

**CORPORATE SOCIAL RESPONSIBILITY POLICY ('CSR POLICY') OF
RIIV INDIA PRIVATE LIMITED
CIN: U62011MH2023FTC400540**

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1 INTRODUCTION: RIIV PHILOSOPHY AND CSR IN INDIA

At RIIV India Private Limited ('RIIV'), we believe that business success goes hand in hand with social responsibility. This Corporate Social Responsibility Policy ('CSR Policy') reflects our unwavering commitment to creating a meaningful and lasting impact on society. Corporate Social Responsibility ('CSR'), for us, is not just an obligation—it is an integral part of how we operate, blending economic growth with environmental and social well-being.

We recognize that true corporate responsibility extends beyond profit-making. By embedding social impact into our business approach, we aim to enhance societal well-being and build a better future for our communities.

This CSR Policy serves as a guiding framework for RIIV's social initiatives, aligning with Section 135 of the Companies Act, 2013 ('the Act'), Schedule VII, and the Companies (Corporate Social Responsibility Policy) Rules, 2013 ('the CSR Rules') and will at all times be subject to the provisions of the said Act and Rules (as amended from time to time). It outlines our approach to CSR activities, ensuring compliance with legal provisions while driving positive change.

2 OBJECTIVE AND SCOPE

The main objective of this CSR Policy is to lay down guidelines for RIIV to make CSR as one of the key focus areas and making a positive contribution to society through high impact programs. It covers the CSR activities which are proposed to be carried out in India only and includes strategy that defines plans for future CSR activities.

The Company proposes to implement its CSR activities in some sectors out of the various sectors stated hereunder all of which are within the framework of Schedule VII of the Act.

3 TARGETED SECTORS (SCHEDULE VII OF COMPANIES ACT, 2013)

- (i) Eradicating hunger, poverty and malnutrition, promoting health care including 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;
- (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 centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- (iv) 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;
- (v) 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 art and handicrafts;
- (vi) measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- (vii) training to promote rural sports, nationally recognised sports, paralympic sports and olympic

sports;

- (viii) contribution to the prime minister's national relief fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;
- (a) Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government; and
- (b) Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs);
- (ix) rural development projects;
- (x) 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.

- (xi) disaster management, including relief, rehabilitation and reconstruction activities.

Any other area as may be prescribed by schedule VII, amended from time to time

The Company will review the sectors from time to time and make additions / deletions / revisions/ clarifications / to the above sectors.

4 RESPONSIBILITIES OF CSR COMMITTEE IN RELATION TO THE CSR PROVISIONS

Responsibilities of the CSR Committee (if applicable), shall inter-alia include the following:

- (i) Formulate CSR Policy and recommend the same to the Board of Directors of the Company, for approval of the Board;
- (ii) Recommend CSR activities as stated under Schedule VII of the Act, as amended from time to time;
- (iii) Approve to undertake CSR activities in collaboration with RIIV group companies/other companies/firms/NGOs etc., as permitted by the Act, and to separately report the same in accordance with the CSR Rules;
- (iv) Recommend the CSR Budget (i.e. amount of expenditure to be incurred on CSR activities);
- (v) Spend the allocated CSR amount on the CSR activities once it is approved by the Board of Directors of the Company in accordance with the Act and the CSR Rules;

- (vi) Create transparent monitoring mechanism for implementation of CSR Initiatives in India;
- (vii) Submit reports to the Board in respect of the CSR activities undertaken by the Company;
- (viii) Monitor CSR Policy from time to time;
- (ix) Monitor activities/charter of working groups who are authorized to ensure that the CSR activities of the Company are implemented effectively and;
- (x) Authorize executives of the Company to attend the CSR Committee Meetings.

Note: Where the amount to be spent by a company against CSR obligations does not exceed fifty lakh rupees, the requirement for constitution of the Corporate Social Responsibility Committee shall not be applicable and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of the company.

5 RESPONSIBILITIES OF THE BOARD IN RELATION TO THE CSR PROVISIONS

CSR is a Board-driven process. The responsibilities of the Board of RIIV being CSR-eligible Company, inter-alia, include the following-

- (i) approve the CSR policy;
- (ii) disclose contents of such policy in its report and also place it on the company's website;
- (iii) ensure that the activities included in the CSR annual plan are undertaken by the Company;
- (iv) ensure that the Company spends, in every financial year, at least two percent (2%) of the average net profits of the company made during the three immediately preceding financial years;
- (v) satisfy itself regarding the utilisation of the disbursed CSR funds; and
- (vi) if the Company fails to spend at least two percent (2%) of the average net profits of the company, the Board shall, in its report made under clause (o) of sub-section (3) of section 134, specify the reasons for not spending the amount and transfer the unspent CSR amount as per provisions of sections 135(5) and 135(6) of the Act, or applicable provisions as amended from time to time.

6 CSR BUDGET/CSR SPEND

The Act mandates Companies meeting the qualification criteria to allocate certain portion of its average net profits (before tax) of the Company during the three (3) immediately preceding financial years to be spent on CSR activities that fall under purview of Schedule VII of the Act.

7 CSR EXPENDITURE

Net profit means profit more fully described under Rule 2(h) of the CSR Rules. The CSR expenditure shall include all expenditure including contribution to corpus or on projects or programs relating to CSR activities approved by the Board of Directors on the recommendation of its CSR Committee (if applicable), but does not include any expenditure on an item not in conformity or not in line with activities which fall within the areas or subjects, specified in Schedule VII of the Act.

