

Corporate Social Responsibility (CSR) Policy

[In compliance with Section 135 of the Companies Act, 2013 read with Rules made thereunder]

Version 1.0

Preamble

This Corporate Social Responsibility (CSR) Policy is formulated in accordance with the provisions of Section 135 of the Companies Act, 2013 (“Act”), read with the Companies (CSR Policy) Rules, 2014 (“Rules”), as amended from time to time.

CSR Philosophy

BCB Brokerage Private Limited (“the Company”) believes in contributing to the society in which it operates. The Company’s CSR initiatives aim to create sustainable impact through focused efforts in areas prescribed under Schedule VII of the Act.

CSR Objectives

- To undertake activities that benefit society at large
- To contribute to the development of underprivileged and underserved communities
- To align CSR efforts with national development priorities

Applicability

This policy is applicable to the Company upon meeting the threshold criteria prescribed under Section 135(1) of the Act.

CSR Committee [Proviso to 135(1) r/w 135(9), 2nd proviso to Rule 3, Rule 5(1)(ii)]

Pursuant to Section 135(9) of the Act, the Company is exempted from constituting CSR Committee. All the functions of such Committee provided under section 135 shall be discharged by the Board of Directors of the Company.

CSR Annual Action Plan [Rule 5(2)]

The Board shall formulate an annual action plan in pursuance of this Policy, which shall include the following, namely:-

- a. the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
- b. the manner of execution of such projects or programmes;
- c. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
- d. monitoring and reporting mechanism for the projects or programmes; and
- e. details of need and impact assessment, if any, for the projects undertaken by the company;

The Board may alter such plan at any time during the financial year, based on the reasonable justification to that effect.

CSR Activities [135(3)(a) r/w Rule 4]

The Company shall undertake CSR activities as per Schedule VII of the Act, including but not limited to:

- Education and skill development
- Healthcare and sanitation
- Environmental sustainability
- Rural development
- Support during natural calamities
- Promoting sports, art and culture

The Company may undertake these activities either:

- Directly (through its own team), or
- Through eligible implementing agencies registered under CSR Rules (*if applicable*)

CSR Expenditure [135(3)(b),(5), r/w Rule 7]

- The Company shall spend at least 2% of the average net profits (calculated as per Section 198 of the Act) of the last three financial years.
- In allocating and disbursing the amount earmarked for CSR activities, the Company shall give preference to the local area and the areas in and around which it operates.

- Any excess CSR expenditure may be set off against the CSR obligation of the immediately succeeding three (3) financial years, excluding any surplus arising from CSR activities, subject to approval by the Board through a duly passed resolution.
- Any surplus from CSR projects shall not be part of business profits and will be reinvested into CSR.

Treatment of Unspent CSR Amount - Ongoing Projects [135(6)]

- Any amount remaining unspent at the end of a financial year in respect of an ongoing project undertaken pursuant to this CSR Policy shall, in accordance with Section 135(6) of the Companies Act, 2013, be transferred within thirty (30) days from the end of such financial year to a special account to be opened by the Company in that behalf in any scheduled bank, to be called the “Unspent Corporate Social Responsibility Account”.
- The amount so transferred shall be utilised by the Company towards its CSR obligations in respect of such ongoing project within a period of three (3) financial years from the date of such transfer.
- In the event that the Company fails to utilise the said amount within the prescribed period of three financial years, the Company shall transfer the remaining unspent amount to a Fund specified in Schedule VII of the Companies Act, 2013 within thirty (30) days from the date of completion of the third financial year.

Treatment of Unspent CSR Amount Other than Ongoing Projects [135(5)]

- The Company shall transfer the unspent amount to a Fund specified in Schedule VII of the Companies Act, 2013 within a period of six (6) months of the expiry of the financial year.

Implementation [135(4)(a) r/w Rule 9]

CSR projects will be implemented with defined objectives, timelines, and measurable outcomes. The Company shall:

- Identify and approve CSR projects
- Allocate funds from the CSR budget
- Monitor and record expenditure and progress

Monitoring and Reporting [135(4)(b) r/w Rule 7&8]

- The Board shall monitor project implementation.
- The Board shall ensure that administrative overheads do not exceed 5% of the Company’s total CSR expenditure for the relevant financial year.
- The Managing Director (being person responsible for financial management) shall certify fund utilization.
- The Company shall make Annexure II part of the Board’s Report disclosing the following:
 - CSR activities undertaken as per this policy
 - Amount spent vs. required
 - Reasons for unspent amount (if any)
- The CSR amount may be utilised for the creation or acquisition of a capital asset, which shall be held by:
 - a. a company incorporated under Section 8 of the Act, or a registered public trust or registered society having charitable objects and a valid CSR Registration Number under Rule 4(2); or
 - b. the beneficiaries of the concerned CSR project, in the form of self-help groups, collectives, or other eligible entities; or
 - c. a public authority.
- Form CSR-2 shall be filed with the Registrar of Companies annually.

Display of Policy [135(4)(a) r/w Rule 9]

This Policy shall be available on the Company’s website and shall be reviewed periodically.

Amendments [135(3)(c) & (4)(a)]

This policy has been approved and adopted by the Board of Directors of BBPL in its meeting dated 27th January, 2026. The Board may amend this Policy as may be required from time to time in line with applicable laws.

Sd/-

Uttam B. Bagri

Director DIN 01379841

BCB Brokerage Private Limited