

Composition of CSR Committee

Sl No.	DIN	Name	Designation	Status in Committee
1	10811451	Mr. Toru Tamura	Managing Director	Chairman and Member
2	00048888	Mr. Rajender Prasad Gupta	Director	Member
3	10084600	Mr. Ken Takahashi	Director	Member

Corporate Social Responsibility (CSR) Policy 2025-26

BHARAT CERTIS AGRISCIENCE LIMITED

CIN: (U74899DL1985PLC020210)

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BHARAT CERTIS AGRISCIENCE LIMITED

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

1. INTRODUCTION

BHARAT CERTIS AGRISCIENCE LIMITED, a group company of Mitsui and Co., Ltd., Japan is fully committed to contribute its share towards a better, sustainable and healthy India. We are always at the forefront, when it comes to fulfilling our responsibility towards the environment and society. Our commitments towards Corporate Social Responsibility include but not limited to, promotion of education and healthcare, energy and climate change, and betterment of the society through respect for universal humanrights and the environment, acting with integrity and accountability and operating responsibly and sustainably.

2. OBJECTIVE AND SCOPE

2.1. OBJECTIVE

The main objective of the CSR Policy is to lay down guidelines for Bharat Certis Agriscience Limited (hereinafterreferred to as ‘the Company’) to make CSR as one of the key focus areas to adhere to Company’s global interestin various activities that focus on making a positive contribution to society through effective impact and sustainable development programs. These rules set the standards for the way we interact with society at largeand the environment around us.

Contribute to inclusive growth and equitable development through capacity building measures, empowerment of marginalized and under privileged sections/communities.

This Policy covers the proposed CSR activities to be undertaken by the Company and ensuring that they are inline with Schedule VII of the Companies Act, 2013 as amended from time to time. It covers the CSR activities which are being carried out in India only and includes strategy that defines plans for future CSR activities.

Provisions of Bharat Certis Agriscience Limited’s CSR Policy will be revised/amended in accordance with the guidelines on the subject as may be issued by the Government from time to time. Any changes in the legal provisions or Government guidelines shall be deemed to be adopted as per applicability provisions issued from time to time.

2.2. SCOPE & COVERAGE

The CSR activities of the Company shall include, but not limited to any or all of the sectors/activities as may beprescribed by Schedule VII of the Companies Act, 2013 amended from time to time. Further, the Company willreview the sectors/activities from time to time and make additions/ deletions/ clarifications to the above sectors/activities.

The CSR activities which are exclusively for the benefit of the employees of Bharat Certis Agriscience Limited or their family members shall not be considered as CSR activity.

CSR expenditure shall include all expenditure including contribution to corpus, for projects or programs relating to CSR activities approved by the Board but does not include any expenditure on any item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Companies Act, 2013.

Bharat Certis Agriscience Limited shall give preference to the local area or areas around it where it operates, for carrying out the CSR activities.

The Board of Bharat Certis Agriscience Limited may decide to undertake its CSR activities either directly or through a registered trust or a registered society or a company established by it or its holding or subsidiary or associate company pursuant to Section 135 of the Companies Act, 2013 and rules made there-under.

Choice of CSR & Sustainability schemes for implementation will preferably be made in consultation/association with the administrative authorities of District/Sub-division/Blocks/Panchayats in which the Bharat Certis Agriscience Limited's Units are operating. This will help to avoid overlapping of the works/initiatives being undertaken by these authorities so that the genuine requirements of the targeted segments of the society are addressed by the chosen schemes and also ensure availability of authentic Baseline data or proper Need Assessment of identified schemes at the grass root level.

Bharat Certis Agriscience Limited can collaborate with other Companies for undertaking CSR projects/programs/CSR activities in such a manner that the CSR committees of the respective companies are in a position to report separately on such projects or programs in accordance with the applicable CSR rules.

A brief summary of CSR & Sustainability initiatives and achievements will also be included in the Annual Report of Bharat Certis Agriscience Limited as per applicable provisions/rules/guidelines.

2.3. CSR BUDGET

The total budget for the CSR projects in each financial year will be decided by the CSR Committee in accordance with applicable provisions of the Act and the CSR Rules and the CSR Committee will recommend the amount of expenditure to be incurred on the activities to the Board for its approval. The CSR Committee shall propose to distribute the budget among the Areas to Emphasize or such of them as the CSR Committee may deem fit in each financial year, in such proportion and in a manner that meets the objectives of the CSR Policy.

3. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

3.1. CONSTITUTION

Pursuant to the provisions of Section 135 of the Act, the Board of Directors shall constitute the Corporate Social Responsibility (CSR) Committee. The Members of CSR committee shall be appointed by the Board of Directors of the Company which must consist of at least two or more Directors. Accordingly, the constitution of CSR Committee formed by company in India is as follows:

1. Mr. Mr. Toru Tamura, MD (Chairman)
2. Mr. R. P. Gupta, Director (Member)

3. Mr. Ken Takahashi, Director (Member)

3.2. FUNCTIONS AND POWERS OF COMMITTEE

To effectively implement the objectives of the Company with respect to CSR, the Committee is vested with the following functions and powers:

- a. Formulate CSR Policy and recommend the same to the Board of Directors of the Company for approval.
- b. Recommend CSR projects/programs/activities as stated under Schedule VII of the Act
- c. Approve to undertake CSR activities, if necessary, in collaboration with group companies/other Companies/firms/NGOs or implementing agency etc., and to separately report the same in line with the CSR Rules
- d. Recommend the CSR Budget
- e. Spend the allocated CSR amount on the CSR activities once it is approved by the Board of Directors of the Company in accordance with the Act and the CSR Rules
- f. Create transparent monitoring mechanism for implementation of CSR initiatives in India.
- g. Submit the Reports to the Board in respect of the CSR activities undertaken by the Company.
- h. Monitor CSR Policy from time to time.
- i. Monitor activities/charter of Internal Working and Monitoring Group (WG) who are authorized to ensure that the CSR activities of the Company are implemented effectively.
- j. Authorize executives of the Company to attend the CSR Committee Meetings, if necessary
- k. formulate and recommend to the Board, an Annual Action Plan in pursuance of its CSR policy, which shall include the items as mentioned in rule 5(2) of the Companies (CSR Policy) Rules, 2014.

3.3. MEETINGS OF THE COMMITTEE

For the smooth functioning of the Committee, the members shall meet as below to discuss such matters and to take such decisions as may be necessary.

- The CSR Committee shall hold a minimum number of two meetings in a year.
- The members of the Committee may mutually agree between them regarding the time and place for the said meetings.
- The quorum for the CSR Committee Meeting shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher.
- The Members of the Committee may participate in the meeting either in person or through video conferencing or other audio-visual means as may

be convenient.

3.4. ROLE OF THE BOARD

- After considering the recommendations made by the CSR Committee, approve the CSR Policy for the Company.
- Ensure that the CSR activities included in this Corporate Social Responsibility Policy are undertaken by the Company.
- The Board of the Company may decide to undertake its CSR activities approved by the CSR Committee, either directly or through a registered trust or a registered society or a Company established under section 8 of the Act by the company, either singly or along with its holding or subsidiary or associate company, or along with any other company or holding or subsidiary or associate company of such other company, or otherwise.
- As per Section 135 of the Act, specify the reasons for under spending the CSR amount in the Board's Report

3.5. GUIDING PRINCIPLES FOR PROJECT SELECTION AND IMPLEMENTATION

For effective implementation, long term CSR plans will be broken down into medium term and short-term plans.

Each plan recommended by the Board should specify the CSR activities planned to be undertaken for each year, the budget required for the same, define the responsibilities of the designated authorities to be engaged in the said task, and also prescribe the measurable and the expected outcome and social/ environmental impact of the CSR activity.

The Company recognizes that the period of implementation of its long-term CSR projects can extend over several years depending upon the expected outcome/ impact thereof. While planning for such long-term projects the Board should estimate the total cost of each project and that the Company should commit such amount for long-term expenditure till completion of the said project.

4. CSR EXPENDITURE

The Company will ensure that in every financial year, the company spends at least 2% of the average net profits of the company made during the three immediately preceding financial years, towards Corporate Social Responsibility activities as enumerated in this policy.

Net profit for the purpose of allocation towards CSR means profit more fully described under Rule 2(f) of the CSR Rules. The CSR expenditure shall include all expenditure including contribution to corpus or on projects or programs relating to CSR activities approved by the Board of Directors on the recommendation of its CSR Committee but does not include any expenditure on an item not in conformity or not in line with activities stated under Schedule VII of the Act.

Bharat Certis Agriscience Limited will build CSR capacities of their own personnel as well as those of their Implementing agencies through Institutions with established track records of at least three financial years but such expenditure including expenditure on administrative overheads for General management and Administration of CSR functions in the company, shall not exceed five percent of

total CSR expenditure of the company in one financial year. The Administrative overheads shall not include the expenses directly incurred for the designing, implementation, monitoring and evaluation of a particular CSR project or program.

The CSR amount may be spent for creation or acquisition of a capital asset, which shall be held by-

- a) A company established under section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects and CSR Registration Number sub-rule (2) of rule 4; or
- (b) beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or
- (c) a public authority

4.1. IMPLEMENTATION

The Company may undertake its CSR Activities either directly or through any implementing agency.

