

**CORPORATE SOCIAL RESPONSIBILITY POLICY**  
**OF APOLLO FASHION INTERNATIONAL LIMITED**

**1. Preamble**

Apollo Fashion International Limited ('Company') is committed to conducting its business responsibly, integrating Corporate Social Responsibility ('CSR') into its core operations as a leading leather and fashion products manufacturer. This CSR Policy (Policy) fulfills the requirements under Section 135 of the Companies Act, 2013 (Act) read with Schedule VII thereto and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (CSR Rules), as amended.

**2. Applicability**

This Policy applies if the Company meets any of the criteria under Section 135(1) of the Act, in the immediately preceding financial year:

- net worth of ₹500 crore or more,
- turnover of ₹1,000 crore or more, or
- net profit of ₹5 crore or more

The CSR Committee of the Board (CSR Committee) shall oversee implementation, as constituted per the CSR Committee Charter.

**3. Vision and Objective**

The main objective of the CSR Policy is to lay down guidelines for the Company, to make CSR as one of the key focus areas and to make a positive contribution to society through high-impact, sustainable programs.

This Policy covers proposed CSR activities to be undertaken by the Company and examining their alignment with Schedule VII of the Act, as amended from time to time. It covers the CSR activities, which are being carried out by the Company, for the benefit of different segments of the society, specifically the deprived, underprivileged and differently abled persons.

**4. Definitions**

**4.1 Act:** The Act means the Companies Act, 2013.

**4.2 Corporate Social Responsibility:** means the activities undertaken by a Company in pursuance of its statutory obligation laid down in section 135 of the Act in accordance with the provisions contained in these rules, but shall not include the following, namely:-

- activities undertaken in pursuance of the normal course of business of the company;
- any activity undertaken by the company 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;
- activities benefiting employees of the company as defined in clause (k) of section 2 of the Code on Wages, 2019;
- activities supported by the companies on sponsorship basis for deriving marketing benefits for its products or services;
- activities carried out for fulfilment of any other statutory obligations under any law in force in India.

**4.3 CSR Committee:** means the Corporate Social Responsibility Committee of the Board referred to in section 135 of the Act.

**4.4 Net profit:** It shall mean the net profit as defined in the Companies (Corporate Social Responsibility Policy) Rules, 2014 and calculated in accordance with Section 198 of the Companies Act, 2013,

**4.5 Ongoing Project:** means a multi-year project undertaken by a Company in fulfilment of its CSR obligation having timelines not exceeding three years, excluding the financial year in which it was commenced, and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the board based on reasonable justification.

## **5. Governance Structure**

### **5.1 Composition**

In accordance with Section 135(1) of the Act and Rule 5 of the CSR Rules, the Board has constituted the CSR Committee as under:

- 1) Ms. Preeti Chadha – Chairperson, Non-Executive Independent Director.
- 2) Ms. Sakshi Thapar – Member, Non-Executive Independent Director.
- 3) Mr. Raaja Kanwar – Member, Director.

The Company Secretary of the Company shall serve as Secretary to the Committee.

## **6. CSR expenditure**

- The Company shall spend at least 2% (two percent) of the average Net Profits of the Company made during the three immediately preceding financial years in accordance with the Act, the Rules and the CSR Policy.
- The CSR Committee shall recommend to the Board the manner in which the CSR Expenditure shall be incurred in a year, in accordance with the Act & the Rules and the CSR Policy to the Board and based on the recommendation of the CSR Committee, the Board shall approve plan/project pertaining to CSR of the Company.
- Any surplus arising out of the CSR Activities shall not form part of the business profit of the Company and may only be re-allocated to the CSR Activities being undertaken in terms of this CSR Policy and the annual action plan for the financial year in which such surplus has arisen.
- The Board shall ensure that the administrative overheads shall not exceed five percent (5%) of the total CSR expenditure of the Company for the financial year.

