

CORPORATE SOCIAL RESPONSIBILITY POLICY

1. POLICY STATEMENT

As a globally integrated group of companies, we recognize our statutory and ethical responsibility to contribute meaningfully to society. In accordance with **Section 135 of the Companies Act, 2013** and the **Companies (CSR Policy) Rules, 2014**, this CSR Policy outlines our commitment to sustainable development, social equity, and environmental stewardship. Our CSR initiatives are strategically focused on four key areas:

- Environmental Sustainability
- Promotion of the Arts
- Advancement of Education
- Welfare of Children

These pillars reflect our founder's enduring legacy captured in his guiding question, *"What's our giveability this month?"* and this continue to shape our impact across India and globally.

2. BACKGROUND¹

In compliance with the requirements of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, the Company is, inter alia, required to:

- (i) formulate a Corporate Social Responsibility (CSR) Policy, recommend the amount of CSR expenditure and monitor the CSR activities of the Company from time to time. As the Company is not required to constitute a CSR Committee as of now, this function shall be exercised by the Board of Directors of the Company.
- (ii) ensure that the Company determines the amount of CSR expenditure to be incurred in a financial year.

3. FOCUS AREAS

The main responsibilities of the Company towards society at large are nurturing the environment, championing the arts, advancing education, supporting children, and uplifting other causes close to our employees' hearts.

3.1 Environment

- Projects promoting ecological balance, biodiversity, and climate resilience.
- Renewable energy, water conservation, and waste management initiatives.

3.2 Arts

- Support for cultural institutions, heritage preservation, and artistic expression.
- Promotion of traditional and contemporary art forms.

3.3 Education

- Infrastructure development for schools and learning centres.
- Scholarships, digital literacy, and vocational training programs.

¹ The Company has framed this CSR Policy as it meets the net profit threshold under Section 135 of the Companies Act, 2013. However, since the average net profit of the Company during the immediately preceding three financial years as on March 31, 2025, is negative, no CSR expenditure is currently required as per the applicable provisions.

3.4 Children

- Health, nutrition, and safety programs for children.
- Inclusive education and emotional development initiatives.

4. APPLICABILITY OF THE POLICY

- 4.1** The Company's CSR Policy has been developed in conformity with the provisions of Section 135 of the Companies Act, 2013 (referred to as the Act in this Policy) and in accordance with the CSR Rules (hereby referred to as the Rules) notified by the Ministry of Corporate Affairs, Government of India.
- 4.2** This Policy shall apply to all CSR initiatives and activities taken up at the various locations in India, preferably in the vicinity where the Company carries out its business operations and for the benefits of different segments of the society, specifically the deprived and under- privileged.

5. OBJECTIVE OF THE CSR POLICY

The objective of this Corporate Social Responsibility (CSR) Policy is to articulate the Company's commitment to operating its business in an economically, socially, and environmentally sustainable manner, while recognizing the interests of all stakeholders. This policy serves as a strategic framework to guide the planning, execution, monitoring, and evaluation of CSR initiatives undertaken by the Company.

Specifically, the objectives of this policy are to:

- 5.1 Define CSR in the context of the Company's values**, with a focus on achieving its goals through inclusive and sustainable development.
- 5.2 Identify and outline the nature of projects** that fall within the ambit of CSR, in accordance with Schedule VII of the Companies Act, 2013, including but not limited to initiatives in the areas of environmental sustainability, promotion of the arts, education, child welfare, and community development.
- 5.3 Serve as a guiding document** for internal teams and stakeholders to ensure consistent and effective implementation, monitoring, and reporting of CSR projects.
- 5.4 Elucidate the criteria for selecting and partnering with implementation agencies**, including their registration status, track record, domain expertise, and alignment with the Company's CSR objectives.
- 5.5 Clarify the treatment of surpluses arising from CSR projects**, ensuring that such surpluses are reinvested into CSR activities and do not form part of the Company's business profits.
- 5.6 Promote community goodwill and reinforce the Company's image** as a responsible corporate citizen committed to the holistic development of society and the environment.
- 5.7 Ensure alignment with statutory requirements** under Section 135 of the Companies Act, 2013 and the Companies (CSR Policy) Rules, 2014, including if and when applicable the constitution of a CSR Committee, and adherence to prescribed spending obligations.
- 5.8 Affirm that this CSR Policy has been reviewed and approved by the Board of Directors**, and shall be periodically updated based on regulatory requirements, recommendations from them and in response to evolving regulatory, strategic, and societal priorities.

6. RESPONSIBILITIES OF THE BOARD

In accordance with Rule 5(2) of the Companies (CSR Policy) Rules, 2014, the Board of Directors shall assume direct responsibility for the governance, oversight, and strategic direction of the Company's CSR initiatives. These responsibilities include:

6.1 Policy Formulation and Approval²

- The Board shall formulate and periodically update the CSR Policy to reflect the Company's values, social commitment, and compliance with applicable laws.
- The CSR Policy shall be aligned with the provisions of Section 135 of the Companies Act, 2013 and related rules.

6.2 CSR Spending Compliance

- The Board shall ensure that, where applicable, the Company spends at least 2% of the average net profits of the preceding three financial years on eligible CSR activities, or such other amount as may be prescribed under law.
- CSR expenditure shall be directed toward activities listed in Schedule VII of the Companies Act, 2013.

