

CANARA ROBECO

CORPORATE SOCIAL RESPONSIBILITY POLICY
OF
CANARA ROBECO ASSET MANAGEMENT CO. LTD
(Effective date: 04th December, 2014)

Background:

The Corporate Social Responsibility Committee is constituted by the Board of Directors of Canara Robeco Asset Management Company Limited ("CRAMC/company") in their meeting held on 25th April, 2014 in compliance with Section 135 of the Companies Act, 2013 ("the Act") read alongwith Schedule VII & the applicable rules thereto. The present Corporate Social Responsibility (CSR) Policy ("the policy") is in compliance with Section 135(3) of the Act read alongwith the Companies (Corporate Social Responsibility Policy) Rules, 2013 ("the rules).

Objective:

The main objective of the Policy is to endeavor for sustainable development for the society and enhance value creation, goodwill & recognition of the company in the society.

Activities to be undertaken for CSR / Scope of CSR Activities:

Currently the following activities are permissible under schedule VII of the Act:

- (i) eradicating extreme hunger and poverty;
- (ii) promotion of education;
- (iii) promoting gender equality and empowering women;
- (iv) reducing child mortality and improving maternal health;
- (v) combating human immunodeficiency virus, acquired immune deficiency syndrome, malaria and other diseases;
- (vi) ensuring environmental sustainability;
- (vii) employment enhancing vocational skills;
- (viii) social business projects;
- (ix) contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government or the State Governments for socio-economic development and relief and funds for the welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women.

Modalities and Implementation plan:

The Company may undertake any of the above activities subject to submission of plan with regard to modalities and schedule of implementation of the said activities.

Out of the above list of activities, the immediate focus of the Company is promotion of education for FY 2014-15 and onwards. The project will be implemented through supporting/ sponsoring education. Also the Company will initiate the steps for promotion of special education in the nature of financial literacy in school/ college.

The Company will also consider contributing portion of CSR corpus to Prime minister's relief fund for FY 2014-15 and onwards.

The Committee may consider to undertake the CSR activities through a registered Trust or registered Society or a Company ("Entity") established by CRAMC or its holding or subsidiary or associate company under Section 8 of the Act. In such event, CRAMC shall

specify the details of the project or programs to be undertaken through these entities including modalities of utilization of funds and the monitoring & reporting mechanism. Where such Trust or Society or Company is not established by CRAMC or its holding or subsidiary or associate company, the Board shall ensure that the entity has an established track record of three years in undertaking similar activities.

Further, with prior approval of the CSR Committee & the Board of Directors, CRAMC may collaborate with any other company for undertaking CSR activities in such manner that the CSR Committees of the collaborating companies are in a position to report separately on such CSR activities.

CRAMC may build CSR capacities of its own personnel as well as those of its implementing entities, if any, through institutions with established track record of at least three financial years but such expenditure shall not exceed five percent of total CSR expenditure of the company in one financial year.

CSR Expenditure

In compliance of the Act & with the approval of the Board of Directors, the CSR Committee shall endeavor to spend atleast 2% of the average net profits the three immediately preceding financial years on CSR Activities as enumerated above.

CSR spend shall be made on or before 31st March of the relevant financial year.

Any surplus arising out of the contribution made for CSR Activities shall not form part of the business profit of the company and be redeployed for such activities.

Monitoring & Reporting

CSR activities identified and administered by the Management team of the company & the fund allocation thereof shall be placed before the CSR Committee for its approval. The CSR Committee will in turn recommend the same to the Board of Directors for approval.

The Management team of the company shall comprise of Chief Executive Officer and Chief Financial Officer.

The Management team shall submit periodical report(s) to the CSR Committee about execution of CSR project/ CSR spend.

The provision of this policy shall be subject to amendment by the Board of Directors of the Company as per the recommendation of CSR Committee or pursuant to guidelines as may be issued under the Companies Act or rules framed thereunder from time to time.

Constitution of CSR Committee:

The CSR Committee shall comprise of not less than 3 directors out of which atleast one shall be independent director.

Meetings of CSR Committee

The CSR Committee may meet at such intervals as may be considered appropriate by the Committee or as and when required.

Besides the physical meeting, the Committee may hold a meeting through video conference or tele-conference or any other similar mode.

Notice & Agenda of meeting

A notice of not less than 7 working days before the date of the meeting specifying the date, time & venue of the meeting together with the list of business to be conducted at the meeting shall be circulated to each member of the Committee either physically or by electronic means. The meeting may be called at shorter notice or the notice period may be waived off provided the consent of all the members is recorded in writing.

Quorum:

No business will be transacted at the meeting unless atleast two members are present, one member being an independent director.

Secretary:

The Company Secretary shall act as the secretary of the Committee meetings.

Minutes of Meeting

The Secretary shall be responsible for drafting & maintaining the minutes of the CSR Committee meetings.

The draft minutes will be circulated to the members for their inputs and each approved minutes will be placed before the Board of Directors for noting.

Resolution passed by Circulation

A resolution shall be valid and effective as if it has been passed at a CSR Committee meeting duly called & constituted, if it is passed by circulation by an affirmative majority vote of the members. The resolution passed by the circulation shall be recorded in the minutes of the subsequent meeting of the Committee.

Exclusion from CSR

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

1. The activities undertaken in pursuance of normal course of business of a company.
2. CSR projects/programs or activities that benefit only the employees of the Company and their families.

3. Any contribution directly/indirectly to political party or any funds directed towards political parties or political causes.
4. Any CSR projects/programs or activities undertaken outside India.

Disclosures

The Company's CSR Policy will be published on its website. The Annual Report of the Company shall include a section on CSR outlining the CSR Policy, CSR committee, CSR initiatives undertaken by Company, the CSR spend during the financial year and other information as required by the prevailing law.

General

The provisions of the CSR policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued by the Central Government or the Ministry of Corporate Affairs from time to time.