



CORPORATE SOCIAL RESPONSIBILITY POLICY FOR BAAZAR RETAIL LIMITED

“What we give to our society will help us grow as an organisation”

Baazar Retail Limited

A. Introduction

Baazar Retail Limited (“BRL”) is a fast growing value for money retail chain of apparel for men, women, kids, cosmetics, stationery, toys, household items, accessories and so on and one of the oldest in the Eastern Region. We provide quality products at the most affordable price to the highest number of customers and at points closest to them. We are operating with 32 stores with a retail space of 2,60,000 sq. ft. located in the states of West Bengal, Uttar Pradesh, Bihar, Jharkhand, Tripura & Odisha and it is imperative to be a Corporate Socially Responsible Organisation. We inculcate in us the zeal to serve our society. Our sincere effort is to contribute in the social and economic development of the communities in which we operate in.

Corporate Social Responsibility (“CSR”) stands for corporate conscience, corporate citizenship or responsible business. Our ethos is to be a responsible corporate citizen who takes care of the society in which it works in. Through BRL Corporate Social Responsibility Policy or (“BRL CSR Policy”) we strike a balance to the economic, the social and the environment with the vision, mission, policies and strategies of our Organisation.

We aspire to change lives of people in many ways through creation of value by overall development of communities in different parts of India. We endeavour to play a significant role by serving communities with various programmes and projects. Our focus is to bridge the societal gaps in basic requirements. For us in BRL, reaching out to underserved communities is part of our DNA. This involves going beyond the business interests and dealing with the "quality of life" challenges that underserved communities face, and working towards making a meaningful difference to them.

In order we achieve our CSR goals, we have formed Baazar Kolkata Foundation (“BKF”), a trust registered under the Indian Trusts Act, 1882.

B. Preamble

The structure of this policy shall be read in line with the provisions of section 135 of the Companies Act, 2013, Companies (Corporate Social Responsibility Policy) Rules, 2014 and such other rules, regulations, circulars, and notifications as may be applicable and as amended from time to time.

C. Purpose

Broadly, following are the purposes for this policy:

- a. Understand the kind of projects/ programmes that will come under the purview of CSR;
- b. Areas of activities in which BRL will undertake projects;

- c. Process required in implementing the CSR activities and monitoring the progress of the CSR activities;
- d. Execute and monitor CSR projects and to identify partners, if required for implementation of the CSR activities
- e. To adhere with the requirements of Section 135 of the Companies Act 2013 and as amended from time to time.

D. Budget

- a. The Board of BRL to ensure that minimum of 2% of average net profit of the last 3 years is spent on CSR initiatives undertaken by BRL
- a. All expenditure towards the programmes to be diligently documented
- b. In case at least 2% of average net profit of the last 3 years is not spent in a financial year, reasons for the same to be specified in the CSR report
- c. Any surplus generated out of the CSR activities not to be added to the normal business profits of BRL.

E. Areas covered under CSR activity under the Companies Act 2013

Following activities are considered by the Central Government under the Companies Act 2013:

- a. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the “Swachh Bharat Kosh” set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
- b. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- c. 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;
- d. 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 of Clean Ganga Fund set up by the Central Government for the rejuvenation of river Ganga;

- e. 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;
- f. Measures for the benefit of armed forces veterans, war widows and their dependents;
- g. Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
- h. 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, scheduled tribes, other backward classes, minorities and women;
- i. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- j. Rural development projects;
- k. Slum Area development; and
- l. Contribution to Chief Minister Relief Fund of the State in which the registered office or any workplace of the author is situated.
- m. Contribution to any other Charitable Institutions, NGO, Trust and/or Societies engaged in and carrying out the work as specified above.
- n. Any other area as may be notified by the Central Government under section 135 of the Companies Act 2013 read with schedule VII and the Companies (Corporate Social Responsibility) Rules, 2014 from time to time.

