

Corporate Social Responsibility Policy

Corporate Citizenship is the continuing commitment of UTV Software Communications Limited (“**Company**”), an affiliate of The Walt Disney Company (India) Private Limited, to be among the most admired companies in India – recognised for both the integrity of its people and the quality of its entertainment experiences. This policy guides the actions of the Company in its efforts to promote the happiness and well-being of kids and families by inspiring them to join us in creating a brighter tomorrow.

Mission and Objectives

The Company believes that by contributing to the environment in which they operate, they shall be able to build a better and more sustainable way of life. .

It is Company’s objective to build stronger communities through our compassion initiatives; foster creativity in younger generation by providing them a platform to showcase talent; conserve the environment and connect kids to nature to build life long conservation values.

CSR Committee

The Company has as per the requirements of Section 135 of the Companies Act, 2013 formed a committee to manage the CSR Activities of the Company.

The Company has also employed full time employee(s) who are dedicated to co-ordination and monitoring the CSR Activities of the Company.

CSR Activities

The Company has decided that it shall actively participate in the following CSR Activities:

1. Ensuring environmental sustainability by conserving green spaces;
2. Promoting education through joyful learning; and
3. Supporting health care by creating brighter spaces of care giving thereby ensuring faster recoveries.
4. Fulfilling wishes of children suffering from life threatening medical conditions.
5. Strengthen the community by encouraging quality education and health & nutrition amongst kids and families who need it the most;

The above list is inclusive and not exhaustive and the CSR Committee will be at liberty to expand the scope of CSR activities mentioned above.

CSR Projects to be implemented at the local/national level:

Disney Hospitals Support Program
Disney Friends For Change
Disney ABC
Disney Wishes
Design For Change
Education and Health & Nutrition

The CSR activities should be pursued in accordance with the following guidelines:

- To encourage and motivate employees to assist by volunteering and by sharing their skills and expertise.
- Promote an inclusive work culture.
- To implement CSR activities primarily in the economic vicinity of the Company's operations with a view to ensuring the long term sustainability. This will aim at setting up a close bond between the community and the local setup of Company in the area and in time result in enhancing the quality of life of the local community.
- To focus on providing quality education for development of rural areas and building a skilled work force.
- The projects should aim to reach out to all levels of society.
- To help communities at the time of natural calamities.

The CSR activities may be carried out in association with a strategic partner.

Criteria and Process of Selection of Partners for CSR Projects/ Initiatives

- (i) The CSR partners (“Organisation”) should be a strategic partner and should share our philanthropic vision.
- (ii) The Organisation should be a registered trust or a registered society or a company established by the Company or its holding or subsidiary or associate company under section 8 of the Companies Act, 2013 or otherwise. A ‘Registered Trust’ would include trusts registered under Income Tax Act 1956, for those States where registration of trusts is not mandatory.
- (iii) However, if such Organisation is not established by the Company or its holding or subsidiary or associate company, it shall have an established track record of three (3) years in undertaking similar programs or projects.
- (iv) The CSR Committee must specify the project or programs to be undertaken through these Organisations, the modalities of utilization of funds on such projects and programs and the monitoring and reporting mechanism while deciding upon a particular program or project. Contribution to the corpus of a trust or society or section 8 companies etc. will qualify as CSR expenditure as long as the Trust/ society/ section 8 companies etc. is created exclusively for undertaking CSR activities or where the corpus is created exclusively for a purpose directly relatable to any of the CSR activities of the Company.
- (v) The accounts of the Organisation should be available for audit by the Company, unless otherwise agreed by the Company
- (vi) The Organisation should be capable of monitoring, developing, evaluating and sustaining the project.
- (vii) The Organization should not have religious and/ or political affiliation.
- (viii) The Organisation should provide an annual implementation plans.
- (ix) The duration of the program or project must depend on the nature, extent and coverage of the program. For every program or project there must be milestones that have been established.
- (x) Programs that are to be undertaken for more than 2-5 years may be considered as ‘flagship programs’.
- (xi) The activities to be undertaken are preferably located in the areas around where it operates and the offices of the Company are located. However, there may be certain activities that are undertaken on a larger scale, may be even pan India.

