



CORPORATE SOCIAL RESPONSIBILITY POLICY (CSR POLICY)

(Pursuant to the provisions of the Companies Act, 2013 (18 of 2013) and Companies (Corporate Social Responsibility Policy) Rules, 2014)

1. Introduction

1.1. The Company

Umberto Ceramics International Pvt. Limited, incorporate in 2011. is a Multinational private shareholding Porcelain tableware manufacturing Company having manufacturing plant in in District Sabarkantha (GUJARAT) and exporting more than 45 countries.

The Company has strong Management team under leadership of Mr. Sunil K Malesha (Managing Director). The Manufacturing Facilities consists of SAMA- Press, HPCM, Triplex machine and SACMI Roller kiln. Company has certified with ISO-9001-2015, Halal Certification, Vegetarian Society approved products and SA-8000-2014 show the responsibility towards social accountabilities of our company.

We never lose sight of our responsibility to the environment and society. Our commitments towards Corporate Social Responsibility include but not limited to, promotion of education and healthcare, ensuring environmental sustainability, promoting gender equality, empowering women, facilities for senior citizens & orphans.

2. Objective and Scope

2.1. Objective

The main objective of the CSR Policy is to lay down guidelines for **Umberto Ceramics International Pvt. Limited**. (hereinafter referred to as 'the Company') to make CSR as one of the key focus areas to adhere to 'Ariane's' making a positive contribution to the promotion of education, healthcare and all.

This Policy covers the proposed CSR activities to be undertaken by the Company and ensuring that they are in line with Schedule VII of the Act as amended from time to time. It covers the CSR activities which are being carried out in India only and includes strategy that defines plans for future CSR activities.

2.2. Scope & Coverage

The CSR activities of the Company shall include, but not limited to any or all of the sectors/activities as may be prescribed by Schedule VII of the Companies Act, 2013 amended from time to time. Further, the Company will review the sectors/activities from time to time and make additions/ deletions/ clarifications to the above sectors/activities.

Umberto Ceramics International Pvt. Ltd.

REGD. OFFICE: 302, Maanav Mansion, Sarojini Road, Lane Next to McDonald's, Vile Parle (West), Mumbai - 400056, India,

CIN No: U26933MH2011PTC212844.

FACTORY: Survey no. 64/2, Sadoliya - Galteshwar Road, Off. N.H. 8, Opp. GSPL, Tal - Prantij, Dist - Sabarkantha, Gujarat - 383205, India, GST: 24AABCU2672E1ZL.

3. Corporate Social Responsibility (CSR) Committee

3.1. Constitution

Pursuant to the provisions of Section 135 of the Act, the Board of Directors shall constitute

the Corporate Social Responsibility (CSR) Committee. The Members of CSR Committee shall be appointed by the Board of Directors of the Company which must consist of at least two or more Directors. Accordingly, the Board of Directors has formed CSR Committee in accordance with the provisions of section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

3.2. Functions and Powers of Committee

To effectively implement the objectives of the Company with respect to CSR, the Committee is vested with the following functions and powers:

- a. Formulate CSR Policy and recommend the same to the Board of Directors of the Company for approval
- b. Recommend CSR activities as stated under Schedule VII of the Act
- c. Approve to undertake CSR activities, if necessary, in collaboration with other Companies/firms/NGOs etc., and to separately report the same in line with the CSR Rules
- d. Recommend the CSR Budget
- e. Spend the allocated CSR amount on the CSR activities once it is approved by the Board of Directors of the Company in accordance with the Act and the CSR Rules
- f. Create transparent monitoring mechanism for implementation of CSR initiatives.
- g. Submit the Reports to the Board in respect of the CSR activities undertaken by the Company
- h. Monitor CSR Policy from time to time
- i. Monitor and ensure that the CSR activities of the Company are implemented effectively
- j. Authorize executives of the Company to attend the CSR Committee Meetings, if necessary

3.3. Meetings of the Committee

For smooth functioning of the Committee, the members shall meet as below to discuss such matters and to take such decisions as may be necessary;

- a. The CSR Committee shall hold a minimum number of two meetings of its Board of Directors every year in such a manner that not more than one hundred and eighty days shall intervene between two consecutive meetings of the Committee.
- b. The members of the Committee may mutually agree between them regarding time and place for the said meetings.
- c. 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.
- d. The Members of the Committee may participate in the meeting either in person or

Umberto Ceramics International Pvt. Ltd.

