

CORPORATE SOCIAL RESPONSIBILITY POLICY
OF
RUPA & COMPANY LTD

(FRAMED UNDER SECTION 135(3)(a) OF COMPANIES ACT, 2013)

I. INTERPRETATION

For the purposes of this Policy references to the following shall be construed as:

1. “Corporate Social Responsibility” (‘CSR’) shall mean the activities intended to be taken up as mentioned herein to achieve and further the Company’s vision.
2. “Corporate Social Responsibility Committee” or “CSR Committee” shall mean a Committee consisting of three or more Directors of which at least one director shall be an Independent Director
3. “CSR Policy” shall mean the contents herein including any amendments made by the Board of Directors of the Company.
4. “Net Profits” shall mean the net profit before tax of the Company as per its financial statement prepared in accordance with the applicable provisions of the Companies Act, 2013, but shall not include the following, namely :-
 - a. any profit arising from any overseas branch or branches of the Company, whether operated as a separate company or otherwise; and
 - b. any dividend received from other companies in India, which are covered under and complying with the provisions of Section 135 of the Companies Act, 2013.
5. “Priority Projects” shall mean such CSR projects which are selected by the CSR Committee to be pursued by the Company within the territory of India.
6. “Total CSR Spend” shall mean 2% of the average Net Profits of the last three financial years in relation to the financial year in question.
7. “Rupa Foundation” shall mean a trust promoted by Mr. P. R. Agarwal, Chairman- Rupa & Company Ltd, Mr. G. P. Agarwala, Vice-Chairman- Rupa & Company Ltd and Mr. K. B. Agarwal, Managing Director- Rupa & Company Ltd.

II. GUIDING PRINCIPLES

Rupa & Company Ltd (hereinafter called “the Company”) and its people are committed to society, ecology and environment. Company also realises that caring for the society, country and the planet is not philanthropy or generosity- it is the very way of doing sustainable business. The Company realises that the Company is not being generous by following the CSR Policy - it is only being relevant and meaningful to the society of which it is a corporate citizen.

Vision: The CSR Committee’s Vision is “improving lives in pursuit of collective development and environmental sustainability”. This vision should encompass all CSR activities of the Company.

Mission: The CSR Committee's Mission is primarily to pursue initiatives directed towards enhancing welfare measures of the society based on long term social and environmental consequences of the CSR activities. Within the above mission, the CSR Committee will choose Priority Projects from time to time.

The objective of this Policy is not only to guide the Company and its people to indulge in social activities but also to integrate the business processes with social processes. The Company believes that CSR Policy is the Company's faith in socially inclusive and sustainable business as the way of doing business.

III. GENERAL POLICIES

The Company recognises that good CSR embraces all aspects of sustainable development and the way the Company affects people through its business operations. The Company recognises that CSR is not all about spending – it is orientation of the Company and its people to larger social causes. The Company encourages its people to contribute to its CSR efforts in every possible way.

The policies to be pursued by the CSR Committee are as follows:

General business policies:

1. The Company realises that one of most important parameters for a socially responsible corporate citizen is to carry business in accordance with principles of sustainability, balance and equity. The Company will always strive to align its business interests with those of the society in general, ecology and environment. The Company further encourages any stakeholder or any member of the public to make thoughtful suggestions, addressed to Chairperson of the CSR Committee, for sustainable business practices.
2. The Company shall strive to enhance corporate value while achieving a stable and long-term growth for the benefit of stakeholders.
3. The Company respects and honours the human rights of people involved in its business and, in particular, does not use or tolerate any form of forced or child labour.

CSR Expenditure

1. The Company shall, in each financial year, spend a minimum amount of 2% of the average net profits made during three immediately preceding financial years or such higher amount as may be recommended by the CSR Committee and approved by the Board of Directors of the Company.
2. Any direct and/or indirect expenses incurred by the Company in accordance to this Policy for projects or programs relating to CSR activities shall construe as CSR Expenditure.
3. In any financial year if the Company is unable to spend 2% of its average net profits, the Company shall carry forward the unspent amount to next financial year, which shall be over and above the minimum allocation for CSR expenditure for that financial year.
4. The CSR Committee would be authorized for sanctioning the amount for any specific activity/initiative within the overall approved ceiling limit and/or to delegate authority from time to time to CSR Working Committee to allocate amount for any such specific activity within the approved ceiling limit.

