

Corporate Social Responsibility Policy

Aims and Objectives

The policy of the Company demands not only strong financial results but also balancing economic growth with social and environmental responsibility. Corporate Social Responsibility (“CSR”) is the compass which ensures that the Company grows in a responsible way. The Company intends to make a positive difference to society and contribute its share towards the social cause of betterment of society and area in which companies operate. It is recognized that integrating social, environmental and ethical responsibilities into the governance of businesses ensures the long- term success, competitiveness and sustainability. The Company aims to create educated, healthy, sustainable and culturally vibrant communities.

In this regard, the Company has made this policy which encompasses the Company’s philosophy for delineating its responsibility as a Corporate Citizen and lays down the guidelines and mechanism for undertaking socially useful programs for the welfare and sustainable development of the community at large and titles the Policy as “Corporate Social Responsibility Policy” which is based as per the provisions under The Companies Act, 2013 and rules made there under.

DEFINITIONS

‘**Act**’ means Companies Act, 2013, as amended and modified from time to time.

‘**Areas of Interest**’ means the areas of interest as identified by the Company for implementing CSR goals and shall include the areas specified in Clause V of this CSR Policy and shall include all CSR Activities as defined under the Act and CSR Rules from time to time.

‘**Board**’ means Board of Directors of the Company.

‘**Company**’ means **Rakha Health Insurance TPA Private Limited**.

‘**Corporate Social Responsibility (CSR)**’ means and includes but is not limited to:

- Projects or programs relating to activities specified in Schedule VII to the Companies Act, 2013; or

- Projects or programs relating to activities undertaken by the Board of Directors of the Company in pursuance of the recommendation of the CSR Committee of the Board as per declared CSR Policy of the Company subject to the condition that such policy will cover the subjects enumerated in Schedule VII of the Act.

'CSR Committee' means Corporate Social Responsibility Committee constituted by the Board pursuant to section 135 of the Companies Act, 2013.

'CSR Activities' shall mean the specific activities as mentioned in Area of interest which the Company would like to carry out on its own or through other organisations to whom the Company would contribute funds in accordance with the Act and CSR Rules.

'CSR Commitment' shall mean at least 2% of the average net profits of the Company made during the three immediately preceding financial years as described in Clause VI of this CSR Policy for conducting its CSR activities in accordance with the Act and CSR Rules.

'CSR Policy' means CSR Policy of the Company (**Rakha Health Insurance TPA Private Limited**).

'CSR Proposals' shall have the meaning as prescribed in the term in Clause VI of this CSR Policy which shall be in accordance with the Act and CSR Rules.

'CSR Rules' means the Companies (Corporate Social Responsibility) Rules, 2014, as amended and modified from time to time.

'Employees' means Employees of the Company.

'Funding' shall mean the disbursements that are to be made to CSR activities carried out by the Company itself or to an Organization in accordance to principles laid down in this CSR Policy.

'Organizations' means such organizations including Trusts registered under the any Trust Act / Section 25 / Section 8 Companies registered under Companies Act, 1956 / 2013 as are permitted to receive Funding in accordance with the Act and CSR Rules.

'Net Profit' means the net profit of the Company as per its financial statement prepared in accordance with the applicable provisions of the Companies Act, 2013, but shall not include the followings, namely:-

Any profit arising from any overseas branch or branches of the Company, whether operated as a separate company or otherwise, and

Any dividend received from other companies in India, which are covered under and complying with the provisions of section 135 of the Companies Act, 2013.

Provided that net profit in respect of financial year for which the relevant financial statements were prepared in accordance with the provisions of the Companies Act 1956 shall not be required to be re-calculated in accordance with the provisions of the Companies Act 2013.

Words and expressions used in this policy and not defined herein but defined under the Companies Act, 2013 shall have the same meanings respectively assigned to them.

PURPOSE

This CSR Policy establishes the scope, goals, funding and approval process for the Company. This CSR Policy shall operate as the corporate responsibility policy of the Company for the purposes of Section 135 of the Act and CSR Rules.

CONSTITUTION, COMPOSITION AND SCOPE OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE)

Constitution and composition of the CSR Committee:

The CSR initiatives/ activities of the Company will be identified and initiated by the CSR

Committee comprising 2 (two) Directors. Subject to the requirements of the Act, the Board may increase or decrease the size of the CSR Committee by passing a resolution. However, the size of the CSR Committee shall not be less than 2 (two) directors.

