
CORPORATE SOCIAL RESPONSIBILITY ('CSR') POLICY

Cimpres India Private Limited

Version 1.0

Registered Office:

"C Block", Voltas House
T.B. Kadam Marg,
Chinchpokli,
Mumbai-400033. Maharashtra
CIN: U74999MH2011PTC218349

Website: www.vistaprint.in

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1. BRIEF PROFILE OF THE COMPANY

Cimpress plc is a group of e-commerce companies specialized in mass customization domain and presence across the globe. All these businesses are wholly owned subsidiaries of Cimpress plc you can refer to this link <https://cimpress.com/our-businesses/>. Cimpress India Private Limited is a subsidiary of Cimpress plc.

Cimpress India Private Limited is a Private Limited Company incorporated on June 06, 2011, under the provisions of the Companies Act, 1956 having its registered office at ‘C Block’, Voltas Premises, T.B. Kadam Marg, Chinchpokli, Mumbai-400033. Maharashtra. (hereinafter referred to as the “**Company**”). The Company is engaged in the business of providing Business Support Services (BSS), IT Support Services (ITSS) and IT Enabled Services (ITES) for several different Cimpress group companies across the globe and Manufacturing of Products and Merchandise Customization in its Plant at Bhiwandi, facilitation of online interaction between the Sellers and End Users through the market platform www.vistaprint.in thereby enabling online purchases and sale of customized products.

The Company has 2 *Business Units* operating independently. These business units are as follows:

- **Vistaprint India** – e-commerce business operating in India market with the website- <https://www.vistaprint.in>;
- **Cimpress India**, located in Mumbai, Bangalore and Ahmedabad and the nature of the services being provided are – **IT Support, ITES, and Business Support**. The LinkedIn Profile of the Company can be found here- <https://in.linkedin.com/company/cimpress-india>

The Company believes in “**Looking beyond Business**” and strives to create a positive impact on the communities it serves and on the environment.

2. EFFECTIVE DATE

The policy shall be effective from the beginning of FY 2020-21.

3. PREAMBLE

Cimpress India Private Limited’s Corporate Social Responsibility Policy (hereby referred to as the ‘**CSR Policy**’) has been developed in accordance with Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 (hereby collectively referred to as the ‘**Act**’ in this CSR Policy document) notified by the Ministry of Corporate Affairs, Government of India and shall include any alterations, amendments, or modifications thereto from time to time.

This policy aims to contribute towards sustainable development of the society and environment to make planet a better place for future generations. The philosophy of CSR is imbibed in our business activities and social initiatives. Despite being one of the largest growing economies globally, India faces

substantial problems of income inequality, food insecurity, gender discrimination and environmental degradation along with uneven access to energy, healthcare, sanitation, water, and education. The corporate sector needs to partner with the government and social sector to work together in addressing these issues. Our CSR policy framework is developed to assist the Company in undertaking well-planned initiatives that are participatory, outcome-oriented, and measurable, with the overall objective of creating sustainable impact.

4. GUIDING PRINCIPLES

Corporate Social Responsibility (CSR) of the Company defines the statutory obligations and the Company's commitment to its stakeholders to conduct business in an economically, socially, and environmentally sustainable manner, whereby organizations serve the interests of society by taking responsibility for the impact of their activities. The Company recognizes the direct and indirect impact of its business activities on the society and strives to integrate its business values and operations which enable creation and distribution of wealth for the betterment of its stakeholders in an ethical and transparent manner to demonstrate its commitment to sustainable development and to meet the interests of its stakeholders. It is also committed to continuously upgrade its Corporate Social Responsibility endeavors to make positive impact on the society. Stakeholders include employees, investors, shareholders, customers, business partners, clients, civil society groups, Government and non-government organizations, local communities, environment, and the society at large.

