

**BHANDARI HOSIERY EXPORTS  
LIMITED**

**CORPORATE SOCIAL RESPONSIBILITY  
POLICY**

## 1.0 Introduction

Bhandari Hosiery Exports Limited (BHEL) is one of the largest private sector enterprises in Textile sector. Under the Companies Act, 1956, Bhandari Hosiery Exports Limited (BHEL) was incorporated in 1993.

As a responsible corporate citizen, BHEL has undertaken several initiatives in the education, healthcare, and livelihood domains. BHEL now intends to adopt a strategic and structured approach to implement its Corporate Social Responsibility (CSR) initiatives. The company will continue to learn, adapt, and improve its policies and implementation strategies on an ongoing basis.

## 2.0 About CSR

### 2.1 Legal Framework

Section 135 of the Companies Act, 2013 ('the Act'), read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 ('CSR Rules') requires every company having:

- i) Net worth of Rs. 500 crore or more; or
- ii) Turnover of Rs. 1,000 crore or more; or
- iii) Net profit of Rs. 5 crore or more

during the immediately preceding Financial Year ('FY') to constitute a Corporate Social Responsibility Committee ('CSR Committee') of the Board consisting of three or more directors, out of which at least one director shall be an Independent Director. Further, the CSR Committee so constituted shall formulate a Corporate Social Responsibility Policy ('CSR Policy') and recommend the same to the Board of Directors of the Company ('Board') for its approval.

In compliance with the requirements of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, Bhandari Hosiery Exports Limited. is, inter alia, required to:

- i) Constitute a Corporate Social Responsibility Committee ('CSR Committee') of the Board consisting of three or more directors, out of which at least one director shall be an Independent Director. Further, the CSR Committee so constituted shall formulate a Corporate Social Responsibility Policy ('CSR Policy') and recommend the same to the Board of Directors of the Company ('Board') for its approval, 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 percent 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.

### 2.2 Definitions

In this Policy unless the context otherwise requires:

- a) "**Act**" means the Companies Act, 2013;
- b) "**Corporate Social Responsibility (CSR)**" means and includes but is not limited to
  - (i) Projects or programs relating to activities, areas or subjects specified in Schedule VII of the Act or
  - (ii) Projects or programs relating to activities undertaken by the board of directors of the

Company (Board) in pursuance of recommendations of the CSR Committee of the Board as Per declared CSR Policy of the company subject to the condition that such policy will include activities, areas or subjects specified in Schedule VII of the Act.

- c) **"CSR Committee"** means the Corporate Social Responsibility Committee of the Board referred to in section 135 of the Act.
- d) **"CSR Policy"** relates to the activities to be undertaken by the company in areas or subjects as specified in Schedule VII to the Act and the expenditure thereon, excluding activities undertaken in pursuance of normal course of business of a company.
- e) **"CSR Expenditure"** shall include all expenditure including contribution to corpus for projects or programs relating to the CSR activities approved by the Board on the recommendation of its CSR Committee but shall not include any item not in conformity or not in line with activities which fall within the areas or subjects specified in Schedule VII to the Act.
- f) **"Net profit"** means the net profit of a company as per its financial statement prepared in accordance with the applicable provisions of the Act, but shall not include the following, namely
- (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:

### 3.0 CSR Approach

#### 3.1 CSR Philosophy

Corporate Social Responsibility (CSR) is an important aspect of the modern business landscape, which has been enshrined in the new Companies Act of 2013 to mobilize large entities in contributing back to the society and environment. CSR creates a dynamic relationship between a company, the society it operates within, and the environment it interacts with. Traditionally, CSR has been driven by a moral obligation and philanthropic spirit. The CSR philosophy of BHEL is guided by a strong commitment to create value for multiple stakeholders and improving the lives of people. As a socially responsible corporate citizen, BHEL believes that it has a moral obligation to give back to the society and environment. The company seeks to achieve this by fostering a dynamic relationship between its business operations and the society and environment it operates in. For achieving the same BHEL's CSR philosophy is guided by three core commitments of SIS:

- Scale
- Impact
- Sustainability

The key philosophy of all CSR initiatives of BHEL is to ensure that all initiatives undertaken by the group have an impact on the beneficiaries in improving their lives. The initiatives also should be replicable, scalable, and sustainable on a long-term basis.

BHEL believes that CSR is not just about compliance, but also an opportunity to create shared value for all stakeholders, and therefore, it will continue to review, improve and scale its CSR initiatives, keeping in mind the principles of SIS.

