



ORAVEL STAYS LIMITED (“The Company”)
CORPORATE SOCIAL RESPONSIBILITY POLICY OF ORAVEL STAYS PRIVATE LIMITED

I. PREAMBLE

1.1 Corporate Social Responsibility (“CSR”) has been an area of focus for all the Corporates for the betterment of society. The Company as an organization has always endeavored to contribute in every possible way to fulfill its commitment as a responsible corporate resident of India.

1.2 The document describes the CSR Policy of the Company.

1.3 The Companies Act, 2013 (“the Act”) read with Companies (Corporate Social Responsibility Policy) Rules 2014 (“the Rules”) brings an even greater emphasis on CSR that provide guidance on minimum CSR spend, reporting mechanism, review structure and reporting to the shareholders of the Company. A CSR Committee has been formed at the Board level to oversee CSR Activities of the Company.

1.4 The objective of this policy is to outline CSR focus areas, recommending the amount of CSR Expenditure, execution process, review & monitoring mechanism, and, reporting process to the Management and the Board of Directors of the Company.

1.5 This CSR Policy intends to establish for both internal and external stakeholders, its philosophy, guiding principles and focus areas to promote in the arena of CSR. This CSR Policy is a forward looking document, which establishes the parameters and foundation upon which the CSR initiatives of the Company would be built.

II. PHILOSOPHY, OBJECTIVES AND FOCUS AREA

The Company is committed to build a sustainable business with strong social relevance and a commitment to inclusive growth and contribute to the society by supporting causes on various concerns including promoting education, health, environment, employment and women empowerment and such other activities as are permitted under Schedule – VII of the Act and as may be approved by the Board.

Through CSR, the Company intends to proactively engage with the Society by working with communities to improve their general well-being in an empathetic manner.

III. STATUTES & LEGISLATION

While this CSR Policy is the stated position of the Company in the area of Corporate Social Responsibility and finds its independent justification under the philosophy and business objectives of the Company, it also has linkage to the regulatory requirements as prescribed under the Companies Act, 2013 and Rules established thereunder.

In that context the CSR Policy is aligned and subject to the following legislations and rules established thereunder:

- a. Section 135 of the Act;
- b. The Rules;
- c. Schedule – VII of the Act; and
- d. General circulars issued by the Ministry of Corporate Affairs from time to time.

The CSR Activities will be carried out either by the Company itself or through:

- I. A company established under Section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (vi-a) of clause (23-C) of Section 10 or registered under Section 12-A and approved under Section 80-G of the Income Tax Act, 1961, established by the Company, either singly or along with any other company;
- II. 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;
- III. Any entity established under an act of Parliament or a State legislature; or
- IV. A company established under Section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (vi-a) of clause (23-C) of Section 10 or registered under Section 12-A and approved under Section 80-G of the Income Tax Act, 1961, and having an established track record of at least 3 (three) years in undertaking similar activities.

IV. RESPONSIBILITY OF THE BOARD OF DIRECTORS

The responsibility of the Board of Directors (“**Board**”) shall be as under:

- a) Approving the CSR Policy recommended by the CSR Committee after making modifications as the Board may deem fit;
- b) Disclose the contents of such policy in its report (“**Board Report**”) and also place it on the Company’s website;
- c) Ensure that the activities proposed in the CSR Policy are undertaken;
- d) Ensure that the Company spends, in every financial year, at least 2% of average net profits of the Company made during the 3 immediately preceding financial years, as required under Section 135 of the companies Act 2013 and the Rules as and when the Company is making profits;
- e) If Company fails to spend the sum as mentioned above, then the Board shall, in its Board Report specify the reasons for not spending the amount and unless the unspent amount relates to any ongoing project referred to in Section 135(6) of the Act, transfer such unspent amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year. Provided if the company spends an amount in excess of requirement provided under sub-section (5) of section 135, such

excess amount may be set off against the requirement to spend under sub-section (5) of section 135 up to immediate succeeding three financial years subject to the conditions that (i) the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any. (ii) the Board of Directors of the company shall pass a resolution to that effect.

