

POLICY FOR CORPORATE SOCIAL RESPONSIBILITY (CSR)

Bhilangana Hydro Power Limited (BHPL) is committed to operate and grow its business in a socially responsible manner with the vision to grow its business whilst reducing the environmental impact of its operations and increasing its positive social impact.

This policy outlines Corporate Social Responsibility agenda of the Company. Company's aim is to achieve responsible growth by laying down this policy and encouraging its employees to take small everyday actions that add up to make a big difference.

1. DEFINITIONS

- 1.1. **'Company'** shall mean 'Bhilangana Hydro Power Limited', a Company incorporated under the provisions of the Companies Act, 1956.
- 1.2. **'Act'** shall mean the Companies Act, 2013 and includes any other rules, regulations made under the Act, statutory amendments, from time to time, and any other statutory enactment thereof.
- 1.3. **'Board'** shall mean Board of Directors of the Company (Bhilangana Hydro Power Limited).
- 1.4. **'Independent Director'** shall mean the Director as defined and enunciated in sub section 6 of Section 149 of the Act.
- 1.5. **'CSR'** shall mean the Corporate Social Responsibility as defined in the Section 135 of the Act.
- 1.6. **'Committee'** shall mean the CSR Committee formed by the Board of Directors of the Company.
- 1.7. **'CSR Expenditure'** shall mean and include all expenditure including contribution to corpus, for projects or programs relating to CSR activities approved by the Board on the recommendation of Committee, but does not include any expenditure on an item not in conformity with the Policy framed thereunder.
- 1.8. **'Activities'** shall mean the CSR activities as recommended by the Committee to the Board in cohesion with those enunciated in the Schedule VII of the Act for the benefits of the localities of nearby area of the Company.

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- 1.9. **‘NGO’** shall mean the non-profit organizations be it a Registered trust, Society, Section 8 company incorporated under the Act made by the Company or its holding, subsidiary or associate company, or any association formed and registered under the respective statutory body in India;
- 1.10. **‘Directors’ Report’** shall mean the report under the section 134 of the Act 2013, by the Company;
- 1.11. **‘Web site’** shall mean the official web site of the Company.
- 1.12. Words not defined here shall have meaning assigned to them under the Act and Rules made there under.

2. COMMITTEE

- 2.1. The Board has constituted a Committee as required by Section 135(1) of the Act. The list of the committee members is annexed as Annexure A to this policy and the Board has absolute power to reconstitute this Committee.

3. CHAIRPERSON

- 3.1. The Chairperson of the Committee shall be elected by the Members of the Committee in accordance with the requirements of the Act.

4. MEETINGS

- 4.1. The Committee members will meet as and when required for disposal of the business.
- 4.2. Notice of any meeting of the CSR Committee has to be given at least 3 days prior to any such meeting to be held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member.

5. QUORUM

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- 5.1. Minimum of two Members shall form the Quorum, including at least one Independent Director.

6. RESOLUTIONS

- 6.1. All decisions shall be taken by simple majority. In case of equality of votes on any matter, Chairperson of the Committee shall have a casting vote.
- 6.2. The Committee can also pass the resolution by circulation, if the draft resolution along with necessary papers, has been circulated to all the members of the CSR Committee not being less than the quorum fixed for a meeting of the CSR Committee), then in India and has been approved by such of the members as are then in India, or by majority of such of them, as are entitled to vote on the resolution.

7. MINUTES

- 7.1. Minutes of the proceedings and resolutions of the CSR Committee meetings shall be signed and confirmed by the Chairperson of the meeting. Minutes so signed and confirmed shall be conclusive evidence of such proceedings and resolutions. Minutes of all Committee meetings will be open for inspection at any reasonable time on reasonable notice by any member of the Board of Directors of the Company.
- 7.2. Minutes of the committee meeting shall be recorded in loose sheets bound and shall be initialed by the Chairperson or in electronic form and shall be digital signed by the Chairperson.

8. MAINTENANCE OF RECORDS

- 8.1. Company Secretary of the Company or any other member of his/her team may be nominated as a responsible person for maintaining the records of all the Meetings and duly signed minutes of the Meeting of the CSR Committee.

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- 9.1. In every Financial Year, the Company shall spend at least 2 percent of its average Net Profits as prescribed in the Act and the Rules made there under. However, at the recommendation of the CSR committee, the Board may decide to spend more amount but not less than the amount as mentioned above.

10. NOT FOR EMPLOYEES ONLY

- 10.1. The CSR activities should not be exclusively for the benefit of employees of the Company or their family members.

11. ROLE OF BOARD OF DIRECTORS

- 11.1. Approve CSR Policy after considering recommendations of CSR Committee.
- 11.2. Placing CSR Policy on company's website.
- 11.3. Ensuring CSR activities approved by the Board are undertaken.
- 11.4. Where the Company fails to spend such amount, specify the reasons for not spending the amount in its report.

12. ROLE AND RESPONSIBILITY OF THE COMMITTEE

The Committee shall:

- 12.1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified herein;
- 12.2. Recommend to the Board amount to be spent on various CSR activities in a year.
- 12.3. Recommend to Board pursuing of CSR activities either by Company itself or indirectly through an NGO.
- 12.4. Monitor CSR Policy from time to time.
- 12.5. Report to the Board and aid in disclosing in the Directors' report of the Board under Section 134 of the Act.

