

## **CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY**

### **1. Preface**

Yajur Comtrade Private Limited (hereafter referred to as “YCPL” or “Company” in this document) is committed towards people and society at large for bringing positive changes to the lives of mankind. YCPL understands its moral, social and business responsibility to protect, preserve & nurture human values and also to promote socio- economic welfare. YCPL certainly believes in sharing the profits not only with its members but also with the society around it. YCPL always gives preference to the local areas where it operates, for spending the amount earmarked for Corporate Social Responsibility activities.

### **2. CSR Vision**

A vision statement identifies what a company would like to achieve or accomplish. YCPL vision is “SERVING SOCIETY THROUGH INDUSTRY.” YCPL is committed to create a more equitable and inclusive society by responsible business practices and supporting developments that lead to sustainable transformation and social integration.

#### **YCPL CSR vision entails –**

- To promote employability through technical education for vulnerable sections of society by pulsating partnerships with the government, NGO’s, Trusts and other organizations.
- To eradicate hunger and poverty by providing equipments/systems to poor and unemployed people to make them self-employed and thereby bring them into the mainstream of the society.
- To promote environmental sustainability and ecological balance by supporting the mission of greeninitiative through proactively involvement in tree plantation.
- To promote healthcare by providing financial and manpower assistance to various healthcare programs and institutions.
- To promote animal welfare by providing financial assistance for construction and maintenance of Gaushala for gau-sewa, specially taking care of injured and medically challenged cows, bulls & calves.

### **3. Objectives**

The objectives of this policy are to –

- active involvement in the social and economic development of the society, in which we operate.
- share profits with the society around us through responsible business practices and goodgovernance.
- bring positive changes to the lives of mankind.

### **4. Scope and Applicability**

- YCPL CSR policy has been formulated in consonance to Section 135 of the Companies Act 2013 (referred to as the “Act” in this policy) on CSR and in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended (hereby referred to as the “Rules”) notified by the Ministry of Corporate Affairs, Government of India and amended from time to time.
- The scope of this CSR policy will extend to all those CSR initiatives/projects/programmes that are proposed to be taken up by the Company which falls under the purview of Schedule VII of the Act.
- The CSR activities undertaken in India (except for training of Indian sports personnel representing any State or Union territory at national level or India at international Level) only shall amount to CSR Expenditure.
- Activities benefitting employees of the Company as defined in clause (k) of section 2 of the Code on Wages, 2019 (29 of 2019) shall not be considered as CSR activity.
- Activities supported on sponsorship basis for deriving marketing benefits for the Company’s products or services shall not be considered as CSR activity.
- Contribution of any amount directly or indirectly to any political party under Section 182 of the Act, shall not be considered as CSR activity.
- Activities carried out for fulfillment of any other statutory obligations under any law in force in India shall not be considered as CSR activity.
- The CSR activities undertaken shall not contravene any other prevailing laws/rules/regulations.
- Preference shall be given to the local areas where the Company operates, for spending the amount earmarked for CSR activities.

## 5. CSR Committee

At YCPL, CSR structure will be governed and headed by the Board Level CSR Committee. It will be ultimately responsible for all CSR’s programmes/activities/projects undertaken by the Company. The committee will report to the Board of Directors of the Company.

The Board shall constitute/reconstitute a Corporate Social Responsibility Committee, consisting of Two or more Directors, since the company is not required to appoint an Independent Director.

The Board's report under sub-section (3) of section 134 shall disclose the composition of the Corporate Social Responsibility Committee.

The constitution of CSR Committee will be as per the applicability under Section 135 of the Companies Act, 2013.

The quorum for a meeting of the CSR Committee shall be either two members or one third of the members of the committee, whichever is greater.

The terms of reference of the Committee inter alia, include the following:

- Formulation and recommendation 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 the Companies Act;
- Recommendation of the amount of expenditure to be incurred on the CSR activities;
- Monitor the implementation of the CSR Policy;

- Review/oversees/carryout any function as per requirement or stipulation set forth in any of the Company's codes of conduct, policies, articles of association, by-laws, rules and regulations; and
- Review/oversees/carryout any other function as per requirement or stipulation set forth in any statute or regulation or law.

## 6. CSR Fund/ Expenditure

(i) The Board of the Company shall ensure that the Company spends, in every financial year, at least two (2) percent of the average net profits of the Company made during the three immediately preceding financial years.

Net profit" means the net profit of the Company as per its financial statement prepared in accordance with the applicable provisions of the Act and shall be calculated in accordance with the provisions of section 198 of Act, but shall not include the following, namely: -

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

(ii) Any surplus arising out of the CSR activities shall not form part of the business profit 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 of the expiry of the financial year.

