CORPORATE SOCIAL RESPONSIBILITY POLICY

OF

ZOHO FINANCE PRIVATE LIMITED

1. Short title

This policy in relation to the Corporate Social Responsibility **("CSR")** of Zoho Finance Private Limited is titled as the **"CSR Policy"** and shall include any alterations, amendments or modifications hereto from time to time.

2. Definition and interpretation

1. **"Act"** means the Companies Act, 2013
2. **"Board"** means the Board of Directors of the Company.
3. **"Company"** means Zoho Finance Private Limited.
4. **"CSR Activities"** means and includes but is not limited to :
   (i) Projects or programs relating to activities specified in Schedule VII to the Companies Act, 2013;
   (ii) Projects or programs relating to activities undertaken by the Board of Directors of the Company in pursuance of the recommendation of the CSR Committee and approved by the Board as per this policy.
   (iii) Such programs and projects as may be approved by the Board in terms of this CSR Policy.
5. **"CSR Committee"** means a committee constituted by the Board of Directors in terms of Section 135 of the Act and the CSR Rules.
6. **"CSR Rules"** means the Companies (Corporate Social Responsibility Policy) Rules, 2014.
7. **"CSR Expenditure"** means the amount recommended by the CSR Committee to be incurred on the CSR Activities in India in terms of the Act and the CSR Rules as approved by the Board from time to time.
8. **"Director"** means a member of the Board of the Company.
9. **"Net Profits"** means the net profit of the Company calculated complying with the provisions of Section 135 of the Act.
10. **"Society"** means a society registered under the Societies Registration Act, 1860 or any other applicable law in India.
11. **"Trust"** means a trust registered under the Indian Trusts Act, 1882 or any other applicable law in India.

Any term not defined above shall have the meaning assigned to it under the Act or the CSR Rules

3. Vision and objectives

The Company intends to make a positive difference to the society and contribute its share towards betterment of the society and area in which the company and its subsidiaries operate. This entails transcending business interests and working towards making a meaningful difference to the society. In this regard, the Company has made this policy which encompasses the Company's philosophy for delineating its responsibility as a Corporate Citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large and titles it as the "Corporate Social Responsibility (CSR) Policy" which is based as per the Companies Act, 2013 and rules made there under.

4. CSR Committee

The composition of the Corporate Social Responsibility Committee of the board of directors of **Zoho Finance Private Limited** is as follows:

S.No.	Name	Category	Designation
1.	Jai Anand Navaneethan	Non-Executive	Chairman
2.	Iswaran Sivaramakrishnan	Non-Executive	Member
3.	Janakiraman Chandrasekar	Non-Executive	Member

The role & responsibilities of CSR Committee are:

a. Formulate and recommend to the Board the CSR Policy which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII and any amendments thereof;
b. Recommend the amount of expenditure to be incurred on the activities as per CSR Policy;
c. Formulation and recommendation to the Board an annual action plan as per the provisions of the Act;
d. Recommendation of any alteration in the annual action plan at any time during the year and update, if any, required to the CSR Policy;
e. Implementation and Monitoring of the CSR activities as per the annual action plan;
f. Be responsible for implementation and monitoring of CSR projects / programmes / activities of the Company.
g. Performance of such other functions as may be necessary under any statutory or other regulatory requirements to be performed by the Committee and as delegated by the Board from time to time
h. Undertake Impact assessment through third parties for CSR projects whenever applicable;
i. The CSR Committee shall meet as and when deemed necessary.

j. The CSR Committee may invite Executives, Advisors, and representatives of Social Organizations, Auditors of the Company and such other person (s) as it may consider necessary to attend the meeting.
k. The composition of the CSR committee shall be disclosed in the Board's Report.

5. <u>Corporate Social Responsibility Activities and implementation</u>

(i) The scope of this policy will extend to activities as stated under Schedule VII of the Companies Act, 2013, as presently in force. It will also include all additional and allied matters, as will be notified by Ministry of Corporate Affairs or such other body, as appointed / notified by Central or State Government, from time to time for this purpose.

(ii) The Board of Directors of the Company may on recommendation of the CSR Committee, determine / approve the projects / programmes / activities (identified project / programme / activity) to be undertaken by the Company under CSR initiatives, from time to time. However, the Board shall ensure that the projects or programmes or activities undertaken are related and within the broad purview of the activities as stated under Schedule VII or any other relevant provision of the Companies Act, 2013.

(iii) The minimum eligibility criteria for any project / programme / activity and / or other incidental or ancillary matters, including but not limited to quantum of proposed expenditure, shall be finalized by the Board of Directors or any delegate thereof, on recommendation of then CSR Committee.