5. OBJECTIVES

1. To create value for the stakeholders and society that are fundamentally linked, whether directly or indirectly, to the Company's core business strategies and operations through its services.
2. Enhance value creation and foster goodwill for the community in which it operates by enhancing the quality of life of people in the direct impact zone.
3. Support the community by assisting the underprivileged people and communities
4. Carry out developmental initiatives in order to meet the calls of the present without compromising the ability of future.
5. To operate in a socially, environmentally, and economically responsible manner to succeed by seeking social license.

6. CSR VISION

1. The CSR Policy sets out our commitment to ensuring that our activities extend beyond business and include initiatives and endeavors for the benefit and development of the community and society. The Company aspires to be a responsible Corporate Citizen, by contributing to nation-building through CSR Projects/Programs, in true letter and spirit. The CSR Policy lays down the guidelines for undertaking programs geared towards social welfare activities or initiatives.
2. The CSR Vision of the Company is ***"above and beyond compliance with applicable laws and regulations, the Company wants to conduct business in a socially responsible, ethical manner that continues to make team members proud of their collective actions"***.

7. DEFINITION AND INTERPRETATION

1. **"Board"** means the Board of Directors of the Company
2. **"Company"** means Cimpress India Private Limited.
3. **"CSR Activities"** means such programs and projects as may be approved by the Board in terms of this CSR Policy including the list of activities specified in Schedule VII to the Act and appended to this Policy as Appendix – 1 to this Policy. Appendix - 1 may be revised in line with any amendments/inclusions made to Schedule VII of the Act in the future.
4. **"CSR Committee"** means a committee constituted by the Board of Directors in terms of Section 135 of the Act and the CSR Rules.
5. **"CSR Rules"** means the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.
6. **"CSR Expenditure"** means the amount to be incurred on the CSR Activities in India in terms of the Act and the CSR Rules as approved by the Board from time to time.
7. **"Director"** means a member of the Board of the Company.
8. **"Net Profits"** means the net profit of the Company as per its financial statement prepared in accordance with the applicable provisions of the Act but shall not include (i) any profit arising from any overseas branch or branches of the Company (whether operated as a separate company or otherwise); and (ii) any dividend received from other companies in India, which are covered under and complying with the provisions of Section 135 of the Act.
9. **"Society"** means a society registered under the Societies Registration Act, 1860 or any other applicable law in India.
10. **"Trust"** means a public charitable trust registered under the Indian Trusts Act, 1882, or any other applicable law in India.

Any term not defined above shall have the meaning assigned to it under the Act or the CSR Rules.

8. APPLICABILITY, VALIDITY AND REVIEW

This CSR Policy has been framed in accordance with the applicable provisions of the Act and the rules issued thereunder. The CSR Policy shall apply to all CSR Projects / Programs undertaken by the Company as per the terms of this CSR Policy. Notwithstanding anything to the contrary contained in this CSR Policy but subject to applicable law, if the Company ceases to be a company covered under Section 135(1) of the Act for three consecutive financial years, it shall not be required to:

- (i) Constitute/maintain the CSR Committee; and
- (ii) Comply with the provisions of Section 135 (2) to (6);

till such time as it again meets the criteria specified in Section 135(1) of the Act.

9. COMMITTEE COMPOSITION

The Board of Directors is not required to constitute a CSR Committee as the amount to be spent for CSR Activities does not exceed Rs. 50,00,000/- (Rupees Fifty lakh only) and accordingly function of such committee can be carried out by the Board of Directors of the Company. However, the Board will ensure to form a committee in future if the required amount exceeds the mentioned threshold.

10. MEETINGS

The Board shall meet as often as its members deem necessary to perform the duties and responsibilities at the registered office of or at any other place as may be agreed by the Board.

11. RESPONSIBILITY OF THE BOARD

1. Approve the CSR Policy and the CSR Expenditure.
2. Ensure the CSR spending every financial year of at least 2% (Two percent) of average net profits made during immediately preceding 3 financial years, in accordance with the CSR Policy.
3. Ensure that CSR Activities included in the Policy are undertaken by the Company and that such activities are related to the activities specified in Schedule VII of the Act.
4. Ensure disclosure of the contents of the CSR Policy on the Company's website.
5. Directors' Report to include the disclosures as required under the CSR Rules and the Act.
6. Institute a transparent mechanism for implementation of the CSR projects and activities. Effectively monitor the execution of the CSR Activities.