13. NGO

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The NGO selection criterions for undertaking CSR activities on behalf of the Company shall be;

- 13.1 Legal identity and its organization;
- 13.2 Registration under the Income Tax and Foreign Exchange department, if applicable.
- 13.3 Members in the Board of NGO.
- 13.4 Past donors and recipients of NGO.
- 13.5 Impact assessment on the activities undertaken.
- 13.6 Input output ration of the activities undertaken.
- 13.7 Directors', employees, volunteers remuneration.
- 13.8 Future projects appraisal.
- 13.9 Beneficiaries of the activities.
- 13.10 Projected impact assessment of the activities.
- 13.11 Fund required for the activity and plan for contribution.
- 13.12 Other donors contributing for these chosen activities.
- 13.13 Mode of payment to the NGO shall be 'Crossed' and 'A/c Payee' Demand Draft/Cheque.

14. ACTIVITIES MAY BE INCLUDED IN CSR POLICY

As per Schedule VII of the Companies Act, 2013, following are the category of activities to be undertaken as CSR Activity:

- 14.1 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 making available safe drinking water;
- 14.2 Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- 14.3 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;
- 14.4 Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, 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;

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- 14.5 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 arts and handicrafts;
- 14.6 Measures for the benefit of armed forces veterans, war widows and their dependents;
- 14.7 Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic sports;
- 14.8 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 Caste, the Scheduled Tribes, other backward classes, minorities and women;
- 14.9 Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- 14.10 Rural development projects
- 14.11 Slum area development.
- 14.12 Promoting health, healthcare and medical aid;
- 14.13 Promoting welfare of "Divyangs"

OTHERS

- 14.1. Preference to undertake CSR activities shall be to local area and areas around Company's Establishment/Works.
- 14.2. A company may spend on CSR activities by way of contributing to an NGO which is registered as Trust or Section 8 Company or Society or Foundation or any other form of entity operating within India.
- 14.3. A company may incorporate / registered a separate trust, society, foundation, Section 8 of the Act to facilitate CSR Activities. Where any trust, society or foundation is not established by the Company, it shall have an established track record of three years in undertaking similar programs or activities.
- 14.4. CSR activities in India only shall be taken into consideration.
- 14.5. Expenditure incurred is eligible for computing CSR spending.
- 14.6. Company may build CSR capacities of its own personnel as well as those of its implementing agencies through Institutions with established track record of at least three financial years but such expenditure shall not exceed five per cent of total CSR expenditure of the Company in one Financial Year.

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- 14.7. Contribution of any amount directly or indirectly to any political party under section 182 of the Act, shall not be considered as CSR activity.
- 14.8. The CSR policy of the Company as amended from time to time, shall be posted on the website of the Company.
- 14.9. Surplus arising out of the CSR Activity will not be part of business profit of the Company.
- 14.10. The Company may collaborate or pool resources with other companies to undertake activities.

15. REPORTING

- 15.1. The Board's Report of the Company shall include report on CSR containing particulars prescribed by the Rules made under the Act pertaining to a financial year commencing from April 1, 2017.

16. REVIEW OF ACTIVITIES

- 16.1. Frequency of review as far as possible will be on quarterly basis.
- 16.2. Implementation of changes desired.
- 16.3. Alternate NGO performing better for the cause.
- 16.4. Recommendation of the identified NGO for the review of Board.

17. IMPLEMENTATION PROCESS

- 17.1. As far as possible projects shall be identified in a participatory manner, in consultation with the community, and gauging their basic needs.

18. AMENDMENTS TO THE CSR POLICY:

- 18.1. The Company's Board of Directors shall have power to amend the CSR Policy at any point of time after taking recommendation of CSR Committee, if required.

Annexure I

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Name of CSR Committee Members:

Sr. No	Members Name	Category	Designation
1.	Pranay Kothari	Director	Chairman
2.	Rajesh Kumar Jindal	Whole Time Director	Member
3.	Pramod Kumar Arora	Director	Member
4.	Ashok Kumar Gurnani	Independent director	Member
5.	Shipra Walia	Independent director	Member
6.	Vinay Pratap Singh	Permanent Invitee	Member

Annexure-2

Proposal/ Recommendation Form

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Sn.	Particulars	Details			
1.	Name of NGO				
2.	Registration no.				
3.	IT PAN				
4.	Location of NGO				
5.	Reg. for CSR funding				
6.	Eligible for 80 G				
7.	Credentials /Track Record				
8.	Activity Proposed				
9.	Classification of activity				
10.	Status of CSR obligations	Sn	Particulars	(INR lakhs)	Annexures
		a)	CSR obligation for the current year	...	
		b)	Sum incurred up to date	...	
		c)	Outstanding unspent commitments	...	
		d)	Balance uncommitted and unspent	..	
11.	Proposed Amount				
12.	Detail of beneficiary bank account for payment	Sn	Particulars	Detail	
		a)	Name of the Bank		
		b)	Address of the bank branch		
		c)	IFSC		
		d)	Bank Account no.		
		e)			
13.	Approval of CSR Committee	Final Amount sanctioned: Rs _____ (Rs ----- only)			
14.	Remark if any by CSR Committee				
15.	Signature CSR Committee (Minimum 3 members should sign the proposal including chairman)	1. 2. 3. 4. 5. 6.			

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