While engaging or partnering with the external agencies, apart from availability of necessary capabilities and expertise for the planned CSR works, credentials of reliability, integrity of such agencies should be verified by the awarding authority. Such organizations will have a track record of at least 3 years in undertaking similar programs or projects. It shall be ensured that the CSR activities are undertaken by the Company itself or through:

- a) A Company established under section 8 of the (Companies) Act, or a registered Public Trust or a Registered Society, registered under Section 12A and 80 G of the Income Tax Act, 1961 (43 of 1961), established by the Company, either singly or along with any other Company, or
- b) A Company established under Section 8 of the Act or a registered Trust or a registered Society, established by the Central Government or State Government; or
- c) Any entity established under an Act of Parliament or a State Legislature; or
- d) A Company established under Section 8 of the Act, or a registered public trust or a registered Society, registered under Section 12A and 80 G of the Income Tax Act, 1961 and having an established track record of at least three years in undertaking similar activities.

4.2. STEPS IN IMPLEMENTATION

While engaging or partnering with the external agencies the following steps shall be taken for implementation of CSR expenditure:

- i. Memorandum of Understanding will be signed with the implementing partners with specific deliverables.
- ii. Detailed Annual Plan of implementation of approved projects will be drawn up with key performance indicators/ milestones both with regards to physical and financial targets.

- iii. The required budgetary allocation for the project will be approved by the Management.

5. TREATMENT OF UNSPENT, EXCESS, OR SURPLUS CSR AMOUNTS

Any amount remaining unspent relating to an ongoing activity shall be transferred within a period of thirty day from the end of the financial year to an unspent Corporate Social Responsibility account in any Scheduled Bank for that financial year. This amount shall be spent in pursuance of its obligation towards the Corporate Social responsibility policy within a period of 03 financial years from the date of such transfer, failing which, the company shall transfer the same to a fund specified in schedule VII, within a period of 30 days from the date of completion of the third financial year.

If an unspent amount does not relate to an ongoing project the referred amount shall be transferred to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year. The reasons for the non-utilization will be specified in Board's Report.

If the Company fails to spend the required amount in a particular financial year, it is the duty of the Committee to submit a report in writing to the Board of Directors specifying the reasons for not spending the amount, which in turn shall be reported by the Board of Directors in their Annual Report pertaining to that particular Financial Year.

Any amount remaining unspent under sub-section (5), pursuant to any ongoing project, shall be transferred by the company within a period of thirty days from the end of the financial year to a special account to be opened by the company in that behalf for that financial year in any scheduled bank to be called the Unspent Corporate Social Responsibility Account, and such amount shall be spent by the company in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer, failing which, the company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.

If our company spends an amount in excess of requirement provided under sub-section (5) of section 135, such excess amount may be set off against the requirement to spend under sub-section (5) of section 135 up to immediate succeeding three financial years as per Rule 7 of The Companies (Corporate Social Responsibility Policy) Rules, 2014 and amend time to time.

Any surplus arising out of CSR activities shall not form part of the business profit of the Company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR policy or transfer such surplus amount to a fund specified in Schedule-VII, within a period of six months of the expiry of the financial year.

Our company will make contribution to the Corporate Social Responsibility activities through Registered Trust/Society or a company established under Section 8 of the Companies Act, 2013 having a track record of 3 years in undertaking similar projects or programs proposed to be undertaken by the company in accordance with the provisions of Section 135 read with the

Companies (Corporate Social Responsibility Policy) Rules, 2014.

6. CSR ACTIVITIES TO BE UNDERTAKEN BY THE COMPANY

The CSR policy of Bharat Certis Agriscience Limited is broadly framed considering the following measures:

The CSR activities shall be undertaken by Bharat Certis Agriscience Limited as stated in this Policy either directly or through its Trust or through any qualified and recognized agency, as projects or programs or activities (either new or ongoing), excluding

- Activities undertaken in pursuance of the normal course of business of the company.
- The CSR activities which are exclusively for the benefit of the employees of Bharat Certis Agriscience Limited or their family members shall not be considered as CSR activity.
- Activities undertaken outside India, except for training of Indian sports personnel representing any State or Union Territory at national level or India at international level.
- Contribution of any amount, directly or indirectly, to any political party under section 182 of the Act.
- Sponsorship activities for deriving marketing benefits for products/services
- Activities for fulfilling statutory obligations under any law in force in India.

6.1 PROJECTS OR PROGRAMS

The following is the list of CSR projects or programs which may be undertaken pursuant to Schedule VII of the Companies Act, 2013:

- 1. Hunger, Poverty, Malnutrition and Health:** eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- 2. Education:** promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- 3. Gender Equality and Empowerment of women:** 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;
- 4. Environmental Sustainability:** 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;

5. **National Heritage, Art and Culture:** 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 arts and handicrafts;
6. **The Benefit of Armed Forces Veterans:** 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;
7. **Promotion of Sport:** training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
8. **Contribution to Fund:** 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;

9. Contribution to Incubators or Research and Development Projects:

(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 and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organisation (DRDO); Indian Council of Agriculture 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).