6.3 Monitoring and Oversight

- The Board shall monitor the implementation and progress of CSR projects and programs in accordance with this CSR Policy read with the applicable provisions of Law and the annual action plan formulated by the Board.
- Preference shall be given to local areas surrounding the Company's operations to enhance community impact.

6.4 Strategic Direction

- The Board shall identify and approve focus areas for CSR interventions, ensuring alignment with national priorities and community needs.
- The Board may suggest innovative approaches and partnerships to enhance the effectiveness of CSR initiatives.

6.5 Management of Unspent CSR Amounts

- Any unspent CSR amount shall be handled in accordance with the provisions of the Companies Act and applicable rules, including transfer to designated funds or ongoing project accounts, as required.

6.6 Reporting and Disclosure

- The Board shall ensure that the following disclosures are made in the annual Directors' Report under Section 134(3)(o):
 - Overview and contents of the CSR Policy.
 - Amounts spent and unspent during the financial year.
 - Reasons for any shortfall in spending.
 - Other details as prescribed under applicable law.

² Adopted by the Board of Directors in its meeting held on September 23, 2025

6.7 Public Disclosure

- The CSR Policy shall be made available on the Company's official website: [O.C. Tanner India Legal Disclosures](#)

7. CSR POLICY IMPLEMENTATION, REVIEW AND FUTURE AMENDMENT

- 7.1** The Company would focus the CSR activities around one of the Focus Areas as mentioned in the CSR Policy. The Board shall be responsible for implementing the mandate of the CSR Policy and shall ensure that the CSR Activities are carried out in accordance with the CSR Policy read with the Act and CSR Rules and the annual action plan formulated and recommended for this purpose.
- 7.2** The administration of the CSR Policy of the Company and the execution of identified CSR projects, programs and activities under it shall be carried out under the guidance and supervision of an internal monitoring group formed for this purpose. The group shall function in accordance with the CSR Policy and under the direction of the Board of Directors.
- 7.3** At the time of formation of this policy, the internal monitoring group shall consist of:
- a) Ms. Shivani Chaturvedi Kashikar – Regional Legal Counsel & Company Secretary
 - b) Ms. Candy Fernandez - Director, People & Great Work
 - c) Ms. Sweta Vore – Head of Finance
- 7.4** The internal monitoring group shall:
- Provide recommendations to the Board regarding the implementation, progress, and effectiveness of CSR initiatives.
 - Ensure that CSR activities are implemented, conducted in alignment with the approved CSR Policy and applicable legal provisions.
 - Conduct regular assessment of the CSR activities by asking questions, conducting site visits, collect necessary updates and submit progress reports to the Board.
 - Assist in identifying areas for improvement and suggest amendments to enhance impact and compliance.
- 7.5** Mode of Implementation:
The CSR Activities shall be undertaken by the Company with the prior approval of the Board, through any of the following entities as "Implementation Agency" being duly registered with the Central Government and having a unique CSR Registration Number:
- Company established under section 8 of Indian Companies Act 2013, or Trust, or Society registered under section 12-A and 80-G of the Income Tax Act 1961, being established by the Company, either singly or along with any other company.
 - Company established under section 8 of Indian Companies Act 2013, or Trust, or Society, being established by (Indian) Central Government or (Indian) State Government.
 - Company established under section 8 of Indian Companies Act 2013, or Trust, or Society registered under section 12-A and 80-G of the (Indian) Income Tax Act 1961, and having an established track record of at least three years in undertaking similar CSR activities.
 - Any entity established under an act of (Indian) Parliament or a (Indian) State Legislature.
- 7.6** Prior to the appointment of any entity as its implementation agency, the Company shall undertake comprehensive due diligence to, inter alia, authenticate the credentials of the proposed entity and ascertain its eligibility and competence to be designated in such capacity.

- 7.7 The Company may engage with international organisations for designing, monitoring and evaluation of the CSR projects or programmes as per this CSR policy as well as for capacity building of their own personnel for CSR.
- 7.8 The Company may also collaborate with other companies for undertaking projects or programmes or CSR activities in such a manner that the CSR committees of respective companies are in a position to report separately on such projects or programmes in accordance with the applicable statutory provisions as mentioned under the Law.
- 7.9 The Board of Directors retains the authority to revise or amend this CSR Policy at its discretion, based on:
- Recommendations received from the internal monitoring group, or
 - Changes in applicable laws, rules, or government guidelines issued from time to time.

8. GENERAL

- 8.1 Terms and expressions used in this Policy but not explicitly defined shall carry the same meaning as assigned under the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("CSR Rules"), including any amendments thereto (collectively referred to as "Law"). This Policy shall also be interpreted in light of any clarifications, circulars, or FAQs issued by the Ministry of Corporate Affairs (MCA) from time to time.
- 8.2 Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from the Government, from time to time.
- 8.3 The Company reserves the right to modify, cancel, add, or amend any of these Rules.
- 8.4 This CSR Policy is the intellectual property of **O.C. Tanner India Private Limited** and is published on this website solely for the purpose of transparency and statutory compliance. Unauthorized copying, reproduction, or use of this content, in whole or in part, without prior written consent from the Company is strictly prohibited. All rights reserved.