

**CORPORATE SOCIAL RESPONSIBILITY
(CSR) POLICY**

OF

**BAANI MILK PRODUCER COMPANY
LIMITED**

INTRODUCTION

Baani Milk Producer Company Limited is a Producer Company incorporated under the provisions of Part-IXA of the Companies Act, 1956 (now Part XXIA of the Companies Act, 2013) on 11th August, 2014 in the State of Punjab ('hereinafter termed as 'BMPCL or the Company') The main objects of the Company is to undertake the business of pooling, purchasing, processing of milk and milk products primarily of the Members and marketing of the same and to deal in activities that are part of or incidental to any activity related thereto. BMPCL in conjunction with the objects for which it has been incorporated and is operating, aims to uplift the life of rural society and drive sustainable economic growth. BMPCL always believed in inclusive growth of all stake holders and improving the quality of life of all its members and communities where we operate.

OBJECTIVE

The main objective of BMPCL's CSR Policy is to lay down guidelines/principles for selection, implementation and monitoring of activities as well as formulation of annual action plan for the Company to make CSR its key business process for sustainable development for the society where the Company operates and to comply with the provisions of the Companies Act, 2013, read with rules made there under. Further, it intends to share profits with the society through responsible business practices as well as good governance and bring positive changes to the lives of mankind. The Company believes in delivering high quality products to meet the needs of the community.

DEFINITIONS

1. "Corporate Social Responsibility (CSR)" means projects or programs relating to activities undertaken by the Board of Directors of a Company ('Board') as per declared CSR policy of the company subject to the condition that such policy will cover subjects enumerated in Schedule VII of the Companies Act 2013 (hereinafter referred as "Schedule VII")
2. "CSR Policy" means a statement containing the approach and direction given by the Board, and includes guiding principles for selection, implementation and monitoring of CSR activities as well as formulation of the annual action plan therefor;

3. "Net Profit" means the net profit of the Company as per its financial statement prepared in accordance with provisions of Section 198 of the Companies Act, 2013, but shall not include the following viz;
- (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 Companies Act 2013.

SCOPE OF CSR ACTIVITIES

The Company proposes to undertake/may select any of the following activities as its Corporate Social Responsibility activities in accordance with the Schedule VII of the Companies Act, 2013 ('the Act') read with Companies (Corporate Social Responsibility) Rules, 2014 ('the Rules') including any modifications or amendments thereof);

1. 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.
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, 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.
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; promotion and development of traditional art and handicrafts;

6. 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;
7. training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
8. 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;
9. 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
10. Rural and slum area development projects 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.
11. Disaster management, including relief, rehabilitation and reconstruction activities.
12. Any other Projects / activities the Government may include from time to time to the Schedule VII of the Companies Act, 2013 or allow through clarifications/ Circulars.

Any ancillary or incidental activities required to be performed to undertake any of the projects mentioned above subject to the prior approval of the Board.

The CSR Activities shall not include the following

1. Activities undertaken in pursuance of normal course of business of the Company;
2. Activities benefitting only the employees of the company as defined in clause (k) of section 2 of the Code on Wages, 2019;
3. Contribution of any amount directly or indirectly to any Political Party (ies) under section 182 of the Companies Act 2013;

4. Activities carried out by the Company for the fulfilment of any act, statute, regulation or any other law;
5. Activities supported by the Companies on sponsorship basis for deriving marketing benefits for its products or services;
6. Any CSR projects/programs or activities undertaken outside India
7. 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;
8. Any other activity as may be prescribed under the Companies Act 2013 and Rules.

CSR EXPENDITURE

The provisions of the Companies Act, 2013 read with rules made thereunder, mandates companies to spend/contribute certain portion of its annual net profits during the three immediately preceding financial years towards CSR activities which falls under the purview of Schedule VII of the Companies Act 2013.

The Board shall ensure that the Company spends, in every financial year, at least two per cent of the average net profits of the company made during the three immediately preceding financial years calculated in accordance with the Act and rules.