## **7. CSR activities**

**A.** The Board shall ensure that the CSR Activities as permissible under Schedule VII of the Companies Act, 2013, including any modification in the same, from time to time, are only undertaken. The activities permissible for CSR under Schedule VII of the Companies Act, 2013 are as under:

- (i) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;

- (ii) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- (iii) 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, agro forestry, 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;
- (v) 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;
- (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 recognized sports, paralympic sports and Olympic sports;
- (viii) Contribution to the Prime Minister's National Relief Fund or Prime Minister's Central Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for social-economic development and relief and welfare of the Scheduled Castes, the Scheduled 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 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 Defense 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  
Explanation - For the purpose of this item, the item 'slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under law for the time being in force;
- (xii) Disaster management, including relief, rehabilitation and reconstruction activities; and
- (xiii) Any other project as may be specified under Schedule VII of the Companies Act, 2013, from time to time.

**B.** The CSR Activities will be carried out in a manner so as to undertake them in and around the local areas where the Company operates as far as possible.

- C. Based on the scope of activities set out in paragraph 7 above, the CSR Committee shall recommend specific activities to the Board for implementation by the Company Or CSR Committee may authorise any one of the Director/CFO/CS of the Company for implementation of the CSR Project.
- D. The Board shall ensure that appropriate designated staff or personnel provide adequate assistance (viz. data collection, survey, quotations costs involved, etc.) to the CSR Committee to enable it to make necessary recommendations to the Board. For this purpose, the CSR Committee may also approach external consultants for assistance as it may deem fit at such costs as may be approved by the Board.
- E. Proper details of the various CSR activities shall be presented to the Board by the CSR Committee for their confirmation.
- F. In case any of the CSR Activities to be undertaken are anticipated to be long term, i.e. an ongoing project being of a term of 3 (three) years, excluding the financial year in which it was commenced, then a detailed estimate on the implementation schedule or milestones should be submitted by the CSR Committee to the Board.
- G. Based on the recommendations of the CSR Committee, the Board shall approve the CSR activities of the Company for a given financial year.

#### **8. Monitoring Process**

The CSR Committee shall establish a monitoring mechanism to ensure effective implementation of CSR projects.

The Committee shall review:

- progress of CSR activities;
- utilization of CSR funds;
- impact assessment of CSR projects, where applicable.

#### **9. Annual Action Plan**

CSR Committee shall formulate and recommend Annual Action Plan to the Board.

#### **10. Implementation Modalities**

- Direct implementation by the Company.
- a company established under section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and approved under 80 G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company; or any entity established under an Act of Parliament or a State legislature; or
- 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
- any entity established under an Act of Parliament or a State legislature; or
- a company established under section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under

section 12A and approved under 80 G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.

#### **11. Treatment of Unspent CSR Amount**

In the event that funds are not spent as prescribed by the end of the financial year for ongoing projects, the Company shall transfer unspent funds to the Unspent Corporate Social Responsibility account within 30 days from the end of the said financial year. The funds so transferred would be used towards the Company's CSR obligations within a period of three financial years from the date of the transfer. In case the Company fails to utilise the funds by the end of the 3 (three) financial years, the funds would be transferred to an eligible fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.

If the unspent amount does not relate to any ongoing project referred to in sub-section (6) of Section 135 of the Companies Act, 2013, the Company shall transfer such unspent amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.

#### **12. Disclosure and Communication**

- The contents of the composition of the CSR Committee, CSR policy and Projects approved by the Board shall be displayed on the company's official website.
- Annual disclosures in the Board's Report.

#### **13. Amendment and Review of the Policy**

- a. This Policy shall be reviewed by the Committee at least once in two years or earlier, if required by changes in law or business requirements, and any amendments shall be recommended to the Board for approval.
- b. The Board reserves the right to amend, modify or rescind any provisions of this Policy in accordance with applicable law.

Approved By: Board of Directors  
Policy approved on: January 30, 2026  
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