- f) Any amount remaining unspent, pursuant to any ongoing project undertaken by a company in pursuance of its Corporate Social Responsibility Policy, shall be transferred by the company within a period of thirty days from the end of the financial year to a special account to be opened by the company in that behalf for that financial year in any scheduled bank to be called the Unspent Corporate Social Responsibility Account, and such amount shall be spent by the company in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three 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 thirty days from the date of completion of the third financial year.
- g) Ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the company for the financial year.
- h) Ensure that the funds so disbursed have been utilised for the purposes and in the manner as approved by it and the Chief Financial Officer or the person responsible for financial management shall certify to the effect.
- i) Monitor the implementation of the ongoing project with reference to the approved timelines and year-wise allocation and can make modifications, if any, for smooth implementation of the project within the overall permissible time period.

V. CSR COMMITTEE

Constitution of CSR Committee

The Board of Directors of the Company in their meeting held on December 8, 2018, has constituted a corporate social responsibility committee ("the CSR Committee") as per the requirements of Section 135 of the Act and the Rules.

Further, Board of Directors of the Company in their meeting held on May 20, 2020 approved that CSR committee shall be a sub-committee of the Governance Committee and report to Governance Committee except for matters mentioned under section 135 of the Act and the Rules for which it will report to the Board.

The Board and Governance Committee shall be empowered to take decision for making or effecting changes in the constitution of the CSR Committee.

The composition of CSR Committee will be disclosed in the Board Report and the website of the Company.

Responsibilities of CSR Committee

- a. To formulate & recommend CSR Policy to the Board, including recommending modifications and revisions in the CSR Policy;
- b. To recommend to the Board annual budgets with respect to CSR programs/projects;
- c. Identify areas of CSR activities and recommend to the Board the amount of expenditure to be incurred on such CSR activities.
- d. To develop and institutionalize a CSR reporting mechanism in light with Section 135 of the Act read with Rule 8 of the Rules;
- e. To ensure that corporate website of the Company, displays the composition of the CSR Committee, CSR Policy and Projects approved by the Board of Directors of the Company;
- f. To monitor the CSR Policy, Projects and Programs from time to time.
- g. To report to Governance Committee on all matters as mentioned in this policy.
- h. To formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following, namely:-
 - i the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - ii the manner of execution of such projects or programmes as specified in the CSR Rules;
 - iii the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - iv monitoring and reporting mechanism for the projects or programmes; and
 - v details of need and impact assessment, if any, for the projects undertaken by the company:

The CSR Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The CSR Committee may engage international organisations for designing, monitoring and evaluation of the CSR projects or programmes as well as for capacity building of their own personnel for CSR.

The CSR Committee may also collaborate with other companies for undertaking projects or programmes or CSR activities in such a manner that the CSR committees of respective companies are in a position to report separately on such projects or programmes in accordance with the CSR rules.

The CSR Committee shall not take a decision on any matter which falls under the affirmative voting matters without prior written consent of the relevant investors under the Shareholders' Agreement dated March 17, 2020 as amended on March 17, 2020, as further amended or restated (the "SHA") read with the Articles of Association of the

Company. The CSR Committee shall not take any decision that will be in contrary to the provisions set out in the SHA.

Meetings of CSR Committee

The CSR Committee shall meet at least once in a year.

Composition of the CSR Committee:

The CSR Committee shall consist of at least three (3) directors of the Board, out of which at least one being an independent director, as its members (the members of the CSR Committee shall collectively be known as "**Members**" and individually as a "**Member**").

Quorum:

The quorum of a meeting of the CSR Committee shall be at least two (2) Members or such other members as may be prescribed under the law.

Voting

All Members shall have one vote. All matters submitted to the CSR Committee for approval, shall require the majority approval of those present and voting. The CSR Committee may also act by written consent of the simple majority of the Members in lieu of a meeting if sent through circulation.

Invitees

The Committee may invite any individuals, as it considers appropriate to be present at the meetings of the CSR Committee, but on occasions it may also meet without the presence of any executives of the Company.

