



# **CORPORATE SOCIAL RESPONSIBILITY POLICY**

## **ARBEE AQUATIC PROTEINS PRIVATE LIMITED**

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## **1. INTRODUCTION**

Arbee Aquatic Proteins Private Limited ('the Company') is engaged in the production and supply of high-quality fish oil products, catering to various industries with a commitment to quality, safety and sustainability. As a company operating in a sector closely linked to natural resources and marine ecosystems, we recognize our responsibility towards environmental stewardship, community welfare, and sustainable business practices.

Mr. P.K. Raju, Chairman of the Company has embarked on the journey of charitable activities for social change dedicated to the cause of future and future generations. Through its Corporate Social Responsibility (CSR) initiatives, the Company recognizes its responsibility to contribute to the well-being of society and the environment.

This CSR Policy is framed in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time, and provides a framework for undertaking and monitoring the Company's CSR activities.

## **2. OBJECTIVE**

The CSR Policy of the Company aims to promote sustainable development and create a positive impact on society, the environment, and local communities. It defines the focus areas for CSR activities, such as education, healthcare, livelihood, and environmental protection, and provides a framework for planning, implementing, monitoring, and reporting these initiatives in a transparent and effective manner.

## **3. DEFINITIONS**

- 3.1. Act-** means the Companies Act, 2013 as amended from time to time.
- 3.2. CSR Rules-** means the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time.
- 3.3. Board of Directors-** means the collective body of directors of the company.
- 3.4. Corporate Social Responsibility-** means the activities undertaken by a company in pursuance of its statutory obligation laid down in section 135 of the Act in accordance with the provisions contained in CSR Rules.
- 3.5. CSR Committee-** means Corporate Social Responsibility Committee constituted by the Board of Directors of the Company.
- 3.6. CSR Activities-** shall mean the specific activities that the Company intends to undertake either by itself and/or through other Organizations engaged for this purpose and, which shall be funded by the Company in accordance with the Act and CSR Rules.
- 3.7. CSR Policy-** shall mean the present Corporate Social Responsibility Policy of the Company, which covers the activities to be undertaken by the Company [areas or subjects] as specified in Schedule VII to the Act and the CSR Expenditure thereon.
- 3.8. Financial Year-** shall mean the period beginning from 01st April of a year to 31st March of the succeeding year.

**3.9. Administrative Overheads-** means the expenses incurred by the Company for 'general management and administration' of the Corporate Social Responsibility functions in the Company but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular Corporate Social Responsibility project or programme.

**3.10. Implementing Agencies** - means

- (i) 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
- (ii) 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
- (iii) any entity established under an Act of Parliament or a State legislature; or
- (iv) 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;

#### **4. APPLICABILITY**

The policy shall be applicable to all CSR activities of the company whether carried by it or through any implementation agency with effect from 01<sup>st</sup> April 2023.

#### **5. CSR COMMITTEE AND ITS ROLES**

Pursuant to the provisions of Section 135 of the Act, the CSR Committee shall consist of two or more Directors. As the Company is a private limited company and is not required to appoint an Independent Director under applicable provisions of the Act, the CSR Committee has been constituted without an Independent Director. The list of members of the CSR Committee is annexed to this Policy as **Annexure – I**.

The Board of Directors shall have the power to make any change(s) in the constitution of the CSR Committee, as may be required from time to time.

Upon any change in the constitution of CSR Committee including change in the designation of member(s), the Chairman of the Committee is authorized to amend the list of members of CSR Committee which is annexed to this Policy as **Annexure - I**.

#### **Roles and Responsibilities**

The Corporate Social Responsibility Committee shall, -

- i. Formulate and recommend to the Board the CSR Policy of the Company
- ii. Formulate and recommend to the Board the CSR Annual Action Plan for each financial year in compliance with applicable provisions of the Act and the Rules made thereunder.

