

CORPORATE SOCIAL RESPONSIBILITY POLICY

By

BENGAL PEERLESS HOUSING DEVELOPMENT COMPANY
LTD.

6/1A, MOIRA STREET, "MANGAL DEEP", GROUND FLOOR,
KOLKATA 700 017.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

1.1 Company shall mean the Bengal Peerless Housing Development Company Ltd., a Company incorporated under the provisions of the Companies Act, 1956 with its registered Office at 6/1A, Moira Street, “Mangal Deep”, Ground Floor, Kolkata 700017.

1.2. Act shall mean the Companies Act, 2013 and includes any other rules, regulations made under the Act, statutory amendments, from time to time, and any other statutory enactment thereof;

1.3. Board shall mean Board of Directors of the Company (Bengal Peerless Housing Development Company Ltd.);

1.4. Independent Director shall mean the Director as defined and enunciated in sub section 6 of section 149 of the Act, 2013;

1.5. CSR shall mean the Corporate Social Responsibility as defined in the Section 135 of the Act, 2013 and rules made there under.

1.6. Committee shall mean the CSR Committee formed by the Board of Directors of the Company vide Board Resolution Number 2.3 dated 14th June, 2014.

1.7. Activities shall mean the CSR activities as prescribed by the Committee to the Board in cohesion with those enunciated in the schedule VII of the Act, 2013 for the benefits of Society in India with a special privilege to the localities of nearby area of the company:-

1.8. NGO shall mean the non-profit organizations be it a Registered trust, Society, Section 8 Companies of the Act, 2013 made by the company or its holding, subsidiary or associate company, or any association formed and registered under the respective statutory body in India;

1.9. Global NGO shall mean non-profit organizations formed and registered under the respective law of the Country other than India and caters for the beneficiaries globally and includes UNO, UNESCO;

1.10. Beneficiaries shall mean the person (s) or sector of people fructifying the benefits from the activities defined in clause 1.7, and shall include ecology, environment;

1.11. Directors’ report shall mean the report under the section 134 of the Act 2013, by the Company;

1.12. Web site shall mean the official web site of the Company.

COMMITTEE

The Board has constituted a committee especially for CSR known as CSR committee. The committee should consist of three or more directors and at least one of them is an Independent Director w.e.f. FY 2015-16. The list of the first

committee members is annexed as Annexure A to this policy and the Board has absolute power to remove and induct any member into the committee.

2.1 The members of the committee should be of age not less than 21 years.

2.2 The tenure of the members shall be of Five years initial term. Second term shall be provided to the Directors other than the Independent Director.

2.3 The Independent Director shall be appointed for an initial term of five years and subsequently reappointed with the approval of the shareholders for another term subject the Act & applicable Rules.

2.4 None of the Director shall be extended more than 2 terms.

2.5 Any Director can be appointed after a cooling period of three years on completion of two consecutive term and such appoint shall be considered as a fresh appointment enabling them to continue for another two terms.

CHAIRMAN

3.1 The Chairman of the committee shall be elected by the members of the Committee. It is desired to have the committee be headed by an Independent Director.

MEETING

4.1. The committee members shall meet as per requirement during every Financial Year for their recommendation / review / report before the Board meeting.

4.2 Notice of any meeting of the CSR Committee may be given at least 7 days prior to any such meeting to be held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member.

QUORUM

4.3 Minimum of two Members shall form the Quorum. While Independent Director is required to be included in the committee, then minimum of two members of which at least one Independent Director shall form Quorum.

RESOLUTIONS

4.4. All decisions shall be taken by simple majority. In case of equality of votes on any matter, Chairman shall have a casting vote.

4.5. The CSR Committee can also pass the resolution by circulation, if the draft resolution along with necessary papers, has been circulated to all the members of the CSR Committee then in India and has been approved by such of the members as are then in India, or by majority of such of them, as are entitled to vote on the resolution.

MINUTES

4.6. Minutes of the proceedings and resolutions of the CSR Committee meetings shall be signed and confirmed by the Chairman of the meeting. Minutes so signed and confirmed shall be conclusive evidence of such proceedings and resolutions.

Minutes of all Committee meetings will be open for inspection at any reasonable time on reasonable notice by any member of the Board of Directors of the Company.

4.7 Minutes of the committee meeting shall be recorded in loose sheets bound and shall be initiated by the Chairman or in electronic form, the minutes shall be digitally signed by the Chairman.

MAINTENANCE OF RECORDS

4.8 Company Secretary of the Company or any other person authorised by the Committee may be nominated as a responsible person for maintaining the records of all the Meetings and duly signed minutes of the Meeting of the CSR Committee at a place designated by the Committee.

