

Corporate Social Responsibility Policy

**V. S. DEMPO HOLDINGS
PVT. LTD**

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1. Preamble

V. S. Dempo Holdings Pvt. Ltd (hereafter referred to as the Company) is committed to fulfilling its responsibilities to society in a qualitative manner beyond statutory obligations in line with the time-honoured record of ethics and responsibility of the Dempo conglomerate (hereafter known as the Dempo Group), , whose holding company it is. The Company views compliance as the bare minimum in terms of its endeavour to be a good citizen in all three aspects of corporate life – environmental, social and economic.

2. Purpose

The key purposes of this policy are to:

- Establish a consistent corporate social responsibility (hereafter referred to in short as CSR) framework for the Company
- Identify broad areas in which CSR projects will be undertaken
- Serve as a guide in defining, executing, monitoring and reporting all CSR projects
- Enable capability assessment of CSR implementation agencies
- Explain CSR governance structure
- Define the manner in which the surpluses from CSR projects will be treated

3. Policy Statement

The CSR vision of the Company is to become the most admired company of the region by doing business the ethical way and embed the ethos of a socially and environmentally responsible corporate citizen in its strategy and activities. Coupling its regular business with innovative and creative choices in CSR, the Company endeavours to contribute meaningfully to nation-building.

4. Scope of the Policy

This policy applies to all CSR projects undertaken by the Company and aims to fulfill the requirements of the Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereafter, referred to as the Act and the Rules). The Company shall ensure all these activities are carried out over and above its normal course of business and are in line with Schedule VII of the Act.

4.1 Policy Review

This policy will be periodically reviewed and updated in line with relevant changes in legislation.

5. Vasantrao Dempo Education & Research Foundation – Channel for Company CSR Initiatives

The CSR projects and programmes of the Company will be implemented through foundations, charitable trusts, not-for-profit companies set up under Section 25 of the Companies Act, 1956 (corresponding to Section 8 of the Companies Act, 2013) and/ or through recognized and reputed

NGOs and similar entities. These may also be undertaken by the Company by itself or in collaboration with its subsidiaries or any company or entity of the Dempo Group of companies and non-profit entities.

The Vasant Rao Dempo Education & Research Foundation (hereafter referred to as 'the Foundation') was established in the year 1983 to promote research and scholarship in socio-economic studies and assist under-privileged students to pursue higher studies, as well as keeping alive the ancient, cultural traditions of Goa.

The Company has been carrying out several of its social responsibility initiatives into Education and Research into Goan culture through the Foundation, which serves as an efficient gateway through which to channelize the CSR spends of the Company into its key focus areas.

6. Key Focus Areas

The Company has completed and has been executing several social responsibility programmes and projects for the community, in the course of which it came to train its focus on to a few key areas of commitment. The Company identifies the importance of engaging with the community through these areas, and intends to conceptualise and carry out its projects in terms of these focus areas in and around the areas of its operations.

6.1 Education

Education is one of the most important areas of positive intervention in the Company's efforts to be a socially responsible corporate citizen. Numerous educational programmes are carried out through the Foundation which focus on providing opportunities to deserving students in need. To ensure wholesome involvement in the sector, emphasis has been placed not only on students, but also on projects of research, scholarships, and fellowships involving scholars, teachers, schools and educational institutions through workshops, donations awards and grants.

6.2 Sports

The Company places considerable emphasis on promotion of sport in terms of a specially formulated policy encouraging excellence in youth in sporting disciplines other than those which already enjoy mass support such as football or cricket' The Company ensures its aims by means of promotion of the pursuits of promising sportspersons including assistance towards the costs of their tournament participation, travel, coaching, nutrition and kit..

6.3 Art & Culture

Undertaking of cultural endeavours promoting Goan artistic traditions with the aim of conserving Indian heritage is an important focus area for the Dempo Group in its social responsibility objectives. Literature, performing arts, ethnography, folk traditions, concerts, events and cultural history have been subjects taken up in such socio-cultural projects so far. The Company shall continue to strive to preserve and promote works, symbols and physical manifestations of cultural significance to its local communities.

6.4 Environment & Sustainable Development

The Company is fully conscious of the need to protect the environment and conserve natural resources in order to ensure sustainable growth for itself as a contributor to the sustainable

development of the nation. The Dempo Group has a record of commitment to the conservation of the environment, which includes the taking up of several awareness programmes for environment protection. The Company will have a special focus on helping local communities and entities, including schools, in taking initiatives promoting environmental protection and sustainability.

6.5 Affirmative Action

One of the areas in which the Company intends to engage is Affirmative Action. Through innovative, proactive projects and projects of scholarship and assistance either on its own volition or through association with Industry bodies and other companies or entities, the Company supports the all-round educational betterment and employability of members of underprivileged communities.

6.6 Health and Sanitation

The Company intends to make efforts to mainstream sanitation into the public consciousness as a key to hygiene and health, besides initiatives into health care for all sections of the community, with a sharper focus on women and children.

