



**Corporate Social Responsibility Policy (“CSR Policy”)**  
**of Worth Peripherals Limited**

**I) Objective**

The objective of the Corporate Social Responsibility Committee (“**the Committee**”) shall inter-alia include:

- conducting the business in a socially responsible, ethical and transparent manner;
- protecting the environment and the safety of all individuals affected by our activities, including our employees, contractors and the public;
- listening and responding to community or stakeholder concerns;
- supporting human rights within the Corporation’s sphere of influence; and
- engaging, learning from, respecting and supporting the communities and culture with which we work;
- ensure the Corporation is proactively addressing CSR issues; and
- ensure the Corporation is making CSR a part of the Corporation’s vision, values and practices.

**II) ACTIVITIES**

The activities that the Company may undertake shall be in accordance with the activities specified under schedule VII of the Companies Act, 2013, that includes:

- eradicating hunger, poverty and malnutrition, promoting preventive health care and 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, agro-forestry, conservation of natural resources and maintaining quality of soil, air and water;
- protection of national heritage, an 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;
- measures for the benefit of armed forces veterans, war widows and their dependents;
- training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic sports;
- contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes,-the Scheduled Tribes, other backward classes, minorities and women;
- contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- rural development projects.



### **III) Constitution**

The Committee shall comprise of minimum of three (3) members of the Board; and shall be constituted in accordance with the provisions of the Companies Act, 2013. Further the composition of the Committee and members forming the part of the same shall be disclosed in the Corporate Governance report of the Company which shall be made available on the website of the Company and the Stock Exchanges where the shares of the Company are listed.

- The Committee members shall be appointed by resolution of the Board. Each member shall continue as a member until a successor is appointed, unless the member resigns, or is removed by resolution of the Board or otherwise ceases to be a member of the Board.
- Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board, and shall be filled by the Board if the membership of the Committee is less than two (2) members as a result of the vacancy.
- The Board, or in the event of its failure to do so, the Committee, shall appoint a Chair from among the Committee members. If the Chair of the Committee is not present at any meeting of the Committee, the Chair of the meeting shall be chosen by the Committee from among the members present.
- The Chair presiding at any meeting of the Committee shall have a vote in all matters considered by the Committee. In the event of a tie the motion is defeated.
- The Committee shall assist with deliberations required for the fulfillment of the Board's mandate and those specific responsibilities and duties assigned to the Committee; however, unless specifically stated otherwise, the Committee shall act in advisory capacity only, recommending decisions to the Board for approval.

### **IV) IMPLEMENTATION OF THE CSR POLICY**

The Board shall be responsible for overseeing the mandate of the CSR Policy and shall ensure that the CSR Activities are carried out in accordance with the CSR Policy read with the Act and CSR Rules.

The Board shall constitute an implementation group for the purposes of implementation of the CSR Activities approved by the Board from time to time known as CSR Committee. The Committee shall submit its report of the progress on the CSR Activities to the Board.

The CSR Activities may be undertaken by the Company directly through the Committee or with the prior approval of the Board; through:

- Trust, or a Society or a company established by the Company or its holding or subsidiary or associate company under Section 8 of the Act or otherwise; and/ or;
- Through a Trust, or a Society or a company established under section 8 of the Act with an established track record of three years in undertaking similar programs or projects; and/ or;
- In collaboration with other companies or NGOs;



- In collaboration with any Industry Body coordinating such activities;
- Direct contribution / implementation of any project approved by CSR committee/Board;
- Contribution to PM Relief Fund or any other fund as may be notified by Government;

In case of failure to ensure the minimum CSR Expenditure, details reasons for the same should be submitted by the Committee to the Board, who shall include the same in their report.

#### **V) Duties and Responsibilities of the Committee**

The Committee shall have the following duties and responsibilities:

Review and monitor the Corporate Safety Program, including the adequacy of resources provided to deliver the Program and ensure a safe workplace.

Review and monitor the Corporate Environmental Strategy, the environmental management system and the adequacy of the resources to fulfill the Strategy.

- Ensure the adequacy and effectiveness of the Corporation's internal controls and systems in relation to CSR risks including but not limited to environment, greenhouse gas emissions, health and safety, stakeholder relations, Aboriginal relations, community investment and human rights matters.
- Review and report to the Board significant changes to Corporate CSR policies, procedures and practices and provide advice to the Board regarding the methods of communicating CSR and environment, health and safety policies.
- Review, at least annually, monitor and report to the Board, the Corporation's compliance with current legislative, regulatory and corporate standards for environmental, health and safety practices and matters.
- Review and monitor the impact of proposed legislation in matters of CSR including but not limited to matters of safety, health and environment on the operations of the Corporation, and recommend where significant, to the Board an appropriate response to the proposals.
- Review, monitor and where significant, report to the Board best practices, trends, new technologies and current emerging public policy issues in CSR matters.
- Ensure that the Corporation has in place adequate emergency response and business continuity procedures.
- Make recommendations to the Board regarding the development and use of CSR auditing processes and review the findings of all safety, health and environmental audits as well as any other CSR auditing processes performed on the Corporation and ensure there is an appropriate course of action in place.
- Review and report to the Board on the Corporation's annual environment initiatives.
- Review and report to the Board on CSR, safety, health and environment incidents.
- Monitor corporate contributions for compliance with the Community Investments Policy.
- Review and monitor the Corporation's branding strategies regarding CSR and the Corporation's efforts to maintain and enhance its reputation in CSR matters.
- Review periodically the monitoring and enforcement of and compliance with the Corporation's Code of Business Conduct and Ethics Policy.
- Review the tactical plans regarding integrity programming for the Corporation for the upcoming year.
- To formulate, revise and recommend to the board, a CSR policy which shall indicate the activities to be



