

## Corporate Social Responsibility Policy

### 1. Context

- 1.1. Lloyds Offshore Global Services Private Limited (the “**Company**”) acting upon the recommendation of the Company’s Board of Directors and the Corporate Social Responsibility Committee (the “**CSR Committee**”), have adopted the following policy and procedures with regard to the Company’s social responsibility.

### 2. Objective

- 2.1. The objective of this Corporate Social Responsibility Policy is to set guiding principles for the Company to carry out activities in relation to its Corporate Social Responsibility (“**CSR**”) and also to set up process of execution, implementation and monitoring for the CSR activities to be undertaken by the Company.

### 3. Interpretation

- 3.1. In case of any doubt with regard to any provision(s) of the Corporate Social Responsibility Policy, a reference can be made to CSR Committee or the Board of Directors. In all such matters, the interpretation & decision of the CSR committee or the Board of Directors shall be final. Words and expressions used and not defined in this Corporate Social Responsibility Policy shall have the same meanings respectively assigned to them in the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (“**Rules**”).

### 4. Recognised Activities for the Purposes of CSR

- 4.1. The Company shall undertake from time to time the following activities/projects in the following areas:
  - (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;
- (ix) 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 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);
- (x) rural development projects;
- (xi) slum area development;
- (xii) disaster management, including relief, rehabilitation and reconstruction activities; and
- (xiii) any other activities which forms part of CSR as per Schedule VII of the Companies Act, 2013 as amended from time to time.

(hereinafter collectively referred to as "**Permitted CSR Activities**").

4.2. Following activities shall not be considered Permitted CSR Activities:

- (i) Activities that benefit only the employees of the Company and their families;
- (ii) Activities undertaken outside India;
- (iii) Contribution of any amounts directly or indirectly to any political party as permitted under the Companies Act, 2013;
- (iv) Activities undertaken in pursuance of the normal course of business of the Company;
- (v) Sponsorship activities for deriving marketing benefits for products/services; and
- (vi) Activities undertaken for fulfilling statutory obligations under any law in force in India.

4.3. 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.

## 5. **Quantum of CSR Activities**

5.1. The expenditure on Permitted CSR Activities in any financial year shall be at least 2% (two per cent) of Company's average net profits for the 3 (three) immediately preceding financial years.

- 5.2. The CSR Committee will recommend the total amount of expenditure to be incurred on Permitted CSR Activities.
- 5.3. All reasonable efforts will be made to ensure that the annual CSR allocation is fully utilized in the respective financial year. However, if the Company fails to spend such amount, the Board of Directors shall, in their report under clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013 state the reasons for not spending the amount.
- 5.4. Tax treatment of CSR spend will be in accordance with the Income Tax Act, 1961.

## **6. CSR Committee**

- 6.1. The responsibilities of the CSR Committee include:
- (i) from the Permitted CSR Activities, identifying and recommending to the Board the projects/activities to be undertaken by the Company for CSR ("**Projects**");
  - (ii) recommending the amount of expenditure to be incurred on the relevant Project proposed to be undertaken by the Company;
  - (iii) ensuring the compliance of Corporate Social Responsibility Policy;
  - (iv) monitoring and reviewing the Corporate Social Responsibility Policy of the company from time to time;
  - (v) giving strategic direction to the Projects;
  - (vi) formulating and recommending to the Board an annual action plan for the Projects to be undertaken with the execution modalities, implementation schedules etc; and
  - (vii) monitoring and reporting to the Board the progress on various chosen Projects for CSR activities.

## **7. CSR Expenditure**

- 7.1. The administrative overheads shall not exceed 5% (five percent) of total CSR expenditure of the Company for the financial year.
- 7.2. In case any surplus arises out of Company's CSR activities, such surplus shall not form part of the business profit of the Company and same shall be spent for undertaking any Permitted CSR Activities only in accordance with this Corporate Social Responsibility Policy and the Companies Act, 2013 and the Rules.
- 7.3. Any unspent CSR amounts shall be utilised in the manner specified in the Companies Act, 2013 read with the Rules.

## **8. Implementation of CSR Activities**

- 8.1. Subject to the provisions of the Foreign Exchange Management Act, Foreign Contribution Regulation Act and the Companies Act, 2013, the Company may undertake permitted CSR Activities through:
- (i) a company established under Section 8 of the Companies Act, 2013, or a registered trust or a registered society, established by the Company, either singly or along with any other Company;
  - (ii) a company established under Section 8 of the Companies Act, 2013, or a registered trust or a registered society, established by the Central Government or State Government or any entity established under an Act of Parliament or a State legislature; or

- (iii) a company established under Section 8 of the Companies Act, 2013, or a registered trust or a registered society provided that:
  - (a) such company or trust or society shall have an established track record of 3 (three) years in undertaking similar programs or projects; and
  - (b) the Company has specified the projects or programs to be undertaken, the modalities of utilization of funds of such projects and programs and the monitoring and reporting mechanism pursuant to a written agreement with such company.

8.2. The Company may collaborate with any other companies for undertaking the Permitted CSR Activities subject to fulfilment of separate reporting requirements as prescribed under the Rules.

8.3. The Company may build CSR capabilities of its personnel as well as those of implementing agencies through institutions with established track records of at least three financial years.

## **9. Oversight and Monitoring**

9.1. The Board of the Company shall monitor the utilisation of funds disbursed towards Projects to satisfy itself that the use of the funds is consistent with the purposes and the manner contemplated by it.

The Chief Financial Officer of the Company or another person responsible for financial management of the company shall certify that the use of the disbursed funds has been for the approved purposes and in an approved manner.

9.2. For ongoing Projects, the Board of the Company shall monitor the implementation of the Project with reference to the approved timelines and year-wise allocation and shall make modifications, if any, for smooth implementation of the Project within the overall permissible time period.

## **10. Publication**

10.1. As per the provisions of the Companies Act and rules thereof, the contents of this Corporate Social Responsibility Policy, the composition of the CSR Committee, and the Projects approved by the Board of the Company shall be placed on the website of the Company, if any for public access.

## **11. Policy Review and Amendment**

11.1. The Board of Directors of the Company may amend this Corporate Social Responsibility Policy, inter-alia, upon recommendation of the CSR Committee. Any or all provisions of this Corporate Social Responsibility Policy would be subject to revision / amendment in accordance with the rules, regulations, notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

11.2. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Corporate Social Responsibility Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail notwithstanding the provisions hereunder, from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.