7. Governance Structure

A robust and transparent governance structure has been constituted to oversee the implementation of the CSR projects of the Company, in compliance with the requirements of Section 135 of the Companies Act, 2013.

7.1 Board CSR Committee

The CSR governance structure will be headed by the CSR Committee of the Board of Directors of the Company hereafter called the Board CSR Committee. The Board CSR Committee grants auxiliary power to the Working Committees of the Company to act on its behalf.

7.1.1 Members

The Board CSR Committee will comprise members of the Company's Board of Directors (hereafter called the Board)

7.1.2 Responsibilities

- Formulate and recommend the CSR Policy for approval of the Board.
- Approve projects that are in line with the CSR policy.
- Set up monitoring mechanisms to track the progress of each project.
- Amend the CSR policy in line with statutory requirements..Recommend CSR expenditure to the Board for its approval.
- Review new proposals and the status of existing projects.

7.2 Working Committees

Two Working Committees, one at the Company level and the other at the Central or Dempo Group level are constituents of the CSR governance structure. The Working Committee at the Company level will report to the Board CSR Committee. The Central or Dempo Group Level Working Committee shall report to the Trustees of the Foundation, who in turn will report to the Board CSR Committee.

7.2.1 Members

The Working Committee at the Company level will comprise heads of individual verticals relevant to the units, branches, segments, businesses or divisions of the Company.

The Central or Dempo Group Level Working Committee shall comprise the heads of the Company Level Working Committees of each of the Dempo Group of Companies which undertake CSR projects through the Foundation.

7.2.2 Responsibilities

7.2.2.1 The Company Level Working Committee shall

- Execute the decisions taken by the Board CSR Committee
- Evaluate projects as per the developed framework
- Ensure implementation of projects based on set targets, action plans and regular monitoring
- Find suitable implementation partners, conduct due diligence on such partners and get approval from the Board for such implementation
- Evaluate possible collaborations with other organizations, whether these are part of the Dempo Group or not, on CSR projects
- Conduct quarterly project reviews
- Send periodic reports on such reviews to the respective Board CSR Committee

7.2.2.2 The Dempo Group Level Working Committee shall

- Identify and recommend to the Foundation CSR projects worthy of undertaking in terms of the Foundation's role as a vehicle for CSR spends by the Dempo Group or the Company.
- Evaluate worthy CSR projects recommended to it by the Company Level Working Committee and endorse these for approval by the Board CSR Committee for adoption.
- Oversee the implementation of the CSR projects undertaken by the Foundation on behalf of the Dempo Group or Company

8. CSR Budget

The CSR annual budget will be decided as a part of the Company's annual budget review exercise. Any surpluses generated from CSR projects will not form part of the business profits of the Company or be utilized in its business but ploughed back to meet its continuing CSR objectives.

9. Project Life-cycle

The CSR projects of the Company are strategically planned and managed. The key stages of a project are:

9.1 Project Approval

A project identified by the Company –level Working Committee will be presented by it for reviewing by the Board CSR Committee. The project will be subjected to a thorough evaluation procedure by the Board CSR Committee and a project that is in accordance with this CSR Policy will be considered and recommended by the Board CSR Committee for the Board’s approval. A project identified by the Company-level Working Committee as worthy of undertaking by the Foundation shall be examined correspondingly by the Dempo Group Level Working Committee who shall evaluate it and recommend it to the Trustees of the Foundation for adoption, following which the Trustees shall endorse its adoption to the Board CSR Committee for review and thereafter for confirmation by the Board.

9.2 Implementation

The two Working Committees, as relevant and applicable, will formulate implementation plans for the CSR projects. These projects shall be implemented either by the Company or the Foundation or in partnership with an implementing agency or in collaboration with other corporates, either those forming part of the Dempo Group or others. If a third party is employed to carry out the implementation of any CSR project, the Board will ensure that all these implementing agencies comply with the specifications provided in the CSR Rules for the Section 135 of the Companies Act, 2013.

9.3 Monitoring

The two Working Committees, as relevant and applicable, will periodically evaluate the projects against the goals and milestones defined for the project, together with the implementing agency if any. The monitoring methods shall include site visits, review meetings, progress reports etc. The Company may also choose to employ technology based monitoring mechanisms for the monitoring of the CSR projects.

9.4 Reporting

The Board in consultation with the Board CSR Committee will annually publish a report on the CSR projects undertaken by the Company during the year or that are in progress and this shall form part of the Board’s report. The report format shall be in terms of and in accordance with Section No. 10 of this Policy laid out below. The CSR Annual Report shall be based on reports furnished by the two Working Committees. The format and disclosure content of the CSR Annual Report shall be in accordance with Section 135 of the Companies Act, 2013 and the Rules made there under. In the unlikely case of a shortfall in spends, appropriate reasons and explanations shall be disclosed in the report.

10. Annexure- Format for Reporting

Sr. No.	Project Name	Description	Focus Area	Status (Ongoing/New -with start and end dates)	Implementation Agency	Schedule VII Tag