



VS TRANS LOJISTIK LIMITED
(Formerly Vs Trans Lojistik Private Limited)

CORPORATE SOCIAL RESPONSIBILITY POLICY

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1. Introduction

In our company, CSR is not viewed as a responsibility but is rather a duty as a responsible corporate citizen. Since inception, the Company has been actively engaged in the area of social and community development. Corporate Social Responsibility (CSR) is the Company's contribution to social and economic development of the local community in which we operate and to society at large.

This CSR Policy has been formulated in consonance with Section 135 of the Act, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("CSR Rules") notified by the Ministry of Corporate Affairs, Government of India. This Policy shall apply to all CSR projects/programmes undertaken by the Company as per Schedule VII of the Act, for the time being in force.

2. CSR Committee

A. Composition:

In compliance with CSR Rules, the CSR Committee will consist of 3 or more directors or such other number of directors as the Board of Directors of the Company may determine from time to time out of which one director shall be independent director. The Board of Directors may change the composition of the CSR Committee from time to time in such manner as it thinks fit. The Secretary to the Board shall act as Secretary to the Committee.

Committee Members may invite whomsoever they consider appropriate, as "Special Invitees" like Representatives of Implementing Agencies/Partner Organisations, Statutory Auditor/his Representative(s), Internal Auditor/his Representative(s), Function heads of the Company/Consultants/others to attend Committee Meetings and to provide inputs/information.

B. Roles and Responsibilities:

The Committee shall:

- a. To formulate and recommend to the Board, a CSR policy which shall indicate the activities/programs/projects to be undertaken by the Company in areas or subject, specified in schedule VII of the Companies Act, 2013;
- b. To review and recommend the amount of expenditure to be incurred on the activities;
- c. Oversee and monitor the progress of the initiatives rolled out under this Policy; and
- d. Decide the CSR activities to be taken up by the Company in accordance with this Policy;
- e. To obtain legal or other independent professional advice/ assistance;
- f. Submit a report to the Board of Directors on all CSR activities undertaken during the financial year;

- g. To review the Company's disclosure relating to corporate social responsibility matters in accordance with the requirements of the regulatory provisions;
- h. The terms of reference of the CSR committee shall be as per the applicable provisions of the Companies Act, 2013, as may be amended from time to time, including such functions as may be entrusted by the Board of Directors from time to time.

C. Frequency of Meetings:

Subject to provisions of Companies Act, 2013 and rules made thereunder, the CSR Committee may meet at such intervals, in such manner and may carry out matters in such manner and function generally as it deems fit.

D. Board's Responsibility:

The Board of every company shall –

- a. After taking into account the recommendations made by the Corporate Social Responsibility Committee, approve the CSR Policy for the company and disclose contents of such Policy in its report and also place it on the company's website, if any.
- b. Ensure that the activities as are included in the CSR Policy of the company are undertaken by the company. The Board shall ensure that the CSR activities are undertaken by the company itself or through eligible entities.
- c. Board shall ensure that the administrative overheads shall not exceed 5% of total CSR expenditure of the company for a financial year.
- d. 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.

3. CSR Activities

The Board of Directors upon the recommendation of the CSR Committee have identified the following areas listed in Schedule VII of the Companies Act, 2013 for carrying out its CSR activities (Hereinafter referred to as 'Identified Areas'):

- a. 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;
- b. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- c. 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;

- d. 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 including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
- e. 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 arts and handicrafts;
- f. measures for the benefit of armed forces veterans, war widows and their dependents [Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- g. training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
- h. 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;
- i. Contribution 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;
- j. 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).
- k. rural development projects
- l. slum area development
- m. Explanation.- For the purposes of this item, the term 'slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force.
- n. disaster management, including relief, rehabilitation and reconstruction activities. Such other areas as may be included in Schedule VII of the Companies Act, 2013 from time to time.

The Projects / Programmes in the aforementioned Identified Areas would be of a continual nature requiring long-term commitment from the Company for which fixed implementation schedules cannot be specified.

The Projects / Programs may be undertaken by the Implementation Agency or the Company directly provided that such projects / programs are in line with the activities enumerated in Schedule VII of the Companies Act, 2013 as amended from time to time.

