

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

INTRODUCTION

Vyara Tiles Limited (the "Company") is committed to conducting its business in an economically, socially, and environmentally sustainable manner that is transparent and ethical. In accordance with Section 135 of the Companies Act, 2013, and the applicable rules, the Company has formulated this Corporate Social Responsibility Policy (the "Policy") to provide a framework for undertaking initiatives that promote sustainable development and benefit the society at large.

VISION AND MISSION

Our CSR vision is to make a positive impact on the communities; we serve and contribute to the country's sustainable development goals.

Our CSR mission is to implement initiatives that promote education, healthcare, environmental sustainability, and community development, while ensuring transparency, accountability, and good governance.

DEFINITIONS

"Company" means Vyara Tiles Limited. (Formerly known as Vyara Tiles Private Limited) and wherever the context requires, shall signify the Company acting through its Board.

"Act" shall mean the Companies Act, 2013 and the rules made thereunder, including any modifications, amendments or re-enactment thereof.

"Board of Directors" or **"Board"** means the collective body of the directors of the Company.

"CSR" means the corporate social responsibility activities undertaken by the company in pursuance of its statutory obligation laid down in Section 135 of the Act.

"CSR Policy" means CSR Policy of Vyara Tiles Limited.

The **"CSR Committee"** shall mean the Corporate Social Responsibility Committee constituted by the Board of the Company in accordance with the Act, consisting of three or more directors, out of which at least one director shall be an independent director.

"Implementing Agency" means any entity registered with the Ministry of Corporate Affairs for undertaking CSR projects, which is engaged by the company to implement various projects in pursuance of CSR Policy.

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“Net profit” shall mean the net profit as per the Act and Rules based on which the specific percentage for CSR Expenditure has to be calculated.

Any term used in this policy but not defined herein shall have the same meaning assigned to them under the Act and CSR Rules applicable to the company.

APPLICABILITY

This CSR Policy applies to all CSR projects and programs undertaken by the Company, in alignment with the applicable provisions of the Companies Act, 2013, and related rules.

FOCUS CSR AREAS

The policy recognizes that Corporate Social Responsibility is not merely compliance, it is a commitment to support initiatives that measurably improve the lives of underprivileged by one or more of the following focus areas as notified under Section 135 of the Companies Act 2013 and Companies (Corporate Social Responsibility Policy) Rules 2014 and Schedule VII of the Act.

The detailed list of CSR Projects should be within the scope of the following activities:

Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.

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

Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.

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.

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 arts and handicrafts.

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; Rural development projects, Slum area development.

Such other activities as specified under Schedule VII of the Act may be recommended by the Board of Directors.

However, the Company shall not indulge itself in any of the following activities for the purpose of CSR contribution:

- Any activity undertaken in pursuance of normal course of business of the Company;
- Any activity undertaken by Company outside India;
- Any direct or indirect contribution to any political party;
- Activities which are exclusively for the benefit of employees of the company;
- Activities supported by the Company on sponsorship basis for deriving marketing benefits for its product or services;
- Activities carried out for fulfilment of any other statutory obligations under any law in force in India.

CSR COMMITTEE

Constitution of CSR Committee

The CSR Committee shall consist of four Directors, as may be decided by the Board from time to time.

The composition of the CSR Committee is as follows:

| Name | Designation |
|-----------------------------|--------------------|
| Mr. Padamkumar Babulal Jain | Chairperson |
| Mr. Mehul Padamkumar Jain | Member |
| Mr. Kedar Shukla | Member |
| Mrs. Mili Mehul Jain | Member |

Subject to the requirements of the Companies Act, 2013, the Board may increase or modify the committee's members and same shall be considered for the purpose of CSR provisions.

Meetings

The CSR Committee shall hold meetings as and when required, to discuss various issues on implementation of the CSR Policy of the Company.

The meeting can be held either at the registered office of the company or any other place, as may be decided by the members of the committee members.

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Functions of the Corporate Social Responsibility (CSR) Committee

The functions of the Committee shall include:

Formulating and recommending to the Board a Corporate Social Responsibility Policy that outlines the activities to be undertaken by the Company in areas specified in Schedule VII of the Companies Act.

Recommending the amount of expenditure to be incurred on the CSR activities.

Monitoring the implementation and progress of the Corporate Social Responsibility Policy from time to time.

IMPLEMENTATION

The Board may decide to undertake its CSR activities as approved by the Board by itself or through Implementing Agency, such as:

- a company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80 G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company, or
- a company established under section 8 of the Act 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
- a company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.

CSR BUDGET AND UTILIZATION

The CSR budget will be allocated in line with the Companies Act, ensuring at least 2% of the average net profit calculated as per Section 198 of the Act read with the Companies (Corporate Social Responsibility) Rules thereof ('average net profit') accrued during the three immediately preceding Financial Years. The Board will aim to utilize this budget annually for CSR projects or programs, identified through a process that includes selecting suitable implementing agencies, conducting need assessments (if required), and clearly defining desired outcomes. If the allocated budget is not fully utilized within the financial year, the reasons will be disclosed as per Section 134(3)(o) of the Act, and one of the prescribed options under Section 135 and related rules will be adopted to manage the unspent amount.

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TREATMENT OF SURPLUS

Any amount spent in excess of requirement provided under the Companies Act, 2013, such excess amount may be set off against the requirement to spend up to immediate succeeding three financial years subject to the conditions that: the excess amount available for set-off shall not include the surplus arising out of the CSR activities; the Board of the Company shall pass a resolution to that effect.

MONITORING & REPORTING

CSR projects shall be implemented with measurable outcomes. The CSR Committee shall monitor the progress of projects. The Board's Report shall disclose CSR expenditure and activities annually, as per the Act and CSR Rules.

REVIEW AND AMENDMENTS

The CSR Policy shall be reviewed annually by the CSR Committee and the Board. Amendments, if any, shall be made in line with applicable laws and regulations.
