

NU-VU CONAIR PVT. LTD.
CIN: U29299GJ2007PTC051811

**CORPORATE SOCIAL
RESPONSIBILITY POLICY**

Effective from 01st July, 2021

**Registered Office: PLOT 147 & 148, DEVRAJ INDUSTRIAL PARK, PIPLAJ-PIRANA
ROAD, PIPLAJ, AHMEDABAD-382405.**

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1. CONCEPT

1.1 Background

Nu-Vu Conair Private Limited (herein after referred to as “Nu-Vu” or “Company”) aims to form a corporate self-regulatory mechanism whereby its integrated business model monitors and ensures its active compliance with the spirit of the law, ethical standards and international norms.

Nu-Vu operates in a manner that not just continues to generate an attractive return for shareholders, but also through its continuous efforts make positive impact on the society in general which includes consumers, employees, investors, communities, and others.

1.2 Title, Scope and Purpose of the CSR Policy

a) This policy shall be called ‘Nu-Vu Corporate Social Responsibility Policy’ or ‘Nu-Vu CSR Policy’. It outlines the Company’s philosophy and responsibility as a corporate citizen of India and lays down the guidelines and mechanism for undertaking socially useful programmes, activities and projects for welfare & sustainable development of the community, in and around its area of operations and other parts of the country.

b) This policy is in compliance of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules,2014.

c) This amended CSR policy shall be effective from 1st July, 2021 and shall supersede the existing CSR Policy.

1.3 CSR Vision Statement and Guiding Principles

Nu-Vu is committed to contribute towards sustainable development that meets the need of present as well as future stakeholders. The Company shall integrate and follow responsible practices into its business strategies and its operations, to achieve the following three Goals:

- Economic Prosperity;
- Social Development; and
- Environmental Integrity.

Towards this commitment, the Company shall:

- a) Build a sustainable organisation that effectively balances financial strengths with social responsibilities.
- b) Deliver sustainable top-line and bottom-line growth while maintaining the highest corporate governance standards.
- c) Reduce its environmental footprint by investing in eco-friendly technologies, methods and practices.
- d) Build lasting social capital through programs, activities and projects in the education, vocational domains, sanitation, healthcare, and other social welfare programs and activities for the community residing in the area of its operations and other places in India.

2. DEFINITIONS OF TERMS USED IN THE CSR POLICY

- a. **“Act”** means The Companies Act, 2013 as may be amended and prescribed, from time to time.
- b. **“CSR Activities”** shall mean the activities undertaken by the company in areas or subjects specified in Schedule VII of the Act by way of activities, projects and/or programmes either directly or through Implementing Agency in accordance with this CSR Policy.
- c. **“Implementing Agency” means:-**
 - (i) 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
 - (ii) 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
 - (iii) any entity established under an Act of Parliament or a State legislature; or
 - (iv) 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.
- d. **“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;

- e. **“Rules”** means The Companies (Corporate Social Responsibility Policy) Rules, 2014 as may be amended and prescribed, from time to time.

In interpretation of this policy, Words and expressions used in this Policy and not defined herein but defined in the Act or Rules shall have the meaning as assigned to them thereunder. The words in singular include the plural and vice versa.

3. RESOURCES

For achieving its CSR objectives, Nu-Vu shall allocate the following as its Annual corpus.

- 2% of the average Net Profit made by the Company during immediately preceding three Financial Years as prescribed under the Companies Act,2013 and the Rules;
- Any income arising there from.
- Surplus arising out of CSR activities carried out by the company.

It is clarified that surplus arising out of CSR projects/programs shall not form part of business profits of the Company. Resources shall be allocated during the continuance of applicability of Section 135 of the Act and Rules. In case if the provisions of the Act relating to CSR become inapplicable to the company (i.e. threshold limits as prescribed not applicable), the allocation of resources shall be at the discretion of the company.

4. GUIDING PRINCIPLES FOR APPROVING CSR PROJECT, PROGRAMME ACTIVITIES

Nu-Vu will emphasize, focus, select and plan CSR activities in accordance with Act by referring to the following selection criteria:

- i. The Company shall give preference to the local areas wherein the Company operates or has its offices or presence in any other way.
- ii. The CSR initiatives must emphasize on such CSR activities as are covered by CSR policy and as are permitted under the applicable laws. The Company shall not discriminate against the beneficiaries on any grounds including gender, age, domicile, caste, race, religion and shall focus the CSR initiatives so as to benefit the economically, socially weaker and needy section of the society or for the benefit of society in general.

