

ZENPLUS PRIVATE LIMITED

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CORPORATE SOCIAL RESPONSIBILITY POLICY

Introduction:

Zenplus Private Limited ("ZPL") was incorporated on July 18, 2022. ZPL is presently in the business of providing a nationwide network of Life Support Ambulance Service which would provide basic life support, advance life support and patient transfer services.

Scope:

The Policy extends to the whole of India.

Purpose:

The following Policy is designed to describe the necessary guidelines and procedures for ZPL when making contributions under the Companies Act, 2013 ('the Act'). The purpose of the Policy is to facilitate organized and approved contributions at all levels. The goal of this Policy is to encourage contributions in keeping with ZPL strategic priorities.

The Company may undertake the following activities under its CSR policy:

- a. Eradicating hunger, poverty and malnutrition, promoting health care including preventive healthcare and sanitation including contribution to the Swachh 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
- 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;
- 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 art and handicrafts
- f. Measures for the benefit of armed forces veterans, war widows and their dependents

- g. Training to promote rural sports, nationally recognised 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. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government
- j. Rural development projects
- k. Slum Area Development

Monitoring, Feedback and Disclosure

The goals and objectives along with the annual budgets of CSR to be discussed and signed off at the beginning of every financial year with the CSR committee and the Board of Directors.

The CSR Committee shall formulate and recommend to the Board of Directors, an annual action plan in pursuance of its CSR policy which includes

- i. list of CSR projects to be undertaken
- ii. the manner of execution of such projects,
- iii. utilization of funds,
- iv. monitoring and reporting mechanism for the projects or programs; and
- v. details of need and impact assessment, if any, for the projects undertaken by the Company

The Board of Directors may alter the plan, any time during the financial year, as per the recommendation of its CSR Committee.

The CSR Committee allocates the budgets to programs and projects in domains that are aligned with the CSR policy. A significant proportion of our programs comprise ongoing, long-term projects and these are deemed to be approved till the end of the period specified in their contracts/agreements.

Along with approval of the annual plan, the CSR committee to review the progress of all key programs vis-à-vis its broad objectives for the previous year including effective utilization of the funds and a formal assessment of outcomes and impacts as considered relevant by the Board and the Committee. All decisions on outcome/impact evaluation are required to be presented to the CSR Committee /Board once a year.

Composition of CSR Committee:

The CSR Committee shall consist of three Directors of the Board out of which at least one Director shall be Independent. The quorum for the meeting shall be 2 Members personally present or present through Video Conferencing. The number of Members of the CSR Committee and their powers and functions can be specified, varied, altered or modified from time to time by the Board, subject to the provisions of the applicable law.

Responsibilities of the committee:

- Formulate and recommend the CSR Policy
- Recommend the amount of Expenditure to be incurred on the activities
- Monitor the CRS Policy from time to time.

No member of the CSR Committee shall be personally liable for any decision or action taken in good faith with respect to the CSR Policy.

Powers of the Committee:

Following is the Powers of the CSR Committee:

- i. Formulate and amend, time to time, this CSR Policy and recommend the same to the Board of Directors of the Company for approval and adoption.
- ii. To recommend and undertake such CSR activities as approved by the Board of Directors of the Company.
- iii. To monitor the implementation of CSR activities in terms of the CSR Policy.
- iv. To seek the reports on the progress of CSR activities undertaken by the Company.
- v. The Committee will formulate the Annual action plan in relation to CSR Expenditure.
- vi. Ensure that the administrative overheads are not more than 5% of the total CSR Expenditure.
- vii. The Company will take an impact assessment report, if applicable for their CSR Project through an independent agency.
- viii. To Prepare /finalize CSR Committee Charter in respect of Company's Focus area, Project Selection process, and internal reviews for CSR Committee guidance and same to be placed before the Board for its approval.

Provided that 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.

Board's Rights and Responsibilities:

Following rights and responsibilities vests with the Board of the Company in connection with the CSR Policy and framework:

- i. To approve the CSR Policy after taking into account the recommendations made by the CSR Committee.
- ii. To ensure that Company makes mandatory disclosures in the Company's Annual Reports and website, relating to CSR Committee members, Policy and the activities undertaken.
- iii. To ensure annual reporting of CSR Policy and activities to the appropriate governmental authority as mandated by applicable law.

- iv. The Board shall approve the CSR policy and oversee that identified work is duly undertaken and in each financial year at least 2% of average net profit of preceding three financial years is spent effectively.
- v. To Ensure that the administrative overheads are not more than 5% of the total CSR Expenditure.
- vi. 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.
- vii. To Ensure that the funds so disbursed have been utilized for the purposes and in the manner as approved by Board / CSR Committee and the Chief Financial Officer shall certify to that effect.
- viii. To Approve for transfer of unspent CSR Amount if any in accordance with the law.
- ix. In case of an 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 modification, if any required.

