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Incorporated in the Republic of India as a public limited  
company under the Companies Act, 1956  
with the Registrar of Companies, Maharashtra, Mumbai  
CIN : U65999MH1996GOI098009

## **Corporate Social Responsibility Policy**

### **A. Philosophy**

As a conscientious corporate citizen, BOB Capital Markets Limited (BOBCAPS) recognises its role and responsibility to address some of country's most pressing challenges relating to education, health, equality and access to various facilities for a decent living of mankind.

We are committed to enable people and technology to drive innovation, disseminate knowledge, and create shared value to improve lives. This is our corporate social responsibility philosophy (CSR)

Our CSR is strongly connected with the principles of sustainability; an organization should make decisions based not only on financial factors, but also considering the social and environmental consequences. As a corporate citizen receiving various benefits out of society, it is our co-extensive responsibility to pay back in return to the society in terms of helping needy people by providing foods, clothes, etc., keeping the environment clean and safe for the society by adhering to the best industrial practices and adopting best technologies, and so on. It is the Company's intent to make a positive contribution to the society in which the Company operates. Being a responsible corporate citizen and belonging to a well-known group in the country and internationally, BOBCAPS aims to lead the path not only through products and services, but also via sustainability and CSR initiatives.

The need to engage in responsible practices is led by an intense desire to contribute positively towards the three pillars of sustainability and CSR – Social, Economic and Environmental. These three pillars are integral to BOBCAPS businesses that which clearly reflects its commitment, not only to the direct stakeholders but also to the society, in which it operates.

BOBCAPS remains committed to act responsibly and ethically to maintain the trust of its customers, its employees and other stakeholders.

### **B. Short title and applicability**

This policy, which encompasses the company's philosophy for delineating its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare and sustainable development

of the community at large, is titled as the 'BOB Capital Markets Limited Corporate Social Responsibility Policy', hereinafter referred to as BOBCAPS CSR.

BOBCAPS CSR has been prepared keeping in mind the Company's code of business ethics and to comply with the requirements of Companies Act, 2013 (hereinafter called as "the Act") and the Companies (Corporate Social Responsibility Policy) Rules, 2014, notified by the Ministry of Corporate Affairs vide Notification dated 27th February, 2014.

This policy shall apply to all BOBCAPS CSR initiatives and activities taken up for the benefit of different segments of the society, specifically the deprived, under-privileged and differently-abled persons.

Any or all provisions of the BOBCAPS CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from Government, from time to time.

BOBCAPS reserves the right to modify, add, or amend any of these policies, rules or guidelines.

### **C. BOBCAPS CSR Programmes**

BOBCAPS CSR programmes/projects areas shall be aligned with the national development priorities and the needs of the communities and will be in line with schedule VII of Section 135 of the Act.

By its CSR programmes, BOBCAPS shall support programmes/projects and activities in the following domains:

#### **1. Empowerment –**

- a. programmes/projects that promote gender equality, support creation of opportunities and facilitate employment for women, the differently abled and other weaker sections of the society ;
- b. facilitate financial support and provide educational materials, information and tools such as books, periodicals, computer equipment to needy schools and children with a view to make them more educated and thus socially and economically empowered
- c. 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 facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;

#### **2. Education–**

- a. promote access and quality of education and foster research and development through creating infrastructure, promote scholarships, research grants among others in schools, colleges and universities ;
- b. programmes/projects on vocational training for specially-abled people, socially and economically backward, and other weaker sections of the society

3. Environment -

- a. supporting programmes/projects that focus on conservation of the environment, encourage use of renewable energy, ensure environmental sustainability, proper waste management, reducing the carbon footprint and preserve the balance of ecology ;
- b. 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;

4. Eradication of Poverty

- a. programmes/projects and initiatives to impart financial literacy to facilitate financial inclusion;
- b. programmes/projects that help income generation, skill trainings, and information dissemination programs related to farming, agricultural practices and animal husbandry to support farmers with an aim to encourage rural development and reduce poverty and hunger.

5. Disaster Relief

- a. engage with not-for-profits to deliver programmes/projects that organize relief work in times of natural calamities;
- b. programmes/projects which contribute towards disaster preparedness and humanitarian aid.