- iii. Mechanism for measuring the impact of CSR initiative must be well defined. Identifiable differences between pre and post implementation of the initiative must be reviewed and corrective measures, if necessary, shall be taken.
- iv. The Company shall endeavour to follow utmost transparency in selection, implementation, monitoring and reporting of CSR activities.
- v. The company may undertake any activity, project or programme directly or through implementing agency and shall ensure that the vendors or agencies selected by the company or the implementing agency meet the criteria specified by the Rules, if any, and are entities of good repute, credentials, track record and ethical in their conduct. The company may collaborate with other companies for undertaking CSR activities in such a manner that the CSR committees or Board, as the case may be, of respective companies are in a position to report separately on such projects or programmes.

The Company shall ensure that all the CSR activities are implemented as per the approved Annual Action Plan, authorised and approved by the Board.

5. APPROVAL OF CSR ACTIVITIES

The CSR Activities to be undertaken by the Company under this Policy shall be approved by way of Annual Action Plan by the Board on the recommendation of the CSR Committee.

The Annual Action Plan shall contain the following information with respect to each of the CSR Activity proposed to be carried out by the Company:

- i) list of CSR Activities to be undertaken in the relevant financial year;
- ii) local area where the CSR Activities are to be undertaken;
- iii) manner of execution;
- iv) modalities of utilisation of funds;
- v) implementation schedule;
- vi) monitoring and reporting mechanism; and
- vii) details of need and impact assessment, if any.

The Board of Directors of the Company on the recommendation of the CSR Committee shall alter, modify, amend, withdraw, replace and change the Annual Action Plan on justified grounds and reasons.

6. CSR ACTIVITIES, AS SPECIFIED UNDER SCHEDULE VII OF THE ACT, WHICH MAY BE UNDERTAKEN BY THE COMPANY

The company may undertake CSR activities, projects or programmes in one or more of the following areas or subjects:

- i) Eradicating Hunger, Poverty and Malnutrition, Promoting health care including preventive Healthcare 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.
- ii) Promoting Education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects.
- iii) 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.
- iv) Ensuring Environment 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.
- v) other activities or subjects as specified or which may be included in Schedule VII of the Act.

7. OVERALL CSR EXPENDITURE LIMIT

- i) The total amount of CSR spent by the company on all activities, projects and programmes during any financial year should be at least 2% of the average net profits of the immediately preceding three financial years. (Net Profits calculated in the manner provided by Section 198 of the Act).
- ii) The Board of Directors of Company is empowered to approve any CSR project, programme or activity under this policy on the recommendation of the CSR Committee, as long as they adhere to the criteria's and the expenditure limits as listed out in this policy.
- iii) CSR expenditure exceeding mandatory 2% of the average net profits must be presented before the Board of Directors for seeking necessary approvals.
- iv) The Board of Directors may approve CSR expenditure on post facto basis in deserving cases and compelling situations.

- v) Any amount of mandatory CSR obligation of the company remain unspent at the end of the financial year, if any, except in case of an ongoing project, shall be transferred to a Fund specified under Schedule VII of the Act within six months from the close of the financial year.
- vi) In case the Company undertakes any ongoing project, any amount remaining unspent and earmarked for the ongoing project, shall be transferred within a period of thirty days from the end of the financial year to a special account to be opened for that financial year in a scheduled bank to be called the Unspent Corporate Social Responsibility Account, and such amount shall be spent by the company in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three 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 thirty days from the date of completion of the third financial year.
- vii) Any surplus arising out of CSR projects, programmes or activities shall not form part of the business profits of the Company and shall be utilized toward the eligible CSR Activities and in accordance with this CSR policy.
- viii) The board shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the company for the financial year.
- ix) Where Company spends an amount in excess of two percent of the average net profits of the immediately preceding three financial years, such excess amount may be set off against the requirement to spend up to immediately succeeding three financial years subject to the conditions that —
 - a) the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any.
 - b) the Board of the company shall pass a resolution to that effect.