Notice, circulation of agenda, supporting papers and resolutions

All notices to the CSR Committee will be in accordance with the Companies Act, 2013. The agenda papers along with requisite supporting documents and resolution shall be sent to all Members at least seven (7) days before the relevant meeting, which may be waived by the Members through a shorter notice consent by a simple majority of the Members. A resolution proposed to be passed by circulation should be sent, together with necessary papers, to all the Members.

Minutes

The draft minutes should be circulated to the members of the CSR Committee within fifteen (15) days of the relevant meeting for review and approval, and in no case, later than the maximum time prescribed under the applicable Laws.

Records

The Secretary to the CSR Committee shall retain, with strict confidentiality, the records of minutes of the proceedings for at least three years, unless otherwise the same is required to be maintained by law for a longer period.

Confidentiality

The Members of the CSR Committee and other persons who attend a meeting of the CSR Committee must maintain secrecy and confidentiality on documents or information they may receive and on the contents of the deliberations, as well as on all confidential information and secrets of the business operations, which come to their attention through their CSR Committee tasks, even after the end of their tasks and the term of this CSR Committee and such confidentiality obligation shall survive perpetually, and shall always subject to applicable Laws and regulatory or administrative and/or judicial orders.

VI. GEOGRAPHIES AND BENEFICIARIES

Geographies

The Company will give preference to the local areas around its operations for spending the amount earmarked for CSR activities. The Company may undertake CSR activities in any other area in India as may be decided, from time to time

Beneficiaries

The beneficiaries of Company's CSR programs may be the following categories of people:

- Children / students
- Women
- Weaker sections of the society
- Others – society at large

VII. CSR Activities

The CSR Activities to be undertaken by the Company shall be in the area or projects specified in Schedule VII of the Act; and area or project approved by CSR Committee as per applicable laws.

VIII. CSR FUNDING AND CSR EXPENDITURE

CSR Budget: The Company shall allocate 2% (two per cent) of the average net profits made by the Company in its immediately preceding three financial years, as and when the Company is making profits.

CSR Expenditure Funds: The CSR Committee will present the Proposed Implementation Plan to the Board, detailing the action steps, modalities and the Estimated CSR Expenditure to the Company, for the Board's approval.

Implementation Plan: The Board of Directors of the Company, shall approve the Final Implementation Plan and the CSR Expenditure Funds shall be allocated for implementation by CSR Committee.

Declaration: Any surplus arising and/or additional revenue generated out of CSR Activities undertaken by the Company shall not form part of the business profit of the Company and same shall be spent for undertaking any CSR Activities only.

IX. Monitoring Process of CSR Activities

All projects undertaken by the Company shall be monitored on a regular basis at least once a year to ensure on-track implementation.

In case of 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 modifications, if any, for smooth implementation of the project within the overall permissible time period.

The Board shall satisfy itself that the funds so disbursed have been utilised for the purposes and in the manner as approved by it and the Chief Financial Officer or the person responsible for financial management shall certify to the effect

The Board and Governance Committee shall publish the CSR Policy and an annual report on CSR activities as per applicable laws.

X. EFFECTIVE DATE

The CSR Policy shall be effective from the date of its approval by the Board of Directors.

XI. AMENDMENTS TO THE CSR POLICY

CSR Policy may be updated to align it with the changing requirement or changes in the legal and regulatory framework. Any revision in the Policy shall be approved by the Board on the recommendation of the CSR Committee.

XII. REPORTING OF CSR

The Board Report shall include an annual report on CSR containing particulars specified in the relevant rules of CSR.

If the company having an average CSR obligation of INR 10 crore or more, in the three immediately preceding financial years, shall undertake impact assessment, through an independent agency, of their CSR projects having outlays of INR 1 crore or more, and which have been completed not less than one year before undertaking the impact study. The impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR.

If the Company undertakes an impact assessment, the Company may book the expenditure towards CSR Activities for that financial year, which shall not exceed 2% (two percent) of the total CSR expenditure for that financial year or INR 50 Lakhs, whichever is higher.

XIII. DISCLOSURE

The contents of the approved CSR Policy shall be disclosed in the Board Report and displayed on the Company's website.