Committee

The terms of reference (responsibility) of the CSR Committee include:

- Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as detailed in the Schedule VII to the Act;
- approve CSR project or CSR activities to be undertaken by the company;
- Recommend the amount of expenditure to be incurred on CSR activities;
- Monitor the CSR Policy and CSR Sustainability from time to time;
- institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company;
- carrying out any other functions as authorized by the Board from time to time or as enforced by statutory/ regulatory authorities.

The CSR Committee will have the power to:

- Seek periodical Monitoring and Implementation Reports from the organizations receiving funds from the Company;
- Delegate its representatives to co-ordinate with the organizations receiving funds from the Company and to inspect the CSR activities undertaken by them and ensure information in a timely manner

Stage III: Corpus of Funds:

- The Company may constitute Corpus of Funds or earmark amount to be spent on CSR activities which will be utilized for the eligible CSR Activities under the supervision and guidance of CSR Committee;
- The Company will contribute and spend at least 2% of the average net profits of the Company made during the three immediately preceding financial years. The amount of contribution shall be calculated in accordance with the Act or such higher amount as may be recommended by the CSR Committee from time to time in such projects / activities determined by the CSR Committee in pursuance of this Policy. If the Company contribute / spend less amount, the Company reserve right to carry forward such amount and spend more in subsequent year/s or to explain / report in the Directors Report about such shortfall.
- If the Company creates separate corpus, till the time of actual utilization of the funds lying in the Corpus, if any, the same may be parked in such short term profitable avenues as may be decided by the CSR Committee from time to time.
- Any surplus, arising out of the CSR projects / programs / activities or on parking of CSR Funds in such profitable avenues as may be determined by the CSR Committee as aforesaid, will not be merged with or for part of the business profits of the Company and shall be exclusively used for the eligible CSR Activities.

- If in case the Company fails to spend the minimum prescribed amount on CSR during a financial year, then the Board shall, in its report made under clause (o) of sub-section (3) of section 134 of the Act, specify the reasons for not spending the prescribed amount.

Stage IV: Modalities of execution of CSR Projects and Utilization of Funds:

The modalities of the execution of the CSR projects or programs and their implementation along with the monitoring process of such projects or programs will be as decided by the CSR Committee. Broadly the CSR Activities can be undertaken by the Company through any of the following mode:

- By making a direct contribution by the Company on the eligible CSR Activities;
- By making a contribution/donation to a company established for the charitable and such other purposes under Section 25 of the Companies Act, 1956 or Section 8 of the Companies Act, 2013, or Non-governmental Organizations(s), or a registered trust or registered society having an established track record of three years in undertaking eligible CSR Activities and approved by the CSR Committee;
- By contributing to the Prime Minister's National Relief Fund or Chief Ministers Relief 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;
- By contributing to Swachh Bharat Kosh set up by the Central Government for the promotion of Sanitation or by making contribution to the Clean Ganga Fund set up by Central Government for rejuvenation of River Ganga;
- By way of contribution / donation made to such other organizations or institutions or bona fide charitable and other funds, etc. as may be permitted under the applicable laws from time to time;
- By collaborating with such other companies which is undertaking the same or similar CSR Activities as may be decided by the CSR Committee of the Company from time to time for the purpose of having synergy of resources for the better social upliftment of the Society.

Stage V: Implementation Schedule:

- Each CSR contribution / activities / projects / expenditure will be undertaken under the supervision and guidance of CSR Committee of the Board. The CSR Committee will consider proposals for various CSR activities, projects, programs, etc. and post deliberation and evaluation, CSR Committee will approve the same for its implementation. The time period, implementation schedule, duration of project(s)/ program(s) shall depend on its nature, extend of coverage and intended impact of such activity.
- Unless the contribution be made in the Prime Minister's National Relief Fund, Swachh Bharat Kosh, the Clean Ganga Fund or such other recognized Funds of the Central Government or other companies, trust or societies (as permitted under the Act), the CSR Activities / projects will be undertaken in the phased manner as may be determined by the CSR Committee from time to time considering the nature of activity to be undertaken at the relevant point of time.

Stage VI: Compliance, Monitoring and Reporting:

- Each Director or CSR Committee member, is responsible for ensuring that the principles set out in this Policy are communicated to, understood and observed by all employees and for ensuring compliance in their area of responsibility;
- When the CSR projects are undertaken by contributing the CSR Funds through the registered society or registered trust or by undertaking a joint project with any other organization carrying on the

same / similar CSR Activities, then the periodical follow up measures and /or periodical visit to such sites supported by the progress report as received from the said society / trust/ organization be placed before the CSR Committee;

- The report of the Board of Directors of the Company shall include a report on CSR activities in the prescribed format and the Company shall also display the CSR Policy on its official website, if any.

7) Compliance with Law

For all such matters as may not be specifically mentioned in this Policy, the Company shall comply with the applicable provisions of the Act and the notifications, circulars, guidelines, etc. issued thereunder. Provisions contained in the Act, rules, regulations, notifications, circulars, guidelines shall prevail over anything contained in this Policy to the extent latter is contrary to the former. Words and expressions used in this Policy shall have the same meanings assigned to them in the Act and Rules thereto.

The constitution, composition, quorum requirements, frequency of meetings, terms of reference, role, powers, rights, authority and obligations of the 'Corporate Social Responsibility Committee' shall always be in conformity with the provisions of the Act (including amendments thereof from time to time) and any amendments in the aforesaid Act, Rules, listing agreement, etc. shall be deemed to form part of this CSR Policy.