8 EXPENDITURE ON CSR CAPABILITIES

The Company may build CSR capacities of their own personnel through institutions through approved

organisations per the provisions of the Act. Expenditure on such capability building shall, along with the expenditure on administrative overheads, not exceed five percent (5%) of total CSR expenditure of the company in one financial year, or as stated in the rules from time to time. Determination of whether a particular expenses fall within this 5% cap can be decided in consultation of the Board of Directors of the Company, based on the clarification available from time to time in this regard.

9 FAILURE TO SPEND THE CSR MONEY

In case the Company fails to spend the above targeted amount in that particular financial year, the CSR Committee (if applicable) shall submit a report in writing to the Board of Directors specifying the reasons for not spending the amount which in turn shall be reported by the Board of Directors in their Directors' Report for that particular Financial Year and also ensure to comply with the relevant provisions of the Section 135 of Companies Act, 2013 read with rules made thereunder, as amended from time to time, to meet the applicable compliance, in such cases.

Surplus arising out of the CSR initiatives shall not form part of the business profits of the Company and shall be spent in accordance with the provisions of the Act and CSR Rules.

10 TREATMENT OF UNSPENT CSR AMOUNT

If a company spends less than the amount required to be spent under their CSR obligation, the Board shall specify the reasons for not spending in the Board's report and shall deal with the unspent amount as prescribed in the Act and the CSR Rules made thereunder, or as amended from time to time

11 CSR INITIATIVES

In line with the applicable provisions of the Section 135 and Schedule VII of the Act and the applicable CSR Rules, the Company shall undertake CSR activities included in its Annual CSR Plan, as recommended by the CSR Committee (if applicable) or the Board of Directors at the beginning of each financial year. The CSR Committee (if applicable) and the Board of Directors are authorized to approve any modification to the existing Annual CSR Plan or to propose any new program during the financial year under review.

12 ANNUAL CSR PLAN AND MODALITIES OF EXECUTION

The Annual CSR Plan is a yearly plan of CSR activities that would be placed before the Board of Directors of the Company based on recommendation of its CSR Committee (if applicable) which outlines the following aspects of CSR initiatives of the Company:

- Tailor-made CSR projects depending upon allocated spend and geographical presence;
- Partnering agencies/companies/firms;
- Process owners;
- Project proposals;
- Targeted beneficiaries and their key needs;
- Alignment with Schedule VII;
- Project goals and milestones;
- Activities and timelines including expected closure dates;
- CSR budget with projections;

- Monitoring mechanism;
- Progress reporting and frequency of reports;
- Risks and mitigation strategies;
- Any other information as may be required by the CSR Committee (if applicable) or the Board of Directors.

13 IMPLEMENTATION SCHEDULES

The CSR projects and programs could be ongoing activities or projects having cycle(s), as may be permitted under the provisions of Section 135 of Companies Act, 2013 or rules made thereunder, as amended from time to time.

14 COLLABORATION

The Company may collaborate with other RIIV Affiliates or its subsidiaries or any other Company as may be approved by CSR Committee (if applicable) to implement CSR activities and the same shall form a part of the Annual CSR Plan. The Company may form trusts on its own to carry out CSR activities in accordance with the CSR Rules and to administer its CSR activities. The Company may also collaborate its CSR activities with other RIIV Affiliates or its subsidiaries or any other Company as may be eligible and approved by the CSR Committee vis-à-vis the Board of Directors and towards this effort, the Company may jointly along with other RIIV Affiliates or its subsidiaries or any other Company form Trusts to administer the CSR activities, to the extent permitted under the provisions of the Act and rules made thereunder.

15 DISQUALIFYING ACTIVITIES FOR CSR

Rule 2(1)(d) of the Companies (CSR Policy) Rules, 2014 defines CSR and the following activities are specifically excluded from being considered as eligible CSR activity:

- (i) Activities undertaken in pursuance of normal course of business of the company;
- (ii) Activities undertaken outside India, except for training of Indian sports personnel representing any State or Union Territory at national level or India at international level;
- (iii) Contribution of any amount, directly or indirectly, to any political party under section 182 of the Act;
- (iv) Activities benefitting employees of the company as defined in clause 2(k) of the Code on Wages, 2019;
- (v) Sponsorship activities for deriving marketing benefits for products/services;
- (vi) Activities for fulfilling statutory obligations under any law in force in India;
- (vii) Such other activity as specifically excluded from being considered as eligible CSR activity, as per the applicable provisions, amended from time to time.

16 MONITORING MECHANISM

The committee members and authorized persons nominated (APN), if any, for carrying out CSR activities will ensure effective implementation and monitoring of the projects approved by the CSR Committee or the Board of Directors as the case maybe. Periodic reports will be submitted to the CSR Committee or the Board of Directors of the Company, as the case maybe, on the progress of the various projects approved by the Committee.

17 PUBLICATION OF THE CSR POLICY

As per the applicable provisions of the Act and CSR Rules, the contents of the CSR Policy shall be included in the Directors' Report and the same shall be displayed on the Company's website (if any).

18 POLICY REVIEW AND FUTURE AMENDMENT

The Committee shall annually review its CSR Policy from time to time and make suitable changes as may be required and submit the same for the approval of the Board.
