

**EVOLV CLOTHING
COMPANY PRIVATE
LIMITED**

**CORPORATE SOCIAL
RESPONSIBILITY
POLICY**

Ver. 2.0

April 2021

INTRODUCTION

- 1.1 As a responsible company, we are committed to minimizing our impact on the environment and maximize our contribution to the communities in which we operate.
- 1.2 A structured policy will enable the Company to aid under-served communities through programmes, partnerships and initiatives. The Company's primary goal is to play a constructive role in society building by helping improve the quality of life and promote self-reliance within the communities.
- 1.3 The Company's CSR Policy outlines a broad framework. It extends discretion to the Board or its Committee to determine coverage of areas within India, with precedence for geographical areas in and around the Company's locality.
- 1.4 All proposals for Company expenditures falling under CSR shall be brought before the CSR Committee and subject to supervision and directions from the Committee.

OBJECTIVES OF THE POLICY

- 2.1 The main objective of the CSR Policy is to set guidelines for the Company to prioritize CSR, so as to facilitate the Company's contribution to society. The CSR Policy covers all CSR activities to be undertaken by the Company in alignment with the Company's policy and read with the Act as amended from time to time in respect of CSR activities to be carried out in India.
- 2.2 The Corporate Social Responsibility programmes of the Company will broadly cover the areas of **Education, Health Care, Environment and Social Empowerment**. Additionally, the projects falling under any of the following areas can also be considered by the Board or Committee in exercise of their respective powers enumerated in the Policy:
 - (i) Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation including contribution to the Swach Bharat Kosh set up by the Central Government for the promotion of sanitation and availability of safe drinking water.
 - (ii) Promoting education, vocation skills and livelihood assistive projects.
 - (iii) Promoting gender equality, women empowerment; setting up homes and hostels for women and orphans; old age homes, day care centers, facilities for senior citizens and measures to reduce inequalities faced by socially and economically underprivileged groups.

- (iv) Environmental sustainability, protection of flora and fauna, 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, handicraft and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries.
- (vi) 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.
- (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) and any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, Scheduled 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 or State Government, Contributions to Public Funded Universities.
- (x) Rural development projects.
- (xi) Slum area development.
- (xii) Disaster management, including relief, rehabilitation and reconstruction activities.

EXCLUSIONS:

Following activities shall be excluded from the CSR expenditure of the Company:

- a) Activities which are exclusively for the benefit of employees of the company or their family members;
- b) Activities undertaken in pursuance of normal course of business of the Company;
- c) Direct or indirect contribution to political parties;
- d) Expenditure on item/s not in conformity with Schedule VII of the Companies Act, 2013;
- e) Surplus arising out of CSR projects shall not form part of the business profits of Company instead the same will be further used for CSR purposes only.

IMPLEMENTATION

- 3.1 The Board of Directors of the Company may constitute a Committee in the name and style of “Corporate Social Responsibility Committee” (hereinafter referred as “**CSR Committee**”) which shall consist of at least Three (3) Directors out of which One Director at any time shall be an Independent Director, if there is One on the Board or may directly monitor the implementation of the CSR Policy of the Company, as per the applicable laws. In case the Board does not constitute a CSR Committee and directly exercises the powers and responsibilities, the reference below to the CSR Committee shall accordingly be read as “the Board”.
- 3.2 Contents of the policy should be disclosed on the Company’s website along with the composition of the CSR Committee (if constituted) and the Projects approved by the Board, if any.
- 3.3 A specific budget may be recommended by the Committee every year for eligible CSR activities along with the annual action plan. The budget may be project driven.
- 3.4 All the clauses of this Policy shall be subject to the laws of India and Section 135 of the Companies Act, 2013 and the Rules, Notifications, and Circulars made thereunder.
- 3.5 The Company may conduct / implement CSR programs by itself and/or through registered trusts, societies and / or section 8 (previously section 25) companies with an established track record of at least three years in carrying on activities in the related area/s or as suggested by Ministry of Corporate Affairs vide circulars/notifications.
- 3.6 The Committee shall be free to adopt the modus operandi for CSR spends of the Company.
- 3.7 The progress will be reported to the CSR Committee during the committee meetings. The progress on CSR programs undertaken by the Company will be reported in the Annual Report in the format prescribed by the Companies (CSR) Rules, 2014, as amended from time to time.