#### 3.2 Scope and exclusion

### 3.2.1 Scope

BHEL seeks to continue its contribution to society through its distinct value proposition that meets the needs of millions of people, enhancing their lives through healthcare, education, and livelihood opportunities. BHEL aims to build on its tradition of Social Responsibility to empower people and deepen its engagement with a view to improving the lives, living standards, and livelihoods of millions on a sustainable basis.

BHEL's CSR initiatives are spread across India and reach well beyond its business locations, impacting the lives of marginalized communities. BHEL seeks to continue its contribution to society through its distinct value proposition that meets the needs of millions of people.

The CSR Policy for BHEL applies to all projects and programmes undertaken as part of the Company's Corporate Social Responsibility.

### 3.2.2 Exclusion

This policy is applicable to BHEL in India only. It does not extend to any of the Company's operations outside of India.

## 4.0 CSR Policy

The CSR Policy for BHEL sets out a clear framework for the Company's approach to Corporate Social Responsibility. By focusing on key areas of inclusive development and by implementing impact assessments, BHEL aims to create a positive impact on the communities in which it operates. The policy also outlines the governance structure and institutional setup for ensuring the effective implementation of CSR initiatives, as well as mechanisms for grievance redressal and communication and disclosure. By fostering a culture of learning and innovation, BHEL seeks to continuously improve its CSR initiatives and contribute towards building a more sustainable future for all.

### 4.1 CSR Vision

BHEL is a responsible Corporate Citizen and would continue to make a serious endeavor for a quality value addition and constructive contribution in building a healthy and better society through its CSR related initiatives and focus on education, environment, health care and other social causes.

### 4.2 Focus Areas of Engagement

BHEL seeks to strategically consolidate the company's CSR initiatives to focus on discrete social problems, all aimed at enriching the lives, living and livelihoods.

The Company places top priority on promoting gender equality and empowering women, particularly through initiatives focused on health, environment protection and education. In line with its commitment to corporate social responsibility, the Company also strives to eradicate hunger, poverty, and malnutrition, promote preventive healthcare and sanitation, Animals welfare, conserve water and environment, and make safe drinking water available to all.

Based on its vision and philosophy, BHEL has identified some focus areas and is always ready to contribute in any other thematic area as and when felt necessitated:

- Women empowerment
- Water and environment

- Nutrition
- Health
- Education
- Agriculture
- Animal welfare
- Any other area (as defined in Schedule VII of the Companies Act, 2013) may also be taken up as and when considered necessary.

BHEL aims to continue its work in the above-mentioned areas and scale up further for better reach, deeper engagement and impact. Key areas where BHEL has been working and seeks to continue its efforts are as under:

#### 4.2.1 Women Empowerment

BHEL is committed to enhancing the standards of living and safety for females in India. To achieve this, the company will focus on addressing the most critical issues facing women and bringing about their all-round development. BHEL will work towards:

- i. Providing upskilling and re-skilling opportunities to increase the employment rate of women.
- ii. Encouraging entrepreneurship among females to improve their economic outcomes.
- iii. Disseminating know-how on menstrual hygiene and general well-being to increase the health outcomes for females.
- iv. Partnering with central and state governments to promote various schemes aimed at enhancing the well-being of females.
- v. Generating awareness on physical and sexual violence by organizing camps to educate women in these areas.

By prioritizing women's empowerment and gender equality, BHEL aims to make a positive impact on the lives of females in India, contributing to the overall development and progress of the country.

#### 4.2.2 Healthcare

BHEL recognizes the critical need for accessible and affordable quality healthcare for all, and aims to make a positive impact in the following areas:

- i. Providing primary, secondary, and tertiary care facilities to prevent, mitigate, and cure health issues.
- ii. Conducting need-based health camps and providing consultation, medicines, and other resources.
- iii. Working towards improving maternal and child health.
- iv. Promoting behavioural changes for improved mother and child health.
- v. Implementing innovative outreach programmes to improve healthcare delivery.
- vi. Working towards improving the lives of visually impaired individuals.
- vii. Working to prevent and manage communicable and non-communicable diseases.
- viii. Utilizing technology to enhance training, competency evaluation, and clinical decision support for medical professionals, thereby improving the quality of healthcare services provided.

BHEL's goal is to increase awareness and health-seeking behaviour across various parts of India and enable better living through healthcare initiatives.