Implementation of CSR programmes/projects

Our implementation approach is to work primarily through implementing agencies/partners with established track records in the respective domains. Professional agencies may be engaged in conducting the due diligence, need based assessment in some programmes, for designing, monitoring and evaluation of the CSR projects or programmes wherever required.

ZPL shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for CSR activities.

The CSR projects will be implemented either directly by the Company or **through** a registered trust or a registered society or a Company established by the Company or Subsidiary or Associate Company under section 8 of the Act or otherwise or through the entities prescribed under CSR Rules and subject to conditions as specified in the CSR Rules.

The Board and CSR Committee shall ensure that above entities are permitted and eligible to carry out CSR Activities under the Act and Rules made thereunder ("Implementation Agency") and having unique CSR Registration Number.

The CSR Committee shall conduct due diligence prior to selection of an entity as its implementation agency to ensure that the proposed implementation agency is eligible and capable to be appointed as such and can implement CSR Activities.

In case any of the CSR Activities to be undertaken are anticipated to be long term i.e., an ongoing project being of a term of 3 (three) years excluding the financial year in which it was commenced, then a detailed estimate on implementation schedule or milestones should be submitted by the

CSR Committee to the Board.

The Board shall be responsible for implementation of the CSR Policy and shall ensure that the CSR Activities are carried out in accordance with the CSR Policy read with the Act, CSR Rules and the annual action plan of the Company for CSR.

The Board shall empower any Director/KMP or CSR Committee or person authorized by it to finalize, approve and execute various agreements, deeds, writings, confirmations, undertakings or other documents, as may be necessary, with any party, including Implementing Agencies, for the purposes of the executing CSR Activities and accept modifications, changes and amendment to any such documents/ agreements as it may deem fit.

In case of failure to ensure the minimum CSR Expenditure i.e., 2% (two percent) of average Net Profits of the Company made during the three immediately preceding financial years, unless it is for any ongoing project, detailed reasons for the same should be submitted by the CSR Committee and the Board and such explanation shall be included in the Annual Report on CSR or Board's Report.

CSR Budget

The total budget for the CSR projects in each financial year will be decided by the CSR Committee in accordance with applicable provisions of the Act and the CSR Rules and the CSR Committee will recommend the amount of expenditure to be incurred on the activities to the Board for its approval. The CSR Committee shall propose to distribute the budget among the Areas as decided in the CSR Policy or such of them as the CSR Committee may deem fit in each financial year, in such proportion and in a manner that meets the objectives of the CSR Policy.

For any reason if the CSR team is not able to follow the allocation agreed on in any of the Areas as specified in the CSR Policy described above, the same shall be utilized in such other Areas as the CSR team may recommend with the reasons therefor, and the CSR Committee may approve.

Excess CSR spends: If in any financial year the Company spends on CSR activities in excess of the obligated 2% of average net profits, (the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any) the Board may decide to set-off the same in the immediately succeeding three financial years, subject to conditions prescribed under the Act and the Rules

Impact Assessment:

Impact Assessment helps in understanding:

- Whether the programs were designed in line with the needs of the community and organization's mission/vision.
- Whether the goals and objectives decided at the beginning of the programs were achieved.
- Whether the right mechanism was adopted for implementing the interventions.

- Whether there are any unexpected changes or negative effects in the lives of the target community.

Thus, Impact Assessment can play an important role in evaluating the alignment of goals, project planning and implementation ensuring maximum Social Return.

Any time an average CSR obligation exceeds ten crore rupees or more in the three immediately preceding financial years, unless otherwise prescribed under the Act, the Company shall undertake impact assessment, through an independent agency, of CSR projects having outlays of one crore rupee or more, or such limit as specified under the Act or Rules, and which have been completed not less than one year before undertaking the impact study.

Exclusion from CSR:

The following activity shall not form part of the CSR activities of ZPL: -

- The activities undertaken in pursuance of normal course of business of ZPL.
- CSR projects/programs or activities benefitting only employees of the company as defined in clause (k) of section 2 of the Code on Wages, 2019.
- Any contribution of any amount directly or indirectly to any political party under section 182 of the Act.
- Any CSR projects/programs or activities undertaken outside India except for training of Indian sports personnel representing any State or Union territory at national level or India at international level.
- Activities supported by ZPL on sponsorship basis for deriving marketing benefits for its products or services.
- activities carried out for fulfilment of any other statutory obligations under any law in force in India.

General:

- In case of any doubt with regard to any provision of the CSR Policy and, also in respect of matters not covered herein, the interpretation & decision of the Board of Directors shall be final.
- The conditions or terms of the CSR Policy can be modified, cancelled, added or amended in writing with the approval of Board of Directors. However, in the event of any conflict between the contents of the CSR Policy and the Companies Act, 2013 and the CSR Rules, the provisions of the Companies Act, 2013 and the CSR Rules will be made applicable to the matter. Further, the CSR Policy shall stand amended in accordance with the amendments in the Companies Act, 2013, the CSR Rules and in accordance with the guidelines on the subject as issued by the Government from time to time.