

CORPORATE SOCIAL RESPONSIBILITY POLICY

BACKGROUND

In compliance with the requirements of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time, Halder Venture Limited ('the Company') Corporate Social Responsibility Policy, inter alia, required to

- (i) Constitute a Board Committee to formulate and recommend to the Board a Corporate Social Responsibility (CSR) Policy, recommend the amount of CSR expenditure and monitor the CSR activities of the Company from time to time.
- (ii) Ensure that the Company spends, in every financial year, at least two per cent of the average Net Profits before Tax (PBT) of the Company, made during the three immediately preceding financial years, in pursuance of its CSR Policy.

PHILOSOPHY

The concept of Corporate Social Responsibility (CSR) has been introduced by the Companies Act 2013. CSR is traditionally driven by a moral obligation and philanthropic spirit. Taking CSR as a sustainable social initiative, HVL aims to align and integrate resources of the Company with society's developmental needs towards creating a better tomorrow.

APPROACH

HVL's approach will be that, CSR activities shall be undertaken in multiple ways:

- (i) Independently by the company or
- (ii) In association with external social bodies / NGOs/Trust or
- (iii) Contribution to external social bodies / NGOs/Trust for carrying on CSR activities

VISION

- (i) The Company is committed to conduct business in a true, fair and ethical manner and takes up the responsibility to create a good impact in the society it belongs.
- (ii) To lay down guidelines to make CSR a key business process for sustainable development of the society. Ensuring the implementation of CSR initiatives in letter and spirit through appropriate procedures and reporting.
- (iii) The Company believes that giving back to the society through CSR activities is its moral duty.
- (iv) The Company aims to fulfill the requirements laid down under the Companies Act, 2013 and act diligently to comply with all its Rules and Regulations on CSR.

SCOPE AND APPLICABILITY OF THE POLICY

- (i) The Company's CSR Policy has been developed a CSR Policy (hereinafter referred to as Policy) in alignment with its objective, principles and values, for delineating its responsibility as a socially and environmentally responsible corporate citizen. The Policy lays down the principles and mechanisms for undertaking various programs in accordance with Section 135 of the Companies Act 2013.
- (ii) The Policy shall apply to all the CSR initiatives, programs and activities undertaken by HVL at various locations, preferably in the vicinity where the Company carries out its business operations for the benefit of diverse sectors of the society.

Our commitments towards Corporate Social Responsibility include but not limited to, promotion of education and healthcare, sanitation, energy and climate change, promoting gender equality, empowering women, and betterment of the society through respect for universal human rights and the environment, acting with integrity and accountability and operating responsibly and sustainably. This Policy shall be applicable to all CSR initiatives undertaken by the Company in pursuance of the requirements of Section 135 and Schedule VII of Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 (including any statutory modifications, amendments, or re-enactments of any of them for the time being in force).

EXCLUSION FROM CSR

The following activities shall not form a part of the CSR activities of the Company:

- (i) The activities undertaken in the normal pursuance of the normal course of business of a Company.
- (ii) CSR activities/programs or activities that benefit only the employees of the Companies and their families.
- (iii) Any contribution directly/indirectly to political party or any funds directed towards political parties or political causes.
- (iv) Any CSR projects/programs or activities undertaken outside India.

OBJECTIVE OF THE CSR POLICY:

HVL's Corporate Social responsibility policy intends to:

- (i) Strive for economic development that positively impacts the society at large with minimal resource footprint.
- (ii) To take up programmes that benefit the communities, resulting in enhancing the quality of life of the people in the area of its business operations.
- (iii) To directly/indirectly undertake projects/programs, which will enhance the quality of life and economic well-being of the communities across country and society at large.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE COMPOSITION:

The Corporate Social Responsibility Committee ('CSR Committee') shall consist of three or more Directors amongst whom at least one shall be an Independent Director. The Members of the CSR Committee are:

- 1. Mrs. Poulomi Halder, Non executive Director, , Chairman
- 2. Mr. Prabhat Kumar Haldar, Non-executive Director, Member
- 3. Mr. Kumar Shankar Datta, Independent Director, Member
- 4. Ms. Pritha Sarkar, Independent Director, Member

The Company Secretary shall act as the Secretary to the Committee.

The Board shall reconstitute the CSR Committee as and when required inter alia, to comply with the provisions of the Companies Act, 2013 and applicable statutory requirements.

MEETINGS:

- (i) The Committee shall hold meeting as and when required, to discuss various issues on implementation of the CSR Policy of the Company and related expenditures.
- (ii) The Committee shall review the implementation of the CSR Programmes as and when required in order to ensure orderly and efficient execution of the CSR programmes in accordance with this Policy.

- (iii) It would be the responsibility of the CSR Committee to keep the Board apprised of the status of the implementation of CSR activities.
- (iv) The Members of the Committee may participate in the meeting either in person or through video conferencing or other audio-visual means as may be convenient.
- (v) The quorum for a meeting of the Committee on CSR shall be one-third of its total strength (any fraction contained in that one-third being rounded off as one), or two members, whichever is higher.

SITTING FEE:

The Sitting Fees for attending every meeting of the Committee shall be Rs 10000/- for each committee member and shall be determined from time to time by the Board of Directors.

