

DIGIENT TECHNOLOGIES PRIVATE LIMITED

CORPORATE SOCIAL RESPONSIBILITY POLICY

A. Policy Objective

Digient Technologies Private Limited (hereinafter referred to as 'the Company') is committed to conduct its business in a socially responsible, ethical and environmentally friendly manner and to continuously work towards improving quality of life of the communities.

B. Principles

The CSR activities of the Company will be implemented in accordance with the following principles:

- Business should respect, protect, and make efforts to restore the environment
- Business should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
- Business should respect and promote human rights
- Business should work towards equal development of society
- Business should respect cultural ethnicity and dignity of individuals and foster positive relationship with the people in the areas where the Company operates
- Business should provide development opportunities to local communities in a culturally appropriate manner, in consultation & co-operation with local government authorities and other stakeholders, as may be appropriate
- Business should endeavour to develop local entrepreneurship and encouraging use of local goods, services and manpower to promote inclusive economic growth of local areas.

C. Scope of CSR Activities

In line with the broad principles defined above, the Company would have freedom and flexibility to choose from any of the activities specified in Annexure I. The CSR projects and programs to be undertaken by the Company shall include activities falling within the preview of Schedule VII of Companies Act, 2013; as amended from time to time. Thus, with any change in the statutory provisions governing the activities, the Annexure I shall be deemed to include/exclude such activities as permissible under law at that point of time.

The list and implementation modalities may be modified from time to time, as per recommendations of the CSR Committee of the Company. The surplus, if any, arising out of CSR initiatives of the Company shall not form part of its business profits and shall be utilized for CSR activities only.

D. CSR Implementation

The CSR Committee will be responsible for overseeing the approval, execution, implementation and monitoring of the project. These programs could either be executed by the Company or in partnership with or through local government, various NGO partners, service providers and others.

In case the Company undertakes to carry any of the projects through any trust, society or company not established by the Company or its holding or subsidiary or associate company, the CSR Committee shall ensure that such trust, society or company has an established track record of three years in undertaking similar programs or projects and is eligible to undertake the projects under Section 135 of the Companies Act, 2013.

E. CSR Budget

The CSR Committee under the supervision of the Board shall ensure that the Company spends in each Financial Year (FY), at least two per cent of the average net profit (calculated as per Section 198 of the Companies Act, 2013) made during the three immediately preceding FYs (CSR Budget). 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 the same and place the same with justification to the Board. The Company will report reasons for not spending the entire

Budget outlay for CSR allocated in any financial year. The unutilized fund would remain part of the corpus and get carried forward for the next year for expenditure thereon. The Company has to provide reason for not spending such amount in that financial year. Further, it will not dilute the fund allocation requirement for such next financial year.

To comply with the obligations, the CSR Committee may also decide to contribute amount of CSR Budget, either wholly or partially towards Corpus of any foundation provided under Schedule VII (as amended from time to time).

F. Targets and performance measures

To ensure effective implementation, the Committee will set measurable targets for each CSR project and Funds for such projects.

G. Monitoring Activities

The CSR Projects shall be monitored at various levels as follows:

- At Board Level:

The Board shall review, once in a year, the CSR initiatives of the Company including amount spent thereon.

- At CSR Committee Level:

The CSR Committee shall carry out the following functions:-

- Identify the projects/activities to be undertaken by the Company for CSR;
- Decide on the CSR Activities to be undertaken along with detailed plan, within the overall budget approved by the Board;
- Modalities of execution, monitoring process and amount to be incurred on such activities;
- Monitor the utilization of funds towards approved CSR Activities;
- Evaluate actual CSR performance and impact such activities are making on the people Society and environment; and
- Corrective measures to be taken to rectify deviations (if any); and
- Such other functions as may be delegated by the Board from time to time.

The members of the CSR committee (and specifically the Committee Chairman) may also take the following activities, whenever it deems necessary for effective discharge of its responsibilities:

- Field visits to Project / Programme sites;
- Interaction with beneficiary communities to obtain feedback;

H. Review of Policy

The CSR Policy will be reviewed periodically by the CSR Committee of the Company.

I. Documentation, reporting and disclosures

As part of compliance to the Act, and in preparation of the Annual CSR Report as per Reporting Format, the Chairman of the CSR Committee will ensure the following in respect of any projects implemented by the Company:

1. All CSR Projects / Programmes are comprehensively documented
2. Accountability is fixed at every level of the CSR process and the implementation apparatus

J. Disclosure in the Annual Report of the Company

The details about the policy developed and implemented by the Company on corporate social responsibility, initiatives taken during the year and details of CSR spent during the financial year shall be disclosed in the Annual Report of the Company. This policy shall be subject to amendments under the Companies Act 2013 or any other applicable law or regulation.

