

Corporate Social Responsibility Policy

WILLIS TOWERS WATSON INDIA INSURANCE BROKERS PRIVATE LIMITED

Corporate Social Responsibility Policy

This policy has been instituted based on the Corporate Social Responsibility (CSR) philosophy of Willis Towers Watson India Insurance Brokers Private Limited (WTWIBPL) and provisions of Section 135 of the Companies Act, 2013, read with Schedule VII of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2013. This policy shall at all times be subject to the provisions of the aforesaid act and rules (as amended from time to time). This Policy shall come into force with immediate effect.

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I. AIMS AND OBJECTIVES

The Company intends to make a positive difference to society and contribute its share towards the social cause of betterment of society and area in which companies operates. The Company aims to create educated, healthy, sustainable and culturally vibrant communities. We also contribute as a company to various charitable causes and we seek to participate in ways that touch people's lives in these communities. In this regard, the Company has made this policy which encompasses the Company's philosophy for delineating its responsibility as a Corporate Citizen and lays down the guidelines and mechanism for undertaking socially useful programs for welfare & sustainable development of the community at large and titles as the "Corporate Social Responsibility (CSR) Policy" which is based as per the Companies Act, 2013 and rules made there under. This policy has been formulated and recommended by the CSR Committee and adopted by the Board of Directors at its meeting held on February 10, 2021. The Board may, upon recommendation of the CSR Committee, amend or modify this CSR Policy as and when necessary.

II. DEFINITIONS

- Act means Companies Act, 2013, as amended and modified from time to time.
- Administrative Overheads means the expenses incurred by the company for 'general management and administration' of 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 program
- Areas of Interest means the areas of interest as identified by the Company for implementing CSR goals and shall include the areas specified in Clause (B)(2) of this CSR Policy and shall include all CSR Activities as defined under the Act and CSR Rules from time to time
- Board means Board of Directors of the Company
- Company means Willis Towers Watson India Insurance Brokers Private Limited.
- Corporate Social Responsibility (CSR) means the activities undertaken by a Company in pursuance of its statutory obligation under section 135 of the Act read with rules, amended from time to time, but shall not include the following, namely:-
 - 1) activities undertaken in pursuance of normal course of business of the company

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- 2) 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
 - 3) contribution of any amount directly or indirectly to any political party under section 182 of the Act
 - 4) activities benefitting employees of the company as defined in clause (k) of section 2 of the Code on Wages, 2019
 - 5) activities supported by the companies on sponsorship basis for deriving marketing benefits for its products or services
 - 6) activities carried out for fulfilment of any other statutory obligations under any law in force in India
- CSR Committee means Corporate Social Responsibility Committee constituted by the Board pursuant to section 135 of the Companies Act, 2013.
 - CSR Implementation shall mean that the CSR activities are undertaken by the Company by itself or through the entities specified as per Companies (CSR) amendment rule 2021 except those CSR projects or programmes approved prior to the 01st April, 2021
 - CSR Commitment shall mean at least 2% of the average net profits of the company made during the three immediately preceding financial years or where the company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years], in pursuance of its Corporate Social Responsibility Policy and CSR Rules;
 - CSR Policy means CSR Policy of the Company (Willis Towers Watson India Insurance Brokers Private Limited) which includes guiding principles for selection, implementation and monitoring of activities as well as formulation of the annual action plan
 - CSR Proposals shall have the meaning ascribed of 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;

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- Funding shall mean the disbursements that are to be made to an Organization pursuant to this CSR Policy, with the prior approval of the CSR Committee as well as the same be certify by the Chief Financial Officer of the Company or the person responsible for the financial management that such fund so disbursed have been utilized for the purpose as per above approval in accordance with the Act and Rules;
- Organizations means such organizations including NGOs as are permitted to receive funding in accordance with the Act and CSR Rules; Corporate Social Responsibility Policy Financial Year 2019-20.
- Net Profit means the net profit of the Company as per its financial statement prepared in accordance with the applicable provisions of the Companies Act, 2013, but shall not include the followings, namely:-
 - 1) Any profit arising from any overseas branch or branches of the Company, whether operated as a separate company or otherwise, and
 - 2) 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.
- “Ongoing Project” means a multi-year project undertaken by a Company in fulfilment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced, and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the board based on reasonable justification
- “Public Authority” means ‘Public Authority’ as defined in clause (h) of section 2 of the Right to Information Act, 2005

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. 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) Members of the Board. Subject to the requirements of the Act, the Board may increase or decrease the size of the CSR Committee by passing a resolution. The members of the CSR Committee

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shall elect one of them as the Chairman of the Committee. 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.

The CSR committee of the Board of Directors comprises of following members:

Mr. Rohit Jain, Member

Mr. Vijay Kumar Suri, Member

Decisions by the Board:

1. Approve the CSR policy based on recommendation of the CSR committee ;
2. Approve the annual CSR plan based on recommendation of the CSR committee;
3. Review the CSR policy and CSR activities

Decisions by the CSR Committee:

- The CSR Committee shall at all the time act in a manner that is consistent with the provisions contained in this CSR Policy, the Act and CSR Rules.
- The CSR Committee shall endeavor 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 consensus, the Chairman of the Committee may make the final decision.
- All decisions of the Committee shall be ratified by the Board.
- The CSR Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following, namely:-
 - a) the list of CSR projects or programmes that 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 programmes 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

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- e) details of need and impact assessment, if any, for the projects undertaken by the company:
 - f) Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee.
- The CSR Committee shall meet as frequently as it determines necessary but at least twice annually.
 - 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 in accordance with the CSR Committee charter.
 - The final decision with regards to the acceptance or rejection of a CSR Proposal shall be with the Board.

