

AUTOTRAC FINANCE LIMITED

(CIN: U65100DL2001PLC111486)

CORPORATE SOCIAL RESPONSIBILITY ("CSR") POLICY (U/s 135 read with Schedule VII of the Companies Act, 2013 & the relevant Rules thereof)

A. Title and Applicability

1. Autotrac Finance Limited (the "Company") state that in order to spend the amount (based upon the profitability of the Company), the policy in the name of Corporate Social Responsibility Policy ("CSR Policy" / "Policy") is formulated by the Company.
2. The Company will contribute to social and economic development of the society and community by selecting projects in participating manner in consultation with the society and community after understanding their needs.
3. The Policy shall apply to all the CSR programs and activities undertaken by the Company at various locations for the benefit of diverse sector of the society.

B. Validity

The Board of Director may amend the Policy as may be required from time to time.

C. Programme Area

In accordance with the requirement of the Company Act, 2013 (the "Act"), the Company's activities amongst other, will focus and undertake projects / programs time to time, as stated in schedule VII of the Act.

D. CSR Budget

1. The Board of Directors (the "Board") of the Company shall ensure that in each financial year, subject to the available profits & applicability of the CSR provisions, the Company shall spend atleast 2% (two percent) of the average net profit made during the immediate three preceding financial years, calculated in terms of section 198 of the Act.
2. CSR expenditure shall include all expenditure including contribution to corpus for projects relating to CSR activities approved by the Board on the recommendation of its CSR Committee, if the same is constituted as per the provisions of section 135 of the Act. In terms of section 135(9) of the Act, at present the Company is not required to have CSR Committee & shall constitute the same once the CSR spending is more than Rs. 50 lacs. At present, the Board is responsible for overseeing the CSR related activities of the Company.
3. In case of any surplus arising out of CSR projects, the same shall not form part of business profits of the Company.
4. The Company may build CSR capacities of its own personnel as well as those of its implementing agencies through institutions with established track record of atleast three financial years.

E. CSR Implementation

1. CSR program will be undertaken by the Company as stated in the CSR budget.
2. The time period / duration over which a particular program will spread, depends on its nature, extent of coverage and the intended impact of the program.
3. The Company may enter into partnerships with the government, business partners and

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communities to create multiplier effect of its social projects in terms of the provisions of section 135 of the Act.

4. The Company shall implement its CSR programs either itself or through : -

(a) 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 (43 of 1961), established by the Company, either singly or along with any other company, or (b) 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 (c) any entity established under an Act of Parliament or a State legislature; or (d) 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.

5. The mode of implementation of CSR programs will include a combination of direct implementation and implementation through entities as stated supra.

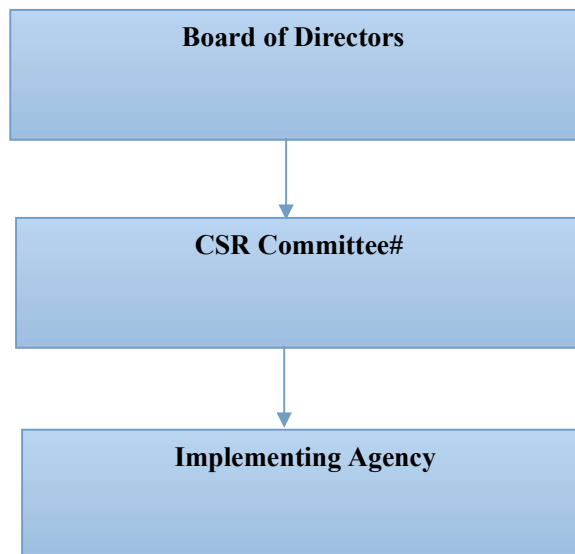
6. The CSR activities shall not include any activity undertaken by the Company in pursuance of normal course of business or the Company.

7. The Company shall not make any payment, directly or indirectly, to political parties for CSR activities.

8. The CSR activities shall be undertaken only in India for the benefit of the public and not for the employees of the Company and their families.

F. CSR Governance Structure

The CSR Governance Structure is diagrammatically represented hereunder :-



Till the time the amount to be spent by the Company on CSR activities does not exceed rupees fifty lakh & the Company is not required to constitute the Corporate Social Responsibility Committee in terms of provisions of section 135(9) of the Act, the functions of the CSR Committee as stipulated under this Policy shall be discharged by the Board.

G. Roles & Responsibility

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a) The Board of Director of the Company will be responsible for :

1. constitution / re-constitution of CSR Committee (as and when applicable);
2. approval of the CSR Policy of the Company including any amendment thereof;
3. disclosing the content of the Policy in its report and place the policy on the Company's website (if it is there) in such a manner as prescribed under Section 135 of the Companies Act, 2013 read with the CSR Rules thereof;
4. ensuring that the Company spends in every financial year (subject to the availability of the profits), atleast 2% of the average net profits made during the three immediately preceding financial years;
5. ensuring that the Company gives preference to the local areas around its operations for spending the amount earmarked for CSR projects;
6. ensuring that it specifies the reasons in its report for not spending the earmarked amount in case the Company fails to spend such amount.
7. The CSR spend is as per the Policy of the Company.

b) CSR Committee (as and when constituted) will be responsible to :

1. formulate and recommend the CSR Policy to the Board for approval;
2. monitor the Policy from time to time and recommend the changes to the Board;
3. recommend the amount of expenditure to be incurred on CSR project;
4. constitute a transparent monitoring mechanism for ensuring implementation of the CSR projects;
4. closely monitor the CSR budget & CSR spend and funds shall be released against verified utilizations as per the approved work plans.
5. CSR spend is as per the Policy of the Company.

The CSR committee will meet periodically to discuss the progress of CSR activities and apprise the Board with the progress and action plan from time to time.