

I. CSR COMMITTEE CONSTITUTION (AS ON DATE)

Mr. Remy Roger Alice Tack, Chairman
Mr. Stephen Roger Eric Fieux, Member
Ms. Kristel Ann Mia Bisschop, Member

II. CSR PROJECTS / PROGRAMMER

The followings are the activities which shall be carried out by the Company, in accordance with the provisions of Section 135 of the Companies Act, 2013, Schedule VII of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time:

- Eradicating hunger, poverty and malnutrition, 'promoting health care including 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;
- Promoting education, including special education and employment enhancing vocational 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 centers and such other facility 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; promotions and development of traditional arts and handicrafts;
- Measures 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 including widows;
- Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympics Sports;
- Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for socio-economic development and relief and welfare of the scheduled castes, the scheduled tribes, other backward classes, minorities and women;
- Contribution to funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- Rural development projects;

- Slum area development;
- disaster management, including relief, rehabilitation and reconstruction activities;
- Any other project, welfare activity in line with the aims and objectives specified above and within the ambit of the provisions of Section 135 of the Act read with the Rules, and duly approved by the Board of Directors of the Company;
- 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, the scheduled tribes, other backward classes, minorities and women;
- Contribution to funds provided to technology incubators located within academic institutions which are approved by the Central Government;
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III. CORPORATE SOCIAL RESPONSIBILITY POLICY

INTRODUCTION

Corporate Social Responsibility (CSR) is strongly connected with the principles of sustainability; an organization should take decisions based not only on financial factors, but also on the social and environmental consequences. Therefore, it is the core corporate responsibility of Global Textile Alliance India Private Limited (hereinafter referred to as “**the Company**”) to practice its corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting the interests of its stakeholders.

CSR is the continuing commitment by business to perform ethically and contribute to economic development while improving the quality of life of the workforce and their families as well as of the local community and society at large. CSR is clearly on capacity building, empowerment of communities, inclusive socio-economic growth, environment protection, promotion of green and energy efficient technologies, development of backward regions, and upliftment of the marginalized and under-privileged sections of the society.

As a corporate entity, the Company recognizes that its business activities have wide impact on the societies in which it operates, and therefore an effective practice is required giving due consideration to the interests of its stakeholders including shareholders, customers, employees, suppliers, business partners, local communities and other organizations. The Company endeavors to make CSR a key business process for sustainable development. The Company is responsible to continuously enhance shareholders wealth and it is also committed to its other stakeholders to conduct its business in an accountable manner that creates a sustained positive impact on society. The Company is committed towards aligning with nature; and has adopted eco-friendly practices.

Essentially, CSR, which is deliberate inclusion of public interest into corporate decision making by

undertaking different projects for development of society, has the potential of contributing significantly in the long run to socio-economic growth in the backward regions and other sections of the society. The emerging concept of CSR goes beyond charity and requires the Company to act beyond its legal obligations and to integrate social, environmental and ethical concerns into the Company's business process.

CSR does not emanate directly from external demands but from organizationally embedded processes. These processes prompt the organization to view its relationships with stakeholders in a different perspective, which in turn influences its engagement with them. The Board of Directors of the Company has devised social responsible business practices under the general rules issued by the Ministry of Corporate Affairs for compulsory implementation of CSR activities.

AREAS TO BE COVERED UNDER CSR POLICY

The Company is vigilant in its enforcement towards corporate principles and is committed towards sustainable development and inclusive growth. The Company constantly strives to ensure strong corporate culture which emphasizes on integrating CSR values with business objectives. It also pursues initiative related to quality management, environment preservation and social awareness. Arising from this the focus areas that have emerged are Education, Health Care, Sustainable Livelihood, Infrastructure Development, and Espousing Social Causes.

The vision of the Company is "to actively contribute to the social and economic development of the communities in which it operates". In so doing build a better, sustainable way of life for the weaker sections of society and raise the country's human development index.

To attain its CSR objectives in a professional and integrated manner, followings are the activities which shall be carried out by the Company, in accordance with the provisions of Section 135 of the Companies Act, 2013 (hereinafter referred to as "**the Act**"), Schedule VII of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter referred to as "**the Rules**"), as amended from time to time:

- Eradicating hunger, poverty and malnutrition, 'promoting health care including 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;
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- 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; promotions and development of traditional arts and handicrafts;
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- Rural development projects;
- Any other project, welfare activity in line with the aims and objectives specified above and within the ambit of the provisions of Section 135 of the Act read with the Rules, and duly approved by the Board of Directors of the Company;

As a part of CSR strategy, in line with the aims and objectives specified above, the scope of CSR activities would cover the following areas:

- (i) Education;
- (ii) Health;
- (iii) Drinking Water/ Sanitation;
- (iv) Environment;
- (v) Community Development and Social Empowerment;

- (vi) Generation of employment opportunities and livelihood;
- (vii) Any other activity as may be identified by Board of Directors.