CSR FUNDS

4.9 a) In every financial year, the company should spend at least 2 percent of the average Net Profits made during the three preceding financial years of the company as per the prevailing provisions of the Companies Act 2013 and Rules thereunder.

b) Any income arising therefrom

c) Surplus arising out of CSR activities

d) Donations received from any sources

However, at the recommendation of the CSR committee, the Board may decide to spend more amounts but not less than the Profit as mentioned above.

NOT FOR EMPLOYEES ONLY:

4.10 The CSR activities should not be exclusively for the benefit of employees of the Company or their family members.

AMENDMENTS TO THE CSR POLICY:

4.11 Bengal Peerless Housing Development Company Limited Board of Directors shall have power to amend the CSR Policy at any point of time after taking recommendation of CSR Committee.

4.12. ROLE OF BOARD OF DIRECTORS

a) Approve CSR Policy after considering recommendations of CSR Committee.

- b) Contents of CSR Policy to be uploaded on company's website.
- c) Ensuring CSR Policy activities are undertaken.

ROLE AND RESPONSIBILITY OF THE COMMITTEE.

The Committee shall

- 5.1 Recommend the computed amount that shall be spend on CSR.
- 5.2 Determine the beneficiaries of the activities and global activities.
- 5.3 Mode of serving the beneficiaries i.e. directly or indirectly through an NGO.
- 5.4 Identify the NGO global NGO through which the beneficiaries shall be served in India.
- 5.6 Determine the mode of payment to the identified NGOs and global NGOs.
- 5.7 Derive the method of verifying whether the amount allotted is spend for the beneficiaries.
- 5.8 Audit and assess the activities implemented
- 5.9 Report to the Board and aids in disclosing in the Directors' Report of the Board under section 134 of the Act, 2013 as well as uploading in the official web site of the Company.

NGO

The NGO selection criterions are;

- 6.1 Legal identity and its organization
- 6.2 Registration under the Income Tax and Foreign Exchange department, if applicable.
- 6.3 Members in the Board of NGO.
- 6.4 Past donors and recipients of NGO.
- 6.5 Impact assessment on the activities undertaken.
- 6.6 Input output ration of the activities undertaken.
- 6.7 Directors', employees, volunteers remuneration.
- 6.8 Future projects appraisal;
- 6.9 Beneficiaries of the activities.
- 6.10 Projected impact assessment of the activities.
- 6.11 Fund required for the activity and plan for contribution.

6.12 Other donors contributing for these chosen activities.

6.13 Mode of payment to the NGO either by Demand Draft/Cheque/ Electronic Fund Transfer System.

ACTIVITIES MAY BE INCLUDED IN CSR POLICY-

7.1 Activity must be covered in Schedule VII of the Companies Act, 2013, as amended time to time.

ASSESSMENT

8.1 Accounting on the money spent on CSR.

8.2 Auditing and submission of activity report for the approval of the Board before the Annual General Meeting.

REPORTING

9.1 Adhere to reporting guidelines prescribed in Companies Act and Rules to such Act.

REVIEW OF ACTIVITIES

10.1. Frequency of review will be on requirement of the committee.

10.2. Implementation of changes desired.

10.3. Alternate NGO performing better for the cause.

10.4. Recommendation of the identified NGO for the review of Board.

OTHERS

11.1 Preference shall be to local area and areas around it where it operates

11.2 A company may spend on CSR activities by way of an organization which is registered as Trust or Section 8 Company or Society or Foundation or any other form of entity operating within India.

11.3 A company may incorporate / registered a separate trust, society, foundation, section 8 of the Companies Act, 2013 to facilitate CSR Activities.

11.4 CSR activities in India only shall be taken into consideration.

11.5 The CSR policy of the Company as amended from time to time, shall be posted on the website of the Company.

11.6 Surplus arising out of the CSR Activity will not be part of business of the Company.

11.7 The Company may collaborate or pool resources with other companies/organisations to undertake activities.

12. IMPLEMENTATION PROCESS

Projects which are to be identified by the Company shall have to be implemented in a participatory manner, in consultation with the community /Local Authority / other relevant body (ies).

13. COMPUTATION OF NET PROFIT FOR CSR.

For the purposes of this section, “Average Net Profit” shall be calculated in accordance with the provisions of section 198 of Companies Act, 2013.

ANNEXURE A

S/No	Member's Name	Category	Designation
1.	Mr. Somnath Sanyal	Non Executive Director	Chairman
2.	Mr. Jayanta Roy	Non Executive Director	Member
3.	Mr. P. P. Ray	Non Executive Director	Member
4.	Mr. Pranab Kumar Datta	Non Executive Independent Director	Member* ¹

*1. Appointed in the Board Meeting dated 21.03.2015.