

CSR POLICY

FOR

KAPOOR WATCH COMPANY PRIVATE LIMITED

About KAPOOR WATCH COMPANY PRIVATE LIMITED (KWC)

KAPOOR WATCH COMPANY PRIVATE LIMITED (hereinafter referred to as “KWC” or “the Company”) is a Company incorporated under the Companies Act, 1956 and is engaged in the business of RETAIL TRADING OF WATCHES, PENS, CUFLINKS, JEWELLERY ITEMS AND OTHER PRECIOUS METAL ITEMS.

1. Policy Statement

The new Companies Act, 2013 vide section 135 requires a prescribed company to comply with the provisions relating to Corporate Social Responsibility. Realizing its responsibility towards Corporate and Social upliftment, your company has framed a comprehensive policy to undertake various steps.

The vision of KWC encapsulates its Corporate Social Responsibility (hereinafter referred to as the CSR) ethos and places its stakeholders at the centre of its operations.

In pursuance of its vision of inculcating good corporate citizenship, KWC will engage in strategic philanthropic programs to improve the quality of life of under-served, disadvantaged and marginalized communities.

The company will comply with Section 135 of the Companies Act, 2013 for CSR activities. As part of KWC's obligations towards CSR, it will implement impact-driven projects that address critical social, environmental and economic needs of the sections of the society.

KWC's CSR vision is guided by the company's core values:

- ✓ *We ensure customer satisfaction by adding value and honoring commitments at all times.*
- ✓ *We build transparent lasting relationships and stand for integrity and mutual trust.*
- ✓ *We encourage an entrepreneurial attitude and instill in our employees the desire to excel.*
- ✓ *We embrace and respect diversity while working together as One KWC.*
- ✓ *We foster a learning environment and*
- ✓ *nurture innovative thinking*
- ✓ *We are committed to building shareholder value and maintaining high standards of corporate governance.*
- ✓ *We strive to be an eco-friendly organization.*

2. Objectives of the Policy

The objectives of this policy are:

- (a) To set forth the company's Corporate Social Responsibility Policy (hereinafter referred to as the CSR Policy) for its India operations as stipulated in the Section 135 of the Companies Act, 2013 and the rules thereof.
- (b) To identify and formulate the broad areas the company shall pursue towards fulfilling its CSR obligations.
- (c) To serve as a guiding document to plan, identify, implement and monitor CSR initiatives.

3. Scope of the Policy

This policy is applicable to KWC.

4. Thrust areas of CSR

The company has adopted a structured approach to manage its CSR obligations. The company's CSR will be aligned to Schedule VII of the Companies Act 2013 with a focus on education, environment, health and sanitation, sports, art and culture, disaster relief and rural development.

- **Education:** KWC seeks to promote education and vocational training through its CSR projects. Several challenges remain in delivery of education and access to employment opportunities. In order to bring about development, enabling access to education for the underprivileged sections of the society and enhancing employability of under-served remains a prime area of the company's CSR focus.
- **Environment:** The Company's ethos places special emphasis on issues of environmental conservation and consciousness. Its efforts include establishing its ecological footprint, creating awareness and promoting ecological activities.
- **Health and sanitation:** While access to healthcare and sanitation remains an important indicator of development, lack of access to proper medical facilities plagues many parts of rural and urban India. KWC seeks to promote healthcare through its CSR projects.
- **Sports, Arts and Culture:** The Company aims to promote sports primarily among children and the lesser privileged sections of the society. The CSR will also focus on reviving and promoting arts and culture in India through suitable interventions.
- **Natural Calamities and Disaster Relief:** The Company will support projects and partners to deliver essentials such as food, water, shelter, and other measures such as rebuilding

communities to assist disaster relief in the case of natural calamities or disasters.

- **Rural Development:** Majority of India's population lives in rural areas and still remains untouched from the recent development and economic progress in India. The company aims to promote and support projects focusing on improving the lives of people in the rural areas.

Only those projects that are over and above the normal course of business, that do not benefit only the company's employees and their families, are treated as CSR projects within the realm of Section 135 of the Companies Act 2013.

5. Governance Structure

The company has constituted a robust and transparent governance structure to oversee the implementation of the CSR Policy. The structure and responsibilities have been described below.

CSR Committee of the Board

KWC has constituted a CSR Committee (hereinafter referred to as the CSRC) of the Board to oversee the implementation of CSR in the company as per requirements of Section 135 of the Companies Act, 2013. The Committee is composed of three Directors. The Committee will be ultimately responsible for the implementation of this policy. The Committee will report to the Board of Directors.

