

FLEX FOODS LIMITED
Corporate Social Responsibility Policy

The Board of Directors (the “Board”) of FLEX FOODS LIMITED (the “Company” or “FLEX FOODS LIMITED”) acting upon the recommendation of its Directors and the Corporate Social Responsibility Committee (the “CSR Committee”), has adopted the following policy and procedures with regard to the Company’s Social Responsibility:

A. Background.

With effect from April 1, 2014, every company, private limited or public limited which either has a net worth of Rs. 500 crore or a turnover of Rs. 1000 crore or net profit of Rs. 5 crore or more, needs to spend at least 2% of its average net profit for the immediately preceding 3 financial years on corporate social responsibility activities. The CSR activities should not be undertaken in the normal course of business and must be with respect to any of the activities mentioned in schedule VII of the 2013 Act as may be amended from time to time.

B. Corporate Social Responsibility Philosophy:

FLEX FOODS LIMITED strives to be a socially responsible company and strongly believes in development which is beneficial for the society at large. 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 lives and operates.

C. Policy Objective:

The objective of this Policy is to set guiding principles for carrying out CSR activities by the Company and also to set up process of execution, implementation schedules and monitoring of the CSR activities to be undertaken by the Company.

D. List of Activities/Projects

The Company shall undertake CSR Projects among the following Activities/Projects falling within the preview of the Schedule VII of the Companies Act, 2013 or such other activities/projects as may be notified by the Ministry of Corporate Affairs from time to time as a part of the Corporate Social Responsibility (“CSR”):

- (a) Eradicating hunger, poverty and malnutrition, promoting preventive health care and Sanitation and making available safe drinking water.
- (b) Promoting education, including special education and employment enhancing vocation Skills especially among children, women, elderly and the differently abled and livelihood Enhancement projects.
- (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.

- (d) 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.
- (e) 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
- (f) measures for the benefit of armed forces veterans, war widows and their dependents.
- (g) Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic Sports.
- (h) 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.
- (i) Contribution or funds provided to technology incubators located within academic institution which are approved by the Central Government;
- (j) Rural development projects;
- (k) Any other activities in relation to 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.
(Collectively hereinafter referred to as "CSR Activities")

The above CSR Activities shall be undertaken only in India for the benefit of the Indian public and not only for the employees of the Company and their family. Provided further that the preference shall be given to the local areas and areas where the Company operates for undertaking the CSR Activities.

E. Quantum of Amount to be spent on CSR Activities

- i. The Company shall strive to spend in every financial year at least 2% (two percent) of the average net profits of the Company made during the three immediately preceding financial years.
- ii. Any surplus arising and/or additional revenue generated out of CSR Activities undertaken by the Company shall not form the part of business profit of the Company and same shall be spent for undertaking any CSR Activities only.

F. Implementation of CSR Activities

- i. The Company may undertake CSR Activities through a registered trust or registered society or a company, established by the Company, its holding or subsidiary or associate company under Section 8 of the Act or otherwise.

Provided that:

- If such trust, society or company is not established by the company or its holding or subsidiary or associate company, it shall have an established track record of three years in undertaking similar programs or projects;
 - The company may specify the project or programs to be undertaken through these entities, the modalities of utilization of funds on such projects and programs and monitoring and reporting mechanism.
- ii. The Company may collaborate with other companies for undertaking projects or programs or the CSR Activities subject to fulfillment of separate reporting requirements as prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 (the “Rules”).
 - iii. The CSR Activities shall not include any activity undertaken by the Company in pursuance of normal course of business of the Company.
 - iv. The Company shall not make any contribution directly or indirectly to Political Party (ies) for CSR Activities.

G. Procedure for CSR Activities

- i. The Committee shall recommend the Board suitable CSR Activities to be undertaken for the financial year along with the detailed plan, modalities of execution, implementation schedule, monitoring process and amount to be incurred on such activities.
- ii. The Board shall give its approval based on the recommendation of the Committee and in compliance of this Policy;
- iii. The Committee, after approval, shall submit the half-yearly report giving status of the CSR Activities undertaken, Expenditure Incurred and such other details as may be required by the Board.

H. Role of the Committee

The Committee shall carry out of the following functions:

- (a) Recommend the CSR Policy to the Board;
- (b) Identify the projects/activities to be undertaken by the Company for CSR
- (c) Recommend to the Board CSR Activities to be undertaken along with detailed plan, modalities of execution, implementation schedule, monitoring process and amount to be incurred on such activities;
- (d) Monitor the CSR Policy of the Company from time to time;
- (e) Ensure compliance of CSR Policy and the Rules;
- (f) Such other functions as may be delegated and/or assigned by the Board from time to time.

I. CSR Reporting and Display

The Company shall include in the Annual Report on CSR containing particulars specified in the Annexure to the Companies (“CSR Policy”) Rules, 2014 and also the contents of the CSR Policy in its Board Report and display the same on the Company’s website.
