



ROSY BLUE
MORE THAN DIAMONDS

Rosy Blue (India) Private Limited
Corporate Social Responsibility Policy

I. AIMS AND OBJECTIVES

The Company is a front-runner in the diamond and jewellery industry which demands not only strong financial results but also harmonizing economic growth with social and environmental responsibility. Corporate Social Responsibility (“CSR”) is the compass which ensures that the Company grows in a responsible way. The Company intends to make a positive difference in society and contribute its share towards the social cause for the betterment of society and the expanse in which the Company operates. The Company aims to facilitate building of educated, healthy, sustainable and culturally vibrant communities. We contribute as a Company to various charitable causes and seek to participate in ways that touch people's lives in these communities.

The Company has made this policy which encompasses the Company’s philosophy on its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for the welfare and sustainable development of the community at large and titles the policy as “Corporate Social Responsibility Policy” which is based on the provisions under the Companies Act, 2013 and rules made thereunder.

The policy was originally formulated and adopted by the Board of Directors at its meeting held on 26th May, 2014 and has been modified from time to time. The Board may, upon recommendation of the CSR Committee, amend or modify this CSR policy as and when necessary.

II. DEFINITIONS

- ‘Act’ means Indian Companies Act, 2013, as amended and modified from time to time.
- ‘Areas of Interest’ means the areas of interest as identified by the Company for implementing CSR goals including the areas specified in Clause V of this CSR Policy and all CSR Activities as defined under Schedule VII of the Act and CSR Rules .
- ‘Board’ means the Board of Directors of the Company.
- ‘Company’ means Rosy Blue (India) Private Limited.
- ‘CSR’ means Corporate Social Responsibility as defined under Section 135 of the Act and Rules as amended and modified from time to time;
- ‘CSR Activities’ shall mean including but not limited to the specific activities as per Schedule VII of the Act, which the Company would like to carry out on its own or through other organizations having registration under CSR 1 as per the CSR rules to whom the Company would contribute funds in accordance with the Act and CSR Rules. CSR activities also include other CSR activities.
- ‘CSR Committee’ means Corporate Social Responsibility Committee of the Board and constituted by the Board pursuant to section 135 of the Companies Act, 2013 or such applicable provisions of the Act.
- ‘CSR Commitment’ shall mean such amount as prescribed by the applicable CSR law for conducting the Company’s CSR activities in accordance with the Act and CSR Rules.

- ‘CSR Policy’ means this statement consisting of the direction and approach given by the Board, after taking into consideration the recommendations of its CSR Committee, and includes guiding principles for selection, implementation and monitoring of activities and formulation of the annual action plan; including any amendments made by the CSR Committee and approved by the Board.
- ‘CSR Proposals’ shall have the meaning as prescribed to the term in this CSR Policy which shall be in accordance with the Act and CSR Rules.
- ‘CSR Rules’ means the Companies (Corporate Social Responsibility) Rules, 2014, as amended and modified from time to time or such other applicable rules.
- ‘Employees’ means employees of the Company.
- ‘Funding’ shall mean the disbursements that are to be made for CSR activities carried out by the Company itself or to an Implementing Agency in accordance with principles laid down in this CSR Policy.
- ‘Implementing Agency’ means an entity, as defined under the Act and Rules, amongst the following categories:
 - a) a company established under section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and approved under 80 G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company; or
 - b) 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
 - c) any entity established under an Act of Parliament or a State legislature; or
 - d) a company established under section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and approved under 80 G of the Income Tax Act, 1961, and has an established track record of at least three years in undertaking similar activities.

Explanation.- For the purpose of clause (c), the term “entity” shall mean a statutory body constituted under an Act of Parliament or State legislature to undertake activities covered in Schedule VII of the Act.

- a) in collaboration with other companies or NGOs and/or
- b) in collaboration with any Industry Body coordinating such activities and/or
- c) Direct contribution/implementation of any project approved by CSR committee/Board and/or
- d) Contribution to PM Relief Fund or any other fund as may be notified by Govt
- e) Any such Trust/Society/Company/NGO etc as declared by such applicable law from time to time.
- f) and having a unique CSR registration number issued by MCA in case of CSR activities under the Act.