Any other activity may be undertaken which are in the nature of CSR upon discussion of the CSR Committee.

F. Corporate Social Responsibility Committee (CSR Committee)

BRL shall constitute a CSR Committee whose composition shall be of atleast 3(Three) directors of the BRL of which 1(one) shall be an Independent Director. These Committee members shall be decided by the Board of Directors. CSR Committee of BRL shall be to assist the Board and the BRL in fulfilling its corporate social responsibility.

The Committee has overall responsibility for:

- (i) identifying the areas of CSR activities;
- (ii) recommending the amount of expenditure to be incurred on the identified CSR activities;
- (iii) implementing and monitoring the CSR policy from time to time;
- (iv) coordinating with BKF or such other agency in implementing programmes and executing initiatives as per CSR policy of BRL.

The purpose and responsibilities of the Committee shall include such other items/matters prescribed under applicable law or prescribed by the Board in compliance with applicable law from time to time.

The Committee is also responsible for reporting progress of various initiatives and in making appropriate disclosures on a periodic basis.

G. Meeting and Quorum of CSR Committee

The meeting of the CSR Committee shall be two times a year. Two directors present shall form the quorum for the meeting of the CSR Committee. The President of BKF shall be a permanent invitee to all the meetings of the CSR Committee.

H. Committee Responsibilities and Authority

The Committee shall annually review the CSR Policy and associated frameworks, processes and practices of BRL and make appropriate recommendations to the Board.

- The Committee shall ensure that BRL is taking the appropriate measures to undertake and implement CSR projects successfully and shall monitor the CSR Policy from time to time.
- The Committee shall identify the areas of CSR activities and recommend the amount of expenditure to be incurred on such activities.
- The Committee will coordinate with Baazar Kolkata Foundation or such other agency for implementing programmes and executing initiatives as per CSR policy and shall review the performance of Baazar Kolkata Foundation or such other agency periodically.
- The Committee may form and delegate authority to subcommittees when appropriate.
- The Committee shall regularly report to the Board.

The Committee shall have access to any internal information necessary to fulfill its role. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

I. Our Focus Areas (OFA)

Baazar Kolkata Foundation shall look into three main sectors of area for accomplishing its CSR goals

a. Education

To work on several educational initiatives to provide quality education, training, skill enhancement for improving the quality of living and livelihood through our Initiatives which are aimed at:

- 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 development of students in both urban and rural settings
- iv. Promoting higher education including setting up and supporting universities
- v. Skill development and vocational training

b. Environment

To enable enhanced livelihood and quality of life, promote environment sustainability through our various initiatives for:

- i. Ecological sustainability
- ii. Promoting biodiversity
- iii. Conservation of natural resources
- iv. Maintaining quality of soil, air and water
- v. Promoting renewable energy
- vi. Developing gardens and river fronts

c. Sports

To promote sports awareness through our various initiatives for:

- i. Organise various training programmes, sports camps in various parts of the country

- ii. Consider kids at a young age with proper guidance from experienced coaches
- iii. Provide amenities required as per the sports training being offered at schools, colleges, institutions.

J. Implementation

- a. Directly or through Baazar Kolkata Foundation, or a registered Trust, Society or Company established by BRL or its Holding, Subsidiary or Associate Company under section 8 of the Companies Act 2013. ('the Section 8 Company')
- b. Any other Foundations, Trusts, or a Section 8 Company (or erstwhile Section 25 Company) or any other form of entity carrying out activities in related areas.
- c. BRL may also collaborate with other Companies or Institutions for undertaking projects or programmes for CSR activities.
- d. Any funds given to any other Foundation, Trust, or Section 8 Company (or erstwhile Section 25 Company) or any other form of entity which is other than BKF shall be liable to provide the details of the funds allocated to various programmes and projects on a time to time basis. These funds can only be allocated to areas which fall within the purview of Section 135 of the Companies Act 2013 and as amended time to time.