

CORPORATE SOCIAL RESPONSIBILITY POLICY

Suyog Telematics Limited
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1. Introduction

It is pertinent that business enterprises are economic organs of society and draw on societal resources. In the strategic context of business, enterprises possess, beyond mere financial resources, the transformational capacity to create game-changing development models by unleashing their power of entrepreneurial vitality, innovation and creativity. At Suyog Telematics Limited, we strive to position ourselves as a prominent player in the global sustainable environmental transition. To follow this path and grow our business in the long term means the involvement of every manager, employee partner- individually and collectively, in the deployment of our CSR strategy.

The Board of Directors of Suyog Telematics Limited has decided to adopt a Corporate Social Responsibility Policy that will comply with the objectives and requirements set both in the Section 135 of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the Rules notified thereunder, subject to any amendments thereto.

2. Definitions

- a. **“Board of Director”** or **“Board”** means the Board of Directors of Suyog Telematics Limited, asconstituted from time to time.
- b. **“Company”** means a company incorporated under the Companies Act, 2013 orunder any previous company law.
- c. **“CSR Programmes”** means Programmes, projects and activities carried out inthis regard are the subject matter of this Policy.
- d. **“Corporate Social Responsibility Committee”** or **“Committee”** means CSRCommittee constituted by the Board of Directors of the Company, from time totime.
- e. **“Independent Director”** means a Director of the Company, not being a wholetime director and who is neither a promoter nor belongs to the promoter groupof the Company and who satisfies other criteria for independence under theCompanies Act, 2013 and the Listing Agreement to be entered/ entered with theStock Exchanges.
- f. **“Policy”** means Corporate Social Responsibility Policy.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013 or any other applicable regulation.

3. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee shall consist of three or more Directors amongst which one shall be an Independent Director. The Committee shall hold meetings as and when required, to discuss various issues on implementation of the CSR Policy.

The CSR Committee shall:

- (a) Formulate and recommend 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 Act;
- (b) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a) in a financial year;
- (c) Monitor the Corporate Social Responsibility Policy from time to time.
- (d) Any other matter as may be considered expedient in furtherance of and to comply with the CSR Policy of the Company.

4. CSR Activities

Activity for CSR undertaken shall be in line with Section 135 read with Schedule VII of the Act and the Rules made thereunder, subject to amendments thereto. Following are the activities as mentioned in Schedule VII and the Company shall identify and undertake any one or more of these activities:

- Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- Promotion of education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- Promotion of 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, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;
- 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 windows and their dependents;
- Training to promote rural sports, nationally recognized sports, Paralympic 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.
- Such other activities as the Board may consider to be appropriate

5. CSR Expenditure

- For achieving its CSR objectives through implementation of meaningful & sustainable CSR programmes, the Company will allocate 2% of its average net profits made during the 3 immediately preceding financial years as its Annual CSR Budget. The Board of Directors shall ensure that the Company spends the allocated amount in pursuance of its CSR Policy.
- CSR projects or programs or activities undertaken in India only shall amount to CSR Expenditure.
- CSR expenditure shall include all expenditure including contribution to corpus, for projects or programs relating to CSR activities approved by the Board on the recommendation of its CSR Committee, but does not include any expenditure on an item not in conformity with the CSR Policy.

6. Exclusions

The CSR activities shall be undertaken by Suyog, (either new or ongoing), excluding activities undertaken in pursuance of its normal course of business. Any Contribution of any amount directly or indirectly to any political party under section 182 of the Act, by the Company shall not be considered as CSR activity. The CSR projects or programs or activities that benefit only the employees of the Company and their families shall not be considered as CSR activities in accordance with section 135 of the Act. Any surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company.

7. Implementation

The Board of Directors may decide to undertake its CSR activities recommended by the CSR Committee, through a registered Trust or a registered society or a company established by Suyog under section 8 of the Act or in such other way as provided under Section 135 of Companies Act, 2013.

The Company may also collaborate with other Companies for undertaking projects or programs for CSR activities in such a manner that the CSR Committees of the respective Companies are in a position to report separately on such projects or programmes.

For implementation of CSR projects, preference shall be given to local area and areas around Company's operation for spending the amount earmarked for CSR.

The time period/duration over which a particular programme will be spread, will depend on its nature, extent of coverage and the intended impact of the programme.

8. Governance

The Board of Directors shall, after taking into account the recommendations made by the CSR committee, approve the CSR policy and disclose its contents in their report and also publish the details on Company's website in such manner laid down in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The CSR Committee shall review the implementation of the CSR Programmes periodically and issue necessary directions from time to time to ensure orderly and efficient execution of the CSR Programmes in accordance with this Policy.

Finally at the end of every financial year, the CSR Committee will submit its report to the Board.

9. General

In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference to be made to CSR Committee. In all such matters, the interpretation & decision of the Committee shall be final. Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from Government, from time to time. Suyog reserves the right to modify, add, or amend any of these Policy Rules/Guidelines.