IV. OPERATING FRAMEWORK

CSR activities will be undertaken as per annual CSR budget presented by CSR committee. The Company shall spend atleast 2% (two per cent) of the average net profit made by the Company during the three immediately preceding financial years calculated in accordance with relevant sections of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014. "Net Profit" shall not include such sums as may be prescribed, and shall be calculated in accordance with the provisions of section 198,

CSR activities to be undertaken by the Company by itself or through

- a company established under section 8, or registered public trust or a registered society, registered under section 12A & 80 G of the Income Tax Act, 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.

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Every above entity, who intends to undertake any CSR activity, shall register itself with the Central Government by filing the form CSR-1 electronically with the Registrar, with effect from the **01st day of April 2021**. Provided that the provisions of this sub-rule shall not affect the CSR projects or programmes approved prior to the **01st day of April 2021**.

In case of ongoing project, the Board of a Company shall monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall be competent to make modifications, if any, for smooth implementation of the project within the overall permissible time period. ”.

Any surplus out of 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 Amount 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 of the Companies Act, 2013, within a period of six months of the expiry of the financial year. However, the excess amount available for set off against the requirement to spend under sub section 5 of 135 of the Act shall not include the surplus arising out of the CSR activities, if any. The Board of the company shall pass a resolution to that effect.

The company will encourage and recognize its employees for volunteering with the spirit of serving and sharing with the community. The company shall endeavor to increase employee participation in volunteering.

The company has identified CSR areas for undertaking CSR projects or programs or activities in India. The actual distribution of the expenditure among these areas will depend upon the local needs as may be determined by the needs identification studies or discussions with local government/NGOs. The company shall give preference to the local areas and areas around which company operates.

V. CSR AREAS:

1. Education

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

2. Health

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- Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water.

3. Environment

- Ensuring environment sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water.

4. Others

- 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.
- 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.
- Measures for the benefit of armed forces veterans, war widows and their dependents.
- Training to promote rural sports, nationally recognized sports, paralympic sport and Olympics Sports
- Contribution to Prime Minister National Relief Fund or any other fund set up by the central government for socio economic development and reliefs and welfare of the schedule castes, the schedule tribes, other backward classes, minorities and women.
- Contribution or funds provided to technology located within academic institutions which are approved by the central government.
- Rural development projects.
- Slum Area Developments
- Disaster Management including relief, rehabilitation and reconstruction activities.
- Any other activities that the committee may define from time to time.

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VI. MONITORING AND IMPLEMENTATION

The CSR committee shall review the progress of CSR activities periodically.

All payment under CSR activities will be cleared/ signed off by the Managing Director of the Company.

The Board of Directors shall review the progress of CSR activities at least annually.

VII. REPORTING MECHANISM

The company shall include in its annual report, CSR activities for the FY commencing on or after 01st April, 2020 in Annexure II, the following information:

1. Brief outline on CSR Policy of the Company
2. Composition of CSR Committee
3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any
6. Average net profit of the company as per section 135(5)
7.
 - (a) Two percent of average net profit of the company as per section 135(5)
 - (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.
 - (c) Amount required to be set off for the financial year, if any
 - (d) Total CSR obligation for the financial year (7a+7b- 7c).
8.
 - (a) CSR amount spent or unspent for the financial year:
 - (b) Details of CSR amount spent against **ongoing projects** for the financial year

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- (c) Details of CSR amount spent against **other than ongoing projects** for the financial year:
 - (d) Amount spent in Administrative Overheads
 - (e) Amount spent on Impact Assessment, if applicable
 - (f) Total amount spent for the Financial Year (8b+8c+8d+8e)
 - (g) Excess amount for set off, if any
9. (a) Details of Unspent CSR amount for the preceding three financial years
- (b) Details of CSR amount spent in the financial year for **ongoing projects** of the preceding financial year(s)
10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year **(asset-wise details)**.
- (a) Date of creation or acquisition of the capital asset(s).
 - (b) Amount of CSR spent for creation or acquisition of capital asset.
 - (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
 - (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

VIII. DISCLOSURE ON WEBSITE

The composition of the CSR Committee, and CSR policy and projects duly approved by the Board shall be disclosed on the website of the company.

IX. AMENDMENT

The following amendments have been inserted in Section 135 of the Act, which are effective as on date:

- Provided further that if the company fails to spend such amount, the Board shall, in its report made under clause (o) of sub-section (3) of section 134, specify the reasons for not spending the amount⁸[and, unless the unspent amount relates to any ongoing project referred to in sub-section (6), transfer such unspent amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year].

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- Any amount remaining unspent under sub-section (5), pursuant to any ongoing project, fulfilling such conditions as may be prescribed, undertaken by a 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 a company contravenes the provisions of sub-section (5) or sub-section (6), the company shall be punishable with fine which shall not be less than fifty thousand rupees but which may extend to twenty-five lakh rupees and every officer of such company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than fifty thousand rupees but which may extend to five lakh rupees, or with both.
- The Central Government may give such general or special directions to a company or class of companies as it considers necessary to ensure compliance of provisions of this section and such company or class of companies shall comply with such directions.