

## **Corporate Social Responsibility (CSR) Committee**

Our Company has formed Corporate Social Responsibility (CSR) Committee vide Resolution of the Board of Director dated June 28, 2018 as per the provisions of Section 135 of the Companies Act, 2013. The Corporate Social Responsibility (CSR) Committee comprises following Chairman and the members.

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Mr. Amitkumar Dalmia	Chairman	Wholetime Director
Mr. Ankur Borana	Member	Non-Executive-Independent Director
Mr. Girish Kumar Kalawatia	Member	Non-Executive-Independent Director

The Company Secretary of our Company shall act as a Secretary to the Corporate Social Responsibility (CSR) Committee. The scope and function of the Committee and its terms of reference shall include the following:

**A. Tenure:** The Corporate Social Responsibility (CSR) Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

**B. Meetings:** The committee shall meet twice a year. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Corporate Social Responsibility (CSR) Committee shall be called by at least seven days' notice in advance.

### **C. Corporate Social Responsibility (CSR) Policy:**

#### **Preamble:**

M/s. R & B Denims Limited ("the company") after recognizing the development opportunities in the society/community in which it is operating has decided to frame the CSR policy in order to change the lives of this society/community for their betterment and consequently contributing to the social, economic and environmental progress of India. The company also focuses on the contribution to the sustainable development of the society and environment, and to make our Planet a better place for future generations.

#### **Background:**

In conformity with the requirements laid down under The Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter referred to as the "CSR Rules") issued by the Ministry of Corporate Affairs ("MCA"), Government of India under Section 135 of the Companies Act, 2013 ("the Act") the CSR Committee of the Board had drafted a CSR Policy, which was approved by the Board of Directors at their meeting held on June 28, 2018.

#### **CSR Objective:**

The objectives of CSR Policy of the company are listed below:

Focus & Strive towards the Economic development and sustainable development of the society/community in which the company is operating at large by all possible means.

### **CSR Committee Constitution**

The board has constituted the CSR Committee Pursuant to the provisions of Section 135 of the Companies Act, 2013.

The CSR Committee consists of the following Directors:

- Mr. Amitkumar Dalmia
- Mr. Ankur Borana
- Mr. Girish Kumar Kalawatia

### **Undertaking CSR Activities**

The company shall at least spend 2% of its average Net Profits on the CSR activities as approved by the CSR Committee. The surplus arising out of the CSR activities, projects or programs shall be included in the CSR corpus and shall not form part of the business profit of the Company.

### **Responsibilities & Powers of the Committee**

The responsibilities & powers of the CSR Committee include:

- Formulating and recommending to the Board of Directors the CSR Policy and indicating activities to be undertaken,
- Recommend CSR activities as stated under Schedule VII of the Act;
- Recommending the amount of expenditure for the CSR activities
- 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
- Submit the Reports to the Board in respect of the CSR activities undertaken by the Company
- Create transparent monitoring mechanism for implementation of CSR initiatives in India;
- Submit the report to the Board in respect of the CSR activities undertaken by the Company
- Monitoring CSR activities from time to time.

### **Focus Area**

In terms of the CSR rules issued by the MCA the Company will be focusing on undertaking the project /programs /activities listed below, as specified in Schedule VII to the Act excluding activities undertaken in pursuance of normal course of business of a Company:

- i. Eradicating hunger, poverty and mal-nutrition, promoting preventive health care and sanitation including contribution to the "Swachh Bharat Kosh" set-up by the Central Government for 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 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 centers 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, and 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" setup 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;
- vii. Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
- viii. Contribution to 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 Schedule Tribes, other backward classes, minorities and women;
- ix. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- x. Rural development projects.
- xi. Slum area development.

Explanation — For the purposes of this item, the term 'slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force."

The Company will/shall review the focus area from time to time and make additions/deletions/clarifications to the above focus areas.

### **Monitoring Process**

The Committee shall monitor the CSR projects, programs, to ensure effective implementation as outlined in the CSR Policy and execution of the identified CSR Projects, from time to time and report the same to the Board of Directors on a periodical basis. The committee shall on completion of every Financial Year, submit to the Board, details of the CSR spent during the Financial Year and reasons for the actual spent being less than the limits prescribed by the law, if any. Simultaneously, it shall also obtain feedback from various beneficiaries of CSR Projects /Activities / programs undertaken by the Company to measure their benefits.

### **Reporting Framework:**

The CSR committee will monitor progress on CSR projects and CSR spend and report to the Board at regular intervals.

The company will report CSR performance in its annual report as per the structure and format prescribed in the notified CSR Rules.

### **Amendments to the CSR Policy:**

The Board of Directors of the Company shall have the powers to revise/modify/amend this Policy from time to time, as the Board may think fit, based on the recommendations to be made by the CSR Committee to confirm to the revision/amendment, if any, to be made to the CSR Rules by the MCA, under the Act.