12. IMPLEMENTATION OF THE CSR POLICY

1. The Board shall be responsible for implementing 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 and formulate and recommend the annual action plan accordingly.
2. Mode of Implementation: The Board shall constitute an implementation group for the purposes of implementation of the CSR Activities approved by the Board from time to time (the "**CSR Team**") and submitting report of the progress on the CSR Activities to the Board.
3. The CSR Activities may be undertaken by the Company directly through the CSR Team or through any of the following entities as "**Implementation Agency**" being duly registered with the Central Government and having a unique CSR Registration Number:
 - (i) Company established under section 8 of Indian Companies Act 2013, or Trust or Society registered under Section 12-A and 80-G of the Income Tax Act 1961, being established by the Company, either singly or along with any other company.

- (ii) Company established under section 8 of Indian Companies Act 2013, or Trust, or Society, being established by (Indian) Central Government or (Indian) State Government.
- (iii) Company established under section 8 of Indian Companies Act 2013, or Trust or Society registered under Section 12-A and 80-G of the (Indian) Income Tax Act 1961, and having an established track record of at least three years in undertaking similar CSR activities; or;
- (iv) Any entity established under an act of (Indian) Parliament or an (Indian) State Legislature.

13. CSR EXPENDITURE

1. The Board of Directors shall approve 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 a designated CSR Team which will provide the relevant financial data and such other necessary details to the Board in respect of the amount of CSR Expenditure to be incurred.
2. The Board shall ensure that the CSR Expenditure in a financial year is at least at two per cent of the average Net Profits of the Company made during the three immediately preceding financial years.
3. The Board shall be responsible for sanctioning the CSR Expenditure and taking steps to ensure that the amount for the CSR Expenditure is available for application towards the CSR Activities.
4. 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.
5. 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.
6. The following activities shall not be included in CSR Activities:
 - (i) activities undertaken in pursuance of normal course of business of the Company:

Provided that any company engaged in research and development activity of new vaccine, drugs, and medical devices in their normal course of business may undertake research and development activity of new vaccine, drugs and medical devices related to COVID-19 for financial years 2020-21, 2021-22, 2022-23 subject to the conditions that-

- (a) such research and development activities shall be carried out in collaboration with any of the institutes or organisations mentioned in item (ix) of Schedule VII to the Act;
 - (b) details of such activity shall be disclosed separately in the Annual report on CSR included in the Board's Report;
 - (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;
 - (iii) 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.
7. Board shall ensure that administrative expenditure, if any, shall not exceed five percent of the CSR Expenditure in one financial year.
8. Any surplus arising out of the CSR Activities shall not form part of the business profit of a 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.
9. Where the Company spends an amount in excess of the CSR Expenditure, such an excess amount may be set off against the requirement to spend 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, if any, in pursuance of sub-clause 8 above.
 - (ii) the Board of the Company shall pass a resolution to that effect.
10. Subject to the Act and CSR Rules, the CSR Expenditure may be spent by the Company for creation or acquisition of a capital asset, which shall be held by-
- (a) a company established under section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects and CSR Registration Number; or
 - (b) beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or
 - (c) a public authority.

14. CSR TEAM

The CSR Team can be formed based on BOD direction and approvals. This team shall be mainly responsible for:

- Execution of the CSR Policy.
- Identify projects and key initiatives pursuant to CSR Policy.
- Facilitating allocation of funds to the projects as identified for CSR activities.

- Monitoring CSR Projects to establish effectiveness of CSR efforts and appraise the same to the Board.
- Compilation of information & preparation of Annual Reports on CSR activities and presenting the same to the Board.
- Any other activity necessary to ensure achievement of CSR Projects.