The CSR activities shall be undertaken in locations within India for the benefit of the public in India, provided that the preference shall be given to the local areas and areas where the Company operates for undertaking the CSR activities.

IMPLEMENTATION OF CSR

Partnership Approach

As per the requirement, the Company shall undertake its CSR activities through a registered trust/ registered society/ company/ entity established under the applicable legislature and permitted under provisions of the Companies Act, 2013 and Rules made thereunder, as amended from time to time, to initiate necessary steps or activities for advancement and betterment of the objectives as set out herein. The CSR Committee so appointed by the Board of directors of the Company shall monitor and ensure undertaking of activities as planned in accordance with this policy for the community at large. The activities would be taken up in a project mode with milestones and deadlines.

Allocation of Funds

The Company shall spend in every financial year at least 2% of the average net profits of the Company made during the three immediately preceding financial years in accordance with the provisions of sub section (5) of section 135 of the Act.

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The CSR Committee will be responsible for monitoring and supervision of utilization of funds in accordance with the applicable provisions of the Act read with the Rules, towards the projects/ activities identified under this CSR policy.

If the amount transferred remains unutilized, it will not lapse and will be carried over to the next year which will accumulate in non-lapsable pool.

Allocation to CSR Fund can be increased on the recommendation of the CSR Committee and with the approval of the Board of Directors of the Company.

The following activities do not qualify as CSR Activities under the Act:

- (a) Projects or activities not falling within Schedule VII of the Act and CSR Rules;*
- (b) Activities undertaken in pursuance of normal course of business;*
- (c) Projects/programs/activities that benefit only the employees of the Company*
- (d) Direct or indirect contribution to any political party.*

CONSTITUTION OF CSR COMMITTEE

The Board of directors of the Company (the “**Board**”) in their meeting held on September 15, 2017 has

passed the resolution regarding taking on record the constitution of a committee to be known as the “Global Textile Alliance India Private Limited Corporate Social Responsibility Committee” or “CSR Committee”.

Membership

The members of the CSR Committee shall be appointed by the Board from amongst the Directors of the Company. The CSR Committee shall presently comprise of the following members:

Mr. Remy Roger Alice Tack, Chairman
Mr. Stephen Roger Eric Fieux, Member
Ms. Kristel Ann Mia Bisschop, Member

The Board shall have exclusive power to appoint/remove any member of the CSR Committee.

The Board shall appoint a Chairman of the CSR Committee meetings among the members attending the said meetings.

The Board shall regularly review the membership of the CSR Committee to ensure that membership is refreshed and undue reliance is not placed on particular individuals as regards membership of the CSR Committee and other Board committees. Any vacancy to the CSR Committee shall be filled by the Board.

The CSR Committee may invite the ‘Managing Director’ or the ‘Chief Accountant Officer’ of the Company or such other person as it thinks fit, to advice and/ or to join meetings of the CSR Committee as and when required notwithstanding that they are not members of the CSR Committee.

ROLE OF CSR COMMITTEE

- a. Formulation, development, amendment in policy framework and broad guidelines for selection of the projects, planning, budget execution and monitoring;
- b. Selection of a project in accordance with policy framework and guidelines, prepare a project report along with estimated cost and send for the approval of Board;
- c. Formulation of strategies for efficient implementation along with other stakeholders like civil society and implement the project as per guidelines;
- d. Supervision, coordination and implementation of CSR activities/ projects;
- e. Compilation of information and preparation of regular/ annual reports etc.;
- f. To coordinate with various other departments for exchange of information for promotion of CSR activities and ensure harmony in activities by different agencies;
- g. Submit quarterly and annual statements of physical and financial progress to the Board;
- h. To consider and approve the projects for CSR activities and submit annual budgetary allocation among various projects;
- i. To arrange workshops, training etc. to sensitize the staff for better implementation of the policy;

- j. To keep up-dated CSR policy including the changes/ clarifications suggested/issued by the Ministry of Corporate Affairs and other government agencies;

MEETING OF CSR COMMITTEE

Frequency - Meetings shall be held at such times as the CSR Committee deems appropriate, and in any event shall be held not less than once a year.