10. Rural development projects;

11. Slum area development;

Explanation – For the purpose of this item, the term 'slum area' shall mean any area declared as such by the Central Government or any State Government or and other competent authority under any law for the time being in force.

12. Disaster Management: Disaster Management, including relief, rehabilitation and reconstruction activities;

13. Any other activities in relation of the above and all other activities which forms part of CSR as per schedule VII of the Act, 2013 (the “Act”) as amended from time to time.

7. CSR ANNUAL ACTION PLAN (CAAP)

The CSR Committee shall formulate and recommend to the Board of Directors, a CAAP in pursuance of this Policy, which shall include focus areas for the year, the list of projects to be undertaken, manner of execution, fund utilization, monitoring mechanism, etc. The Board of Directors may approve the CAAP with such further conditions as it deems fit.

The Annual CSR Plan is a yearly plan of CSR activities which outlines inter alia the following aspects of CSR initiatives of the Company:

- Project Proposals
- Targeted Beneficiaries and their key needs
- Alignment with Schedule VII
- Project Goals and milestones
- Activities and Timelines including expected closure dates.
- CSR Budget with projections
- Monitoring mechanism
- Progress reporting and frequency of reports
- Risks and mitigation strategies
- Any other information as may be required by the CSR Committee

However, the Board may alter such a plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

8. PUBLICATION/INFORMATION DISSEMINATION OF CSR POLICY

Disclosure of the composition of the CSR Committee, CSR & Sustainability Policy, Projects approved by the Board and initiatives undertaken by Bharat Certis Agriscience Limited will be posted on company's website and be included in the Directors' Report in line with the existing practices and guidelines of Government of India and as amended from time to time.

9. MONITORING MECHANISM

An Internal Working and Monitoring Team comprising of designated employees of the Company may be set up to ensure effective implementation and monitoring of the projects approved by the CSR Committee from time to time. The decisions of Corporate Social Responsibility Committee are ratified by the Board of Directors from time to time.

9.1 REPORTING BY INTERNAL WORKING AND MONITORING TEAM (ANNUAL CSR REPORT)

The Internal Working and Monitoring Team so constituted, will report / give feedback to the CSR Committee for all CSR projects undertaken.

The Internal Working and Monitoring Team shall submit reports to the CSR Committee of the Company at least once in six months on the progress of the various projects approved by the Committee and entrusted to the Group for implementation and monitoring.

10. CFO CERTIFICATION

Rule 4(5) of CSR Rules says that the Chief Financial Officer (CFO) or the person responsible for financial management shall certify to the Board to the effect that the funds disbursed by the Board for CSR implementation have been utilized for the purposes and in the manner as approved by the Board.

11. IMPACT ASSESSMENT AND CSR REPORTING

Rule 8(3) of the Companies (CSR Policy) Rules, 2014 mandates following class of companies to conduct impact assessment:

- (i) companies with minimum average CSR obligation of Rs. 10 crore or more in the immediately preceding 3 financial years; and
- (ii) companies that have CSR projects with outlays of minimum Rs. 1 crore and which have been completed not less than 1 year before undertaking impact assessment. Accordingly, impact assessment to be done on the basis of applicability of provisions.

Impact assessment studies shall be carried out through an independent agency, for CSR projects having an outlay of one crore rupees or more and which have been completed not less than one year before undertaking the impact study. The impact will be assessed and compared against the planned benchmarks fixed at the time of planning to gauge the degree of success or failure of the CSR / Sustainability initiative.

The impact assessment reports should be presented to the Board of Directors and attached to the annual CSR report. A company conducting an impact assessment can book CSR expenditure for that financial year, but it must not exceed 5% of total CSR expenditure for that financial year or Rs.50 lakh, whichever is less.

The Board report covered under the Rules relating to any financial year should include an annual report on CSR having the particulars specified in Annexure, as applicable under Rule 8 of The Companies (Corporate Social Responsibility Policy) Rules, 2014.

In the case of a foreign company, the balance sheet filed under section 381(1)(b) of the Act should contain an annual report on CSR containing particulars specified in Annexure I or Annexure II, as applicable under Rule 8 of The Companies (Corporate Social Responsibility Policy) Rules, 2014.

12. POLICY REVIEW AND FUTURE AMENDMENT

Any or all provisions of the 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. The CSR Committee reserves the right to modify, add, or amend any of provisions of this Policy subject to approval of the Board to bring the same in line with the guidelines or amendments issued by Government on the subject from time to time.

Changes to the Company's Corporate Social Responsibility policy and any

associated documents may occur from time to time. Any changes to the policy documents and/or their associated documents will be communicated through publication on the Company's website.

13. CONTACT PERSONS FOR CSR ACTIVITIES

Chairman of Corporate Social Responsibility Committee may be contacted in case of any query.
