ORIENT FASHION EXPORTS (INDIA) PVT.LTD

E-45/14, Okhla Industrial Area Phase-II, NEW DELHI-110020 (INDIA)
CIN :U18101DL2002PTC113704
Phone # 91-11-41612020 Fax # 91-11-26387657
Email info@orientfashions.com

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS IN THEIR MEETING HELD ON 21ST MAY.2014 AT REGISTERED OFFICE E-45/14, OKHLA INDUSTRIAL AREA PHASE-II NEW DELHI-110020

"**RESOLVED THAT** pursuant to Section 135 of the Companies Act, 2013 & Companies (Corporate Social Responsibility Policy) Rules, 2014, a Corporate Social Responsibility Committee (herein after referred as 'CSR Committee') be constituted wef. 01st April 2014.

"**RESOLVED FURTHER THAT** the Composition of CSR Committee will be as follows:

1) Mr. Vinit Suresh Sethi - Chairman of CSR Committee
2) Mr. Amit Suresh Sethi - Member of CSR Committee

"**RESOLVED FURTHER THAT** the roles & responsibilities of CSR Committee will be as follows:

(*a*) to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of Companies Act, 2013;

(*b*) to recommend the amount of expenditure to be incurred on the activities referred to in clause (*a*);

(*c*) to monitor the Corporate Social Responsibility Policy of the Company from time to time;

(d) Adhere to Section 135 of the Companies Act, 2013 & Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force); and

(e) All other activities as informed or delegated by the Board of Directors from time to time.

"**RESOLVED FURTHER THAT** the powers so conferred above through this resolution shall remain intact unless and until modified or altered or amended further by way of a resolution passed by the Board of Directors of the Company."

CERTIFIED TRUE COPY

For Orient Fashion Exports (India) Pvt. Ltd.

(Vinit Suresh Sethi)

(Director)

DIN: 00201589

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Corporate Social Responsibility Policy

The Board of Directors (the "Board") of Orient Fashion Exports (India) Private Limited (the "Company" or "OFEIPL") acting upon the recommendation of its Directors and the Corporate Social Responsibility Policy Committee (the "Committee"), has adopted the following policy and procedures with regard to the Company's Social Responsibility:

Corporate Social Responsibility Philosophy:

OFEIPL 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.

Policy Objective:

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

List of Activities/Projects

The Company shall undertake any of the following Activities/Projects 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"):

i. Eradicating hunger, poverty and malnutrition, promoting preventive health care and 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 centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;

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Auth. Signatory/Director

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;
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;
vi. promotion and development of traditional arts and handicrafts;
vii. Measures for the benefit of armed forces veterans, war widows and their dependents;
viii. Training to promote rural sports, nationally recognised sports, Paralympic and Olympic sports;
ix. 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;
x. Contribution or funds provided to technology incubators located within academic institution which are approved by the Central Government;
xi. Rural development projects;
xii. Any other activities in relation of the above and all other activities which forms part of CSR as per Schedule VII of the Companies Act, 2013 (the "Act") as amended from time to time. (Collectively hereinafter referred to as "CSR Activities")

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

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 part of the business profit of the Company and same shall be spent for undertaking any CSR Activities only.

Implementation of CSR Activities

i. The Company may undertake CSR Activities through Sethi Charitable Trust, an existing Trust set up by the promoters of the Company or any other registered trust or society or any company, established by the Company, its holding or subsidiary company under Section 8 of the Act for such non-for-profit objectives or otherwise.

Provided that the Company can carry out the CSR Activities through such other institutes having an established track record of 3 (three) years in undertaking the CSR Activities.

ii. The Company may collaborate with other companies for undertaking the CSR Activities subject to fulfillment of separate reporting requirements as prescribed in the

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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 payment directly or indirectly to Political Party(ies) for CSR Activities.

Procedure for CSR Activities

i. The Committee shall recommend the Board suitable CSR Activities to be undertaken during for the financial year alongwith 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.

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 alongwith 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.

Words and expressions used and not defined in this Policy shall have the same meanings respectively assigned to them in the Act and the Rules.

For Orient Fashion Exports (India) Pvt. Ltd.

Auth. Signatory/Director