The Board shall empower the CSR Team to finalize, approve and execute various agreements, deeds, writings, confirmations, undertakings, or other documents, as may be necessary, under the common seal of the Company or otherwise, with any party including Implementation Agencies and/or others for the purposes of the CSR Policy and accept modifications, changes, and amendments to any such documents/ agreements as it may deem fit. In case of failure to ensure the minimum CSR Expenditure, details reasons for the same should be submitted by the CSR Group to the Board, who shall include the same in their report.

15. CSR ACTIVITIES

1. The Company's CSR Activities shall include, but not be 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 and more particularly set out in **Annexure 1**.
2. Further, the Company will review the sectors/activities from time to time and make additions/ deletions/ clarifications to the above sectors/activities.
3. 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, as may be applicable.

16. ANNUAL ACTION PLAN

The Board shall formulate an annual action plan which shall include the following:

- (a) the list of CSR projects or programmes that are approved and to be undertaken by the company
- (b) the manner of execution of such projects or programmes
- (c) the modalities of utilization 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 are empowered to alter the annual action plan during the financial year based on the reasonable justification for such change.

17. REPORTING

To ensure that the objectives of CSR Policy are being met in an efficient and effective manner, the utilization of the amount sanctioned towards CSR Activities should be reported by the CSR Team to the Board in such manner as the Board may direct.

The Board, based on reports presented by the CSR Team, will annually publish report on the CSR projects as a part of the Director's report. The report will disclose information in the format as prescribed by the Section 135 of the Companies Act 2013 and rules made thereunder.

The CSR Policy on being approved by the Board shall be displayed on the website of the Company and any modifications carried out from time to time shall also be updated on the website of the Company respectively.

18. MISCELLANEOUS

7. This CSR Policy of the Company encompasses formulation, implementation, monitoring, evaluation, documentation, and reporting of CSR Activities taken up by the Company anywhere in India.
8. The CSR Policy of the Company is intended to be in conformity with the provisions of Companies Act, 2013 and DPE Guidelines on CSR. In case of any contradiction between this policy and provisions of the Companies Act, the later shall prevail.
9. The Company reserves the right to modify, cancel, add, or amend any of the provisions of this policy in accordance with the prevailing statute.
10. Notwithstanding any clause in this Policy, no action pertaining to CSR activities shall be taken in contravention of the provisions of Section 135 of the Companies Act, 2013 and of the Companies (Corporate Social Responsibility Policy) Rules, 2014, Companies (CSR Policy) Amendment Rules, 2021 effective from 22/01/2021 and DPE Guidelines.
11. Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from Government, from time to time. The Board reserves the right to alter in any manner the whole or part of this Policy as and when necessary, subject however to the provisions of the Section 135 of the Act and Rules made thereunder.
12. **Policy Management** – The policy and the approval of the projects/activities will be owned and controlled by the Board of Directors at its sole discretion. However, the execution of the policy and the projects/activities approved by the Board will be undertaken by the Finance and Legal Team of Cimpress India Private Limited.

Annexure – 1
CSR Activities Listed in
Schedule VII of the Companies Act, 2013

The Board shall ensure that the CSR Activities that are undertaken by the Company should be within the scope of the following activities:

- i. 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;
- ii. Promoting education, including special education and employment enhancing vocation skills especially among children, woman, elderly, and the differently abled and livelihood enhancement projects;
- iii. 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 back ward groups;
- iv. 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 including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga.
- v. 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.
- vi. measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows.
- vii. Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports.
- viii. Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for social-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities, and women;
- ix. Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government, and contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defence Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).
- x. Rural development projects.
- xi. Slum area development
Explanation - For the purpose of this item, the item 'slum area' shall mean any area declared as

such by the Central Government or any State Government or any other competent authority under law for the time being in force.

- xii. Disaster management including relief, rehabilitation, and reconstruction activities; and
- xiii. Any other project as may be specified under Schedule VII of the Companies Act, 2013, from time to time.