

CORPORATE SOCIAL RESPONSIBILITY POLICY

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A. BACKGROUND

Corporate Social Responsibility (CSR) is not a new concept in India but same was pursued on voluntary basis, however, the Ministry of Corporate Affairs, Government of India has notified Section 135 of the Companies Act, 2013 ('the Act') along with Companies (Corporate Social Responsibility Policy) Rules, 2014 "hereinafter referred as CSR Rules" and other notifications related thereto which makes it mandatory (with effect from 1st April, 2014) for profitable companies who fulfill the criteria as mentioned under Sub Section 1 of Section 135 to comply with the provisions relevant to Corporate Social Responsibility.

B. MRL's PHILOSOPHY

MRL TYRES Limited ('MRL') considers CSR as its commitment to its stakeholders, including the society at large, to conduct business in an economically, socially and environmentally sustainable manner. As on April 01, 2016 MRL fulfills the criteria as specified in Section 135 of the Companies Act, 2013 accordingly, MRL is committed to undertake CSR activities in accordance with said provisions and related Rules.

C. OBJECTIVE

Our CSR Policy aims to develop and implement a vision and strategy for MRL's CSR initiatives including formulating, relevant potential CSR activities, their timely and expeditious implementation and establishing an overview mechanism of the activities undertaken / to be undertaken, in synchronization with the various eligible activities prescribed under Schedule VII of the Act.

D. FOCUS AREAS:

The scope of the CSR activities of the Company will cover the areas / activities specified in Schedule VII of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014 (CSR Rules- 2014) as amended from time to time, and as appended to this Policy as Appendix-1 .

The said Appendix 1 may be revised in line with any amendments/inclusions/exclusions made to Schedule VII of the Act by the Government from time to time."

E. EXCLUSIONS FROM CSR

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

- The activities undertaken in pursuance of the normal course of business of the Company;
- CSR projects/programs or activities that benefit only the employees of the Company and their families;
- Any contribution directly/indirectly made to political party(s) or any funds directed towards political parties or political causes; and
- Any CSR projects/programs or activities undertaken outside India.

F. CSR EXPENDITURE

CSR expenditure shall include all expenditure including contribution to corpus for projects/programs related 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 or not in line with the activities which fall within the purview of Annexure 1 attached to the policy.

Further, the surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company.

G. COMPOSITION OF THE CSR COMMITTEE

The initial members of Company's CSR Committee will be following Board Members:

- Mr. Amit Madaan - Independent Director
- Mr. Raghav Malhotra - Executive Director
- Mr. Hunar Arora, - Non Executive Director

H. RESPONSIBILITIES OF THE CSR COMMITTEE

The responsibilities of the CSR Committee include:

- Formulating and recommending to the Board of Directors, the CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Acts;
- Recommending the amount of expenditure to be spent on the CSR activities to be undertaken by the Company in any year;
- Monitoring and reporting of the CSR activities to the Board from time to time; * Reviewing the CSR Policy from time to time.
- The CSR Committee will have the power to:
- Seek Monitoring and Implementation Reports from the organizations receiving funds from the Company;
- Depute its representatives to co-ordinate with the organizations receiving funds from the Company and to inspect the CSR activities undertaken by them and ensure information in a timely manner.
- The CSR Committee shall meet as frequently as it determines necessary.

I. CSR MAINSTAY

The approved CSR activities shall be undertaken by MRL, as projects, or programs, or activities on a case to case basis, through one or more of the following options :

- A by the Company itself; through a not a profit company established under section 8 of the Act or a registered trust or a registered society, established by the company, either singly or alongwith its holding, subsidiary, associate or any other company, or

- B By making contributions to

B.1 A not for profit 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 any entity established under an Act of Parliament or a State legislature.

B.2 any other not for profit company established under section 8 of the Act or a registered trust or a registered society, other than those specified at B.1, provided that such company or trust or society has an established track record of three years in undertaking similar programs or projects in accordance with Rule 4(2) of CSR Rules, 2014

B.3 contribution / donation made to such other Organizations / Institutions as may be permitted under the applicable laws from time to time;

- C collaboration with other Companies(Including subsidiary companies, affiliate companies and Associate companies) for undertaking projects/programs in CSR activities in such manner that the CSR committee of respective companies are in position to report separately on such projects in accordance with Rule of the CSR Rules, 2014;

J. CSR SPEND

The CSR Committee shall plan & recommend eiligible CSR amount to be spent in each financial year arrived at by calculating, at least 2% of the average net profit of the Company (on standalone basis) during the immediately preceding three financial years, on CSR activities, projects and programs as mentioned in Appendix 1.

For this purpose, “average net profit” shall be calculated in accordance with the provisions of Section 198 on standalone basis, however same shall be further reduced (if so included) as per rule 2(f),

- Amount of profit from any overseas branch.
- Dividend received from other companies in India..

K. IMPLEMENTATION:

- The Company will endeavor to spend the requisite amount on the activities specified in Appendix – I to this policy. ;

- The time period/duration of other project(s)/program(s) shall depend on its nature, extend of coverage and intended impact of such activity.

L. MONITORING AND REPORTING:

- The CSR Committee shall monitor CSR Policy of the Company as and when required. The Committee will meet as and when the situation warrants;
- An annual report will be made to the CSR Committee which will also include the amount spent during the year and details of the projects / programs/ activities planned for the next year and their respective budgets. This presentation would also include unspent amount, if any, which is being carried forward from earlier/current years to the next year;
- Records relating to the CSR projects/programs/activities and the CSR Expenditure shall be meticulously maintained.

The Board of Directors of MRL shall review the implementation of CSR on an annual basis.

M. DISCLOSURES

The Directors' Report of the Company shall include a section on CSR outlining the contents of the CSR Policy, composition of the CSR Committee, and other information as required/prescribed under the Act. The CSR policy shall also be available on the website of the Company (www.mrltires.com)

In the event that in any particular financial year, company is required to spend amount on CSR, however, for certain reasons, same could not be done.

Facts of have and reasons shall be reported in Directors Report.

N. COMPLIANCE WITH LAW

In all such matters as may not be specifically mentioned in this Policy, the Company shall at all times comply with the applicable provisions of the Companies Act, 2013, the Rules & Regulations made and the Notifications, Circulars, Guidelines etc. issued thereunder.

Words and expression used and not defined in the CSR policy but defined in Act shall have the same meaning respectively assigned to them in the Act. Provisions contained in the Act, Rules, Regulations, Notifications, Circulars, Guidelines shall prevail over anything contained in this Policy to the extent latter is contrary to the former.

Appendix 1

- i. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
- ii. Promoting education, including special education and employment enhancing vocation skills Especially among children, women, 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 backward groups;
- iv. 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 including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
- 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 socio-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.

NOTE:

In undertaking any CSR projects/programs/activities, the Company shall ensure to give preference to the area and areas around which it operates