

TRIP JACK PRIVATE LIMITED
CORPORATE SOCIAL RESPONSIBILITY
(CSR) POLICY

In accordance with the provisions of Section 135 of Companies Act, 2013, Board of Directors of Trip Jack Private Limited ("the Company") have adopted this CSR Policy at their meeting held on 9th November 2021 and amended on 30th September 2024.

PREAMBLE:

We, at Trip Jack Private Limited believe that our business is built around strong social relevance of inclusive growth by supporting the common man and the society in which the business operates. Corporate Social Responsibility (CSR) is based on the concept that corporate success and social welfare are interdependent. For the society to thrive businesses must create opportunities for philanthropy and sustainability. The Company too believes in making a positive difference to the society.

As a responsible organization, we are committed towards the above objective and are keen on developing a sustainable business model to ensure and activate our future growth drivers. In line with the regulatory expectations, we are putting in place a formal policy as a guide towards our social commitment going forward.

CSR VISION AND MISSION STATEMENT:

The Company believes in engaging and giving back to the community in line with the Companies commitment to philanthropy.

The Company's philosophy in documenting this policy is delineating its responsibility as a corporate citizen and laying down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large. The Policy aims at inter alia nurturing socio-economic development schemes for capacity building, livelihood creation, quality education, empowerment of people, etc., with the primary goal of ensuring that benefits reach the targeted beneficiaries.

KEY WORDS & MEANINGS:

1. "Act" shall mean the Companies Act 2013, including any modifications, amendments or re-enactment thereof.
2. "Board" shall mean the Board of Directors of the Company.
3. "CSR Annual Plan" shall mean the annual plan detailing the CSR expenditure for the year.
4. "CSR Committee" shall mean the Corporate Social Responsibility Committee constituted by the Board of the Company in accordance with the Act.
5. "CSR Policy" shall mean the present Corporate Social Responsibility Policy of the Company, which covers the activities to be undertaken by the Company as specified in Schedule VII to the Act and the CSR Expenditure thereon.
6. "CSR Projects" or "Projects" means Corporate Social Responsibility projects/activities/ programs/ initiatives, instituted in India, either new or ongoing, and include, but is not limited to those undertaken by the Board.
7. "Financial Year" shall mean the period beginning from 1st April of every year to 31st March of the succeeding year.
8. "Net profit" shall mean the net profit as per Sec 135 of the Act and Rules based on which the specific

percentage for CSR expenditure has to be calculated.

9. "Rules" shall mean the Companies (Corporate Social Responsibility) Rules 2014, including any re-enactment, modifications or amendments thereof.

POLICY OBJECTIVES:

The objective of the CSR Policy ("Policy") is to lay down the guiding principles in undertaking various Programs and projects by or on behalf of the company relating to Corporate Social Responsibility ("CSR") within the meaning of section 135 of the Companies Act, 2013 read with Schedule VII of the Act and the CSR Policy Rules 2014. ("Rules")

CSR OBLIGATION:

Company is required to spend, in every financial year, at least 2 percent of the average net profits of the company made during the 3 immediately preceding financial years on CSR activities.

CSR ACTIVITIES:

The Company may take up activities in segments pertaining to healthcare including preventive healthcare, Education & Livelihood, and other unforeseen but important activities including disaster relief, etc. as a part of its CSR activities.

The Company may conduct a pilot for each of the selected programs, identify issues, if any and address them before scaling up to the desired level.

Most of the CSR activities of the Company aim to improve the lives of the local community and the Company shall strive to be responsive to the needs expressed by the community, either explicitly or otherwise.

The Companies CSR activities will include:

- 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 centers 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;
- 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.

The Policy recognizes that corporate social responsibility is not merely compliance; it is a commitment to support initiatives that measurably improve the lives of underprivileged by one or more of the above-mentioned focus areas and any other areas as notified under Schedule VII to the Companies Act 2013:

The above list is broad based and illustrative not exhaustive and the aforementioned activities are to be interpreted liberally.

***CSR COMMITTEE CONSTITUTION:**

The Committee comprises of the following members of the Board:

1. Hussain Afzal Patel - Chairperson of the Committee
2. Mohammed Hasan Afzal Patel- Member of the Committee
3. Mr. Nikhil Raghavan- Member of the Committee

- The Committee members shall be appointed by resolution of the Board. Each member shall continue as a member until a successor is appointed, unless the member resigns, or is removed by resolution of the Board or otherwise ceases to be a member of the Board.
- Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board, and shall be filled by the Board if the membership of the Committee is less than two (2) members as a result of the vacancy.
- The Board, or in the event of its failure to do so, the Committee, shall appoint a Chair from among the Committee members. If the Chair of the Committee is not present at any meeting of the Committee, the Chair of the meeting shall be chosen by the Committee from among the members present.
- The Chair presiding at any meeting of the Committee shall have a vote in all matters considered by the Committee. In the event of a tie the motion is defeated.
- The Committee shall assist with deliberations required for the fulfillment of the Board's mandate and those specific responsibilities and duties assigned to the Committee; however, unless specifically stated otherwise, the Committee shall act in advisory capacity only, recommending decisions to the Board for approval.