#### 4.2.3 Education

Education is a crucial area where BHEL aims to make a positive impact in the community. The company focuses on several initiatives to provide quality education, training, and skill enhancement, with the ultimate goal of improving the quality of living and livelihood. These initiatives will aim to:

- i. Promoting primary and secondary education
- ii. Enabling higher education through merit cum means scholarships, including for differently abled across the country.
- iii. Using sports as a tool for the development of students in both urban and rural settings
- iv. Promoting higher education including setting up and supporting universities, training institutes, etc.
- v. Skill development and vocational training

#### 4.2.4 Nutrition

To provide access to a balanced and nutritious diet for citizens of India, and ensure higher awareness towards food security, and sustainability across India.

- i. Reducing malnutrition: particularly with a focus on females and girl child.
- ii. Strengthening government schemes: Focusing on nutrition through collaboration with local governments / NGOs.
- iii. Promoting nutrition awareness among young students.

#### 4.2.5 Water and environment

To move towards water-positive operations and practices, help create a sustainable ecosystem and stave off water scarcity.

Activities to protect the degradation of Environment including preservation of natural resources, energy conservation, recycling of waste products, reduction in emission of harmful pollutants, improving fertility of land, enhancement of green cover etc.

#### 4.2.6 Agriculture

To adopt sustainable agricultural practices and help create a “climate-resilient” ecosystem.

- i. Educate farmers on topics like sustainable agriculture and organic farming.
- ii. Provide upskilling to farmers to enhance the value of agriculture produce and livestock.
- iii. Increase sensitization on the impact of insecticides, and pesticides on crops/groundwater levels.
- iv. Sensitize farmers to the use of ICT-enabled practices, to help elevate their living standards.
- v. Partnering with relevant central/state government agencies to increase agricultural yield and efficiency.

#### 4.2.7 Other Initiatives

To undertake other need-based initiatives in compliance with Schedule VII of the Companies Act, 2013.

### 4.3 CSR Budget

The Board shall ensure that Company spends, in every financial year, at least 2 per cent of the average net profits made during the three immediately preceding financial years on CSR

activities mentioned in Schedule VII of the Act or such minimum budget as may be statutorily mandated. Computation of average net profits will be carried out in accordance with the provisions of Section 198 of the Act.

#### 4.3.1 Unspent CSR budget

To ensure compliance with GoI guidelines, any funds allocated for CSR activities by BHEL are earmarked for approved projects as determined by the Board level CSR Committee. Surplus arising from these projects is not considered as part of the company's business profit, and any unspent amount will be dealt with in accordance with the provisions of the Companies Act.

Furthermore, any capital assets acquired or created using CSR funds must be held by a company established under Section 8 of the Companies Act, a registered Public Trust or Registered Society with charitable objectives and a CSR Registration Number, or by beneficiaries of the project in the form of self-help groups, collectives, entities, or a Public Authority. It is imperative for BHEL to effectively manage its CSR activities and ensure that any surplus funds are appropriately utilized for approved CSR projects.

#### 4.4 Governance structure

##### 4.4.1 Corporate social responsibility committee

The Company has constituted a CSR Committee as per the provisions of the Act, read together with the Companies (Corporate Social Responsibility Policy) Rules, 2014, to ensure that the purpose of this Policy is being effectively served. The Corporate Social Responsibility Committee ('CSR Committee') of BHEL consists of three Directors (can be increased as and when felt necessary) amongst whom one is an Independent Director.

S.No.	Name	Designate- CSR Committee
1	Mr. Nitin Bhandari – Managing Director	Chairperson
2	Mr. Vikas Nayar Director	Member
3	Ms. Komal Bhalla - Independent Director	Member

Additionally, The Committee may formulate a CSR Sub-Committee with such other Directors/Executives of the Company from time to time as it may deem necessary and expedient and the Company Secretary shall act as the Secretary to the Committee.

##### 4.3.2 Role of CSR committee:

As per the Companies Act, 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: -

- i) 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 (as amended from time to time).
- ii) Ensure that the programmes /projects undertaken by the Company on its own or through the implementing partners are aligned with the approved CSR policy of the Company and are also aligned to Schedule VII and Section 135 of the Act.
- iii) To recommend the amount of expenditure to be incurred on the activities in a financial year.
- iv) To monitor, revise, and modify the Corporate Social Responsibility Policy of the company from time to time based on the evolving legislature.
- v) To receive reports from Implementing Partners to assess the performance and

- effectiveness of projects supported by the Company.
- vi) To formulate and recommend monitoring and reporting mechanism for the projects or programmes
  - vii) To formulate details of need and impact assessment, if any, for the projects undertaken by the company
  - viii) Respond to any query, observation or clarification sought by the Ministry of Corporate Affairs or any other regulatory authority with regard to the Company's CSR-supported initiatives.
  - ix) Develop and institutionalize a CSR reporting mechanism in light with Section 135, Rule 8 of the Act.
  - x) Any other matter/thing as may be considered expedient by the Members of the Committee in furtherance of and to comply with the CSR Policy of the Company.