- ‘Net Profit’ means the net profit of the Company as per its financial statement prepared in accordance with the applicable provisions of the Act and rules specific to CSR and, as per the existing Indian Companies Act 2013 and Rules, it shall not include the followings, namely:-
 - a) Any profit arising from any overseas branch or branches of the Company, whether operated as a separate company or otherwise, and
 - b) Any dividend received from other companies in India, which are covered under and complying with the provisions of section 135 of the Companies Act, 2013.

Words and expressions used in this policy and not defined herein but defined under the Companies Act, 2013 shall have the same meanings respectively assigned to them.

III. PURPOSE

This CSR Policy establishes the scope, goals, funding and approval process for the Company for CSR activities, guiding principles for selection, implementation and monitoring of such activities as well as formulation of the annual action plan. This CSR Policy shall operate as the corporate responsibility policy of the Company for the purposes of the Act and CSR Rules.

IV. CONSTITUTION, COMPOSITION AND SCOPE OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE)

(a) Constitution and composition of the CSR Committee:

The CSR initiatives/activities of the Company will be identified and initiated by the CSR Committee comprising 2 (two) Directors. Subject to the requirements of the Act, the Board may increase or decrease the size of the CSR Committee by passing a resolution. However, the size of the CSR Committee shall not be less than 2(two) directors.

The members of the CSR Committee shall elect one of them as the Chairman of the Committee. The quorum for the CSR Committee Meeting shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher.

The CSR Committee shall recommend to the Board, the amount of expenditure to be incurred by the Company on CSR activities and the Board will ensure that the activities as are included in the CSR Policy are undertaken by the Company subject to and in accordance with the provisions of section 135 of the Companies Act, 2013 or such applicable provisions implemented from time to time.

The constitution and composition of the CSR committee may be revised or dissolved as per applicable provisions from time to time.

(b) Invitees to the CSR Committee:

The CSR Committee may, at its discretion, invite employees and advisors of the Company from time to time to participate in the meetings of the CSR Committee and assist the CSR Committee in the implementation of the CSR Policy. Invitees to the CSR Committee meetings are entitled to participate in the deliberations of the CSR Committee but will not be entitled to vote at the meetings of the CSR Committee.

(c) Functions of the CSR Committee:

The CSR Committee has been set up to:-

- Formulate and recommend to the Board the CSR Policy which shall indicate the activities to be undertaken by the Company as detailed in the Act or such applicable provisions
- Recommend the amount of expenditure to be incurred on the activities referred to in the CSR Policy.
- Approve to undertake CSR activities or projects, in collaboration with group companies/other companies/firms/NGOs etc.
- consider details of CSR projects as elaborated in the annual action plan for each financial year.
- To formulate and recommend an annual action plan in pursuance of CSR Policy covering following aspects:
 - i) The list of approved CSR projects or programs to be undertaken in areas or subject specified in Schedule VII of the Act or such applicable provisions.
 - ii) The manner of execution of such projects or programs as specified in rule 4(i) of Companies (Corporate Social Responsibility) Rules, 2014 or such applicable provisions.
 - iii) The modalities of utilization of funds and implementation schedule of the project or programs.
 - iv) Monitoring and reporting mechanism for the project or program.
 - v) Details of need and impact assessment, if any, for the projects undertaken by the Company itself or through any Implementing agency on behalf of the Company.
 - Recommend changes to the Board, if any required in the annual action plan.
 - Monitor the CSR Policy from time to time.

(d) Decisions by the CSR Committee:

- The CSR Committee shall at all times act in a manner that is consistent with the provisions contained in this CSR Policy, the Act and CSR Rules.
- The CSR Committee shall endeavour to arrive at all decisions by a consensus of all members. However, in the event the CSR Committee is unable to arrive at such a majority consensus, the chairman of the CSR Committee may make the final decision.
- All decisions and recommendations of the Committee shall be noted and confirmed by the Board.

(e) Meeting of the CSR Committees

- The CSR Committee shall meet as frequently as it determines necessary and the minimum number of meetings shall be as per the requirement of applicable law.
- The CSR Committee shall maintain minutes of each of its meetings.
- The CSR Committee shall review proposed projects and make recommendations to the Board for approval of such projects and allocation of Funding.
- The final decision with regard to the acceptance or rejection of a CSR Proposal shall be with the Board.

V. CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

A. The Company, can undertake any of the following activities, as part of its corporate social responsibility initiatives, which are defined in Schedule VII of the Companies Act 2013 or

such applicable provisions, amended and modified from time to time, either on its own or through an Implementing agency:

i) Areas of Interest:

1. 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.
2. promoting education, including special education and employment enhancing vocation skills, especially among children, women, elderly and the differently abled and livelihood enhancement projects.
3. promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, daycare centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
4. 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.
5. 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;
6. 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;
7. training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports
8. rural development projects
9. 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.
10. disaster management, including relief, rehabilitation and reconstruction activities.

The above areas as enshrined in Schedule VII of the Companies Act 2013 or such applicable provisions as amended from time to time and included in this policy aims to provide macro areas in which CSR projects are to be undertaken by the Company.

B. The company may also contribute to the following funds as part of CSR activities:

- (i) Prime Minister's National Relief Fund or Prime Minister's Central Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for socio-economic development and relief and welfare of the scheduled caste, the scheduled tribes, other backward classes, minorities and women;
- (ii) 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;

- (iii) 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)

Any CSR activity proposed to be undertaken as a CSR initiative, but not specifically covered in the aforesaid, may be undertaken with the prior approval of the Board and CSR Committee.

Provided that, the CSR projects and programs or activities that benefit only the employees of the Company and their relatives shall not be considered CSR activities.

Also, the CSR activities undertaken in India only will be taken into consideration, in order to satisfy the requirement of the Act and

- (a) The Company may review, update and make additions/deletions/clarification/ changes to the above list as per Section 135 and Schedule VII of the Act or such applicable provisions as amended from time to time.
- (b) Further, the Company will review the sectors/activities from time to time and make additions/deletions/ clarifications/ changes to the above sectors/activities.
- (b) The Company focuses its philanthropy primarily in geographic regions of India where the Company has a business presence. However, the Company may contribute to causes in other parts of India, if the CSR Committee is of the opinion that such contribution is appropriate.

VI. IMPLEMENTATION AND RESOURCES FOR THE CSR ACTIVITIES

- For achieving its CSR initiatives and activities through implementation of meaningful & sustainable CSR programs, the Company needs to allocate, in every financial year, at least 2% (two per cent) of the average net profit made by the Company during the three immediately preceding financial years.

The average net profit of the Company shall be calculated in accordance with section 198 of the Companies Act, 2013 or any such applicable provisions.

The CSR Commitment shall comprise of the following:

- 2% (two percent) of the average Net Profits of the Company for the last 3 (three) financial years;
- Any income arising from the CSR Commitment;
- Surplus arising out of CSR activities, if any and/ or
- Any such amount as may be prescribed under applicable provisions of law.

- Excess amount spent may be accounted accordingly as per applicable provisions of the Act and applicable law
- Unspent CSR amount, if any, shall be transferred to separate bank account at a scheduled bank and will be spent in accordance with the applicable provisions or CSR Rules from time to time.
- The surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company and shall be spent in pursuance it shall be utilized only for CSR purpose.
- CSR expenditure shall include all expenses approved by the Board on the recommendation of CSR Committee, but should not include any expenditure on an item not in conformity or not in line with the activities which fall within the purview of the provisions of the Act.
- The CSR Committee may identify external organizations and / or entities to assist with the various aspects of implementation of this policy including but not limited to identifying Organizations, obtaining CSR Proposals, conducting due diligence of Organizations etc. from time to time as approved by the CSR Committee and the Board. The CSR Committee shall institute a transparent monitoring mechanism for implementation of the CSR activities or programs undertaken by the Company.
- Identification of CSR Proposals : The CSR Committee may identify and receive CSR proposals in line with Areas of Interest as set out in the policy:

CSR proposals received from an organization will include the following:

- i) information about the organization and projects that they have undertaken in the past three years;
 - ii) Proven track record of the organization for the past 3 (three) years in the area of project activity that it has been nominated for or such other document as the CSR committee may decide on case to case basis.
 - iii) Information on the project and the activities that the organization proposes to undertake in relation to which funding is sought from the Company;
 - iv) contain budget for expenditure proposed to be made;
 - v) The impact of the activities that are proposed to be conducted;
 - vi) Any other information that may be material for the Company to make an informed decision on supporting the project. Such information may include but is not limited to relationships that the Organization (directors, employees, etc.) may have with any Employee of the Company;
 - vii) Funding request.
- Upon receipt of Proposals, the CSR Committee shall conduct appropriate due diligence of the CSR Proposal and the organization either directly or through external organizations and/ or entities to ensure alignment with this CSR Policy and to ascertain the following:
 - i) Relevance of the CSR Proposal to the Areas of Interest.
 - ii) Appropriateness of project financials, the budget and timelines.
 - iii) Impact on targeted beneficiaries.
 - iv) Is the CSR activity permitted under the Act and Rules.
 - Has no direct or indirect benefit to the Company or its employees; has no conflicts of interest or self-dealing exist.