- iii. Recommend to the Board the amount of CSR expenditure to be incurred for carrying out the activities referred to above.
- iv. Monitor the implementation and progress of the CSR Policy, CSR projects, programs, and activities undertaken by the Company from time to time.
- v. Review and submit periodic reports to the Board, including the Annual Report on CSR activities undertaken by the Company for inclusion in the Board's Report.
- vi. To carry such other functions as may be delegated to it by the board relating to CSR activities of the company.

## **6. CSR ACTIVITIES**

Company shall undertake CSR activities for development of the society and the environment, particularly in the vicinity of the areas where the facilities of the company are located.

The detailed list of CSR activities and programs are set forth in **Annexure II** of this Policy.

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

## **7. CSR BUDGET**

The CSR Committee shall recommend the annual budgeted expenditure for each CSR project to the Board for its consideration and approval, and such expenditure shall be utilized only for approved projects in accordance with the CSR Policy.

The Company shall allocate **at least 2% of the average net profits of the last three financial years** towards CSR activities. Any income or surplus arising out of the CSR activities, projects or programs shall not form part of the business profit of the company and the same shall be ploughed back for use in CSR activities.

The Administrative overheads **shall not exceed 5% of total CSR expenditure** of the Company for the Financial Year.

Any amount that remains unspent on ongoing projects will be transferred to a separate account as per Rules.

Any surplus arising from CSR projects, programs, or activities shall not form part of the business profits of the Company and shall be utilized only in accordance with the provisions of the applicable CSR Rules.

## **8. IMPLEMENTATION**

The CSR programs shall be implemented through **Arbee Care Foundation**, a Section 8 Company formed by the Company. Arbee Care Foundation follows a core engagement model aimed at community upliftment through initiatives in sports and fitness, social kitchens, elderly communal spaces, and palliative care.

## **9. ANNUAL ACTION PLAN**

The Annual Action Plan shall include the following:

- a. the list of CSR projects or programmes which are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
- b. the manner of execution of such projects or programs as specified in sub-rule (1) of Rule 4;
- c. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
- d. monitoring and reporting mechanism for the projects or programmes; and
- e. details of need and impact assessment, if any, for the projects undertaken by the Company.

The Board of Directors of the Company shall alter such plan at any time during the financial year as per the recommendation of the CSR committee, based on the reasonable justification to that effect.

## **10. MONITORING & REVIEW MECHANISM**

The CSR Committee shall ensure a transparent monitoring mechanism for implementation of the CSR activities undertaken by Arbee Care Foundation.

1. The CSR Committee shall review the progress of CSR activities at least once a year, including the annual review.
2. The Committee shall ensure that the budget allocated for each of the project is utilized for the projects as per the approved plans.
3. The Board of Directors shall review the progress of CSR activities at least annually.

## **11. DISCLOSURES**

The Company shall disclose the composition of the CSR Committee, the CSR Policy, and the CSR projects approved by the Board on its official website for public access.

## **12. AMENDMENTS TO THE POLICY**

The Board of Directors may amend this Policy from time to time as and when deemed necessary. The provisions of this Policy shall be subject to revision in accordance with applicable rules, regulations, notifications, or guidelines issued by relevant statutory authorities, including the Ministry of Corporate Affairs.

# ANNEXURE I

## Constitution of CSR Committee

Sl. No.	Name of Member	Designation
1.	Mr. Raju Pulluvelil Kurian	Director
2.	Mr. Bibin Raj	Managing Director
3.	Mrs. Cimi Paul	Director

## ANNEXURE II

### CSR Activities and Programs

Items from the list of activities in Schedule VII	Projects/Programs to be undertaken by the Company	Execution Process
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.	Aid for Old Age Day Care Centre for Senior Citizens	
	Promotion of Socially and Economically Backwards	
Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.	Aid for Differently Abled Children- Autism Centre	
	Promotion of Education and Vocation Skills	
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.	Aid for Eradicating Hunger, Poverty & Malnutrition	
	Promotion of Health and Preventive Health care	

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.	Protection of National Heritage, Art and Culture	
Training to promote rural sports, nationally recognized sports, paralympic sports and olympic sports	Promotion of Rural Sports	
Rural development projects	Rural Development and Social Welfare	