Responsibilities of the CSRC

- Formulate KWC's CSR Policy and recommend to the Board, which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013 and the notifications thereof
- Recommend the CSR expenditure to the Board of KWC, for approval; entitled to recommend a higher amount than that specified in the Companies Act 2013 based on financial and other considerations
- Provide strategic direction to CSR initiatives in alignment with the Policy
- Institute a transparent monitoring mechanism for implementation of CSR projects
- Monitor the CSR Policy of the company from time to time
- Meet at a periodicity it deems fit to review the progress

6. CSR Budget

The budget for CSR projects shall be recommended by the CSR Committee of the Board and approved by the Board of KWC as per the requirements laid out in the Section 135 of the

Companies Act 2013. The total budget proposed for the CSR projects covered under this policy shall be 2% of the average net profits of KWC made during the three immediately preceding financial years; where the 'net profit' is calculated as mentioned in Section 135 of the Companies Act 2013 for CSR Spend. The Committee is entitled to recommend a higher amount than that specified in the Companies Act 2013 based on financial and other considerations.

7. CSR Projects

a. CSR Project Lifecycle

CSR projects are strategically planned and managed at KWC. Following are the different stages of the project:

Project identification

The projects will be prioritized and suggested based on suitable qualifiers by the CSR Committee and presented to the Board of Directors (Board) for approval. The projects must be aligned to at least one of the thrust areas of CSR. Additionally, for those projects classified as CSR, the projects must conform to the requirements of the Section 135 of the Companies Act, 2013. The projects that are located in proximity to the areas where the company operates and where there is a greater scope for employee volunteering would be accorded preference for approval.

Budget of the project

The CSR Committee is responsible for evaluating the budgetary requirements of the project, and recommend to the Board.

Implementation

The CSR Committee in consultation with the Working Team shall formulate a plan of action for the approved projects that specify details of the project including activities to be undertaken, period of implementation, budget plan, project governance and expected results. The company may implement the CSR projects in one or more of the following modes or by way of a combination thereof:

- i. Directly by the company as projects
- ii. Through a registered trust or registered society or Company established under section 8 of the Companies Act 2013
- iii. Collaborate with other Companies for undertaking projects jointly.

Monitoring

The CSR Committee along with the working team of a specific project and program managers/ owners will be responsible for monitoring of the approved projects through appropriate mechanisms such as site visits, review meetings and progress reports.

To ensure the transparency and efficiency of the implementation process, mechanisms to track data and monitor projects will be established. These projects will be evaluated against the milestones defined as per the plan of action and reviewed by the Board on a quarterly basis.

Reporting

The Board, based on reports presented by the CSR Committee, will annually publish report on the CSR projects as a part of the Director's report. The report will disclose information in the format as prescribed by the Section 135 of the Companies Act, 2013.

The CSR Committee shall also submit a responsibility statement to the Board that the implementation and monitoring of the CSR policy is in compliance with the approved policy of the Company.

b. Partner Qualifications

Where CSR programs are awarded to implementation agencies, the company will ensure that they are a Registered Trust, Society or a Section 8 Company. The company will conduct due diligence on potential partner agencies to ensure that they have clearly explained mission and vision, do not have a conflict of interest in working with KWC, have appropriate documentation such as audit reports, annual reports and registration forms as per 80G/12A. The company will also consider reputation risks in selecting a partner agency.

c. Treatment of Surpluses

Any surplus generated from CSR projects undertaken by the company will be tracked and channelized into the CSR budget. These funds will be further used in development of the CSR projects and will not be added to the normal business profits.

8. Notification

The CSR Policy shall be displayed on the website of the Company, on approval of the Board. The CSR Committee should notify the employees about the policy from time to time. The policy will be displayed permanently on the company's intranet enabling every employee to access, be aware and contribute to the policy and drive actions going forward. The new employees shall be informed about the policy by the HR department at the time of on boarding.

9. Exclusion:

The CSR projects/ programmes that benefit just and only the employees of the Company and/or their families shall not be considered as CSR activities, within the purview of this Policy and Section 135 of the Companies Act, 2013. Further, CSR activities do not include the activities undertaken in pursuance of normal course of business of the Company.

The Company's contribution of any amount directly or indirectly to any political party under

Section 182 of the Act, shall not be considered as a CSR activity.

10. Amendments to the Policy

This policy will be reviewed annually by the CSR Committee to check the effectiveness and impact of the policy. The CSR Committee has the right to amend or modify this policy in whole or in part, at any time, as deemed necessary. Any amendments or modifications will be suitably notified to all stakeholders.