The members of the CSR Committee shall elect one of them as the Chairman of the Committee. The quorum of the meeting shall be 1/3rd of the directors in the

Committee or 2 directors whichever is more but in no case, it shall be less than 2 directors. The CSR Committee shall recommend to the Board the amount of expenditure to be incurred by the Company on CSR activities and the Board will ensure that the activities as are included in the CSR Policy are undertaken by the Company subject to and in accordance with the provisions of section 135 of the Companies Act, 2013.

The current members of the CSR Committee are the following:

Name	Designation	Role in the CSR Committee
Pawan Kumar Bhalla	Managing Director	Member
Ms Nitasha Nanda	Director	Member

Invitees to the CSR Committee:

The CSR Committee may, at its discretion, invite employees of the Company from time to time to participate in the meetings of the CSR Committee and assist the CSR Committee in the implementation of the CSR Policy. Invitees to the CSR Committee meetings shall be entitled to participate in the deliberations of the CSR Committee but will not be entitled to vote at the meetings of the CSR Committee.

Scope of the CSR Committee:

The CSR Committee has been set up to:-

Formulate and recommend to the Board the CSR Policy which shall indicate the activities to be undertaken by the Company as detailed in the Schedule VII to the Act.

Recommend the amount of expenditure to be incurred on the activities referred to in the CSR Policy Monitor the CSR Policy from time to time.

Decisions by the CSR Committee:

The CSR Committee shall at all the times act in a manner that is consistent with the provisions contained in this CSR Policy, the Act and CSR Rules.

The CSR Committee shall endeavour to arrive at all decisions by a consensus of all Members. However, in the event the CSR Committee is unable to arrive at such a consensus, the Chairman of the Committee may make the final decision.

All decisions and recommendations of the Committee shall be noted and confirmed by the Board.

Meeting of the CSR Committees

The CSR Committee shall meet as frequently as it determines necessary but at least twice annually.

The CSR Committee shall maintain minutes of each of its meetings. The CSR Committee shall review proposed projects and make recommendations to the Board for approval of such projects and allocation of Funding in accordance with the CSR Committee charter.

The final decision with regards to the acceptance or rejection of a CSR Proposal shall be with the Board.

CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

The Company shall upon the recommendation of its CSR Committee and with necessary approval of the Board, can undertake any of the following activities, as part of its corporate social responsibility initiatives, which are defined in Schedule VII of the Companies Act 2013 either on its own or through an organization:

Areas of Interest:

The following is the list of CSR projects or programs which the Company plans to undertake pursuant to Schedule VII of the Companies Act, 2013:

- Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently-abled and livelihood enhancement projects;
- 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;

- 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;
- 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;
- Measures for the benefit of armed forces veterans, war widows and their dependents;
- Training to promote rural sports, nationally recognised sports, Paralympics sports and Olympic sports;
- 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;
- Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- Rural development projects;
- Slum area development.
- Any other measures with the approval of Board of Directors on the recommendation of CSR Committee subject to the provisions of Section 135 of Companies Act, 2013 and rules made there-under.
- Any other activities in relation of the above and all other activities which forms part of CSR as per schedule VII of the Act, 2013 (the "Act") as amended from time to time.

The CSR Activities shall be undertaken only in India for the benefit of the public and not only for the employees of the Company and their families with the preference to the local areas and areas where the Company operates for undertaking the CSR Activities.

Also, the CSR activities undertaken in India only will be taken into consideration, in order to satisfy the requirement of section 135 of the Companies Act 2013.

The Company will publish the list of specific projects / programs it plans to undertake for any financial year, if any and the modalities of execution, including implementation plan will be published as an Annexure to this policy from time to time.

IMPLEMENTATION AND RESOURCES FOR THE CSR ACTIVITIES

For achieving its CSR initiatives and activities through implementation of meaningful & sustainable CSR programs, the Company needs to allocate, in every financial year, at least 2% (two per cent) of the average net profit made by the Company during the three immediately preceding financial years.

The average net profit of the Company shall be calculated in accordance with section 198 of the Companies Act, 2013.

The CSR Commitment shall comprise of the following:

- 2% (two percent) of the average Net Profits of the Company for the last 3 (three) financial years;
- Any income arising from the CSR Commitment; and
- Surplus arising out of CSR activities, if any.

