

Corporate Social Responsibility Policy

APPARIO RETAIL PRIVATE LIMITED

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Preamble

Appario Retail Private Limited (hereinafter referenced as the '**Company**') is a company incorporated under the Companies Act, 1956.

It is the Company's endeavor to conduct its business in a socially, ethically and environmentally sound manner, in fulfilment of its role as a socially responsible corporate. With this objective, the Company is committed to undertake corporate social responsibility ('**CSR**') activities in accordance with the provisions of Section 135 of the Companies Act, 2013 and The Companies (Corporate Social Responsibility Policy) Rules, 2014 framed thereunder in this regard, as amended from time to time. ('**Applicable Laws**').

This Corporate Social Responsibility Policy ('**CSR Policy**') has been prepared by the Corporate Social Responsibility Committee ('**CSR Committee**') of the Board of Directors of the Company ('**Board**') and has been approved by the Board on March 6, 2020.

1. Purpose / Objectives

The key purpose and objectives of this CSR Policy are to:

- Establish the CSR governance structure in the Company.
- Establish a CSR framework in accordance with the Applicable Laws within which the efforts of the Company and its employees towards achievement of the CSR objectives shall be channelized.
- Identify broad areas in which CSR projects will be undertaken by the Company.
- Serve as a guiding document to help define, execute, monitor & evaluate impact and report all CSR projects undertaken or proposed to be undertaken by the Company.
- Define the manner in which the surpluses from CSR projects will be treated.

2. Policy Statement

The Company's CSR vision is to "empower community and transform lives". The Company will use its resources to support India's development through the communities in which it operates. The Company plans to do this through community engagement in partnership with its employees, customers, partners, government bodies and civil society.

3. Applicability

This CSR Policy applies to all CSR projects to be undertaken by the Company. The Company shall ensure all these CSR activities are (i) excluding activities undertaken in pursuance of its normal course of business; (ii) are not which directly benefit only the employees of the Company and their families; and (iii) are in compliance with the Applicable Laws. This CSR Policy shall be periodically reviewed and updated by the CSR Committee with the approval of the Board in accordance with Applicable Laws.

4. Corporate Social Responsibility Committee ('CSR Committee')

The Board has constituted the CSR Committee which will create a robust and transparent governance structure and monitoring mechanism to approve and oversee the implementation of CSR projects. Pursuant to the Applicable Laws, the CSR Committee shall consist of such members as may be decided by Board from time to time.

The CSR Committee shall meet on such intervals as may be felt necessary by the CSR Committee or as may be directed by the Board.

5. Key Focus Areas

Company is vigilant in its enforcement of corporate principles and therefore it constantly strives to create a culture, which emphasizes on integrating CSR values with business objectives. In line with section 135 read with Schedule VII of the Companies Act, 2013 thereto, the Company's CSR activities (hereinafter "CSR Activities") will be within the following areas:

- 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.
- 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 including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga.
- 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 art 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 govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;
- Contribution to incubators funded by Central Government or State Government or any agency or Public Sector Undertaking of Central Government or State Government, and contributions to public funded Universities, Indian Institute of Technology (IITs), National Laboratories and Autonomous Bodies (established under the auspices of Indian Council of Agricultural Research (ICAR), Indian Council of Medical Research (ICMR), Council of Scientific and Industrial Research (CSIR), Department of Atomic Energy (DAE), Defence Research and

Development Organisation (DRDO), Department of Science and Technology (DST), Ministry of Electronics and Information Technology) engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).]

- rural development projects]
- slum area development.
- disaster management, including relief, rehabilitation and reconstruction activities.

7 CSR Budget

The CSR annual budget allocation of the Company, in each financial year, will be at least 2% of the average net profit of the Company for the immediately preceding three financial years or such other amount as may be required by the Applicable Laws, s (**'CSR Budget'**). Any surplus generated from CSR projects undertaken shall be pooled into the CSR corpus and the CSR Budget shall be computed accordingly. These Surplus funds shall further only be used in development of the CSR projects and shall not be added to the profits of the Company.

8 CSR Projects

The CSR Committee shall prepare an annual plan of the CSR projects proposed to be undertaken by the Company, which shall list the said projects along with (i) the modalities of execution of such projects and their implementation schedules; (ii) the proposed financial allocation from the CSR Budget; (iii) the quantifiable outcomes of the CSR projects; (iv) monitoring process of such projects; and (v) any other details that the CSR Committee may deem fit for inclusion therein ("**CSR Plan**"). Such CSR Plan shall be submitted to the Board along with the CSR annual budget for its approval. The CSR Plan approved by the Board under this Clause shall be read and construed as forming a part of this CSR Policy.

8.1 Project Approval

The projects identified by the CSR Committee will be considered and evaluated by the Board for review and approval. After evaluation, the Board will communicate to the CSR Committee its approval including with respect to the expense to be allocated for such project from the CSR Budget and the modalities of execution and monitoring of the said project.

8.2 Implementation

The implementation of the approved projects will be led by the Chairman - CSR Committee along with a dedicated project team, under the guidance and supervision of the CSR Committee / Board. These projects shall be implemented, either directly by the Company or in partnership with an implementing agency or in collaboration with other corporates. The CSR Committee will ensure that all these implementing agencies comply with the requirements under the Applicable Laws.

8.3 Monitoring

Company's dedicated project team together with the implementing agency, if any, will collaborate with stakeholders to monitor the status of each project and will report its findings to the CSR Committee periodically. The CSR Committee will keep the Board

updated on the progress of CSR projects undertaken by the Company and the expenditure incurred thereon.

8.4 Reporting

The Board, in consultation with the CSR Committee, will annually publish a CSR Report in the format prescribed under Applicable Laws, as a part of the Board's report. The Board shall ensure that an amount equivalent to that mandated under Applicable Laws is spent from the CSR Budget in every financial year, failing which the Board shall disclose the reasons for not spending the said amount in the manner prescribed under the Applicable Laws.

9 Interpretation of the CSR Policy

In case of any ambiguity or uncertainty concerning the provisions of this CSR Policy or their interpretation, the power to interpret this CSR Policy and also in respect of matters not covered herein shall rest with the Board whose decision in this regard, pursuant to a reference made to it by the CSR Committee, shall be final and binding.

10 Revisions to the CSR Policy

Revision/amendments to this CSR Policy can only be made by the CSR Committee with the consent of the Board provided as a resolution passed approving the duly revised CSR Policy.
