



## **CSR Policy of Tanla Platforms Limited**

### **1. Objective of the CSR Policy**

Giving back to Society is one of the core values of Tanla Platforms Limited (hereinafter “Tanla” or “the Company”), wherein we promise to give back 1% of our People's time and 1% of Products and to the society, with an objective to improve the communities in which we live, by doing the following:

- a) We will develop and implement solutions that are scalable and replicable across wide spectrum of our society.
- b) We will encourage and motivate our employees across levels to relentlessly serve the communities utilizing our technology platforms in a manner that will help in achieving the set objectives and programs through partnerships.

### **2. Scope and Applicability**

This policy shall be applicable to Tanla Platforms Limited and its subsidiary companies.

### **3. CSR Thrust Areas**

Tanla will focus its efforts within the developmental streams of education and health with focus on imparting livelihood skills and healthy sanitation targeted towards senior citizens, women and youth.

We will contribute our resources in the following areas for-

- a. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly & the differently abled and livelihood enhancement projects.
- b. Using partnerships, identifying needy segments of differently abled, children, women and senior citizens, create and run programs to enable self-sustainable livelihood.
- c. Creating awareness of the need for environmental protection and promote all related activities including cleanliness by providing necessary infrastructure to eliminate refuse.
- d. Reaching out to affected or would be affected population in natural disaster/calamity effected areas using Tanla's technology platforms and resources, including partnerships, to enable provision of necessities.

Besides above, the Committee may approve such other CSR activities as permissible under Schedule VII of the Act.

### **4. Governance Structure**

The Company has a well-defined and robust governance structure to oversee the implementation of the CSR Policy, in compliance with the requirements of Section 135 of the Companies Act, 2013.



#### **A. Total Outlay**

As per the Companies Act 2013 (the Act), the Company will contribute at least 2% of the average net profits of the Company made during the 3 immediately preceding financial years towards CSR initiatives. For this purpose, the net profit and average net profit shall be calculated in accordance with the provisions of section 198 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.

#### **B. Treatment of unspent amount**

If the Company fails to spend the required amount in a particular financial year, it is the duty of the Committee to submit a report in writing to the Board of Directors specifying the reasons for not spending the amount, which in turn shall be reported by the Board of Directors in their Annual Report pertaining to that particular Financial Year.

Any amount remaining unspent, not relating to any ongoing project, transfer such unspent amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.

Any amount remaining unspent, pursuant to any ongoing project, fulfilling such conditions as may be prescribed, undertaken by the company in pursuance of this Policy, shall be transferred by the company within a period of thirty days from the end of the financial year to a special account to be opened by the company in that behalf for that financial year in any scheduled bank to be called the “Unspent Corporate Social Responsibility Account”, and such amount shall be spent by the company in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer, failing which, the company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.

#### **C. Companies (Corporate Social Responsibility Policy) Rules, 2014**

As per the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time, the Company may spend not exceeding 5% of total CSR expenditure in a financial year on building CSR capabilities.

The surplus arising out of the CSR activities will not be considered as a part of the business profits of the 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 from the expiry of the financial year.

Where a company spends an amount above requirement provided under sub-section (5) of section 135, such excess amount may be set off against the requirement to spend under sub-section (5) of section 135 up to immediate succeeding three financial years subject to the conditions that –

- i. the excess amount available for set-off shall not include the surplus arising out of the CSR activities, if any, in pursuance of sub-rule (2) of Rule 7.
- ii. the Board of the company shall pass a resolution to that effect

The CSR amount may be spent by a company for the creation or acquisition of a capital asset, which shall be held by –



- i. Implementing agency having charitable objects and CSR Registration Number under sub-rule (2) of rule 4; or
- ii. beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or
- iii. public authority

#### **D. Functions and Powers of Committee**

To effectively implement the objectives of the Company with respect to CSR, the Committee is vested with the following functions and powers:

- a. Formulate CSR Policy and recommend the same to the Board of Directors of the Company for approval
- b. Recommend CSR activities as stated under Schedule VII of the Act
- c. Approve to undertake CSR activities, if necessary, in collaboration with Tanla group companies/other Companies/firms/NGOs etc., and to separately report the same in line with the CSR Rules
- d. Recommend the CSR Budget
- e. Spend the allocated CSR amount on the CSR activities once it is approved by the Board of Directors of the Company in accordance with the Act and the CSR Rules
- f. Create transparent monitoring mechanism for implementation of CSR initiatives in India
- g. Submit the Reports to the Board in respect of the CSR activities undertaken by the Company
- h. Monitor CSR Policy from time to time
- i. Monitor activities of Internal Working Group who are authorized to ensure that the CSR activities of the Company are implemented effectively
- j. Formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy

#### **E. Meetings of the Committee**

The CSR Committee shall hold its meeting(s) at such intervals as considered necessary. The quorum for the CSR Committee Meeting shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher. The Members of the Committee may participate in the meeting either in person or through video conferencing or other audio-visual means as may be convenient.

#### **F. Executing Agency/ Partners**

The employees will directly implement the CSR programmes or through implementing partners which include NGOs who have experience in carrying out the specific activity. The main implementation partners of the Company will continuously work with the CSR council.



The following minimum criteria will be ensured while selecting NGO's/ voluntary organizations for programme execution:

- i. The NGO is a registered Society / Public Charitable Trust / Not-for-Profit Organization established under section 8 of the Act and registered under section 12A and 80G of the Income Tax Act, 1961.
- ii. Submits audited accounts and tax returns for the past 3 years.
- iii. The NGO has a track record of handling similar work in the past for at least 3 years.
- iv. Testimonials of experience.
- v. The Agency must have complied with all applicable regulations under the Companies Act, 2013, and Rules thereunder, as amended from time to time

The Company may also collaborate with other companies to undertake CSR projects or programmes, provided the CSR Committees of the respective companies are able to report separately on such projects or programmes.

For CSR activities undertaken through other Executing Agency, the Company will specify the projects or programmes to be undertaken through these agencies, the modalities of utilization of funds on such projects or programmes.

## **5. Policy Guidelines**

1. All CSR Projects must be aligned as prescribed in Schedule VII of the Companies Act, 2013, as amended from time to time.
2. CSR projects or programmes or activities must be undertaken in India alone.
3. CSR activities must not include the activities undertaken in pursuance of the normal course of business of the Company.
4. Projects or programmes or activities that benefit only the employees of the Company and their families shall not be considered CSR.
5. CSR activities should be in project/ programme mode. One-off events such as marathons/ awards/ charitable contribution/ advertisements, sponsorship of TV programmes etc. will not qualify as part of CSR expenditure.
6. Contribution of any amount directly or indirectly to any political party shall not be considered as CSR.

## **6. AMENDMENTS**

Amendments from time to time to the CSR Policy, if any, shall be considered by the Board of Directors of the Company, based on the recommendations of the CSR Committee. Any amendments in the Applicable Law, including any clarifications/ circulars of relevant regulator, if mandatory, shall be read with this Policy such that the Policy shall automatically reflect the contemporaneous Applicable Law at the time of its implementation.