If in case the Company fails to spend such amount, the Board 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 prescribed amount.

The surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company.

CSR expenditure shall include all expenses including contribution to corpus for projects or programs relating to CSR activities approved by the Board on the recommendation of CSR Committee, but should not include any expenditure on an item not in conformity or not in line with the activities which fall within the purview of Schedule VII of the Act.

The CSR Committee may identify external organizations and / or entities to assist with the various aspects of implementation of this policy including but not limited to identifying Organizations, obtaining CSR Proposals, conducting due diligence of Organizations etc. from time to time as approved by the CSR Committee and the Board. The CSR Committee shall institute a transparent monitoring mechanism for implementation of the CSR activities or programs undertaken by the Company.

Identification of CSR Proposals: The CSR Committee may identify and receive CSR project proposals from an Organization in line with Areas of Interest as set out herein provided:

CSR proposals received from an Organization shall include the following:

Information about the Organization and projects that they have undertaken in the past three years;

Proven track record of the organization for the past 3 (three) years in the area of project activity that it has been nominated for.

Information of the project and the activities that the Organization proposes to undertake in relation to which Funding is sought from the Company;

Contain detailed budget indicating various heads under which expenditure is proposed to be made and the quantum of such expenditure;

The impact of the activities that are proposed to be conducted;

Any other information that may be material for the Company to make an informed decision on supporting the project. Such information may include but is not limited to relationships that the Organization (directors, employees, etc.) may have with any Employee of the Company;

A completed Funding Request Form of the Company.

Upon receipt of Proposals, the CSR Committee shall conduct appropriate due diligence of the CSR Proposal and the Organization, either directly or through external organizations and/ or entities to ensure alignment with this CSR Policy and to ascertain the following:

Relevance of the CSR Proposal to the Areas of Interest.

Appropriateness of project financials, the budget and timelines.

Impact on targeted beneficiaries.

Is the CSR activity permitted under the Act and Rules.

Assessing whether the proposal is purely philanthropic;

Has no direct or indirect benefit to the Company or its employees; has no conflict of interest or self-dealing exist;

Has no political or religious affiliation;

Has no activity that is inconsistent with Company's non-discrimination policies; and

Approval Process:

Upon receipt of the CSR proposal, the CSR Committee shall evaluate the same in accordance with this policy.

The CSR Committee may take such time as it deems necessary to deliberate and come to a conclusion regarding a CSR Proposal. The CSR Committee may, approve or decline a CSR Proposal.

All funding to organizations must be approved in advance by the CSR Committee and subsequently by the Board and such approval shall be obtained prior to making any commitment to the Organization in this regard.

Subsequent to the approval of the CSR Proposal by the CSR Committee, the CSR Proposal shall be placed before the Board together with the recommendations of the CSR Committee for its consideration and approval. The Company will provide Funding only to such projects as may be approved by the Board.

Provided that any commitment, decision or funding made by the Board of Directors of the Company prior to formation the CSR Committee shall have same effect as it would be approved by CSR Committee.

Post Approval Process

Subsequent to the approval of the CSR Proposal by the Board, the Company and the Organization shall enter into appropriate documentation regarding the terms of the funding and the manner in which such funding shall be disbursed by the

Company. Such documentation shall be in a form and substance that is acceptable to the CSR Committee and the Board.

MONITORING MECHANISM

Organizations receiving funding will be required to provide evaluation information on a periodic basis with details on the status of the CSR Activities, including details concerning the project deliveries, costs incurred, and in a manner prescribed by the Company.

A summary of these reports shall be tabled before the meetings of the CSR Committee.

Detailed reports will be available for further perusal of the members of the CSR Committee as required.

The Company reserves the right to suspend payments to an Organization that delays and or fails to provide, to the Company's satisfaction, details concerning the use of the funding.

REPORTING MECHANISM

The Company shall publish its annual report on CSR Activities in its Directors Report in the manner prescribed under the Companies Act 2013 and the CSR Rules. This policy will also be available on the Company's website.

The Company shall communicate the CSR activities to stakeholders as per the regulatory requirements.

Compliance with Companies Act, 2013

Our Corporate Social Responsibility policy conforms to Section 135 of the Companies Act, 2013 on Corporate Social Responsibility, as spelt out by the Ministry of Corporate Affairs, Government of India.