

## **POLICY FOR CORPORATE SOCIAL RESPONSIBILITY**

### **I. SHORT TITLE**

This policy in relation to the Corporate Social Responsibility (“CSR”) of *Yokohama India Private Limited* (YIPL) is titled as the “**CSR Policy**” and shall include any alterations, amendments or modifications hereto from time to time.

### **II. VISION STATEMENT, OBJECTIVE AND APPLICABILITY**

1. Our vision is – “to advance the quality of life through our social commitments to help build healthy, sustainable, efficient and educated communities”.
2. This CSR Policy has been framed in accordance with the applicable provisions of the Act and the rules issued thereunder.
3. Notwithstanding anything to the contrary contained in this CSR Policy but subject to applicable law, in the event that the Company fails to meet the thresholds set out under Section 135(1) of the Act for three consecutive financial years, it shall not be required to:
  - (i) Constitute/maintain the CSR Committee; and
  - (ii) Comply with the provisions of this CSR Policy till such time as it again meets the criteria specified in Section 135(1) of the Act.

### **III. DEFINITION AND INTERPRETATION**

1. “**Act**” means Companies Act, 2013 along-with Rules.
2. “**Board**” means the Board of Directors of the Company.
3. “**Company**” means Yokohama India Private Limited.
4. “**CSR Activities**” means such projects or programs or activities (either new or ongoing), excluding activities undertaken in pursuance of its normal course of business.
5. “**CSR Committee**” means a committee constituted by the Board of Directors in its meeting held on March 11, 2019 or as re-constituted from time to time in terms of Section 135 of the Act and the CSR Rules.
6. “**CSR Rules**” mean the Companies (Corporate Social Responsibility Policy) Rules, 2014 (includes any amendment thereof).
7. “**CSR Expenditure**” means the amount recommended by the CSR Committee to be incurred on the CSR Activities in India in terms of the Act and the CSR Rules as approved by the Board from time to time.
8. “**Director**” means a member of the Board of Directors of the Company.
9. “**Implementing Agency**” means an implementing agency as defined under paragraph IV (2).



10. **“Implementation Group”** means an implementation group as defined under paragraph V (1).
11. **“Net Profits”** means the net profit of the Company calculated as per Section 198 of the Act (or the provisions of the Companies Act, 1956, if then applicable), but shall not include (i) any profit arising from any overseas branch or branches of the Company (whether operated as a separate company or otherwise); and (ii) any dividend received from other companies in India, which are covered under and complying with the provisions of Section 135 of the Act.
12. **“Society”** means a society registered under the Societies Registration Act, 1860 or any other applicable law in India.
13. **“Trust”** means a trust registered under the Indian Trusts Act, 1882 or any other applicable law in India.


Any term not defined above, shall have the meaning assigned to it under the Act or the CSR Rules.

#### **IV. CSR COMMITTEE**

The CSR Committee of the Board of Directors is constituted in accordance with Section 135 of the Companies Act, 2013. The CSR Committee shall constitute of the members as detailed in Annexure to this CSR Policy.

#### **V. IMPLEMENTATION OF THE CSR POLICY**

1. The CSR activities will be driven by a dedicated project team/group (the **“Implementation Group”**) under the guidance and support of the CSR Committee and the Board for implementation of the CSR Activities. The CSR Committee will play a significant role in ensuring that the CSR initiatives are in line with CSR Policy.
2. Implementation Group of the CSR Committee shall comprise of the members as detailed in Annexure to this CSR Policy.
3. Mode of Implementation: The CSR Activities may be undertaken by the Company by directly implementing any project approved by CSR committee/Board or through the its Implementation Group or through the following:
  - (i) Through a Trust, or a Society or a company established by the Company either singly or its holding or subsidiary or associate company or alongwith any other company or holding or subsidiary or associate company of such other company, or under Section 8 of the Act or otherwise; and/ or
  - (ii) Through a Trust, or a Society or a company established under section 8 of the Act with an established track record of three years in undertaking similar programs or projects; and/ or
  - (iii) In collaboration with other companies/ industry Body coordinating such activities or NGOs

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- (iv) Contribution to PM Relief Fund or any other fund as may be notified by Govt.

(the entities referred to under sub-clause (i) and (ii) above, are hereinafter referred to as “**Implementing Agencies**”).

4. The Board shall empower the Implementation Group to finalize, approve and execute various agreements, deeds, writings, confirmations, undertakings or other documents, as may be necessary, under the Common Seal of the Company or otherwise, with any party including Implementing Agencies and/or others for the purposes of the CSR Policy and accept modifications, changes and amendments to any such documents/ agreements as it may deem fit.
5. In case of failure to ensure the minimum CSR Expenditure, details reasons for the same should be submitted by the Implementation Group to the Board, who shall include the same in their report.