#### 4.3.3 Responsibilities of the board

The Board shall:

- i) Form a CSR Committee and disclose the composition of the CSR Committee.
- ii) Approve the CSR Policy after considering the recommendations made by the CSR Committee. Place the CSR Policy on the Company's website.
- iii) Ensure implementation of the activities under CSR.
- iv) Ensuring that the CSR activities are related to the activities, areas or subjects included in Schedule VII of the Act
- v) Ensure that BHEL gives preference to the local areas around its operations for spending the amount earmarked for CSR projects
- vi) Ensure expenditure of requisite amount on CSR every year as per law.
- vii) Disclose reasons for not spending the amount (if applicable) in the Annual Report to the Shareholders of the Company.
- viii) Ensuring that the Company spends, in every financial year, at least 2 percent of the average net profits made during the three immediately preceding financial years or such minimum budget as may be statutorily mandated under the law
- ix) Ensure that the administrative overheads are not more than 5% of the total CSR Expenditure.
- x) Ensure that the funds so disbursed have been utilized for the purposes and in the manner as approved by Board/CSR Committee and the Chief Financial Officer shall certify to the effect.
- xi) Approve transfer of unspent CSR Amount in accordance with the law. The Accounts and Finance Team of BHEL shall prepare the statement of spent and unspent CSR amounts and shall assist and facilitate for transfer of the same.

## 4.5 Implementation Process

### 4.5.1 Need Assessment Survey

BHEL refers 'need' to the gap or discrepancy between a present state (what is) and a desired state (what should be). As such, we will conduct needs assessment for CSR programme planning, to identify the discrepancy or gap between where the community is now and where the community should be. The needs assessments will be conducted to help our CSR programme planners, NGO partners, CSR consultants who shall identify and select the right development work before doing the CSR work.

### 4.5.2 Preparation of project report and log frame

Based on the need assessment survey, a project plan will be developed with a clear idea of the gap to be filled in the respective development verticals. The designed plan will be documented



in the form of Log frame or report before partnering with the implementing agency.

#### 4.5.3 Formulation of annual action plan

CSR department shall prepare a comprehensive annual Action Plan of CSR activities and Budget for the financial year based on the inputs received and put it up for approval of the CSR Committee. The CSR Committee shall recommend the Annual Action Plan to the Board for approval. However, the Board may alter such plan any time during the financial year as per the recommendation of the CSR Committee.

#### 4.5.4 Mode of Implementation

1. The Board shall ensure that the CSR activities are undertaken by the company itself or through-
  - i) A company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80 G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company, or
  - ii) 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
  - iii) Any entity established under an Act of Parliament or a State legislature; or
  - iv) 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.
2. BHEL may collaborate with other Companies for CSR projects or programs. However, the CSR Committees of the respective companies must report separately on such initiatives according to the Companies (CSR) rules. All relevant requirements and provisions of the Companies Act 2013 in this regard shall apply.
3. BHEL may directly implement the CSR activities as per the provision of the CSR rules wherein it will directly plan, place work/ purchase order, monitor and review the CSR projects being implemented directly.

#### 4.5.5 Partnerships to implement the programmes

The Company recognizes the importance of collaborative partnerships with various stakeholders such as Government Agencies, village Panchayats, NGOs, and other like-minded organizations. Such partnerships can help in expanding the Company's reach and leveraging the collective expertise, wisdom, and experience of these organizations. By working together, the Company can achieve its goals more efficiently and effectively.

#### 4.5.6 Indicative list of aspects to be considered while engaging with other entities

The company would conduct a thorough due diligence process to evaluate the credentials of potential implementing agencies.

The company would ensure that the project or program aligns with the activities listed in Schedule VII. The team may visit and/or meet with agency representatives as required to assess their capabilities. The company would require quarterly progress reports on the implementation of the project and utilization of funds.

#### 4.5.7 Handing over the assets created under CSR

As part of its CSR initiatives, the company is committed to transferring ownership of any assets created to the implementing agency, recipient organization, or community, as per the provisions of the CSR rules, that will continue to use them in the intended manner. This shall ensure that the assets created using CSR funds continue to benefit the intended beneficiaries and fulfil the objectives of the project. The company recognizes the importance of responsible ownership transfer and will work diligently to ensure that the process is carried out efficiently and effectively.

