

# **Prataap Snacks Private Limited**

## **Corporate Social Responsibility Policy**

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## **CORPORATE SOCIAL RESPONSIBILITY (“CSR”)**

We at Prataap Snacks Pvt. Ltd. (“**Company**”), recognize the importance of taking responsibility for the social, ethical and environmental impact of our business, and of giving back to the society in which we operate.

This CSR policy (“**Policy**”) has been adopted by the board of directors in the meeting of the board of directors (“**Board**”) of the Company held on March 25, 2014.

### **A. Objective:**

The main objective of the policy is to lay down guidelines for the Company to make CSR a key business process for sustainable development, making a positive impact on society, and enhancing the Company’s image as a credible and reliable business partner for suppliers and customers.

The key purpose of the Policy is to:

- Define what CSR means to us and the approach adopted to achieve our goals;
- Define the kind of projects that will come under the ambit of CSR;
- Identify broad areas of intervention in which the company will undertake projects;
- Serve as a guiding document to help execute and monitor CSR projects;

The CSR policy will enable Company:

- to undertake/promote directly or indirectly programmes that benefit the community;
- help fulfil social responsibilities;
- to provide general charities;
- maintain an eco-friendly and harmonious environment.

The Company’s CSR activities will not directly relate to (i) the business of the Company and (ii) welfare of its employees. The policy guidelines of CSR activities embody the following basic principles and core elements:

- Care for all stakeholders including interaction with all stakeholders, sharing information relating to inherent risks and adopting counter measures thereto;
- Ethical functioning through promotion of transparency, good governance practices;
- Respect for workmen’s rights and welfare including development of effective grievance redressal system, prevention of employment of child labour;
- Respect for environment; and
- Activities for social development including education, skill building, health, cultural and social welfare.

### **B. Scope of Activities:**

The CSR activities proposed to undertaken by the Company are as mentioned below:

- Eradicating hunger, poverty and malnutrition, promoting preventive health care including preventive health care and sanitation and making available safe drinking water;
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- 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;

- 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;
- 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;
- Measures for the benefit of armed forces veterans, war widows and their dependents;
- Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;
- Contribution to the 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 Scheduled Tribes, other backward classes, minorities and women;
- Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- Rural development projects and
- Such other matters, in relation to the above.

**C. CSR Committee:**

Our CSR governance structure will be headed by the CSR committee (the “**Committee**”), that will be ultimately be responsible for the CSR projects undertaken. The Committee will report to our Board. The Committee would constitute of the following members:

**Members:**

1. Anisha Motwani (Chairperson)
2. Haresh Chawla
3. Amit Kumat
4. V.T. Bharadwaj
5. Arvind Mehta

**D. Implementation and monitoring:**

- The specific CSR activities proposed to be undertaken by the Company shall be identified and determined by the Committee.
- The Committee shall monitor the progress of the activities undertaken and prepare a status report for review of the Board. The Committee shall ensure that the project is completed within the specified period.

**E. Budget:**

The CSR budget of the Company shall be fixed for each financial year on recommendation of the Committee and approval by the Board, taking into consideration the amounts prescribed by the Companies Act, 2013. Presently, the Companies Act, 2013, requires that in each financial year, the Company shall spend at least 2 (two) percent of the average net profits of the Company made during the 3 (three) immediately preceding financial years.

**F. Committee meetings:**

1. The meetings of the Committee shall be presided over by the chairman of the Committee.
2. Meetings of the Committee shall be held at least once every 6 (six) months and otherwise as often as circumstances require. Not less than 2 (two) such meetings shall be held in each

financial year. All meetings of the Committee shall be conducted in English. The Company shall keep a minutes book containing the minutes of all meetings of the Committee in which there shall be recorded the time and place of such meeting, the names of those present and the proceedings thereof.

3. At least 3 (three) business days prior written notice of a meeting of the Committee shall be given to each member of the Committee. All notices for meetings of the Committee shall be in writing and shall specify the detailed agenda setting forth the business to be transacted, identifying in reasonable detail the issues to be considered by the members of the Committee at any such meeting. Further, copies of all relevant papers pertaining to matters to be discussed at the meeting shall be distributed in advance of the proposed meeting, or in the case of a meeting on shorter notice, at least 24 (twenty four) hours in advance of the meeting to each of the Committee members. All notices shall be sent to each of the Committee members through email.
4. The quorum for any meeting of the Committee shall be the presence, in person or through video conferencing, of a majority of the members of the Committee. No business shall be transacted at Committee meeting unless there is a valid quorum both at the time the meeting is called to order and throughout the meeting.
5. If within half an hour from the time appointed for a meeting of the Committee, a quorum is not present in accordance with the provisions of point 4 above, or if during the meeting there is no longer a quorum, the meeting shall be adjourned to take place 7 (Seven) days later (if such day is not a business day, then the next business day) at the same time and place as the original meeting. The agenda for an adjourned meeting shall be the same as the agenda for the original meeting.
6. Decision Making: A decision shall be validly made at a meeting of the Committee only if passed at a validly constituted meeting by a simple majority of the members of the Committee. Each member shall be entitled to 1 (One) vote.

**G. *CSR through registered trust, society and/or otherwise:***

The Board of the Company may decide to undertake CSR activities as recommended and approved by the Committee, through a registered trust or a registered society or a company established by the Company or its holding or subsidiary or associate company under section 8, of the Companies Act 2013, or otherwise. Provided that:

- If such trust, society or company is not established by the Company or its holding or subsidiary or associate company, it shall have an established track record of 3 (three) years in undertaking similar projects;
- The Company has specified the projects or programs to be undertaken through these entities, the modalities of utilization of funds or such projects and programs and the monitoring and reporting mechanism.

**H. *Information dissemination:***

The Company will display this CSR policy on its website and will mention the same in the annual report of the Company.

**I. *Others:***

- i. The power to interpret, administer and/or amend the CSR rules will rest with the Board whose decision will be final and binding. The Board is empowered to make any supplementary rules, orders to ensure effective implementation of the CSR policy;
- ii. Any provisions of the policy would be subject to revision or amendment in accordance with the guidelines as may be issued by the Ministry of Corporate Affairs from time to time;

- iii. The Board reserves the right to modify, add, delete or amend any of the provisions of the policy; and;
- iv. In case of any doubt with regard to any provisions of the policy and also in respect of matters not covered herein, a reference will be made to the Board by the Committee. In all such matters, the decision of the Board will be final.

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