

ASPINWALL AND COMPANY LIMITED
CORPORATE SOCIAL RESPONSIBILITY POLICY

Effective date	01/04/2014
Initiated by	CEO/CFO/Company Secretary
Recommended by	CSR Committee of the BoD
Approved by	Board of Directors of the company in its meeting dated 06 th February, 2015
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1. Objective

Aspinwall and Company Ltd., (hereinafter described as “**the Company**”) since its inception has seen itself as a corporate citizen responsible to the society.

To streamline and provide more focus and direction to the activities undertaken by the company in this sphere, it is decided to formulate a policy on Corporate Social Responsibility. (hereinafter described as “**the Policy**”).

2. Applicability

This policy will apply to the organisation as a whole, including all manufacturing, trading divisions both present and future and corporate office of the company.

- **Compliance to Section 135 of the Companies Act, 2013**

Clause 135 of the Companies Act, 2013 (hereinafter described as “ **clause 135** ”) and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter described as “**the rules** ”) lays down the guidelines to be followed by companies incorporated under the Act while developing their CSR programme. A gist of clause 135, Schedule VII and the rules are attached as annexure.

Clause 135 and the rules are applicable to Aspinwall by virtue of having a net profit of rupees five crore during a financial year.

3. CSR Committee.

The company in its meeting of Board of Director dated 30/05/2014, for the first time constituted a CSR committee consisting of following Directors. The committee was entrusted the following tasks.

Directors:

1. Mr. Rama Varma-- Chairman
2. Mr. KRN Menon
3. Mr. PK Sasidharan
4. Vice Admiral Sushil Krishnan Nair I.N (Retd.)

Tasks:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the act.
- Recommend the amount of expenditure to be budgeted for the activities referred to in clause (a) above
- Monitor the Corporate Social Responsibility Policy of the company from time to time.

4. The CSR Policy.

The CSR committee met and deliberated on formulating a CSR policy for the Company taking into consideration various aspects and the requirements under the act and rules.

This Corporate Social Responsibility Policy has been formulated and recommended by the CSR Committee of the Company pursuant to the provisions of Section 135(3) (a) of the Act, Schedule VII of the Act and the rules and the same has been approved by the Board of Directors in their meeting held on 06th February, 2015.

5. The CSR Budget

The amount of expenditure for each financial year will be recommended by the CSR Committee of the Company and the same will be approved by the Board of Directors with or without modification in their first meeting held in each financial year.

6. Territory for CSR spend

The Company shall give preference to the local area and areas around the branches and factories for spending the amount earmarked for CSR activities. The activities will be restricted to the geographical boundaries of India.

7. Areas of activities to be undertaken.

The activities will be executed directly or through trust, section 8 Company, society or NGOs or in collaboration with other companies.

The Company shall be undertaking activities in the following areas.

7.1 Eradicating hunger, poverty and malnutrition, promoting healthcare including preventive health care and sanitation and making available safe drinking water

- Participating in the mid-day meal programs, providing financial assistance to orphanages, old age homes, child welfare organisations etc. for purchase of cereals, grocery, pulses etc. for providing nutritional food to the children and inmates.
- To spread awareness about the life style to be followed to prevent disease like diabetes, cardiac and respiratory diseases.
- Promoting camps against use of alcohol, smoking, drug abuse etc.
- To associate with schools, self-help groups, old age homes in setting up sanitation facilities.
- To assist in installation of water purifiers, pumps and digging / renovation of wells in villages, townships, rural areas etc.
- To provide all assistance to poor people to prevent diseases.
- Any other projects related to the above

7.2 Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects

- To provide Education Kit comprising study material, uniforms etc. to the poor students of Govt. Schools.
- Adoption of Govt. Schools and / or providing financial assistance to set up various infrastructure facilities.
- To provide financial assistance to promote vocation skills among children, women, elderly and differently abled people.
- To extend support /educational assistance to children from financially backward families and underprivileged community as part of the company's social responsibility.
- To provide cash awards to students studying in Govt. School / Colleges and has secured high academic / professional records.
- Any other projects related to the above

7.3 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

7.4 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

- In Association with various local authorities, as part of promotion of green environment, conduct awareness programs / distribute plastic reusable recyclable carry Bags to various households.
- To provide all support for encouraging organic farming
- To promote use of geo-textiles for environmental protection
- Any other projects related to the above

7.5 Protection of national heritage, art and culture including restoration of building and sites of historical importance and works of art and setting up of public libraries

- To provide financial assistance to local museums, heritage centers for upholding the heritage value.
- To set up public libraries in association with local authorities in rural areas.
- Any other projects related to the above

7.6 Measures for the benefit of armed forces veterans, war widows and their dependents

7.7 Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports

- To provide financial assistance to centers engaged in promoting sports / providing training to promote rural sports, nationally recognized sports and Olympic sports.
- Any other projects connected related to the above

7.8 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 Schedules Castes, the Scheduled Tribes, other backward classes, minorities and women

7.9 Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government.

- To provide financial assistance to labs & R & D centers situated at institutions of national excellence and local academic institutions which are approved by the Central Government.
- Any other projects connected related to the above

7.10 Rural Development projects

- To carry out or provide financial assistance to various rural development projects in association with local bodies

8. Activities not to be counted as CSR by the Company.

- Any amount of expenditure on an item not in conformity or not in line with activities mentioned in the sub-clauses 7.1 to 7.10 of clause 4 above.
- Amount spent on projects or programs or activities that benefit only the employees of the Company and their families.

9. Audit of CSR Expenditure

The Company shall audit the amount of CSR expenditure in line with the activities or programs specified in this Policy on a quarterly basis and the report shall be presented to the CSR Committee.

10. CSR Monitoring and Reporting mechanism

The CSR Committee shall monitor the amount of expenditure as approved by the Board of Company on a quarterly basis and make report to the Board of Directors on half yearly basis. Apart from the above, the Directors' Report of the Company shall include an annual report on CSR containing the particulars in the prescribed format.

11. Display of the CSR Policy in the website of the Company

This policy approved by the Board of Directors of the Company in their meeting held on 06th February, 2015 has been placed in the website of the Company.

12. Validity and authority for modification/ amendments

This CSR Policy approved by the Board of the Company is valid from 1st April, 2014 and will in force till such time it is modified or amended by the Board of Directors on recommendation of the CSR Committee.

Annexure-1

Section 135 of the Companies Act , 2013

135. (1) Every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

(2) The Board's report under sub-section (3) of section 134 shall disclose the composition of the Corporate Social Responsibility Committee.

(3) The Corporate Social Responsibility Committee shall,—

(a) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII;

(b) recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and

(c) monitor the Corporate Social Responsibility Policy of the company from time to time.

(4) The Board of every company referred to in sub-section (1) shall,—

(a) after taking into account the recommendations made by the Corporate Social Responsibility Committee, approve the Corporate Social Responsibility Policy for the company and disclose contents of such Policy in its report and also place it on the company's website, if any, in such manner as may be prescribed; and

(b) ensure that the activities as are included in Corporate Social Responsibility Policy of the company are undertaken by the company.

(5) The Board of every company referred to in sub-section (1), shall ensure that the company spends, in every financial year, at least two per cent. of the average net profits of the company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy:

Provided that the company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for Corporate Social Responsibility activities:

Provided further that if the company fails to spend such amount, the Board shall, in its report made under clause (a) of sub-section (3) of section 134, specify the reasons for not spending the amount.

Explanation.—For the purposes of this section “average net profit” shall be calculated in accordance with the provisions of section 198.

Annexure-2

The Companies (Corporate Social Responsibility Policy) Rules, 2014

Sd/-
Company Secretary