- Has no political or religious affiliation.
- Has no activity that is inconsistent with Company's non-discrimination policies.
- **Approval Process:**
 - (a) Upon receipt of the CSR proposal, the CSR Committee shall evaluate the same in accordance with this policy.
 - (b) The CSR Committee may take such time as it deems necessary to deliberate and come to a conclusion regarding a CSR Proposal. The CSR Committee may, approve or decline a CSR Proposal.
 - (c) All funding to organizations must be approved in advance by the CSR Committee and subsequently by the Board and such approval shall be obtained prior to making any commitment to the organization in this regard.
 - (d) Subsequent to the approval of the CSR Proposal by the CSR Committee, the CSR Proposal shall be placed before the Board together with the recommendations of the CSR Committee for its consideration. The Company will provide Funding only to such projects as may be approved by the Board.
- **Our approach to implementation:**

We will strive to implement the aforesaid CSR activities by:

- ❖ Collaborating with various Implementation agencies, which are registered as a Trust under any Trust Act or a Section 25 / Section 8 Company under the Companies Act, 1956 / 2013 or NGOs or any other form of entity incorporated in India that specialises in the aforesaid activities and having CSR1
- ❖ Contribution to various funds which are aligned with our Vision and Mission.

VII. MODE OF IMPLEMENTATION

CSR programs, projects or activities of the company should be implemented through the following methods:

- i. Directly by the Company;
- ii. Implementing Agencies;
- iii. Any foundation or body incorporated by the Company and eligible to undertake such CSR projects.
- iv. in collaboration with other organizations/group companies
- v. partner with local governance bodies, such as Gram Panchayats, Civic Bodies, Municipality to directly undertake approved CSR projects with the help and support of these bodies.

VIII. MONITORING MECHANISM

- (1) Organizations receiving funding will be required to provide evaluation information on a periodic basis with details on the status of the CSR Activities, including details concerning the project deliveries, costs incurred, utilization certificates in a manner prescribed by the Company.
- (2) A summary of these reports shall be tabled before the meetings of the CSR Committee.

- (3) Such further information as may be required.
- (4) The Company reserves the right to suspend payments to an organization that delays and or fails to provide, to the Company's satisfaction, details concerning the use of the funding.

IX. CAPITAL ASSETS

Capital assets acquired or created by CSR projects should be held by the beneficiaries of the said CSR project or a trust or public authority for the benefit of all. The Company should take appropriate measures to ensure that such assets are utilized for the purpose it was meant for and should not be transferred or disposed off without prior permission of the Company.

X. REPORTING MECHANISM

The Company shall publish its annual report on CSR Activities in its Directors Report in the manner prescribed under the Act and the CSR Rules and also be disseminated on its website, if any or public access. Further, the Board of Directors may revise/ amend this CSR Policy based on the recommendations of the CSR committee or to bring the same in line with the guidelines or amendments issued from time to time by Government on the subject.

XI REVIEW

The CSR Committee will monitor and review the implementation of this policy in accordance with applicable laws from time to time and provide recommendations as and when it deems necessary to the Board so as to amend/ modify/ revise the CSR Policy.



Constitution of Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee comprises of:

1. Mr. Russell Mehta, Chairperson
2. Ms. Manali Parekh, Member
3. Mr. Amar Kothari, Member



LIST OF CORPORATE SOCIAL RESPONSIBILITY [CSR] PROJECTS APPROVED BY THE BOARD OF DIRECTORS FOR THE FY 2023-24

Sr. No.	Description
I	Education related
a)	Contribution towards setting up and running of schools and Hostels
b)	Artshala – improving surroundings of schools
c)	Infrastructure development of schools and hostels
d)	Educational assistance
II	Environment & Sustainability
a)	Tree plantation
b)	Conservation of natural resources
III	Healthcare initiatives
a)	Contribution towards setting up facilities for healthcare and providing machines/equipments related thereto
b)	Medical assistance
IV	Other CSR projects in terms of Schedule VII of the Companies Act 2013.