#### 4.5.8 Exit plan and sustainability

The primary objective of any project undertaken by the CSR division of BHEL be to foster a sense of ownership among the communities it serves. To achieve this, the company will develop an exit plan for each project, outlining the organization, institution, individual, or community that will assume responsibility for the project upon its completion. The exit plans shall ensure that the projects create sustainable change and continue to fulfil their intended purposes, even after BHEL withdraws its support.

### 4.6 Monitoring and evaluation mechanisms

To ensure effective implementation of the CSR programs, BHEL has put in place a robust monitoring and evaluation mechanism. The following are the key mechanisms for monitoring and evaluating the CSR programs, one or more of which shall be implemented based on the size, quantum, and tenure of the CSR programmes: -

- i) A monitoring mechanism will be put in place by the CSR head to ensure effective implementation of CSR programs.
- ii) Feedback from beneficiaries and local leaders will be obtained and documented by the respective CSR head about the programs, as and when required.
- iii) Periodic field visits will be conducted by the respective CSR team/ CSR consultant to ensure the progress of the programs at their work centers.
- iv) Partners will be required to report narrative as well as financial updates on a quarterly/annual basis in the format mutually decided.
- v) The Finance and Accounts Team of BHEL may conduct an audit of the CSR programs as and when required.
- vi) Impact assessment will be conducted periodically through the CSR team/ CSR consultant of BHEL and/or independent professional third parties, if needed, especially on the strategic and high-value programs.

The Managing Director and the Chairperson of CSR Committee or such other director as may be authorized by the Board shall coordinate and review the progress of CSR Activities/projects undertaken by the Company and will apprise the CSR Committee and the Board to enable them to monitor the progress of CSR Activities/projects undertaken by the Company as per this CSR Policy.

#### 4.6.1 Monitoring and review by the CSR committee:

The Committee shall hold the meeting as and when required, to discuss various issues on the implementation of the CSR Policy of the Company. The members would strive to hold preferably 4 meetings in a financial year.

The Committee shall periodically review the implementation of the CSR Programmes and issue necessary direction from time to time to ensure orderly and efficient execution of the CSR programmes in accordance with this Policy. It would be the responsibility of the CSR Committee to periodically keep the Board apprised of the status of the implementation of CSR

activities.

#### 4.6.2 Impact Assessment of CSR projects

BHEL acknowledges the amendments made to the earlier CSR Rules of 2014 and notified the Companies (Corporate Social Responsibility Policy) Amendment Rules 2021, to make impact assessment mandatory for companies undertaking CSR activities and CSR expenditure above a specified threshold. The mandate of Impact Assessment is, however, limited to only those companies which have a CSR budget of INR 10 crore or more in any fiscal year and all projects with outlays of INR 1 crore or more.

BHEL sees Impact Assessment of CSR projects as a welcoming move which will help to create accurate parameters in assessing the impact of CSR activities and improve the quality of CSR projects while enhancing accountability and transparency. The company will adhere to the respective mandate if and when it fall under the obligatory criteria stated in the Act.

The expenditure for the impact assessment shall be booked towards CSR for that financial year, which shall not exceed two percent of total CSR expenditure for that financial year or fifty lakh rupees, whichever is higher.

#### 5.0 Reporting framework

The company will ensure that proper documentation is maintained for CSR policy, annual CSR activities, executing partners, and expenditures, and the same will be made available in the public domain. The company's CSR initiatives will also be reported in the Annual Report of the company including in Business Responsibility Sustainability Report (BRSR) if applicable, as per the provisions of the Company Act.

The company will utilize a range of communication channels, including local and national print and visual media and other forums to communicate CSR related information including efforts, achievements etc. to stakeholders. In addition, the company will leverage internal workshops, training, news bulletins, brochures, and intranet platforms to create awareness among internal stakeholders about its CSR efforts and achievements. These measures shall be in place to ensure that the company's CSR initiatives are effectively communicated to all relevant stakeholders, both internally and externally. The company is committed to maintaining transparency and accountability in its CSR activities and will continue to engage with stakeholders through various channels to keep them informed and engaged.

#### 6.0 Review of CSR Policy

The policy will be reviewed for its effectiveness and in view of the changing needs of society as well as legal provision every three years or as per the need and requirements.

The Board on its own and/or as per the recommendations of CSR Committee can amend this Policy, as and when required. Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the provisions of the Act and Rules thereunder on the subject, from time to time.

The policy will maintain alignment with Section 135 of the Companies Act, 2013, and Schedule VII thereto. In case of any contradiction between the policy and the CSR provisions of Companies (CSR Policy) Amendment Rules 2021, 2022, under companies Act,2013, the later shall prevail.

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