CSR Projects:

1. The Company will encourage voluntary efforts of its directors and employees to CSR Projects. The Company also encourages its directors and employees to recommend to the CSR Committee meaningful projects in accordance with the Guiding Principles that may be taken up by the Company, under the supervision of the CSR Committee.
2. In addition to Projects that may be taken up by the Company directly or through Rupa Foundation, the Company may also collaborate with other companies or entities, including its group companies, to carry out any CSR Projects, in accordance with this Policy.
3. The investment in CSR projects shall be project-based with specific timeframes.
4. As far as possible, the Company shall strive to create self-sustainability in its CSR efforts, that is to say, over a long run, a CSR Project should be able to generate sufficient resources, whether by way of profits or by way of a regular flow of contributions, so that it does not have to depend on the Company's contribution on a regular basis.
5. The progress of all CSR Projects, including the spending thereon, shall be periodically reviewed by the CSR Committee.

Manner of selection and execution of CSR Projects:

1. A CSR Project may be selected by the CSR Committee, either based on its own discretion or based on recommendations by any stakeholder as mentioned above. The CSR Committee will accord priority to projects in the areas covered by Priority Projects.
2. The CSR Committee, after identifying and approving a CSR Project, may fix a target spending, and direct the CSR Cell to carry out the execution thereof.
3. The CSR Committee shall periodically monitor and evaluate the performance of the Projects and the achievement of targets.

Priority Projects

The Company has currently identified the Priority Projects (as stated in Annexure I) to be undertaken by the CSR Committee.

Notwithstanding the listing of the Priority Projects, the CSR Committee may undertake projects which are relatable to the activities as stated in Schedule VII of the Companies Act, 2013, by taking a liberal interpretation so as to capture the essence of the subjects enumerated in the said Schedule.

Carrying out of CSR Projects through external agencies

In case the CSR Committee decides to execute a CSR Project through an external agency, such as Rupa Foundation or through any trust, society or NGO ("Agency"), it would adhere to the following guiding principles:

1. The Agency must be eligible for carrying the CSR Project, and must have track record in carrying similar project for a period to the satisfaction of the Committee, but not less than 3 years. Subject to the above, any director of the Company may be associated/ affiliated as a trustee, governing body member or in any other manner with the Agency, provided that no personal benefit, directly or indirectly, should flow from such Agency to any such director.
2. The Committee shall provide specific Project agenda, targets, target spending, accomplishments, manner of execution etc to the Agency, subject to discussions with the Agency.

3. The disbursement of funds to the Agency must be done on a progressive basis so as to align with the funding needs of the Project, and to permit the evaluation of the activity carried so far.
4. The Agency must provide periodically reports, to the satisfaction of the Committee, about execution of the Project.

CSR Cell

1. The Company, along with pursuing CSR projects at its own, will also constitute a CSR Cell consisting of a specified number of whole time employees of the Company, as decided by the CSR Committee or the Board of Directors, who, in addition to their regular duties, will come forward to contribute to the Company's CSR initiatives.
2. The CSR Cell would further be actively involved in implementation of projects in accordance with the Guiding Principles and General Policies as consented by the CSR Committee.
3. The CSR Cell may work singly or in partnership with any eligible trust(s) including but not limited to Rupa Foundation, NGO(s) or other organisation(s) as approved by the CSR Committee.

IV. MONITORING AND EVALUATION

1. The Committee shall seek financial statements and reports from the CSR Cell on each project on a periodical basis.
2. The Committee shall discuss the progress of each project undertaken and make any decision with respect to the project which it thinks fit.
3. At least one member of the Committee shall have financial knowledge and ability to read financial statements.
4. Where, the Committee requires further funds for undertaking any new CSR project, the Committee shall request the Board of the Company to approve such higher amount.
5. Where there is any surplus lying in the "Expenditure for CSR Account" (which need not be a separate fund, but merely an accounting reserve), the same shall not be considered a part of the business profits of the Company. Such surplus shall be carried forward to the next financial year.
6. Where the CSR Cell has failed to spend the allocated amount or failed to meet the timeline for execution of its projects, the CSR Committee shall furnish to the Board the reasons for the same.
7. The Board will review the Policy from time to time based on changing requirements of the target beneficiaries and make such modification(s), as may be necessary.

V. AMENDMENTS

Amendments from time to time to the CSR Policy, if any, shall be considered by the Board of Directors based on the recommendations of the CSR Committee.

By order of the Board of Directors

Prahlad Rai Agarwala
Chairman

Date: 11.02.2016
Place: Kolkata

ANNEXURE – I

List of activities that may be taken up by the Company as their Priority Projects -

- a) 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;
- b) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- c) 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;
- d) 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;
- e) 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;
- f) measures for the benefit of armed forces veterans, war widows and their dependents;
- g) training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;
- h) 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;
- i) contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- j) rural development projects.
- k) Slum area development

Explanation - For the purposes of this item, the term 'slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force."