(iv) The modalities of execution of CSR projects / programmes / activities and implementation thereof shall be determined by the Board of Directors or its Committee (excluding any Board Committee formed for some other specific purpose, however including but not limited to Committee of Directors) from time to time, upon recommendation of the CSR Committee.

(v) The CSR Committee shall frame rules or issue directives with regard to monitoring of the CSR projects / programmes / activities.

(vi) The CSR Committee may by resolution delegate or entrust any of the functions, acts, deeds or things, etc. as may be required to be performed or complied by it, whether under Companies Act, 2013 or rules made thereunder or otherwise to any person, whether in employment of the Company or otherwise, and any such functions, acts, deeds or things, etc. performed by such person pursuant to such resolution shall have effect, as if the same has been performed by the Committee itself.

(vii) The Board of Directors of the Company may on the recommendation of the CSR Committee, decide to undertake CSR projects or programmes or activities through a registered trust or a registered society or a Company or an associate Company established by the Holding

Company, Zoho Corporation Private Limited or otherwise (Implementing Agency) Provided that, in such case the provisions relating to Companies (Corporate Social Responsibility) Rules, 2014, are required to be complied with.

(viii) The Board of Directors may on recommendation of the CSR Committee decide to collaborate with other Companies for undertaking CSR projects or programmes or activities.

(ix) While undertaking CSR projects / programmes / activities preference shall be given to the local area or area of operation of the Company or its subsidiaries. Such area of operation for any identified project or programme or activity shall be finalized by the Board of Directors or any Committee thereof, upon recommendation of the CSR Committee.

6. Corporate Social Responsibility Expenditure

Company shall in every financial year in accordance with section 135 of the Act, spend at least two per cent of the average net profit (calculated as per section 198 of the Act) made during the three immediately preceding financial years.

If the company is unable to spend the prescribed **2% of its average net profit** as mentioned above, the committee will review the reasons for not spending the same and same shall be stated in the Directors Report of the Company.

Any unspent amount out of the total CSR budget shall be treated as per the provisions of the Act and the CSR Rules.

Any amount spent in excess of the requirement for the financial year shall be set-off as per the provisions of the Act and the CSR Rules

The surplus if any arising out of the Corporate social responsibility of our company shall not form part of the business profits and shall be utilized for CSR activities only.

7. Annual CSR Report:

The Board’s Report of the Company shall comprise of an Annual Report on CSR in line with the provisions of the Act and rules thereon.

8. Action Plan

CSR Committee shall formulate and recommend to the Board in every financial year an Annual Action Plan comprising of the following details:

(a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;

(b) the manner of execution of such projects or programmes as specified in sub-rule (1) of rule 4;

(c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;

(d) monitoring and reporting mechanism for the projects or programmes; and

(e) details of need and impact assessment, if any, for the projects undertaken by the company:

9. Activities not considered as Corporate Social Responsibility

(i) CSR Expenditure shall include all expenditure including corpus for projects / programmes relating to CSR activities approved by the Board on recommendation of CSR Committee. However, the same will not include expenditure on any item not in conformity or in line with the activities stated under Schedule VII of the Companies Act, 2013.

(ii) CSR projects or programmes or activities undertaken in India only shall be considered as CSR Expenditure.

(iii) Projects or programmes or activities that benefit only the employees of the Company and their families shall not be considered as CSR activities.

(iv) Contribution of any amount directly or indirectly to any political party shall not be regarded as a CSR activity.

(v) Any expenditure incurred for building CSR capacity, whether own or that of eligible Implementing Agency shall not exceed five percent of total amount allocated for CSR activity, in one particular financial year.

(vi) All activities as stated in Rule 2 (d) of The Companies (Corporate Social Responsibility Policy) Rules, 2014

10. Disclosures

(i) With regard to CSR activities, Board's Report shall state such particulars as stated under Companies (Corporate Social Responsibility) Rules, 2014.

(ii) The Company shall display such particulars relating to CSR Policy and activities undertaken thereunder as stated under Companies (Corporate Social Responsibility) Rules, 2014 in their official website.

11. Reporting and Record Keeping

1. The CSR Committee shall maintain proper minutes of all its meetings.
2. The Board will be responsible to ensure that:
   - The report of the Board includes the annual report on CSR Activities of the Company and sets out the requisite information in terms of the Act and the Rules.
   - The contents of the latest and updated version of the CSR Policy is included in the report of the Board;
   - The contents of such policy are also made available on the website (if any) of the Company as per the particulars specified in the Annexure A.
   - In case of failure to ensure the minimum CSR Expenditure, detailed reasons for the same are adequately disclosed in the Board Report.

12. Effective Date

The Board of Directors have amended CSR Policy on recommendation of the CSR Committee in the Meeting held on November 21, 2025