6. Health –

- a. Programmes/projects that help in reducing child mortality, improving maternal health, combat and prevent diseases, facilitate hygiene and sanitation etc.

7. Others –

Any other activities in relation of the above and all other activities which forms part of BOBCAPS CSR programme.

#### **D. Implementation**

While executing its CSR activities, BOBCAPS shall ensure that such activities are not in normal pursuance of its business.

BOBCAPS may undertake its CSR activities through a registered trust or society or any company, established by the Company, its holding company under Section 8 of the Act for such non-for-profit objectives.

Provided that BOBCAPS can carry out its CSR activities through such other institutes having an established track record of 3 (three) years in undertaking the CSR activities.

BOBCAPS may also collaborate with other companies, banks, institutions for undertaking the CSR activities subject to fulfillment of separate reporting requirements as prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 (the 'Rules').

The Board or CSR Committee shall ensure that its Implementing partners are entities registered as Trusts or Society or Company or Section 8/Section 25 company or Department of Science & Technology (DST), certified technology incubators or through collaborative projects with other corporates including its parent bank – Bank of Baroda.

The implementing partner should not have less than three years' experience in implementing projects. These agencies will be screened based on BOBCAPS's internal screening criteria to ascertain the entity's credibility and its ability to execute the proposed projects.

The CSR Committee will oversee implementation and monitoring of all CSR projects/ programmes with periodic visits and reports.

## **E. Governance**

The approval of the CSR policy and overall oversight is the responsibility of the Vodafone Board of Directors.

The responsibility of the CSR committee is to promote the strategy and administer and execute the policy through an implementing partner(s).

The CSR committee is to ensure that projects/programmes are compliant with this Policy and are monitored and reported effectively.

## **F. Roles and Responsibilities:**

### **Board of Directors**

The Board of Directors of the Company will be responsible for:

- a. approval of the CSR Policy of the Company ;
- b. disclosing the content of the Policy in its report and place the Policy on the Company's website in such a manner as prescribed under Section 135 of the Companies Act 2013 read with the CSR Rules ;
- c. ensuring that the Company spends, in every financial year, at least two percent of the average net profits of the Company made during the three immediately preceding financial years in pursuance of this Policy ;
- d. ensuring that it specifies the reasons in its report for not spending the earmarked amount in case the Company fails to spend such amount during the financial year ;
- e. the Board shall have the power to make any change(s) in the Committee constitution.

### **CSR Committee**

- a. prepare, revise and modify the CSR Policy for the Company and place the same with the Board of Directors for their approval;
- b. ensure that the programmes, projects and activities supported are aligned with the approved CSR policy of the Company and are also aligned to the activities prescribed in Schedule VII of the Companies Act, 2013;

- c. review and approve annual budgets with respect to CSR programmes;
- d. review performance and effectiveness of projects supported;
- e. develop and institutionalize a CSR reporting mechanism in light with Section 135 of the Companies Act 2013 read with Rule 8 of the CSR rules framed thereunder;
- f. respond to any query, observation or clarification sought by the Ministry of Corporate Affairs or any other regulatory authority with regard to CSR supported activities;
- g. ensure that the approved CSR policy of the Company is displayed on the website of the Company and periodical update is also put up on the web site;
- h. Reviewing the findings and recommendations from any investigation or audit by regulatory agencies or external auditors or consultants concerning Vodafone India Limited CSR matters; and
- i. in case the Company is not able to spend two percent of the average net profits of the last three financial years or any part thereof, the CSR Committee shall provide the reasons for not spending the amount to the Board which shall also be included in the Board's report ;

#### **G. CSR Expenditure**

CSR expenditure will include all expenditure, direct and indirect, incurred by the Company on CSR Programmes undertaken in accordance with the approved CSR Plan.

Moreover, any surplus and/or additional revenue generated out of CSR Activities arising from any CSR Programmes shall not form part of the business profit of the Company and same shall be spent for undertaking any CSR Activities only.

Accordingly, any income arising from CSR Programmes will be netted off from the CSR expenditure and such net amount will be reported as CSR expenditure.

#### **H. General**

In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference to be made to CSR Committee. In all such matters, the interpretation and decision of the Committee shall be final.