REGD. OFFICE: 302, Maanav Mansion, Sarojini Road, Lane Next to McDonald's, Vile Parle (West), Mumbai - 400056, India,

CIN No: U26933MH2011PTC212844.

FACTORY: Survey no. 64/2, Sadoliya - Galteshwar Road, Off. N.H. 8, Opp. GSPL, Tal - Prantij, Dist - Sabarkantha, Gujarat - 383205, India, **GST:** 24AABCU2672E1ZL.

through video conferencing
convenient.



or other audio-visual means as may be

4. CSR Spend

The Companies Act, 2013 prescribes that the companies which meet the criteria specified u/s. 135 shall allocate certain portion of its annual net profits (calculated as per Section 198) during the three immediately preceding financial years to be spent on CSR Activities that fall under the categories specified under Schedule VII of the Act.

4.1. CSR Expenditure

Net profit for the purpose of allocation towards CSR means profit more fully described under Rule 2(h) of the CSR Rules. The CSR expenditure shall include all expenditure including contribution to corpus or on projects or programs relating to CSR activities approved by the Board of Directors on the recommendation of its CSR Committee but does not include any expenditure on an item not in conformity or not in line with activities stated under Schedule VII of the Act.

- (a) The Board shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the company for the financial year.
- (b) Any surplus arising out of the CSR activities shall not form part of the business profit of the company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.
- (c) Where the company spends an amount in excess of requirement provided under subsection (5) of section 135, such excess amount may be set off against the requirement to spend under sub-section (5) of section 135 up to immediate succeeding three financial years subject to the conditions that -
 - (i) the excess amount available for set off shall not include the surplus arising out of the CSR activities.
 - (ii) The Board shall pass a resolution to that effect.
- (d) The CSR amount may be spent by the company for creation or acquisition of a capital asset, which shall be held by -
 - (i) a company established under section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects and CSR Registration Number under subrule (2) of rule 4; or
 - (ii) beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or
 - (iii) a public authority.

Umberto Ceramics International Pvt. Ltd.

REGD. OFFICE: 302, Maanav Mansion, Sarojini Road, Lane Next to McDonald's, Vile Parle (West), Mumbai - 400056, India,

CIN No: U26933MH2011PTC212844.

FACTORY: Survey no. 64/2, Sadoliya - Galteshwar Road, Off. N.H. 8, Opp. GSPL, Tal - Prantij, Dist - Sabarkantha, Gujarat - 383205, India, **GST:** 24AABCU2672E1ZL.

www.arianefineporcelain.com

Info@umbertoceramics.com

+91-70960 07100



4.2. Expenditure on CSR capabilities

The Company may build CSR capabilities of their own personnel as well as of their Implementing Agencies and such expenditure shall not exceed 5% of the total CSR spend of the Company as stated in the Rules from time to time. Determination of whether a particular expenses fall within this 5% cap can be decided in consultation of the Chief Financial Officer / Director of the Company based on the clarification available from time to time in this regard.

4.3. Failure to spend the CSR Money

If the Company fails to spend the required amount in a particular financial year, it is the duty of the Committee to submit a report in writing to the Board of Directors specifying the reasons for not spending the amount, which in turn shall be reported by the Board of Directors in their Annual Report pertaining to that particular Financial Year.

Any amount remaining unspent under Section 135(5), pursuant to any ongoing project, fulfilling such conditions as may be prescribed, undertaken by the company in pursuance of its Corporate Social Responsibility Policy, shall be transferred by the company within a period of thirty days from the end of the financial year to a special account to be opened by the company in that behalf for that financial year in any scheduled bank to be called the **Unspent Corporate Social Responsibility** Account, and such amount shall be spent by the company in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer, failing which, the company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year. If the unspent amount does not relate to any ongoing project referred to in Section 135(6), the company shall transfer such unspent amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.