8. MONITORING OF CSR ACTIVITIES

- i. In case of any CSR initiative carried out directly by the Company, under the overall supervision of the board, the CSR Committee shall be responsible for monitoring and review so that the initiative is undertaken in accordance with the policy, annual action plan and Act.
- ii. In case of any CSR initiative carried out through Implementing Agency, Under the monitoring and supervision of the Board and the CSR Committee, the Implementing Agency shall be responsible to monitor the CSR activities. The Implementing Agency shall devise a effective monitoring mechanism to ensure that the CSR activities are undertaken efficiently, productively and effectively in accordance with approved Annual Action Plan in compliance with the Act and as per this Policy.

- iii. The CSR Activities will be monitored by using such measures, controls, techniques and procedures that may include certifications from professionals, self certifications, direct site visits, snaps and other documentary proofs, Audits or reviews by independent bodies including impact assessments, periodical reports and in any other manner as may deem fit by the board.
- iv. The CSR committee shall review the progress on Annual Action Plan preferably on half yearly basis. The Board shall review the status of implementation and fund utilization of the various projects and programmes as per approved Annual Action Plant atleast once in a year.
- v. The Board shall satisfy itself that the funds so disbursed for the CSR activities 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.

9. DISCLOSURES

The CSR policy, composition of the CSR Committee, the details of CSR activities and the CSR Activities approved by the Board shall be available on the Company website at <https://www.conairgroup.com/india>

The contents of this policy, shortfalls in CSR spend, if any, in any financial year, with reasons of shortfall, CSR Activities and annual report in prescribed form shall be included in Annual Report of the Company.

10. INTERPRETATIONS & AMENDMENTS

In case of any conflict in interpretation of this policy, the decision of the management shall be final. Management also reserves the right to interpret, modify or discontinue this policy in future at its own discretion.

This policy shall remain in force unless amended or withdrawn.

The Board may, in accordance with applicable laws, alter, amend, substitute this policy as and when required without any prior intimation to any stakeholder on justified grounds.

LIST OF CSR ACTIVITIES/PROJECTS OF NU-VU CONAIR PRIVATE LIMITED FOR FINANCIAL YEAR 2021-2022

Sr. No.	Area specified under Schedule VII	CSR Project/Activity	Details of Implementing Agency	Location of Project/Activity
1	Promoting Education	Support for Education and food during school hours to poor children	Laddoo Foundation A1, Hemal Apartment, Nr. Basera Apartment, Lad Society Road, Vastrapur, Ahmedabad – 380 015. laddoofoundation@gmail.com www.laddoofoundation.org Mob No: 98986 33555	Gujarat
2	Healthcare	Support to school for Deaf-Mute Society by installation of machine in audiology room to check and know hearing deficiency of deaf students	School for Deaf-Mutes Society Opp. Times of India, Ashram Road Ahmedabad – 380 009 deaf_muteschool08@yahoo.com www.deafmuteschool.com Tele No: 079-2658 6138, 2657 9947	Gujarat
3	Sanitation & Healthcare	Support for Supply and distribution of Vending machines, terracotta Incinerator, sanitary napkins	Vatsalya Foundation A1 - 30, Jay Ranchod Society, Behind Swaminarayan Temple, Makarand Desai Road, Vadodara 390015. Vatsalyafoundation@gmail.com www.sakhi-vatsalya.org Tele No: 0265-6543454 Mob No: 9824058675	Gujarat
4	Women Empowerment	Women empowerment through counselling Vocational Training awareness training And sessions and promoting education and sports among young girls and children)	Wings To Fly The Foundation 403, Parnakunj Apartment Opposite Central Mall Ambavadi Ahmedabad – 380 006 wings2fly.foundation@gmail.com www.wings2fly.org Mob No: 075679 93633	Gujarat

CSR COMMITTEE OF NU-VU CONAIR PRIVATE LIMITED

Sr. No.	Name & DIN of the Member of the CSR Committee	Category & Designation
1	Mr. Bhaumik Patel (DIN: 01731284)	Non-Independent Non-Executive Director
2	Mr. Satish Godase (DIN:06689350)	Non-Independent Executive Director
3	Mr. Ajaykumar J. Shah (DIN: 07553398)	Non-Independent Executive Director

Note:- Company is not required to appoint independent director.