K. The terms of reference of the CSR Committee, which are as follows:

- (i) Formulate a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII;
- (ii) Determine the amount of expenditure to be incurred on the activities referred to in point (i) above, within the overall Budget approved by the Board;
- (iii) Monitor the Corporate Social Responsibility Policy of the Company from time to time.

Working Procedure of Corporate Social Responsibility Committee:

In accordance with Section 135 of the Companies Act, 2013, applicable rules thereto and applicable Secretarial Standards, the following working procedure is adopted by the Corporate Social Responsibility Committee:

- a) Constitution of the Committee
 - The Board of Directors shall constitute the CSR Committee
 - The Committee shall comprise three directors namely:
 - 1) Mr. Johnson Irudayaraj
 - 2) Mrs. Sujata Nayan Mandal
 - 3) Mr. Arockiasamy Charlesraja
- b) Quorum:
 - Two members either personally present or through Electronic mode.
 - Electronic mode shall be counted for quorum except on such restricted items as prescribed under Companies Act, 2013.
 - Quorum shall be present throughout the meeting.
 - Where a member is interested in a particular item, he/she shall not be present (physically or through Electronic Mode), during discussion and shall not vote on such item.
- c) Chairman:
 - The Chairman of this Committee is Mr. Johnson Irudayaraj.
- d) Frequency of the meeting:
 - As and when required
- e) Minutes of the Meeting:
 - Draft minutes of the CSR Committee Meeting shall be duly circulated within 15 days from the conclusion of the meeting to the members of the Committee for their comments.
 - The Members, whether present or not shall communicate their comments, if any, in writing within 7 days from the date of circulation of draft minutes.
 - Minutes shall be entered in the Minutes Book within 30 days from the date of conclusion of the meeting.
 - Minutes of the meeting shall be signed and dated by the Chairman of the Meeting or by the Chairman of the next meeting.
 - Signed copy of the minutes shall be circulated to all the members within 15 days after the minutes are signed duly certified by Company Secretary
- f) Attendance at the General Meeting:
 - The Chairman of the CSR Committee may participate in the Annual General Meeting of the Company and in his absence, can authorise anyone to participate
- g) Passing of resolution by Circulation:
 - The Committee, in case of urgent business may pass the resolution by circulation. Only that business can be transacted through circulation which are not restricted as per Companies Act, 2013 and other applicable laws and standards as prescribed by the regulatory authorities. Applicable rules shall apply
- h) Other points:
 - The Committee shall adhere to all applicable acts, laws, regulations and standards as prescribed by the regulatory authorities.

- In case of ambiguity or clarification, the Company should refer applicable Secretarial standards, provisions of Companies Act, 2013 and Articles of Association of the Company.
- In case of any amendments or modification in any of the applicable laws, regulations the working procedure shall stand modified from time to time.
- In respect of any Financial Year, the Committee may spend upto 2% of the average net profits of the preceding three financial years, without any further approvals from the Board while any expenditure to be incurred in excess of the said limit shall be recommended to the Board for approval before proceeding.

Annexure I

List of CSR Activities falling within the purview of Schedule VII of the Act and which the Company may undertake on related lines:

Activities relating to:

- (i) eradicating extreme hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water;
 - (ii) spreading joy and doing things for the benefit of the poor and needy kids
 - (iii) promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
 - (iv) promoting gender equality, empowering women, reducing child mortality, improving maternal health, 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;
 - (v) combating human immunodeficiency virus, acquired immune deficiency, syndrome, malaria and other diseases; employment enhancing vocational skills;
 - (vi) 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;
 - (vii) 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;
 - (viii) measures for the benefit of armed forces veterans, war widows and their dependents;
 - (ix) training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
 - (x) contribution to the Prime Minister's National Relief Fund or any other-fund set up by the Central Government or State Government for socio-economic development and relief and for the welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
 - (xi) contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
 - (xii) rural development projects; slum area development/re-development;
- Explanation.— For the purposes of this item, the term 'slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force.”
- (xiii) social projects and programs/projects that benefit the society;
 - (xiv) Any other activities in relation to the above and all other activities which forms part of CSR as per Schedule VII of the Companies Act, 2013 (the “Act”) and rules made thereto, as amended from time to time. (Collectively referred to as “CSR Activities”)