

Corporate Social Responsibility” (CSR) Policy

PREAMBLE

Ultracab (India) Limited [herein after referred as “**Company**”] seeks to be a good corporate citizen in all aspects of its operations and activities. We commit to operating in an economically, socially, and environmentally responsible manner whilst balancing the interests of diverse stakeholders. The way company does business reflects its commitment to profitable growth, sustainable development, and integrity.

The Policy is applicable as and when company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year.

VISION

Our vision is to drive ‘holistic empowerment’ of the community through implementation of sustainable initiative which will have maximum societal impact by identifying the critical needs and gaps.

We shall remain committed to the following operating principles –

- i. Conducting business in a socially responsible and ethical manner.
- ii. Protecting the environment and the safety of people.
- iii. Supporting human rights; and
- iv. Engaging, learning from, respecting, and supporting the local communities and cultures with which we work.

SCOPE

This Policy shall apply to all CSR projects/programmes/activities undertaken by the Company as per Schedule VII of the Act.

DEFINITIONS

“**Corporate Social Responsibility” (CSR)** means and includes but is not limited to:

- i. Projects or programmes relating to activities specified in Schedule VII to the Act; or
- ii. Projects or programmes relating to activities undertaken by the Board of Directors of the Company in pursuant to recommendation of CSR Committee of the Board as per declared.

CSR policy of the Company subject to the condition that such policy will cover subjects enumerated in Schedule VII of the Act.

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

“CSR Policy” related to the activities to be undertaken by the company as specified in Schedule VII to the Act and the expenditure thereon, excluding activities undertaken in pursuance of normal course of business of a company.

“Net Profit” means the net profit of a company as per financial statement prepared in accordance with the applicable provisions of the Act, but shall not include the following, namely;

- Any profit arising from any overseas branch or branches of the company, whether operated as a separate company or otherwise; and
- Any dividend received from other companies in India, which are covered under and complying with the provisions of section 135 of the Act.

CSR COMMITTEE

Pursuant to the provisions of Section 135 of the Act, the Board of Directors shall constitute the CSR Committee. The members of CSR shall be appointed by the Board of Directors of the Company which must consist of at least three or more directors, out of which at least one shall be an independent director.

ROLE OF THE CSR COMMITTEE

The CSR Committee has been constituted in accordance with the provisions of the Act comprising of the 3 (three) Directors. The Company Secretary shall be the secretary to the Committee. The CSR Committee may invite other experts/ invitees as per its requirements.

The CSR Committee shall be responsible for:

- a. Formulating the CSR Policy, including the CSR Activities and their budgets as well as recommendation of any subsequent change/ modification to the CSR Policy;
- b. Institute an implementation and monitoring mechanism for CSR Activities;
- c. Periodically updating the Board on the progress being made in the planned CSR Activities;
- d. Providing a responsibility statement in the Board’s report.

FUNDING AND IMPLEMENTATION

Pursuant to the provisions of the Act, 2% of the average net profit of an eligible company for the last 3 financial years needs to be allocated towards CSR activities. From the annual CSR Budget, provision will be made towards the CSR activities on a year-on-year basis. The entities may in compliance with the provisions of the Act and the CSR Rules, including notifications and clarifications issued there under received funds from its parent company for the CSR Expenditure.

AREAS OF CSR ACTIVITIES

Activities which may be included by companies in their Corporate Social Responsibility Policies Activities relating to:

- 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.

- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently able and livelihood enhancement projects.
- 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.
- 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 4[including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga].
- 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 art and handicrafts;
- Measures for the benefit of armed forces veterans, war widows and their dependents;
- Training to promote rural sports, nationally recognised sports, Paralympics sports and Olympic sports.
- Contribution to the prime minister's national relief fund or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;
- Contributions or funds provided to technology incubators located within academic institutions which are approved by the central govt.
- Rural development projects

ROLES AND RESPONSIBILITIES OF BOARD OF DIRECTORS

The Board of Directors (Board) will be responsible for:

1. Approving the Company's CSR Policy;
2. Disclosing the CSR Policy's content in its report and placing the CSR Policy on the Company's website in such a manner as prescribed under Section 135 of the Act read with the CSR Rules;
3. Ensuring that the Company spends, in every financial year, at least two percent of the Company's average net profit, made during the three preceding financial years towards CSR activities;
4. In an unlikely circumstance wherein the Company fails to spend the stipulated CSR amount during a financial year, the Board is responsible for ensuring that it specifies the reasons in its report for not spending the earmarked amount;

CSR MONITORING

In compliance with the Act and to ensure funds spent on CSR Activities are creating the desired impact on the ground a comprehensive Monitoring and Reporting framework has been put in place.

The CSR Committee shall monitor the implementation of the CSR Policy through periodic reviews of the CSR activities.

The respective CSR personnel will present their annual budgets along with the list of approved CSR activities conducted by the Company to the CSR Committee together with the progress made from time to time as a part of the evaluation process under the monitoring mechanism.

CSR REPORTING

The Board Report of a Company shall include an Annual Report on CSR containing particulars specified in Annexure to the CSR Rules as per the prescribed format.

DISCLOSURE OF THE POLICY

The CSR policy recommended by the CSR Committee and approved by the Board shall be displayed on the Company's website and shall be disclosed in the Board's report as well.

POWER TO REMOVE DIFFICULTIES

If any difficulties arise in giving effect to the provisions of the CSR policy, the Board of Directors may by an order make such provisions as it appears to be necessary or expedient for removing the difficulty, by suitable amending/modifying, such provisions and amendments/modifications shall be displayed on the website of the Company. This is always provided that such amendments /modification shall in no event be inconsistent with the provisions of the Act.

“ANNEXURE 1”

FORMAT FOR THE ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD’S REPORT

1. A brief outline of the Company’s CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.
2. The Composition of the CSR Committee.
3. Average net profit of the Company for last three financial year.
4. Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)
5. Details of CSR spent during the financial year.
 - a. Total amount to be spent for the financial year.
 - b. Amount unspent, if any.
 - c. Manner in which the amount spent during the financial year is detailed below.

Sr. No.	CSR project or activity identified	Sector in which The Project Is covered	Projects or Programs (1) Local area or other (2) Specify the State and District where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) overheads	Cumulative Expenditure up to the reporting period	Amount spent: Direct or through implementing agency
Total							

*Give details of implementing agency:

In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy is in compliance with the CSR objectives and Policy of the Company.
