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## **CSR POLICY**

In accordance with Section 135 of the Companies Act, 2013 and the rules promulgated thereunder (collectively, the “CSR Requirements”), the Board of Directors (the “Board”) of Clover Infotech Private Limited (the “Company”) has adopted this Corporate Social Responsibility Policy (the “CSR Policy”).

### **1. PURPOSE:**

Company is committed to implementing a Corporate Social Responsibility (“CSR”) programme which not only meets its legal requirements but also fits with the ethos of its business. It is strongly believed by Company that it can be more successful when it operates according to the highest ethical standards, addresses unmet social needs and promotes the wellbeing of consumers, their communities and the environment.

The purpose of this policy, including any alterations, amendments or modifications hereto from time to time (“Policy”) is to identify the activities to be undertaken by Company as part of its CSR programme and lay down a framework to ensure that all activities and projects undertaken are consistently monitored.

This Policy covers current as well as proposed CSR activities to be undertaken by the Company and examining their alignment with Schedule VII of the Companies Act 2013 (“Act”) read with Companies (Corporate Social Responsibility Policy) Rules, 2014 (“CSR Rules”) as amended from time to time.

### **2. CSR VISSION:**

Corporate Social Responsibility (CSR) covers the entire process by which an organization approaches, defines and develops its relationships with stakeholders for the common good, and demonstrates its commitment in this regard by the adoption of appropriate strategies and projects. Thus, CSR is not charity or mere donations but a way of going beyond business as usual, creating shared value and contributing to social and environmental good.

The Company’s corporate values of *Sustainability, Trust & Integrity, and Fairness* are guidelines for all the actions. The core value of *Sustainability* is aligned to taking “utmost care of society” by creating awareness about the less privileged and encouraging the practice of “*Giving Back*”. It is keeping this background in mind that the objectives of the Company’s CSR Policy are framed:

- To create self-sustained improvement in the life of the underprivileged by facilitating continued education through financial aid and life skills education
- To encourage employees to contribute in terms of monetary and/or effort/time options
- To generate a feeling of goodwill among employees as well as stakeholders

In conformity with the philosophy of “Giving Back”, the company seeks to execute a series of sustainable programs that promote primary and professional education and creating livelihood opportunities to mainstream economically and socially challenged groups into the cycle of growth, development, and empowerment.

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The Company's CSR philosophy emerges from a spirit of "Giving Back." It is about creating an opportunity for cultural transformation with a clear commitment to make a difference.

All of the Company's CSR activities will need to be

- Meaningful
- Connected to organizational values
- Able to create opportunities for effort/time voluntary options

The 3 Cs of the Company's CSR are

- Clarity
- Commitment
- Contribution

### **3. OBJECTIVES OF THE POLICY:**

Company has embarked upon the process of institutionalizing its commitment at being socially responsible with an aim of sustainable development of the society. The purpose of this Policy is to define the Company's vision, guiding principles, governance structures, strategy, and programs for its corporate social responsibility efforts.

### **4. CSR ACTIVITY:**

The Company shall undertake specific corporate social responsibility ("CSR") projects and programmes, within the CSR categories as listed in the Schedule VII.

All CSR projects and programmes shall be carried out only in India. No specific CSR projects or programmes shall be undertaken in pursuance of normal course of business of the Company.

In furtherance of specific CSR projects or programmes, the Company may collaborate with NGOs and other like-minded stakeholders, including other companies, registered trusts and societies.

### **5. CSR SPEND:**

The Company shall seek to spend annually 2% of the average net profits of the Company, made during the three immediately preceding financial years, on specific CSR projects and programmes as per CSR Rules.

### **6. CSR GOVERNANCE STRUCTURE AND ROLES AND RESPONSIBILITIES:**

The Company has put in place the following governance structure to ensure that CSR policy is implemented and monitored effectively. The roles and responsibilities are defined at each governance level:

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### ***Board of Directors***

The Company's Board of Directors will be responsible for following activities as per sub-section (1):

- Approve CSR policy and Annual Action plan, identify the causes that the Company proposes to support, and identify the programs to be undertaken by the Company, approve modalities of operation and the budget for the activities
- Ensure that the activities included in CSR Policy of the Company are undertaken by the Company, although primary responsibility lies with the CSR Committee.
- Make best effort that the Company spends, in every financial year, at least two percent of the average net profits made during the immediately preceding three financial years or such amount as may be determined from time to time by the Company, in pursuance of this policy.

### ***CSR Committee***

The CSR Committee will have at least two members from the Board of Directors. This committee will be responsible for driving the Company's CSR initiatives. The committee will give strategic direction, finalize and approve annual goals of the CSR programs selected, allocate budgets on a yearly basis and monitor progress.

- Recommend the CSR Policy to the Board for approval which shall indicate the activities to be undertaken by the Company as specified in Schedule VII
- Recommend the amount of expenditure to be incurred on the CSR activities to the Board for approval
- Ensure that the CSR Policy of the Company is monitored on a regular basis and is updated from time to time for any change or enhancement in scope and the same is recommended to the Board for approval
- Define the modalities and monitoring the progress of the activities being undertaken under the policy
- Approve the design of the CSR activities and the budgets proposed by any implementing partners and recommend to the Board for approval
- Oversee the monitoring mechanism for the activities and the policy and ensure monitoring of the CSR programs
- Ensure formulation of Annual Action plan for CSR spending
- Oversee the overall implementation and reporting of the CSR projects as approved by the Board

### **The members of the CSR Committee are:**

Mr. Farokh Kekhushroo Banatwalla	Chairman
Mr. Javed Faizullah Tapia	Member
Mr. Shrikant Keshav Navelkar	Member

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## **7. MODALITIES OF IMPLEMENTATION:**

The Company will implement the CSR programs either through itself or through a registered Trust or registered society or Section 8 Company registered under section 12A and 80G of the Income Tax Act, 1961 or established by the Central Government or State Government or through any entity established under an Act of Parliament or a State legislature.

Implementation of CSR programs would be undertaken by implementation partners with an established track record with support from project management consultants and social enterprises, as may be required.

While availing services of consultants or any other organizations, the Company will seek proposals from various consultants and organizations and will then make a final decision based on criteria which are critical to the success of that particular CSR program.

The total costs for all projects will be within the CSR budget as per the mandate or as approved by Board of Directors.

All CSR interventions will have a project-based approach and wherever applicable, will comply with the items specified in Schedule VII of the Section 135 of the Companies Act, 2013 and the rules framed therein or as modified from time to time.

## **8. MONITORING:**

Under the direction of the Committee, the Company shall implement a monitoring mechanism over the Company's CSR projects and programmes. Such monitoring mechanism shall, among other things, make transparent the manner and details of the implementation of all CSR projects and programmes undertaken by the Company.

On an annual basis, the Board shall report to relevant stakeholders on the Company's CSR projects and programmes and related matters, as required by CSR Requirements.

## **9. EXCLUSIONS:**

The following activities shall not form part of the Company's CSR activities:

- The activities are undertaken in pursuance of normal course of business of the Company;
- CSR projects/programs or activities that benefit only the employees of the Company and their families;
- Any contribution directly/indirectly to political party or any funds directed towards political parties or political causes;
- Any CSR projects/ programs or activities undertaken outside India except for training of Indian sports personnel representing any State or Union territory at national level or India at international level;
- Any CSR projects/ programs or 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;

**10. AMENDMENT:**

The Board may, subject to compliance with applicable law, at any time alter, amend or modify this Policy as it deems fit to comply with the statutory obligation of Company to undertake the CSR Activities.