undertaken by the company as per the Companies Act, 2013.

- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company.
- To monitor the CSR policy of the company from time to time.
- Any other matter as the CSR committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

## **VI) General Governance**

The Committee shall have the following general duties and responsibilities to:

- Adopt an Annual Work Plan to ensure that duties and responsibilities listed in the Terms of Reference are scheduled to be achieved.
- Provide formal evaluation in writing on the performance of the Committee on a biennial basis.
- Review annually, in conjunction with the Governance Committee, and report to the Board on the adequacy of the Committee's Terms of Reference.
- Produce and provide to the Board an annual evaluation of the Committee, which shall compare the effectiveness of the Committee with the requirements of these Terms of Reference, including the Annual Work Plan.

## **VII) Meetings**

- A meeting of the Committee may be called by the Chair of the Committee, the Chair of the Board or President and Chief Executive Officer of the Corporation or by any two (2) members of the Committee.
- A quorum for meetings shall be two (2) directors present in person or by telephone or other telecommunications device that permits all persons participating in the meeting to speak and hear one another.
- Reasonable notice, preferably (7) days before the meeting, shall be given in writing, by e-mail or by facsimile communication to each member of the Committee, however if all the members of the committee permit, the meeting of the committee shall be called on shorter notice.
- The agenda and associated material shall be sent to each member of the Committee prior, preferably seven (7) days, to the time for such meeting.
- A director may in any manner waive a notice of meeting, and attendance of a director at the meeting is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not properly called.
- The Committee shall have the right to determine who shall and shall not be present at any part of the meetings of the Committee, and may hold in camera sessions.

## **VIII) Minutes and Reporting Responsibilities**

- An outline of material proceedings and deliberations addressed by the Committee, and all recommendations, decisions and directives of the Committee shall be recorded by the Secretary in the minutes of the meeting.
- A draft copy of the minutes of such meeting, approved by the Committee Chair, shall be circulated to the



Committee prior to the next Committee meeting where practicable, for approval by the Committee. A Committee member may request that the minutes be revised to include specific deliberations. Following approval of the minutes of the meeting by the Committee as a whole, if substantive revisions have been made to the draft minutes, the minutes approved by the Committee shall be re-circulated to the Committee.

- Approved minutes shall be circulated to the Board prior to the next regular Board meeting.
- A report of the Committee meeting shall be made at the next regular meeting of the Board. Reports to the Board may take the form of an oral or written report by the Chair of the Committee, or any other member of the Committee designated by the Committee to make the report.

#### **IX) CSR EXPENDITURE**

- The CSR Committee shall recommend the amount of CSR Expenditure to be incurred in a year, in accordance with the Act and the Rules. For this purpose, the Board shall ensure an Authorised Personnel of the Company provides the relevant financial data and such other necessary details to the CSR Committee to enable the Committee to recommend to amount of CSR Expenditure to the Board.
- The Board shall be responsible for sanctioning the CSR Expenditure and taking steps to ensure that the amount for the CSR Expenditure is available to the CSR Committee for application towards the CSR Activities.
- The Board shall ensure that the CSR Expenditure in a financial year is at least at 2% (two per cent) of the average Net Profits of the Company made during the 3 (three) immediately preceding Financial Years.
- Any surplus arising out of the CSR Activities shall not form part of the business profit of the Company and may only be re-allocated to the CSR Activities being undertaken in terms of this CSR Policy.
- In order to count towards CSR Expenditure, CSR Activities must be carried out in India and should not be solely for the benefit of the employees of the Company and their families.
- Any amounts contributed directly or indirectly to any political party under Section 182 of the Act will not count towards CSR Expenditure or considered a part of CSR Activity.
- Any amounts expended while undertaking activities in pursuance of normal course of business of a Company or on an item not in conformity or in line with activities set out in Schedule VII of the Act, will not form a part of CSR Expenditure.

#### **X) Confidentiality**

- All deliberations of the Committee, and all records, material and information pertaining to the Corporation obtained by a member of the Committee shall be considered confidential. Committee members shall maintain the confidentiality of such deliberations, and shall safeguard such records, material and information from improper access.

**Note: The above said policy was updated and approved by the Board of Directors at their meeting held on 11.03.2026.**

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