

**CORPORATE SOCIAL RESPONSIBILITY POLICY**

**Introduction:-**

Bellwether is one of the prominent Company carrying on the business of Portfolio Management Services.

**Objectives:-**

The objective of publishing this specific CSR policy is

- To lay down guidelines to make CSR a key business process for sustainable development of the society.
- To directly / indirectly undertake projects / programs, which will enhance the quality of life and economic well-being of the communities in and around our society at large
- To generate goodwill and recognition among all stake holders of the Company.

**Definitions:-**

“Act” means the Companies Act, 2013 as amended from time to time.

“Company” means Bellwether Capital Private Limited (Bellwether)

“Corporate Social Responsibility (CSR)” means and includes, but is not limited to:

- (i) Projects or programs relating to activities specified in Schedule VII to the Companies Act, 2013; or
- (ii) Projects or programs relating to activities undertaken by the Board of Directors of the Company in pursuance of the recommendation of the CSR Committee and approved by the Board as per this policy.

“CSR Committee” means Corporate Social Responsibility Committee constituted by the Board pursuant to section 135 of the Companies Act, 2013.

“**CSR Policy**” relates to the activities to be undertaken by the Company as specified in Schedule VII to the Act, excluding activities undertaken in pursuance of normal course of business of the Company.

“**CSR Rules or Rules**” means Companies (Corporate Social Responsibility Policy) Rules 2014

“**Net Profit**” means the net profit of the Company as per its financial statement prepared in accordance with the applicable provisions of the Companies Act, 2013, but shall not include the followings, namely:-

- (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.

Provided that net profit in respect of financial year for which the relevant financial statements were prepared in accordance with the provisions of the Companies Act, 1956 shall not be required to be re-calculated in accordance with the provisions of the Companies Act, 2013.

Words and expressions used in this policy and not defined herein but defined under the Companies Act, 2013 shall have the same meanings respectively assigned to them.

**Policy Objectives:-**

The objective of the CSR Policy (“Policy”) is to lay down the guiding principles in undertaking, whether directly or indirectly, various programs and projects by or on behalf of the company relating to Corporate Social Responsibility (“CSR”) within the meaning of section 135 of the Companies Act, 2013 read with Schedule VII of the Act and the CSR Policy Rules 2014 (“Rules”).

**Applicability:-**

1. Bellwether’s CSR policy has been developed in consonance to Section 135 of the Companies Act 2013 (referred to as the Act in this policy) on CSR and in accordance with the CSR rules (hereby referred to as the Rules) notified by the Ministry of Corporate Affairs, Government of India in 2014, and as amended from time to time.

2. The policy shall be applicable to all CSR activities of the company whether carried by it or through any NGO or any implementation agency in India as per Schedule VII of the Act with effect from 1<sup>st</sup> April, 2014

**CSR Committee:-**

The CSR Committee will be comprised of two or more directors, and shall submit periodical reports to the Board of Directors. CSR Committee shall be formed as per the applicable laws and the Committee shall be responsible for the implementation / monitoring and review of this policy and various projects/activities undertaken under the policy.

**CSR Projects, Programs and Activities:-**

The Company may undertake various CSR projects, programs and activities from time to time. The Company may also contribute towards any existing or ongoing CSR projects, programs and activities. Such projects, programs and activities will be undertaken keeping in mind the CSR philosophy of the Company and in alignment with the permissible activities under the Companies Act, 2013 and rules framed under (as amended from time to time). It shall be at the discretion of the Company to undertake, modify, implement and cancel CSR projects, programs and activities from time to time as it deems fit.

Without prejudice to the generality of the aforesaid, Company may from time to time undertake any project, program and activity as mentioned in Schedule VII of the Act and any other projects, programs and activities falling within the permissible activities prescribed under Companies Act, 2013 and rules made thereunder; and as amended from time to time.

**CSR Spending:-**

The committee shall endeavor to spend at least 2% of the average net profit during the preceding 3 financial years on CSR activities as enumerated above. An amount as may be sanctioned by the Board of Directors based on their annual budget to be utilized for the purpose of CSR. The amount sanctioned by the Board of (●) Lakhs will have to be utilized for the projects/programs as specified by the CSR committee of the Company. The unspent amount, if any, at the close of the financial year shall be retained by Company as a fixed deposit with bank and shall be spent only on specified projects/programs

*Any surplus arising out of the contribution made for CSR Activities shall not form part of the business profit of the Company and redeployed for such activities.*

**Exclusion from CSR:-**

The following activity shall not form part of the CSR activities of the Company:-

- The activities undertaken in pursuance of normal course of business of a Company.
- CSR projects / programs or activities that benefit only the employees of the Company and their families.
- Any contribution directly / indirectly to political party or any funds directed towards political parties or political causes.

**Implementation:-**

Project / programs covered under CSR activities shall be implemented by

- In collaboration with other Companies undertaking projects / programs in CSR activities.
- Any other institutes, NGOs, Government, Semi-government, autonomous bodies, registered trusts, etc. However, any such projects / program to be undertaken through these entities shall have an established track record of 3 years of undertaking such projects / programs.
- The time period / duration of each project / programs shall depend on its nature, extent of coverage and intended impact of such activity.

**Program Monitoring and Reporting:-**

Program monitoring mechanism will ensure the CSR policy is implemented as per the Act and the Rules:

- The CSR policy is implemented ensuring that all projects / programs as budgeted are duly carried out with quarterly reporting and review by the CSR committee and six monthly reviews by the Board.
- CSR expenditures will be closely monitored and funds shall be released against verified utilizations as per the approved work plans. This may include field visits, comprehensive documentation and regular interaction with beneficiary communities.

- We strive to build strategic long-term, multi-year partnerships with our non-profit partners and our programs are designed for reporting impact metrics with a full report at end of every fiscal year.
- The CSR projects or programs or activities that benefit only the employees of the company and their families shall not be considered as CSR activities in accordance with section 135 of the Act.
- The CSR Committee will prepare the annual CSR report to be included in the report of the Board of Directors.

**Display of CSR Activities:-**

The Annual Report of the Company include a section on CSR outlining the CSR Policy, CSR committee, CSR initiatives undertaken by Company, the CSR spend during the financial year and other information as required by the prevailing law and the Company shall also display the CSR policy on its official website.

**By Order of the Board of Bellwether Capital Private Limited**