MANDATE OF CSR COMMITTEE

- 4.1 Upon constitution by the Board, the CSR Committee shall exercise the following responsibilities and powers:
 - To formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company in compliance with the provisions of the Companies Act, 2013 and the rules made thereunder;
 - To recommend the amount of expenditure to be incurred on the activities referred to above;

- To monitor the implementation of the Corporate Social Responsibility Policy of the Company from time to time;
- To advise the Board periodically with respect to significant developments in the law and practice of corporate social responsibilities and to make recommendations to the Board for appropriate revisions to the Company's CSR Policy;
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for the performance of its duties.

4.2 The Committee may choose to designate a person or authorize a team to implement and oversee the CSR activities of the Company and require them to report the development on a need basis to the Committee.

PROCEEDINGS OF THE COMMITTEE

- 5.1 The Committee shall meet as and when the Chairman calls for a meeting. Any one of the members of the Committee may, at the request of the Chairman, also call for a meeting.
- 5.2 Quorum of a meeting of the Committee shall be any two members present, in the meeting, personally or over video conference.
- 5.3 The Notice of the meeting shall specify the Agenda. However, the members are free to discuss any other issue, with the permission of the Chairman of the meeting, whether included in the notice or not.
- 5.4 The affairs of the Committee, including those related to meetings, shall be conducted in a manner required under the Act.
- 5.5 The Board is free to determine sitting fees for attending the meeting by the members.

IDENTIFICATION OF PROJECTS UNDER THE POLICY

- 6.1 All projects should be identified in a participatory manner, preferably in consultation with the community and gauging their basic needs.
- 6.2 The CSR committee will decide on the locations for CSR activities.
- 6.3 The Committee may adopt one or more permitted means of funding its CSR activities, for example without limitation, by way of (i) donation to funds created by the government or specific Not for profit entities or (ii) formulating its own CSR project or (iii) participating in the CSR programs of the Group Companies or other entities.

MISCELLANEOUS

- 7.1 This CSR Policy can be modified by the Board of the Company from time to time.
- 7.2 The applicability of this CSR Policy shall be subject to conformity with the applicable laws of the land.
- 7.3 The revised CSR Policy shall come into force upon approval of the same by the Board of the Company or on a date as determined by it. This Policy document shall supersede the earlier CSR Policy dated 19th March 2015. Provided, however, that all the acts done in pursuance of the earlier CSR Policy shall stand ratified and covered under this policy.
- 7.4 The company reserves the right to modify, cancel, add or amend any of the above rules / guidelines within the broad parameters of the provisions of Companies Act, 2013 and the Companies (CSR) Rules, 2014. In case of any doubt with regard to any of the provisions of the policy and also in respect of any matters not covered therein, the interpretation and decision of the Chairman of the Board shall be final.
- 7.5 In case of any conflict between the Act and this CSR Policy, the provisions of the Act shall prevail.

LEGENDS AND DEFINITIONS

- 8.1 The terms used in this document shall have the following meanings assigned to it, unless the context otherwise requires:

“The Act” shall mean the Companies Act, 2013 with modifications thereto from time to time and the Rules, Regulations, Notifications and Circulars made thereunder.

“Board” shall mean the Board of Directors of the Company constituted from time to time

“CSR” shall mean the Corporate Social Responsibility or Corporate Social Responsibilities as the context may require.

“CSR Committee” or **“Committee”** shall mean the Committee constituted by the resolution of the Board together with any changes from time to time.

“CSR Policy” shall mean the Policy of the Company approved by the Board for carrying out Corporate Social Responsibility programs of the Company.

“Company” shall mean M/s Evolv Clothing Company Private Limited incorporated under the Companies Act, 1956 having CIN: U74994TN1975PTC006993.