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Approved By & on	Board of Directors
	15-12-2023
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CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY THEBROMA FOODS PRIVATE LIMITED

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1. INTRODUCTION

Theobroma Foods Private Limited (Theobroma/Company) in compliance with section 135 of Companies Act, 2013, recognizes its responsibility towards society and is committed to conducting its business in a socially responsible and sustainable manner.

Theobroma Core Values viz, **Authentic Recipes, Baked with Love, Honestly Priced and Committed to Quality** are at the foundation of its Vision and Mission. It believes that to earn a healthy profit, provide employment and expand business are not the only parameters to measure the success of the business. It aims to discharge its overall social responsibilities, where it operates.

This Corporate Social Responsibility (CSR) Policy outlines the principles and guidelines that Company will adhere to while carrying out its CSR initiatives.

2. GOVERNANCE

This CSR Policy is approved by Board of Directors in its meeting held on 15th December, 2023. Currently, the requirement to constitute CSR Committee is not applicable and the Board of Directors of the Company shall discharge functions of CSR Committee, where CSR liability of the Company is up to INR 50,00,000 (Indian Rupees Fifty Lacs).

3. OBJECTIVES:

The primary objectives of CSR policy are:

- i. To contribute to wellbeing and sustainable development of society.
- ii. To undertake projects that have a positive impact on community where it operates.
- iii. To comply with statutory requirements of Companies Act, 2013 and rules related to CSR.

4. CSR FUNCTIONS OF BOARD OF DIRECTORS:

- i. Formulate, monitor, and revise Corporate Social Responsibility (CSR) Policy of the Company from time to time as per the requirements of applicable Companies Act, 2013 and rules.
- ii. Disclose contents of CSR Policy in its report and place it on the Company's website, if any.
- iii. Approve CSR Budget for every financial year and ensure that the Company spends, in every financial year, at least 2% (Two per cent) of its average net profits of immediately preceding 3 (three) financial years, calculated as per Companies Act, 2013.
- iv. Identify administrative overheads for undertaking CSR activities and ensure that administrative overheads shall not exceed 5% of the annual CSR expenditure.
- v. Satisfy itself that the funds so disbursed for CSR activities are utilized for said purposes and in a manner approved by the Board. CFO shall certify it.



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5. KEY AREAS FOR CSR ACTIVITIES

Theobroma will focus its CSR initiatives utilizing the Budgeted CSR Expenditure in following areas as per **Schedule VII of the Companies Act 2013**.

- i. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care"] and sanitation 4[including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
- Promotion of education, including special education, technical education, providing necessary infrastructure for education and undertaking employment enhancing vocation skills especially among children, women, elderly and the differentially 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;
- iv. 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;
- vi. 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];
- vii. Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;
- viii. 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 govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;
 - ix.a. Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government and
 - b. Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science



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and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defence Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).

- x. Rural development projects.
- xi. Slum area development. "Slum area" shall mean any area declared as such by the Central Government, any State Government, or any other competent authority under any law for the time being in force.
- xii. Disaster management, including relief, rehabilitation, and reconstruction activities.

6. GUIDING PRINCIPLES:

- i. Theobroma prefers to undertake CSR activities in and around its Central Kitchens.
- ii.Theobroma may spend CSR amount directly or through implementing agency registered under Companies Act. 2013.
- iii.CSR Team shall be constituted which includes following Company personnel:
 - a. CFO
 - b. Head Legal & Company Secretary
 - c. Head -HR
 - d. EA to CEO
 - e. Head-QHSE
 - f. Location Heads at Central Kitchens

iv.Exclusions: CSR activities shall not include:

- a. Any activity out of the normal course of business of the Company.
- b. Activity benefitting employees of the Company.
- c. Any activity supported by Company on sponsorship basis for deriving marketing benefits for its products or services.
- d. Any activity carried out for fulfilment of its statutory obligations under any other law in India.
- e. Contribution of any amount directly or indirectly to any political party
- f. Any activity undertaken by the Company outside India except training of Indian Sports personnel from State, Union Territory or National level representing India at international level.
- v.In case of any "ongoing project" (means multi- year project, however not exceeding 3 years beyond the year in which the project begins), Board of Directors shall strictly monitor its implementation and year wise allocation.
- vi.CSR Surplus: Any surplus arising out of CSR activity or balance remaining in the CSR Budgeted Fund shall not form part of business profit of the Company and shall be ploughed back in the same CSR project or remain as CSR unspent amount. Such CSR unspent amount shall be spent as per this Policy and requirements of Companies Act.



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vii.When Company spends any excess amount on CSR activities over and above its CSR liability in any financial year, such excess may be set off against its CSR liability for immediately next 3 financial years by passing a Board resolution to that effect.

7. IMPLEMENTATION:

- i. Theobroma undertakes to implement CSR policy through its CSR Team.
- ii. The Company Secretary shall communicate CSR liability to CEO and Board of Directors on assessment of CSR liability for each financial year.
- iii. Post approval from Board of Directors, Company Secretary shall communicate CSR Budget to CSR Team.
- iv. CSR Team shall gather CSR ideas and make CSR proposals to the Company Secretary.
- v. Company Secretary to arrange for Board approval to CSR proposal.
- vi. CSR Team shall make annual action plan for carrying out selected CSR projects, in coordination with the Company Secretary/ EA to CEO.
- vii. CSR team members shall:
 - a. Ensure proper monitoring and manner of execution of selected CSR projects.
 - b. Decide modalities of utilization of funds and implementation of schedules.
 - c. Implement the selected CSR Projects.
 - d. Keep on record photographs/ videos, if any, of the completed CSR activity.
 - e. Report from time to time about status of CSR projects.

8. MONITORING AND REPORTING

- i. Company Secretary will prepare an annual CSR report on CSR activities.
- ii. This CSR report will be disclosed by the Company on its official website and in the Directors Report for every financial year.

9. COMMUNICATION

This CSR Policy will be communicated to all employees, stakeholders, and the public to ensure transparency and accountability.

10. REVIEW AND AMENDMENT

This CSR Policy will be reviewed periodically to ensure its effectiveness and relevance. Any amendments to this policy will be approved by Board of Directors.

For Theobroma Foods Private Limited

Rishi Gour Whole time Director & CEO