5. CSR Initiatives

Pursuant to Schedule VII of the Act and the CSR Rules, the Company shall undertake CSR activities included in its CSR Annual Action Plan, as recommended by the CSR Committee at the beginning of each year. The Committee is authorized to approve any modification to the existing CSR Annual Action Plan or to propose any new program during the financial year under review.

Umberto Ceramics International Pvt. Ltd.

REGD. OFFICE: 302, Maanav Mansion, Sarojini Road, Lane Next to McDonald's, Vile Parle (West), Mumbai - 400056, India,

CIN No: U26933MH2011PTC212844.

FACTORY: Survey no. 64/2, Sadoliya - Galteshwar Road, Off. N.H. 8, Opp. GSPL, Tal - Prantij, Dist - Sabarkantha, Gujarat - 383205, India, GST: 24AABCU2672E1ZL.

www.arianefineporcelain.com

Info@umbertoceramics.com

+91-70960 07100

5.1. CSR Annual Action Plan

The CSR Annual Action Plan is a yearly plan of CSR activities that would be placed before the Board of Directors of the Company based on recommendation of its CSR Committee which outlines inter alia the following aspects of CSR initiatives of the Company:

A) Project Proposals b) Targeted Beneficiaries and their key needs c) Alignment with Schedule VII , d) Project Goals and milestones e) Activities and Timelines including expected closure dates f) CSR Budget with projections f) Monitoring mechanism g) Progress reporting and frequency of reports h) Any other information as may be required by the CSR Committee

5.2. Collaboration

It is expressly allowed under the CSR Rules that the Company may collaborate with any other Company or association formed in this regard subject to approval by CSR Committee, to implement CSR activities and the same shall form a part of the CSR Annual Action Plan.

5.3. Disqualifying Activities for CSR

The CSR Rules disqualifies the following activities as CSR activities:

- (i) activities undertaken in pursuance of normal course of business of the company
- (ii) any activity undertaken by the company outside India except for training of Indian sports personnel representing any State or Union territory at national level or India at international level;
- (ii) contribution of any amount directly or indirectly to any political party under section 182 of the Act;
- (iv) activities benefitting employees of the company as defined in clause (k) of section 2 of the Code on Wages, 2019 (29 of 2019);
- (v) activities supported by the companies on sponsorship basis for deriving marketing benefits for its products or services;
- (vi) activities carried out for fulfilment of any other statutory obligations under any law in force in India;

Umberto Ceramics International Pvt. Ltd.

REGD. OFFICE: 302, Maanav Mansion, Sarojini Road, Lane Next to McDonald's, Vile Parle (West), Mumbai - 400056, India,

CIN No: U26933MH2011PTC212844.

FACTORY: Survey no. 64/2, Sadoliya – Galteshwar Road, Off. N.H. 8, Opp. GSPL, Tal - Prantij, Dist - Sabarkantha, Gujarat – 383205, India, **GST:** 24AABCU2672E1ZL.



5.4. Monitoring Mechanism

An Internal Working and Monitoring Group (IWMG) shall be constituted by the CSR Committee for ensuring effective implementation and monitoring of the projects approved by the CSR Committee from time to time.

The IWMG shall submit reports to the CSR Committee of the Company at least once in six months on the progress of the various projects approved by the Committee and entrusted to the Group for implementation and monitoring.

5.5. Reports

The Internal Working and Monitoring Group shall assist the CSR Committee to prepare reports that are required to be placed before the Board in the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014 as may be amended from time to time.

6. Reporting and publication of CSR policy

As per the CSR Rules, the CSR Policy shall be displayed on the Company's website, and the link thereof will be given in the Director's Report.

7. Policy review and future amendment

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 this subject

Umberto Ceramics International Pvt. Ltd.

REGD. OFFICE: 302, Maanav Mansion, Sarojini Road, Lane Next to McDonald's, Vile Parle (West), Mumbai - 400056, India,

CIN No: U26933MH2011PTC212844.

FACTORY: Survey no. 64/2, Sadoliya - Galteshwar Road, Off. N.H. 8, Opp. GSPL, Tal - Prantij, Dist - Sabarkantha, Gujarat - 383205, India, GST: 24AABCU2672E1ZL.

 www.arianefineporcelain.com

 Info@umbertoceramics.com

 +91-70960 07100