

**CORPORATE SOCIAL RESPONSIBILITY POLICY OF
CASH UR DRIVE MARKETING LIMITED
(formerly known as Cash Ur Drive Marketing Private Limited)**

1. PURPOSE AND SCOPE

Cash Ur Drive Marketing Limited (**"CUDML"**) has adopted this Policy on Corporate Social Responsibility (the "Policy") as required under the provisions of Section 135 of the Companies Act, 2013 (the "Act") read with Schedule VII of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 ('Rules') (including any statutory modification(s) or re-enactment thereof for the time being in force). The scope of this Policy is to set out the guiding principles for selection, implementation and monitoring of Corporate Social Responsibility ('CSR') of CUDML.

The Company is committed to conduct its business in a socially responsible, ethical and environmentally friendly manner and to continuously work towards improving quality of life of the communities in its operational areas.

2. DEFINITIONS

"Company" means Cash Ur Drive Marketing Limited.

"Act" means The Companies Act, 2013 and includes Companies (Corporate Social Responsibility Policy) Rules, 2014 and all other applicable rules and any statutory modifications, re-enactment thereof.

"Board" means the Board of Directors of the Company.

"Corporate Social Responsibility (CSR)" means and includes but is not limited to-
(i) Projects or programs relating to activities specified in Schedule VII to the Act; or
(ii) Projects or programs relating to activities undertaken by the Board, as per the declared CSR policy of the Company.

3. FOCUS AREAS

As a responsible corporate citizen, CUDML is committed to sustainable development and inclusive growth and strives to solve social issues through sustainable CSR initiatives. By recognizing, identifying and prioritizing social issues, CUDML aims to implement well-planned CSR initiatives through collaboration with employees, consultation and communication with various stakeholders and more specifically in line with Schedule VII read with Section 135 of the Companies Act, 2013.

The Company will focus on the following areas for carrying out its CSR activities, from time to time, as specified under Schedule VII of the Companies Act, 2013 and the Rules made thereunder: -

- I. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach 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, employment enhancing vocation skills especially among children 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.
- 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 including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga.
- V. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- VI. Rural development projects

However, the Company may, subject to the approval of the Board, undertake any other CSR initiatives listed in schedule VII of the Companies Act, 2013, as may be amended from time to time. The CSR activities shall not include the activities undertaken in pursuance of normal course of business of the company.

4. CSR BUDGET

The Board of Company shall ensure that in each financial year, the Company spends at least 2% of the average net profit made during the immediate three preceding financial years. The unutilized CSR budget from the 2% of the average net profit will be transferred either to a fund specified under Schedule VII of the Act or the Unspent CSR Account (as the case may be), in accordance with Section 135 of the Act. The excess amount incurred by the Company on CSR projects, program or activities may be set off against the requirement to spend under Section 135 of the Act for upto three immediately succeeding financial years, subject to applicable provisions of the Act and Rules made thereunder.

The company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for Corporate Social Responsibility activities.

Provided that all reasonable efforts will be made to ensure that the annual CSR allocation is fully utilized in the respective year. However, if the company fails to spend such amount, the Board of Directors shall, in its report made under clause (o)

of sub-section (3) of Section 134 of the Companies Act, 2013, specify the reasons for not spending the amount and, unless the unspent amount relates to any ongoing project referred to in sub-section (6), transfer such unspent amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.

Upto 5% of the total CSR expenditure of the Company in a given financial year, may be spent on general management and administration of CSR function in the Company. Any surplus arising out of the CSR activities shall not form part of the business profit of a company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the Company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year. [Pursuant to Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014].

5. Roles and responsibilities

The Board:

The Board of Directors of the Company will be responsible for:

- Approval of the CSR Policy of the Company.
- Disclosing the content of the Policy in its report and place the Policy on the Company's website in such a manner as prescribed under Section 135 of the Act read with the CSR Rules.
- Ensuring that the social projects included in the Policy are undertaken by the Company.
- Ensuring that the Company spends, in every financial year, at least 2% of the average net profits of the Company made during the three immediately preceding financial years in pursuance of the Policy.
- Ensuring that the Company gives preference to the local areas around its operations for spending the amount earmarked for CSR projects.
- Ensuring that it specifies the reasons in its report for not spending the earmarked amount in case the Company fails to spend such amount.

CSR Committee:

- I. Composition of the CSR committee:** The composition of the CSR Committee shall be decided by the Board from time to time under the provisions of Section 135 of the Act. The CSR Committee shall comprise of a minimum of three directors, at least

one of whom, shall be an independent director.

- II.** The CSR Committee shall formulate and recommend to the Board of Directors, an annual action plan in pursuance of its CSR policy which includes (i) list of CSR projects to be undertaken (ii) the manner of execution of such projects (iii) utilization of funds and implementation schedule (iv) monitoring and reporting mechanism for the projects or programs; and (v) impact assessment, if any for the projects undertaken by the Company.

III. Responsibility of the CSR Committee:

- (a) To formulate and recommend to the Board, a CSR policy which will indicate the activities to be undertaken by the Company;
- (b) To formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include following, namely: -
- i. the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - ii. the manner of execution of such projects or programmes as specified in sub-rule (1) of rule 4 of the CSR Rules;
 - iii. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - iv. monitoring and reporting mechanism for the project or programmes and
 - v. details of need and impact assessment, if any, for the projects undertaken by the Company.
- (c) to review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
- (d) to monitor the CSR policy of the Company from time to time;
- (e) any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

6. IMPLEMENTATION

Project activities identified under CSR would be implemented by the Board of Directors of CUDML directly or through registered Public Trust(s) / registered Society(ies) / Company(ies) incorporated under Section 8 of the Act/ Government Departments / Schemes or any other suitable implementing organization/agency eligible to undertake CSR activities in compliance with the Act, and the Rules made thereunder.

The Board shall disclose the details of the implementation of CSR initiatives and activities to the CSR Committee.

7. MONITORING

It will be the responsibility of the CSR committee to monitor the CSR Policy of the Company and also periodically monitor the implementation of the projects/programs/activities under this CSR Policy and to ensure compliance of the provisions related to CSR mentioned in the Companies Act, 2013 and keep the Board apprised of the status of the progress of implementation of the approved CSR programmes. At the end of the financial year CSR committee will submit its report to the Board.

8. REPORTING

The Board's Report of the Company to include an annual report on CSR containing particulars specified in the Annexure to the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time. The contents of the approved CSR Policy shall be displayed on the Company's website.