(iii) In case the Company spends an amount in excess of requirement provided under sub-section (5) of section 135 of the Act, such excess amount may be set off against the requirement to spend under sub-section (5) of section 135 of the Act up to immediate succeeding three financial years subject to the conditions that –

- (a) the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any, in pursuance of above; and
- (b) the Board shall pass a resolution to that effect.

(iv) The CSR amount may be spent for creation or acquisition of a capital asset, which shall be held by -

- (a) a company established under section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects and CSR Registration Number as required under the statute; or
- (b) beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or
- (c) a public authority. ("Public Authority" means 'Public Authority' as defined in clause (h) of section 2 of the Right to Information Act, 2005).

(v) The Board shall ensure that the administrative overheads shall not exceed five (5) percent of total CSR expenditure of the Company for the financial year.

“Administrative overheads” means the expenses incurred by the Company for ‘general management and administration’ of Corporate Social Responsibility functions in the Company but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular Corporate Social Responsibility project or programme;

## 7. Focus Areas

### • Eradicate hunger and poverty and malnutrition

- Provide equipments/systems to poor and unemployed people to make them self-employed and thereby bring them into the mainstream of the society.
- Help rural youth to set up their own small workshops in villages to earn their livelihood with pride.
- Such other programmes as may be decided by the CSR committee in conformity with Schedule VII of the Act.

### • Promote healthcare including preventive health care

- Organise camps for Blood donation, Eye checkup, General Health Checkups /Diet and Nutrition and such other camps as may be decided from time to time.
- Providing sanitation facilities in most deserving areas.
- Help Prakartik Chikitsalays or other health centres in Naturopathy by providing infrastructure assistance.
- Such other programmes as may be decided by the CSR committee in conformity with Schedule VII of the Act.

### • Promote education including special education and employment enhancing vocation skills

- Provide technical and commercial education to destitute with a view to develop skills in rural areas.
- Constructing educational facilities viz: school buildings, library, classrooms and repair, maintenance of schools in weaker rural areas.
- Grant of scholarship & assistance to deserving young students of weaker sections of society belonging to backward categories including students with physical disabilities.
- Such other programmes as may be decided by the CSR committee in conformity with Schedule VII of the Act.

### • Promote gender equality, empowering women

- Setting up homes and hostels for women and orphans.
- Setting up old age homes and day care centres.
- Such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups in conformity with Schedule VII of the Act.

### • Environmental sustainability and ecological balance

- Use and develop environment friendly technology.
- Use and develop non-conventional energy sources like solar lighting system.
- Support the mission of green initiative by tree plantation and protection.
- Help the farmers for cultivation of suitable crops or plants on their wasteland by providing seedlings for setting up plantations.

- Provide free technical and financial assistance for organic farming.
- Such other programmes as may be decided by the CSR committee in conformity with Schedule VII of the Act.
- **Animal welfare**
  - Construction and maintenance of Gaushala for gau-sewa, specially taking care of injured and medically challenged cows, bulls & calves.
  - Such other programmes as may be decided by the CSR committee in conformity with Schedule VII of the Act.
- **Protection of national heritage, art and culture**
  - Restoration of buildings and sites of historical importance and works of art.
  - Setting up of public libraries.
  - Promotion and development of traditional arts and handicrafts.
  - Such other programmes as may be decided by the CSR committee in conformity with Schedule VII of the Act.
- **Measures for the benefit of armed forces veterans, war widows and their dependents**
  - Such initiatives/programmes as may be decided by the CSR committee in conformity with Schedule VII of the Act.
- **Promote rural sports, nationally recognised sports, and Paralympics sports and Olympic sports**
  - Promote rural sports, nationally recognised sports, and Paralympics sports and Olympic sports.
  - Such initiatives/programmes as may be decided by the CSR committee in conformity with Schedule VII of the Act.
- **Relief and Restoration in times of National Calamities and for socio-economic development**
  - Provide suitable and possible assistance and depute volunteers and resources for relief and restoration at the time of national calamities.
  - Take suitable and possible steps for re-settlement and re-habilitation of people affected by natural calamities i.e. earthquake, super cyclone, draught etc.
  - Disaster management, including relief, rehabilitation and reconstruction activities.
  - 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.
- **Rural development projects**
  - Drinking water facility in poverty stricken areas and rural areas.
  - Irrigation facilities for poor and socially weak farmers in rural areas.
  - Construction of community centres/ night shelters/ old age homes in rural areas.
  - Electricity facility for financially weak families in rural areas.
  - Supplementing development programme of government in rural areas.
  - Such other programmes in rural areas as may be decided by the CSR committee in conformity with Schedule VII of the Act.