Area for CSR Activities

The Company shall ensure that in identifying its CSR Projects, preference shall be given to the local area and areas around which the Company operates. However, this shall not bar the Company from pursuing its CSR objects in other areas. All CSR activities covered under this policy shall be carried out within India.

4. Undertaking CSR Activities

The company will undertake CSR activities itself or through the following eligible entities-

- A) a company established under section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and approved under 80 G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company; or
- (b) a company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government; or
- (c) any entity established under an Act of Parliament or a State legislature; or
- (d) a company established under section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and approved under 80 G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.

Explanation.- For the purpose of clause (c), the term “entity” shall mean a statutory body constituted under an Act of Parliament or State legislature to undertake activities covered in Schedule VII of the Act.

Here the Company has two options, either the Company may itself undertake the CSR activities or the same can be done through agencies as mentioned above which shall be registered with ROC by filing Form CSR-1 electronically.

5. CSR Budget

For undertaking the CSR activities, the Company will strive to spend in every financial year, at least 2% of the average net profits of the company made during the three immediately preceding financial years. For this purpose, the net profit and average net profit shall be calculated in accordance with the provisions of the section 198 of the Companies Act, 2013 read-with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.

The surplus, if any, arising out of the CSR projects or programs or activities shall not form 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 of the expiry of the financial year. Further, the CSR

projects or programs or activities do not include the activities undertaken in pursuance of normal course of business of the Company.

If during any financial year the company spends an amount in excess of 2% of its average net profits, the same will be considered as excess CSR spends for the financial year and the Board/Committee may decide to set-off the same in the immediately succeeding three financial years subject to the conditions prescribed under the Act and the CSR Rules.

6. CSR Amount for Creation or Acquisition of a capital asset

The CSR amount may be spent by a company 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 under sub-rule (2) of rule 4; or
- (b) Beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or
- (c) a public authority:

7. Monitoring Mechanism

- a) The CSR Committee shall monitor all CSR Activities, including utilization of funds to ensure their effective implementation in accordance with the Section 135 of the Act read with CSR Rules framed thereunder.
- b) The progress of CSR programmes under implementation will be reported to the CSR Committee.
- c) Broadly, the following procedure will be adopted by the CSR Committee for implementing and monitoring the CSR Activities:
 - i. The CSR Annual Action Plan
 - ii. The list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act,
 - iii. the manner of execution of such projects or programmes,
 - iv. the modalities of utilisation of funds and implementation schedules for the projects or programmes,
 - v. monitoring and reporting mechanism for the projects or programmes and
 - vi. Details of need and impact assessment, if any, for the projects undertaken by the company.
 - vii. Periodic review by CSR Committee and Board
- d) The minutes of the meetings of the CSR Committee shall be placed before the Board.
- e) The Company may conduct impact assessment on a periodic basis, either on its own or through independent professional or professional institutions.
- f) The CSR Committee may be directed by the Board to present the amount spent on CSR Activities annually and also the impact assessment thereof as appropriate.

8. Disclosure / Reporting

The Company shall disseminate the CSR Policy adopted by the Company on its website, disclose the CSR activities being undertaken by it and the amount spent on CSR Activities in its Annual Report/Board's Report.

9. Impact Assessment

If the Company is having average CSR obligation of Rs. 10 crores or more in pursuance of subsection (5) of section 135 of the Act, in the 3 immediately preceding financial years, shall undertake impact assessment, through an independent agency, of their CSR projects having outlays of Rs. 1 crores or more, and which have been completed not less than 1 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 expenditure of impact assessment is booked towards Corporate Social Responsibility for that financial year as per the Act. The expenditure doesn't exceed 5% of the total CSR expenditure for that financial year or Rs. 50 lakhs, whichever is less.

10. Policy Review and Amendment:

The Board may amend, abrogate, modify or revise any or all clauses of this Policy, on recommendation of the CSR Committee and in accordance with the Act and the CSR Rules framed thereunder. Any amendments in the Act or Rules or any applicable law including any clarifications/ circulars of relevant regulator, if mandatory, shall be read in conjunction with this Policy such that the Policy shall automatically reflect the contemporaneous applicable law at the time of its implementation.