## **VI. CSR EXPENDITURE**

1. The total budget for the CSR projects will be recommended by the CSR Committee in accordance with applicable provisions of the Act and the CSR Rules and the Board shall ensure that the amount sanctioned for the CSR Expenditure is available to the Implementation Group for application towards the CSR Activities.
2. The Board shall ensure a designated officer from the finance department provides the relevant financial data and such other necessary details to the CSR Committee to enable the Committee to recommend to amount of CSR Expenditure to the Board.
3. The Board shall ensure that the CSR Expenditure in a financial year is at least at two per cent of the average Net Profits of the Company made during the three immediately preceding financial years and any surplus arising out of the CSR Activities shall only be re-allocated to the CSR Activities being undertaken in terms of this CSR Policy.
4. Any amounts incurred while undertaking activities in pursuance of normal course of business of a Company or on an item not in conformity or in line with activities set out in Schedule VII of the Act, will not form a part of CSR Expenditure.
5. The Board shall ensure that expenditure, if any incurred towards any capacity building exercise internally or of Implementing Agencies through institutions with established track record of at least three financial years, as the case may be, shall not exceed five percent of the CSR Expenditure in one financial year.



## **VII. CSR ACTIVITIES**

1. The Board shall ensure that the CSR Activities that are undertaken by the Company should be within the scope of the following activities:
  - (i) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water;
  - (ii) Promoting education, including special education and employment enhancing vocation skills especially among children, woman, elderly, and the differently abled and livelihood enhancement projects;
  - (iii) 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 back ward groups;
  - (iv) 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;
  - (v) 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;
  - (vi) Measures for the benefit of armed forces veterans, war widows and their dependents;
  - (vii) Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;
  - (viii) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for social-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
  - (ix) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
  - (x) Rural development projects;
  - (xi) Slum area development.
  - (xii) Such other activities as may be specified under the Act or the CSR Rules from time to time.
  
2. The CSR Activities will be carried out in a manner that the preference is to undertake the CSR Activities in and around the local areas where the Company operates.
  
3. The CSR Committee shall provide recommendations to the Board with respect to specific CSR Activities within the scope of the activities specified under paragraph VII (1) above that may be undertaken by the Company.



4. The following details of any CSR Activities to be undertaken by the Company shall be presented to the Board by the CSR Committee along with its recommendations:
  - (i) The objectives and expected results of the CSR Activity;
  - (ii) The relevant sector and the nature of the CSR Activity;
  - (iii) The focus area/ location for implementation of the CSR Activity;
  - (iv) The amount to be allocated towards the CSR Activity;
  - (v) The indicative timelines for completion of the CSR Activity;
  - (vi) Whether the CSR Activity should be undertaken by the Implementation Group or any Implementing Agency or in collaboration with any other company; and
  - (vii) Such other details as it may deem necessary.
5. In case any of the CSR Activities to be undertaken are anticipated to be long term, then a detailed estimate on implementation schedule or milestones should be submitted by the CSR Committee to the Board.
6. Based on the recommendations of the CSR Committee, the Board shall approve the following:
  - (i) The specific CSR Activities that should be undertaken by the Company from time to time;
  - (ii) The amount that should be deployed towards such CSR Activity;
  - (iii) Whether the CSR Activities will be undertaken directly by the Company or through an Implementing Agency or in collaboration with any other companies [and record reasons for the same].

#### **VIII. MONITORING PROCESS**

1. To ensure that the objectives of CSR Policy are being met in an efficient and effective manner, the utilization of the amount sanctioned towards CSR Activities should be reported by the Implementation Group to the Board as well the CSR Committee on an annual basis in such manner as the Board may direct.
2. In the event any of the CSR Activities are undertaken through an Implementing Agency, the Implementation Group should obtain relevant information from the Implementing Agency and ensure that the progress on such CSR Activity is submitted to the Board as well the CSR Committee on an annual basis in such manner as the Board may direct.
3. Upon receipt of such progress report by the Implementation Group, the CSR Committee may review and deliberate upon such reports and provide such inputs or recommendations, as it may deem necessary, to the Board.
4. Notwithstanding anything to the contrary, the Board shall not be obliged to comply with the recommendations of the CSR Committee.



## **IX. REPORTING AND RECORD KEEPING**

1. The CSR Committee shall maintain proper minutes of all its meetings.
2. The Board's report of the Company shall include an annual report on CSR containing the particulars as may be prescribed from time to time under the Act and the CSR Rules.
3. The Board will be responsible to ensure that:
  - (i) The report of the Board includes the annual report on CSR Activities of the Company and sets out the requisite information in terms of the Act and the Rules;
  - (ii) The contents of the latest and updated version of the CSR Policy is included in the report of the Board;
  - (iii) The contents of such policy are also made available on the website (if any) of the Company as per the particulars specified in the Annexure A.
  - (iv) In case of failure to ensure the minimum CSR Expenditure, detailed reasons for the same are adequately disclosed in the Board Report.

## **X. AMENDMENT**

The Board may, subject to compliance with applicable law, at any time alter, amend or modify the CSR Policy as it deems fit to comply with the statutory obligation of the Company to undertake the CSR Activities.

\*The policy is approved by the Board of Directors in its meeting held on March 28, 2019.

官澤和也

**Chairman**