ROLE OF THE CSR COMMITTEE:

- i. Draft the CSR policy and recommend the same to the Board for approval which shall indicate the activities to be undertaken by the company in areas or subject, as specified in Schedule VII;
- ii. Recommend the amount of expenditure to be incurred on the activities mentioned in point no. (i).
- iii. Monitor the Corporate Social Responsibility Policy of the company from time to time.
- iv. Formulate and recommend to the Board, an Annual Action Plan in pursuance of its CSR policy, which shall include following namely:
 - (a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act, 2013;
 - (b) the manner of execution of such projects or programmes as specified in subrule (1) of rule 4 of the Companies (CSR) Rules, 2014;
 - (c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;

**Amended by the Board of Directors at the meeting held on 30th September 2024.*

- v. Review and recommend any new CSR initiatives to be taken up by the company.
- vi. Review the progress of CSR projects already undertaken by the company and the utilization of budgets for each such projects.
- vii. Review and recommend the CSR report to be included in the board's report.
- viii. Review and recommend any amendments to be made in the CSR policy of the Company.
- ix. Monitoring and reporting mechanism for the projects or programmes; and
- x. Details of need and impact assessment, if any, for the projects undertaken by the company.
- xi. To carry such other functions as may be delegated to it by the board relating to CSR activities of the company.

The Board of every company shall –

a) After taking into account the recommendations made by the CSR 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.

MEETINGS:

- A meeting of the Committee may be called by the Chair of the Committee, the Chair of the Board or by any two (2) members of the Committee.
- A quorum for meetings shall be one third of the committee constituted Directors or 2 whichever is higher present in person or by telephone or other telecommunications device that permits all persons participating in the meeting to speak and hear one another.
- Reasonable notice, preferably (7) days before the meeting, shall be given in writing, by e-mail, by facsimile communication or by hand delivery to each member of the Committee, however if all the members of the committee permits, the meeting of the committee shall be called on shorter notice.
- The Agenda and associated material shall be sent to each member of the Committee prior, preferably seven (7) days, to the time for such meeting.
- A director may in any manner waive a notice of meeting, and attendance of a director at the meeting is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not properly called.
- The Committee shall have the right to determine who shall and shall not be present at any part of the meetings of the Committee, and may hold in camera sessions.

REVIEW AND REPORTING

Company's representative will monitor the work of the Trust/NGO or any other entity/Organization and will report its findings to the Board periodically.

GENERAL GOVERNANCE:

The Committee shall have the following general duties and responsibilities to:

- Adopt an Annual Work Plan to ensure that duties and responsibilities listed in the Terms of Reference are scheduled to be achieved.
- Review annually, in conjunction with the Governance Committee, and report to the Board on the adequacy of the Committee's Terms of Reference.

- Provide formal evaluation in writing on the performance of the Committee on a biennial basis.
- Produce and provide to the Board an annual evaluation of the Committee, which shall compare the effectiveness of the Committee with the requirements of these Terms of Reference, including the Annual Work Plan.

FUNDING

For achieving the CSR objectives through implementation of meaningful and sustainable CSR Projects, the Board will allocate for its Annual CSR Budget, 2% or more of the average net profits of the Company made during the three immediately preceding financial years, calculated in accordance with the Section 198 of the Act read with the Rules.

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 it should be spent in pursuance of this CSR policy and annual action plan of the Company, or the Company may transfer such surplus amount to a Fund specified in Schedule VII of the Act, within a period of six months of the expiry of the financial year.

Any unspent amount, other than unspent amount relating to an ongoing project, will be transferred to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year. Further, unspent CSR funds of ongoing projects will be transferred within a period of 30 days from the end of the financial year to a special account to be opened by the company in any scheduled bank called the "Unspent Corporate Social Responsibility Account". Such amount shall be spent by the company towards CSR within a period of 3 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 30 days from the date of completion of the third financial year.

DISCLOSURE OF THE POLICY:

As per the Act, the Company is required to disclose its CSR Policy in the Company's Annual Report. Further, the details of the CSR activities and programme taken up during the year will also be disclosed

CONFIDENTIALITY:

All deliberations with respect to CSR and all records, material and information pertaining to the Corporation obtained by a Board member shall be considered confidential. Board members shall maintain the confidentiality of such deliberations, and shall safeguard such records, material and information from improper access.

MONITORING

Board will be monitoring the activities of the CSR and to prepare reports that are required to be placed before the Board. The format of the Report shall be the format prescribed as per Annexure -II the Companies (CSR Policy) Rules, 2014

CRITERIA FOR IDENTIFYING THIRD PARTY CSR ORGANIZATIONS

We may also undertake CSR activities through identified external agencies such as corporate foundations/ trusts/ other charitable organizations (NGOs). In case of Project execution by them the following minimum criteria need to be ensured:

- (a) A company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80 G of the Income Tax Act, 1961 established by the company, either

singly or along with any other company, or 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

(b) Any entity established under an Act of Parliament or a State legislature; or

(c) A company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities

(d) Registration by the Entity undertakes CSR activity – Every entity who intends to undertake any CSR activity, shall register itself with the Central Government by filing the form CSR-1 electronically with the Registrar, with effect from the 01st day of April 2021.

AMENDMENT OF POLICY:

The CSR Policy of the company may be amended at any time by the board of the company on the Recommendation of the CSR committee.

Note: - The surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of a company.