CONDITIONS OF CSR EXPENDITURE:

- (1) The Board shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the company for the financial year.
Explanation: As per rule 2(1) (b) of the Companies (CSR Policy) Amendment Rules, 2021, Administrative Overhead means the expenses incurred by the Company for general management and administration of CSR functions in the Company;
- (2) 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.

- (3) Where a Company spends an amount in excess of requirement provided under Section 135(5) of the Companies Act, 2013, such 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 Rule 7(2) of CSR Rules.
 - (ii) the Board of the company shall pass a resolution to that effect.
- (4) The CSR amount may be spent by a 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:

RESPONSIBILITY OF BOARD OF DIRECTORS WITH RESPECT TO IMPLEMENTATION AND MONITORING OF CSR ACTIVITIES

- 1 The CSR Activities would be chosen for implementation by the Company in compliance with the provisions of Section 135 read together with Schedule VII of the Companies Act, 2013
- 2 The Company shall give preference to the local area and areas around it where it operates for spending the amount earmarked CSR activities, However the Board may identify such area, as may deem fit, for undertaking CSR Activities.
- 3 The Board of Directors shall ensure that the CSR activities are undertaken by the company itself or through any of the below implementing agency-
 - (a) 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
 - (b) 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
 - (c) any entity established under an Act of Parliament or a State legislature; or

- (d) 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.
- (4) Apart from the above obligation, the above entities shall get itself registered with Central Government and get a unique CSR registration number w.e.f. April 01, 2021. These requirements are not exhaustive; the company will comply all the statutory obligation as may be amended or effective from time to time.
- (5) A company may engage international organisations for designing, monitoring and evaluation of the CSR projects or programmes as per its CSR policy as well as for capacity building of their own personnel for CSR.
- (6) A company may also collaborate with other companies for undertaking projects or programmes or CSR activities in such a manner that the Board/ CSR committees of respective companies are in a position to report separately on such projects or programmes in accordance with the rules.
- (7) The Board of a company shall satisfy itself that the funds so disbursed have been utilised for the purposes and in the manner as approved by it and the Chief Executive shall certify to the effect.
- (8) The Board of Directors are further responsible to:
- (i) Ensure that the activities included in CSR policy shall be undertaken effectively by the Company.
 - (ii) Ensure that in each financial year, the Company spends at least 2% of the average net profits made during the three immediately preceding financial years and in case of failure to spend, specify the reason for non-spending and unless the amount unspent relates to ongoing project, transfer such unspent amount to a fund established under Schedule VII of Companies Act, 2013 within 6 months of the expiry of financial year.
 - (iii) Ensure that CSR activities and expenditure shall be undertaken effectively with or without modifications.
 - (iv) The unspent amount related to ongoing project after fulfilling the stipulated conditions in the Companies Act, 2013 shall be transferred to a special account namely "Unspent Corporate Social Responsibility Account" within 30 days from the end of financial year, which shall be spent within the period of 3 years from the date of transfer. In case of failure to spent within the

prescribed timeline it shall be transferred to fund established under Schedule VII of Companies Act, 2013 within 30 days of the completion of third financial year. The ongoing project shall be monitored with reference to the approved timelines and year wise allocation and can be modified for its smooth implementation.

- (v) Ensure that every financial year funds approved by the Company for CSR activities are utilized effectively and a certificate shall be given by Chief Executive to the Board of Directors at the time of approval of financials.
- (vi) Disclose CSR activities in Annual report as per prescribed format under Companies Act, 2013.

MONITORING

The Board of Directors of the Company shall periodically review the implementation of CSR Activities.

REPORTING

The Annual Report of the Company shall include a section on CSR outlining the CSR Policy, CSR initiatives undertaken by the Company, the CSR spend during the financial year and any other information as prescribed by the prevailing law.

PUBLICATION OF CSR POLICY:

The contents of the CSR policy shall be included in the Director's Report and the same shall be displayed on the Company's website along with Projects approved by the Board as per Companies (Corporate Social Responsibility Policy) Rules, 2014.

AMENDMENTS

The Board of Directors on its own can amend this Policy, as and when required as deemed fit. Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the regulations on the subject as may be issued from relevant statutory authorities, from time to time.