

CORPORATE SOCIAL RESPONSIBILITY POLICY
WAL-MART INDIA PRIVATE LIMITED

I. OBJECTIVES

The objectives that we have set out in the Corporate Social Responsibility Policy are to support the Company's overall objectives, to create positive impact on the society and minimize the negative influence on the environment.

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 programmes 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 thereunder.

The Board of Directors of the Company by way of a resolution passed by in the Board meeting has re-constituted the Corporate Social Responsibility ('CSR') Committee. The CSR policy has been formulated and recommended by the CSR Committee and adopted by the Board. The Board may, upon recommendation of the CSR Committee, amend or modify this CSR Policy as and when necessary.

II. DEFINITIONS

- **Act** means the Companies Act, 2013, as amended and modified from time to time.
- **Areas of Interest** means the areas of interest as identified by the Company in reference to Schedule VII of the Act and various circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time regarding CSR expenditure and activities for implementing CSR goals and shall include the areas as specified in this CSR Policy and shall include all CSR activities as defined under the Act and CSR Rules from time to time.
- **Board** means the Board of Directors of the Company.
- **Company** means Wal-Mart India Private Limited.
- **Corporate Social Responsibility (CSR)** means and includes but is not limited to:
 1. Projects or programs relating to activities specified in Schedule VII to the Companies Act, 2013; or
 2. Projects or programs relating to activities undertaken by the Board of Directors of the Company in pursuance of the recommendation of the CSR Committee and approved by the Board as per this policy.
- **CSR Committee** means Corporate Social Responsibility Committee constituted by the Board pursuant to section 135 of the Companies Act, 2013.
- **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.
- **CSR Commitment** shall mean at least 2% (or such other percent as prescribed under the Act or Rules) of the average net profits of The Company made during the three immediately preceding financial years for conducting its CSR activities in accordance with the Act and CSR Rules.
- **CSR Policy** or Corporate Social Responsibility Policy means CSR Policy of the Company i.e., this Policy

- **CSR Proposals** shall have the meaning as prescribed to the terms of this CSR Policy which shall be in accordance with the Act and CSR Rules.
- **CSR Rules** means the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended and modified from time to time.
- **Employees** mean employees of the Company as defined in clause (k) of section 2 of the Code on Wages, 2019.
- **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 and the Board in accordance with the Act and Rules.
- **Organizations** mean such organizations including NGOs as are permitted to receive funding and undertake the CSR Activities on behalf of the Company in accordance with the Act and CSR Rules.

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

III. PURPOSE

This CSR Policy establishes the scope, CSR goals of the Company and funding approval process. This Policy also includes guiding principles for selection, implementation and monitoring of 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 Section 135 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. Subject to the requirements of the Act, the Board may increase or decrease the size of the CSR Committee by passing a resolution.

The Quorum required for the CSR Committee Meeting shall be atleast Two members personally present in the meeting. 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.

(b) Invitees to the CSR Committee:

The CSR Committee may, at its discretion, invite employees/ associates of the Company or other persons as it may deem fit, 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 shall be 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) Scope of the CSR Committee:

The CSR Committee has been set up to:-

- Formulate and recommend to the Board CSR Policy which shall indicate the activities to be undertaken by the Company as detailed in the Schedule VII to the Act.
- Recommend the amount of expenditure to be incurred on the activities referred to in the CSR Policy
- Monitor the CSR initiatives and Policy of the Company from time to time.

- Formulate and recommend to the Board, an Annual Action Plan in pursuance of the CSR policy, containing such matters as prescribed in the Act or the CSR Rules.
- Perform such other functions as may be required to be performed by the CSR Committee under the Act or the CSR Rules.

(d) Modalities of execution of the CSR Projects:

The definite scope of work, including manner of implementation, modalities of fund utilization, monitoring and reporting mechanisms, etc. to be undertaken pursuant to this CSR Policy will be laid out in an “Annual Action Plan” which shall be prepared by the CSR Committee. The Annual Action Plan shall be formulated in such a manner that it contains the relevant information to assist the Board in making its decision in discharge of its CSR Obligations and shall contain information as per the Act and the CSR Rules as applicable. The Annual Action Plan shall be presented to and approved by the Board in every financial year. The modalities of the execution of the CSR projects or programs and their implementation along with the monitoring process of such projects or programs as decided by the CSR Committee and duly approved by the Board.