Quorum - Quorum for the meeting of CSR Committee shall be minimum of two members. A duly convened meeting of the CSR Committee at which requisite quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the CSR Committee.

Attendance at Meetings - No one other than the Chairman and other members of CSR Committee are entitled to attend, be present or vote at a meeting of the CSR Committee. Any other member of senior management of the Company may be called upon to attend the said meeting with prior permission of the members of CSR Committee or shall be able to express views at any meeting of the CSR Committee.

The CSR Committee may invite any other person as it thinks fit, to advice and/ or to join meetings of the CSR Committee as and when required notwithstanding that they are not member(s) of the CSR Committee.

Proceedings - Unless varied by these terms of reference, meetings and proceedings of the CSR Committee will be governed by the Company's Articles of Association regulating the meetings and proceedings of the Board of directors.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be sent to each member of the CSR Committee and any other person(s) required to attend the said meeting, well in advance of the date of the meeting.

In case the Chairman of CSR Committee fails to attend or convey his non-availability at the scheduled meeting, the members present at the meeting shall elect one of them to chair the said meeting.

Authority

The CSR Committee is authorised by the Board to investigate any matter within its terms of reference at the expense of the Company. It is authorised to seek any information that it requires from any employee/ officer in order to perform its duties and all employees/ officers are directed to cooperate with any requests so made by the CSR Committee.

The CSR Committee is authorised by the Board to obtain external professional advice at the expense of the Company, wherever deemed necessary and to secure the attendance of third parties with relevant experience and expertise at meetings of the CSR Committee if it considers this necessary.

REPORTING PROCEDURES

The CSR Committee shall:

- (a) Report to the Board on the proceedings of each meeting held by the Committee on all matters within the scope of its duties and responsibilities;
- (b) Make necessary recommendations to the Board whenever it deems appropriate on any area within its ambit where action or improvement is required;
- (c) Report on its responsibilities and activities during the year in a CSR Report to be published at the same time as the Company's annual report and accounts;
- (d) Include in the Annual Report about the implementation of CSR activities including physical and financial process.
- (e) Reflect the CSR activities in the annual accounts of the Company under the head 'Expenditure under CSR Activities'.
- (f) Disclose/ display the contents of this CSR policy on the website of the Company.

MONITORING AND EVALUATION

The impact of the CSR activities undertaken should be quantified to the extent possible with reference to baseline data, to be created before the start of any project. Therefore, base-line surveys would be an integral part of CSR programme so that progress can be measured. Photographic record may be maintained wherever possible.

For proper and periodic monitoring of CSR activities, if considered necessary, the programmes undertaken under CSR policy may be evaluated through a suitable independent external agency and the evaluation should be both concurrent and final.

Annual General Meeting

The Chairman of the CSR Committee may attend the Annual General Meeting of the Company to answer the questions relating to CSR Committee's activities, projects, initiatives taken and its responsibilities. The Chairman should also ensure that the Company maintains good contact with shareholders about CSR matters in the same way as for other matters.

BROAD GUIDELINES

- Discussions and interactions with various private/ Government bodies/ Government officials may be held to identify the areas for undertaking CSR activities;
- While identifying the CSR activities, emphasis shall be on the areas related to the business of the Company;
- A survey may be carried out to find out the needs and requirements of community before planning a project;
- The target beneficiaries, the local authorities, institutions etc. involved in similar activities if need be, may be consulted in the process of planning and implementation of CSR programmes;

- Based on the need analysis survey, prepare a detailed programme report reflecting content, objectives, major milestones, time frame for implementation, budget thereof and implementing agency. The investment in CSR activity would be project based and for every project, time-frame and periodic targets would be finalized at the outset along with the modalities for the concurrent and final evaluation.
- Ensure that the CSR activities are in accordance with the approved policy. Activities related to sustainable development will form a significant element.
- May assign CSR projects to NGOs/ specialized agencies under an MOU/ Agreement reflecting the mutual terms and conditions for the projected activities. The Committee should make all efforts to verify the reliability and past track record of the engaged agency and only agencies of good repute may be engaged.

AMENDMENT

This policy will be reviewed regularly and may be altered from time to time in light of legislative changes or other prevailing circumstances. Any modification/amendment to the terms of reference under this CSR policy may be carried out by members of CSR Committee with the approval of the Board.

REPORTING OF CSR ACTIVITIES

The Board's Report of the Company shall include an Annual Report on CSR, containing therein the particulars as specified in CSR Rules as per the format prescribed.