ROLE/ TERMS OF REFERENCE OF CSR COMMITTEE:

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

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act 2013 or from time to time ;
- To recommend the amount of expenditure to be incurred on the activities undertaken;
- To monitor the Corporate Social Responsibility Policy of the company from time to time.
- Reviewing performance of the Company in the areas of CSR.
- 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
- Companies/firms/NGOs/Trust etc., and to separately report the same in line with the CSR Rules
- Any other matter/thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.
- Authorize executives of the Company to attend the CSR Committee Meetings, if necessary.
- The Corporate Social Responsibility Committee of the Board ('CSR Committee') is responsible for formulating and recommending to the Board an annual action plan consisting of list of approved projects or programs to be undertaken within the purview of Schedule VII of the Companies Act, 2013, manner of execution of such projects, modalities of fund utilization and implementation schedules, monitoring and reporting mechanism for the projects, and details of need and impact assessment, if any, for the projects to be undertaken, if any.

RESPONSIBILITIES OF THE BOARD

The Board shall:

- Form a CSR Committee and disclose the composition of the CSR Committee.
- Approve the CSR Policy after taking into account the recommendations made by the CSR Committee disclosing the content of the Policy in its report and ensuring its placement on company's website in such a manner as prescribed under Section 135 of the Companies Act 2013 read with the CSR Rules
- Ensure implementation of the activities under CSR.
- Ensure expenditure of requisite amount on CSR every year as per law.
- Disclose reasons for not spending the amount (if applicable) in the Annual Report to the Shareholders of the Company.
- Provide recommendations and approval for the annual action plan formulated and presented by the CSR Committee for spending of the prescribed CSR budget.
- Alter the recommended annual action plan at any time during the financial year, if required, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect
- Ensure that the Company, treats the CSR Spends i.e. CSR surplus, excess expenditure and unspent CSR funds

as per the modalities prescribed in the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021

- Specify in its Report the reasons for not spending the amount if the Company fails to spend such amount
- Disclose the composition of the CSR Committee, and CSR Policy and Projects approved by the Board on the Company's website, if any, for public access.

CSR THROUGH REGISTERED TRUST, SOCIETY, OTHERWISE

The Board of Director may decide to undertake CSR activities approved by the CSR Committee, through a registered trust or a registered society, registered under Section 12A and 80G of Income Tax Act, 1961,

FUNDING AND ALLOCATION

Towards CSR expenditure for each financial year, the CSR Committee will allocate 2% of the average net profits of the Company made during the three immediately preceding financial years, calculated in accordance with the relevant Sections of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021. The Company may contribute to registered trusts/ societies towards its corpus for projects approved by the Board. The CSR Committee will recommend the CSR budget to the Board annually, for its approval and for effective execution.

For an ongoing project, if any amount budgeted to be spent for the year remains unspent then such an unspent amount will be transferred to the Unspent Corporate Social Responsibility account opened with a scheduled bank by the Company within 30 days from the end of the financial year and such amount shall be spent by the Company in pursuance of its' CSR obligation within a period of three financial years from the date of the transfer to the unspent CSR account.

For other projects, such amount will be transferred to a fund specified in Schedule VII within 6 months of the expiry of the financial year.

Any surplus arising out of the CSR Projects or Programs or activities shall not form part of the business profit of the Company and will be ploughed back into the project in the current Financial Year or be allocated for an ongoing project to be spent in any of the three succeeding financial years or will be transferred to a fund specified in Schedule VII. Any excess expenditure i.e., beyond the prescribed CSR budget will be disclosed in the Board's CSR Report and shall be made available for set off against the CSR requirement to spend in any of the three succeeding financial years.

The Board of Directors will satisfy itself that the funds so disbursed have been utilized for the purposes and in the manner as approved by it and the Chief Financial Officer will certify the same to that effect.

MONITORING AND REPORTING

The CSR Committee will be responsible for monitoring CSR activities and report to the Board from time to time. The CSR Committee has the powers to:

- (i) Seek monitoring and implementation report from organizations' receiving funds.
- (ii) Inspect the activities undertaken and ensure information in a timely manner.
- (iii) The CSR Committee will monitor and review on a regular basis or as and when required, the progress of CSR initiatives undertaken
- (iv) The fund utilization made in projects as approved by the Board, will be certified by the Chief Financial Officer of the Company
- (v) In order to ensure transparency and communication with all stakeholders, the revised CSR Policy and the list of approved projects will be uploaded on the Company's website and made available in the public domain.

- (vi) Applicable projects, as required by the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, shall be subjected to an in depth impact study to assess the impact created through the project.
- (vii) In case of deviation in implementation as defined in the annual action plan, such changes will be approved by the CSR Committee and the Board of Directors of the Company.

Additionally, the Company may empower the members of the CSR Committee to spend such amount as they think appropriate for some other strategic CSR contingencies that may arise during any financial year. The amount spent as above shall be put up for ratification of the committee at its next meeting and shall report to the Board accordingly.

CSR FOCUS AREAS

HVL would focus the CSR activities around following thrust areas (In line with Schedule VII of Companies Act, 2013):

- (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, women, 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 backward groups.
- (iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, 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 art 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 recognised 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 govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;
- (ix) (a) 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

(b) 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 Defense 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.
- (xii) disaster management, including relief, rehabilitation and reconstruction activities.

INFORMATION DISSEMINATION

The CSR Policy will be available in the website of the Company. CSR initiatives of the Company will also be reported in the Annual Report of the Company.

GENERAL

- (i) 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 the Government, from time to time.
- (ii) The Company reserves the right to modify, cancel, add, or amend any of these Rules.