- (xii) The CSR activities should be undertaken by the Company in project/ program mode and one-off events such as marathons/ awards/ charitable contribution/ advertisement/ sponsorships of TV programs etc. would not qualify as part of CSR expenditure, unless any of the activity adds on to the already existing project/ program.
- (xiii) The organisation should ensure that it complies with all applicable laws, including but not limited to Foreign Contribution Regulation Act,2010

The Committee shall screen the Organisations before entering into any arrangement or tie-up with them. The following documents are essential for the screening of Organisations:

- a) Copy of the Registration Certificate; PAN details, etc. in order to establish authenticity.
- b) Last 2 years Annual reports

Signing of Agreement

Once an Organisation is selected, they must sign an agreement which sets out the details of the scope of work and the arrangement between the Company and the Organisation. The agreement must provide for the following clauses:

- (i) the social and financial goals of the project;
- (ii) the term of contract;
- (iii) the coverage and target group of persons;
- (iv) the donation/ grant amount;
- (v) the manner of disbursement;
- (vi) the utilisation of amount will be as per the budget specifications and there can be no change without the prior approval of the Company ;
- (vii) the Company shall have the sole power to evaluate the progress and milestones of the project/ program, and may appoint an external organisation, if needed
- (viii) termination at the Company's sole discretion; and
- (ix) other obligations.

CSR Expenditure and Budget

CSR Expenditure and Budget for each year will be approved annually by CSR Committee.

From the CSR budget the allocations will preferably be as below:

- 30% will be allocated for environmental sustainability related activities;
- 60% will be allocated for promotion of creativity and education related activities; and
- 10% will be allocated for supplementary health care related activities;

or in such manner as may be decided by the CSR Committee.

Expenses incurred by the Company for the fulfilment of any other Act/ Statute of regulations would not count as CSR expenditure under the Companies Act, 2013.

Further, salaries paid by the Company to regular CSR employees as well as to volunteers of the Company (in proportion to Company's time/hours spent specifically on CSR) will be factored into CSR project cost as part of the CSR expenditure.

The surplus arising out of the CSR activities shall not form part of the business profit of the Company.

Any unspent/unutilised CSR allocation may be carried forward to the following year and will be non-lapsable, forming a future corpus for CSR activities.

Process for Disbursement of Grant

Grants will be awarded for enhancing/ supporting our Corporate Citizenship initiatives. Grant amount will be disbursed subject to written application from the selected Organisation to the CSR Committee, and their written approval thereof. In case there are any additional costs then the selected Organisation will write to the CSR Committee justifying the project cost in addition to approvals sought and the CSR Committee may grant approval for the same.

Monitoring Process

There shall be an annual approval by the CSR Committee of the organisation/project(s) that are to be undertaken by the Company, if applicable. The members of the CSR Committee or CSR employees may monitor the activities either by surprise or scheduled visits to the projects to verify the progress of the project as against the proposal.

The CSR Committee may hold meetings to consider the utilisation of funds and the progress of the projects at such intervals as may be deemed necessary.

Further, there is an annual internal audit through which actual amount spent on the CSR activities are screened. The CSR Committee must specify to the Organisations that they examine the books of the Organisation in order to determine the manner in which the funds that are provided by the Company are being utilised. The Company may also request the Organisations to give the Company updates in order to monitor the manner in which the funds that are provided by the Company are being used.

Information The contents of this CSR Policy are also available on the website of the Company that is www.utvgroup.com

Review

This policy will be reviewed from time to time by the CSR Committee to update and to comply with the applicable laws. CSR Committee may also refer matters in order to seek guidance to the Board of the Company.