

CORPORATE SOCIAL RESPONSIBILITY POLICY

1. INTRODUCTION:

The Board of Directors (the “Board”) of Goldiam International Limited (the “Company”) has adopted the following policy and procedures with regard to Corporate Social Responsibility. The Board may review and amend this policy from time to time subject to the recommendations of Corporate Social Responsibility Committee.

2. CONSTITUTION OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Keeping in line with Section 135 of the Companies Act, 2013 (hereinafter referred to as “the Act”) and Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter referred to as “the Rules”); the Board of Directors of the Company shall form a Corporate Social Responsibility Committee (hereinafter referred to as the ‘CSR Committee’) consisting of three or more directors, out of which at least one director shall be an independent director, *inter alia*, to carry out the following functions:

- a. to formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating activities to be undertaken as specified in Schedule VII;
- b. to recommend the amount of expenditure to be incurred on the activities referred to in clause (a) above;
- c. monitor the Corporate Social Responsibility Policy of the company from time to time.

3. CSR PROJECT, PROGRAM, ACTIVITIES AND MODALITIES OF EXECUTION

Pursuant to the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 and any amendment(s) thereof, the Company shall undertake CSR activities from any of the following areas as specified in Schedule VII of the Companies Act, 2013:

1. eradicating hunger, poverty and malnutrition, promoting 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;
2. promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
3. promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
4. 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;

5. 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;
6. measures for the benefit of armed forces veterans, war widows and their dependents;
7. training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;
8. contribution to the Prime Minister's National Relief Fund or any other fund set up by the Government of India
9. Central Government for socio-economic development and relief and welfare of the Scheduled Caste, the Scheduled Tribes, other backward classes, minorities and women;
10. contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government
11. rural development projects.
12. slum area development.

The Company may undertake the CSR activities from any one or more areas as specified above through following modes

- a. Company directly;
- b. through a registered trust or a registered society or a company established under section 8 of the Act by the Company, either singly or alongwith its holding or subsidiary or associate company, or along with any other Company or holding or subsidiary or associate company of such other company, or otherwise, subject to the rules as provided in the Companies (Corporate Social Responsibility Policy) Rules, 2014 or any other rules /regulations as may be applicable from time to time,
- c. Company through a trust/society /Section 8 company which has a proven track record of three (3) years.
- d. the Company may also collaborate with other companies for undertaking projects or programs or CSR activities in such a manner that the CSR Committee of respective companies are in position to report separately on such projects or Programme in accordance with Companies (Corporate Social Responsibility Policy) Rules, 2014.

5. CSR AMOUNT

The Company shall ensure that it spends, in every financial year, at least 2% of its average net profit during the 3 immediately preceding financial years, in pursuance of its Corporate Social Responsibility and subject to the Section 135 of the Companies Act, 2013 and Rules made thereunder.

6. SURPLUS OF CSR PROJECT OR PROGRAMS:

The surplus, if any, arising out of the CSR projects or programs or activities shall not form a part of the business profit of the Company.

7. CSR EXPENDITURE

CSR expenditure will include all expenditure as may be permitted under the applicable laws, including contribution to corpus for CSR Programmes approved by the Board on the recommendation of its CSR Committee, but does not include any expenditure on an item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Act.

8. GOVERNANCE, MONITORING AND REVIEW MECHANISM

Every year, the CSR Committee will place for the Board's approval, a CSR Plan specifying the CSR Programmes to be carried out during the financial year and the specified budgets thereof. The Board will consider and approve the CSR Plan with any modification that may be deemed necessary.

The CSR Committee shall review the implementation of the CSR Programmes periodically and issue necessary directions from time to time to ensure orderly and efficient execution of the CSR Programmes in accordance with this Policy. The CSR Committee will review periodically and keep the Board apprised of the status of the progress of implementation of the approved CSR Programmes in accordance with the CSR rules with any modification or direction issued in pursuant thereof.

The CSR Committee shall be responsible for maintaining transparent monitoring and reporting mechanism for ensuring effective implementation of the projects/programs/activities proposed to be undertaken by the Company. Monitoring will be ensured through meetings, visits, progress status reports by project / programme heads. The Committee will provide a responsibility statement which states that the implementation and monitoring of the CSR Policy is compliance with CSR objectives and Policy of the Company and such statement shall form part of the Boards' Report. The Company shall reserve the sole discretion to withdraw/cancel CSR allocation relating to any project/programme/activity, fully or partially, and/or recall unutilized amount relating to any project/programme/activity, fully or partially, with or without assigning any reason(s) thereof.

9. CSR REPORTING

The Board in its Report shall include details about the policy developed and implemented by the Company on CSR initiatives taken during the year. The particulars to be stated in the Board report shall be in the format prescribed in Annexure – 1.

10. DISCLOSURES

The contents of the approved CSR Policy shall be disclosed in the Board's Report and displayed on the Company's website.

Annexure – 1

Format for the Annual Report on CSR activities to be included in the Board report

1. A brief outline of the Company’s CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and project or programs.
2. The Composition of CSR Committee:
3. Average net profit of the Company for last three financial years:
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above)
5. Details of CSR spent during the financial year.
 - a. Total amount to be spend for the financial year
 - b. Amount unspent, if any;
 - c. Manner in which the amount spent during the financial year is detailed below

1	2	3	4	5	6	7	8
Sr. No.	CSR project/ activity identified	Sector in which the Project is covered	Projects/ Programmes (1)Local area or others (2)Specify the state /district where project or programme was undertaken	Amount outlay (budget) project/ programme wise	Amount spent on the project/ programme Subheads: (1) Direct expenditure on project or programs (2)Overheads	Cumulative expenditure upto to the reporting period.	Amount spent: Direct/through implementing agency *
1							
2							
3							
	Total						

* Give details of implementing agency

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reason for not spending the amount in its Board report.

7. The responsibility statement of the CSR committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objective and policy of the Company.

<p style="text-align: center;">Sd/-</p> <p>(Chief Executive Officer or Managing Director or Directors)</p>	<p style="text-align: center;">Sd/-</p> <p>(Chairman CSR Committee)</p>
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