The Board may alter such aforesaid Plan at any time during the financial year as per the recommendation of its CSR Committee (unless dissolved) based on the reasonable justification to that effect.

(e) 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 endeavor to arrive at all decisions by a simple majority of its Members.
- All decisions of the Committee shall be ratified by the Board.

(f) Meeting of the CSR Committees

- The CSR Committee shall meet as frequently as it determines necessary.
- 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 Policy.
- The final decision with regards to the acceptance or rejection of a CSR Proposal shall be with the Board.

V. CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES (Areas of interest)

The Company shall upon the recommendation of its CSR Committee and with necessary approval of the Board, 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. Where any amendments are made to Schedule VII of the Act or any Circular has been issued under the Act clarifying that certain activities are to be considered as CSR, the below list shall be deemed to have been updated automatically upon such amendment or issue of clarification, as the case may be.

(a) Areas of Interest:

1. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and 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, day care centers 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, agro forestry, conservation of natural resources and maintaining quality of soil, air and water;

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;
6. promotion and development of traditional arts and handicrafts;
7. Measures for the benefit of armed forces veterans, war widows and their dependents;
8. Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
9. 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;
10. contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
11. rural development projects
12. Slum area development
13. disaster management, including relief, rehabilitation and reconstruction activities. including donations towards setting up makeshift hospitals and temporary Covid care facilities; carrying out awareness campaigns and public outreach related to Covid vaccination; and other Covid related activities in relation to promotion of healthcare and disaster management as eligible activities under Entry 1 and 13

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

Also, the CSR activities undertaken in India or abroad (to the extent permitted under the Act or Rules) will be taken into consideration, in order to satisfy the requirement of section 135 of the Companies Act 2013.

(b) The Company focuses its CSR initiatives 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. GUIDING PRINCIPLES FOR IDENTIFICATION OF CSR PROPOSALS:

The CSR Committee may discuss, identify and recommend to the Board, specific Areas of Interest where it proposes to engage in CSR directly.

Where the CSR Committee / Board decides to implement CSR Activities through an Organisation, the CSR Committee may identify and receive CSR project proposals from Organizations in line with areas of interest as set out therein CSR proposals received from an organization shall 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.
- (iii) Information of the project and the activities that the Organization proposes to undertake in relation to which Funding is sought from the Company;
- (iv) contain detailed budget indicating various heads under which expenditure is proposed to be made and the quantum of such expenditure;
- (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) A completed Funding Request in such form acceptable of the Company.

- Upon receipt of proposals, the CSR Committee shall conduct appropriate due diligence of the CSR Proposal and the Organization 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) CSR activity permitted under the Act and Rules.

VII. ASSESSING THE CSR PROJECT:

The Committee shall assess the following criteria before recommending the Project or Program for approval of the Board;

- 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 the Company's non-discrimination policies.

VIII. 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 the Board and such approval shall be obtained prior to making any commitment to the Organization in this regard. However, in exceptional circumstances, funding may be made to the Organization, but shall nevertheless be ratified by the CSR Committee as soon as possible.
- 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 and approval.

The Company will provide Funding only to such projects as may be approved by the Board.

VIII. POST APPROVAL PROCESS

Subsequent to the approval of the CSR Proposal by the Board, the Company and the organization shall enter into appropriate documentation regarding the terms of the funding and the manner in which such funding shall be disbursed by the Company. Such documentation shall be in a form and substance that is acceptable to the CSR Committee and the Board.

IX. OUR APPROACH TO IMPLEMENTATION

We will strive to implement the aforesaid CSR activities on our own to the extent possible. Where necessary, the Board, upon recommendation of the CSR Committee may decide that the CSR activities should be implemented through Organisations. The Board may also decide to contribute to various funds which are aligned to the Company's Vision and Mission and line with the objectives of the CSR Policy. .

X. MONITORING & REPORTING MECHANISM

Where the CSR activity is undertaken directly by the Company, the CSR Committee shall monitor and assess the requirements for the relevant activity. The progress / status shall be reported to the Board as deemed necessary. Where CSR activities are undertaken through an Organisation:

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, and in a manner prescribed by The Company.
2. A summary of these reports shall be tabled before the meetings of the CSR Committee.
3. Detailed reports will be available for further perusal of the members of the CSR Committee as 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.
5. Furthermore, surplus arising out of CSR projects or programs or activities shall not form part of the business profit of the Company.

XI. EFFECTIVE DATE

The CSR Policy shall be effective from the date of its approval by the Board of Directors.