- **Slum area development**

- Such initiatives/programmes as may be decided by the CSR committee in conformity with Schedule VII of the Act.

- **Others**

- Contributions to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government.
- Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs)
- Such initiatives/programmes as may be decided by the CSR committee in conformity with Schedule VII of the Act.

## 8. Planning

- a. The identification of CSR activities shall be done by any one or combination of the following methods:
  - i. In-house planned projects.
  - ii. Proposals from district administration / local Govt. body / public representatives, etc.
  - iii. Proposals/Requests from a registered & specialized body for providing financial assistance for carrying out specific CSR initiative subject to the condition that it fulfills the criteria as prescribed in the statute in this regard.
- b. On the basis of identified CSR activities / projects, the CSR Committee (as constituted under Section 135(1) of the Act) shall formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the 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 the statute;
  - iii. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
  - iv. monitoring and reporting mechanism for the projects or programmes; and
  - v. details of need and impact assessment, if any, for the projects undertaken by the Company;
  - vi. However, the Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

## 9. Implementation

The CSR Committee will identify and implement its CSR programmes/activities/projects as per the Board's approved CSR policy/Plan. This CSR Policy is based on learning from ongoing CSR activities of the Company. The CSR Committee will implement the Company's CSR programmes/activities/projects through itself (Company personnel or subsidiary company or holding company or associate company) or through external implementing agencies or through 'Jai Narayan Bajrang Lal Todi Trust' or 'Todi Agro Foundation', (herein after referred to as the "Trust"). In case of Trust or external implementing agencies, the CSR Committee will specify the CSR programmes/activities/projects, which may be undertaken by the Trust/agencies in accordance with their Objects and administrative and accounting processes laid down in the respective Trust Deeds/ Memorandum and Articles of Association. The CSR committee will also specify the modality of execution of CSR programmes/activities/projects and implementation schedules for the same.

## 10. Monitoring and Reporting Framework

The CSR Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy. The Board shall consider and approve the CSR Plan with any modification that may be deemed necessary. The monitoring and reporting mechanism is divided into three distinct areas:

- i. Programme Monitoring
- ii. Evaluation
- iii. Reporting

### I. Programme Monitoring

The CSR Committee shall monitor the implementation of the CSR Policy through periodic reviews and issue necessary directions from time to time to ensure orderly and efficient execution of the CSR programmes/activities/projects in accordance with this Policy.

### II. Evaluation

The Board shall ensure that the CSR activities are undertaken by the Company in pursuance of this Policy and the applicable rules/statutes.

The Board shall satisfy itself that the funds so disbursed have been utilised for the purposes and in the manner as approved by it and the Chief Financial Officer or the person responsible for financial management shall certify to the effect.

In case of ongoing project, the Board shall monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall be competent to make modifications, if any, for smooth implementation of the project within the overall permissible time period.

“Ongoing Project” means a multi-year project undertaken by the Company in fulfillment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced, and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the board based on reasonable justification.

### **III. Reporting**

The Board's Report shall include an annual report on CSR containing particulars specified in the Rules.

#### **Impact Assessment**

In case the Company having average CSR obligation of ten crore rupees or more in pursuance of sub-section (5) of section 135 of the Act, in the three immediately preceding financial years, shall undertake impact assessment, through an independent agency, of its CSR projects having outlays of one crore rupees or more, and which have been completed not less than one year before undertaking the impact study. The impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR. The Company undertaking impact assessment may book the expenditure towards Corporate Social Responsibility for that financial year, which shall not exceed five percent of the total CSR expenditure for that financial year or fifty lakh rupees, whichever is less.

#### **Display of CSR activities on its website**

The Board shall mandatorily disclose the composition of the CSR Committee, and CSR Policy and Projects approved by the Board on their website, if any, for public access.

#### **Transfer of unspent CSR amount**

The unspent CSR amount (Unless the unspent amount relates to any ongoing project referred to in sub-section (6) of section 135 of the Act) shall be transferred to a Fund specified in Schedule VII of the Act, within a period of six months of the expiry of the financial year.

Any amount remaining unspent under sub-section (5) of section 135 of the Act, pursuant to any ongoing project, fulfilling such conditions as may be prescribed, undertaken by the Company in pursuance of its Corporate Social Responsibility 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.

Until a fund is specified in Schedule VII for the purposes of subsection (5) and(6) of section 135 of the Act, the unspent CSR amount, if any, shall be transferred by the Company to any fund included in Schedule VII of the Act.

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## 11. CONFLICT BETWEEN LAWS AND POLICY

In case of any conflict between the prevailing laws/rules/regulations and this policy, the prevailing laws/rules/regulations shall prevail. Further, any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

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- (Formulated on October 19, 2024 and Effective from October 19, 2024)