

CORPORATE SOCIAL RESPONSIBILITY  
AT VEDAVAAG SYSTEMS LIMITED

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**Introduction:**

At Vedavaag Systems Limited ,we strongly believe that business and society go hand in hand and this has been our integral part of doing business.

**Vision:**

Vedavaag Systems Limited is socially responsible corporate citizen, through its foundation the company strives to promote sustained growth in its surrounding environment.

**Objective and purpose**

The main objective of CSR policy is to lay down guidelines to make as key business drivers for sustainable development in the environment where the business of Vedavaag system is operated.

**Scope of the activities:**

The scope of the activities is taken into account as per schedule vii of the companies Act 2013.

- 1) Eradicating Hunger, poverty and malnutrition, promoting preventive Health care and sanitation and making available drinking water.
- 2) Promoting Education, including Special education.
- 3) Rural Development projects.
- 4) Ensuring environment sustainability.
- 5) Community development.

The CSR activities shall be undertaken by the company in adherence with CSR policy

The CSR activities shall be undertaken only in India.

### **Powers of the Board;**

The Board of the company will be responsible for:

- a) Forming the CSR committee with such directors and members as it may deem fit and in accordance with section 135 of the companies Act 2013.
- b) Reviewing and approving CSR policy by the CSR committee in accordance with this policy.
- c) Monitoring the Implementation of CSR policy by the CSR committee in accordance with this policy.
- d) Ensuring that in every financial year, the funds budgeted for CSR Policy are utilized effectively.
- e) Ensuring that the company spends on the CSR activities. In case company fails to spend the said amount in a year in CSR activities, the Board shall in its report specify the reasons for such failure.
- f) Disclosing in its report, the annual report on CSR as per format specified in CSR rules.

### **CSR committee:**

The Corporate Social responsibility committee shall comprise of three or more directors as board may deem fit from time to time, provided that at least one of the directors from the CSR committee shall be an Independent Director. The Board shall be at its sole discretion to carry out the activities it desires.

(i) Purpose:

The Corporate Social responsibility committee of the company will be formed by the Board of Directors of the Company to assist the board in carrying its responsibilities as per CSR policy of the company.

## ii) Composition of the CSR Committee:

The committee shall comprise three or more directors as the Board may deem fit from time to time, to be appointed amongst directors.

However that at least one of the directors of the CSR committee shall be Independent Director .The Board shall be at its sole discretion , have the power to appoint any director ,remove any such director so appointed and appoint another in his place. Any such appointment or removal shall be made by a resolution of the Board.

- a) The chairperson of the Committee shall be designated by the Board among the committee members.
- b) The Board will have the power to reconstitute CSR committee as and when required from time to time.

## iii) Meetings:

The CSR committee may meet as and when required .The CSR committee shall be entitled to invite any person to attend the meeting and participate in any deliberations.

## iv) Quorum:

The quorum necessary for the transaction of the business of the CSR committee shall be 2 members or 1/3<sup>rd</sup> of the total committee members whichever is higher. A duly convened meeting of the. Committee where quorum is present shall be competent to exercise all or any of the authorities , powers, discretions vested in or exercisable by the committee as provided herein and delegated by the board from time to time.

## V) Roles;

The CSR committee shall ensure the following:

- a) Formulation of CSR policy in accordance with section 135 of the Act read with CSR rules and recommends the same for approval and adoption.
- b) Monitor the Implementation of CSR policy.
- c) Identification of the activities to be undertaken by the company under CSR activities.
- d) Recommendation to the board for modification(s) to the CSR policy as and when required.
- e) Establish a transparent monitoring mechanism for implementation of the CSR activities undertaken by the company.
- f) Frame any other byelaws, rules or procedures as it may deem fit for administration the CSR policy.
- g) CSR committee, in the exercise of its powers, may require any information from the company, and/or seek the assistance of any employee of the company as it may deem fit to effectively discharge its duties.
- h) Perform all the functions as may be delegated by the board from time to time.

#### CSR expenditure:

CSR expenditure include all expenditure, direct or indirect, incurred by the company on CSR programmes undertaken in accordance with approved CSR plans. Moreover any surplus arising from CSR programmes will be netted off from CSR expenditure and such net amount will be reported as CSR expenditure.

- 1) CSR committee will recommend the annual budgeted expenditure project wise to the Board for its consideration and approval in accordance with section 135 of the Act and CSR rules.
- 2) For every financial year, minimum CSR spending of the company would be computed 2 %of the average net profits made by the company during every block of three preceding financial years.
- 3) For the purpose of calculation of CSR spending the "Net profit "Means the net profit of a company as per its financial statement .

4) Prepared in accordance with applicable provisions of the Act and shall be calculated in accordance with the provisions of section 198 of the Act shall not include the following,;

(i) any profit arising from any overseas branch or branches of the company, whether operated as separate company or otherwise.

(ii) any dividend received from other companies in India, which are covered under and complying with the provisions of section 135 of the Act.

4) The expenditure shall be made on the CSR activities as specified under clause vi(i) and approved by the board.

5) Any surplus arising out of CSR activities shall not form part of business profit of the company.

6) If the company is unable to spend the minimum amount required, on its CSR activities, the reasons for not doing shall be specified in the Board report.

#### Implementation:

The investment in the Corporate Social Responsibility activity shall be as determined by the Board from time to time on the recommendation of the Corporate Social Responsibility Committee.

The Board can undertake the Corporate Social Responsibility activities as approved by the Corporate Social Responsibility Committee on its own, through registered trust, registered society or through any other form/means as may be allowed under the applicable laws.

#### **GOVERNANCE:**

Every year, the Corporate Social Responsibility Committee will place for the Board's approval, a Corporate Social Responsibility Plan delineating the Corporate Social Responsibility Programmes to be carried out during the

financial year. The Board will consider and approve the Corporate Social Responsibility Plan with any modification that may be deemed necessary. However the Board is empowered to make changes to such Corporate Social Responsibility Plan from time to time at the recommendation of the Corporate Social Responsibility Committee.

The Corporate Social Responsibility Committee will assign the task of implementation of the Corporate Social Responsibility Plan and timeframes to such persons or bodies as it may deem fit.

The persons/bodies to which the implementation is assigned will carry out such Corporate Social Responsibility Programmes as determined by the Corporate Social Responsibility Committee and report back to the Corporate Social Responsibility Committee on the progress.

The Corporate Social Responsibility Committee shall review the implementation of the Corporate Social Responsibility Programmes once a quarter and issue necessary directions from time to time to ensure orderly and efficient execution of the Corporate Social Responsibility Programmes in accordance with this Policy.

Once in every six months the Corporate Social Responsibility Committee will provide a status update to the Board on the progress of implementation of the approved Corporate Social Responsibility Programmes carried out during the six month period.

**Conclusion;**

All the provisions of CSR policy would be amended in accordance with the guidelines issued by government from time to time.

The Board will review the policy from time to time based on the changing needs and make suitable modifications as may be necessary.