

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

CSR is defined as the integration of business operations and values, whereby the interests of all stakeholders including investors, customers, employees, the community and the environment are reflected in the company's policies and actions.

Any Organization operates in Social Environment and the Corporate Social Responsibility (CSR) is the ways and means through which the Corporate can repay the Obligations which the Society has made by contributing the resources in its various forms as required for the efficient operation of the Business. Corporate Social Responsibility is strongly connected with the principles of Sustainability and Social Welfare. An organization should make decisions based not only on financial factors, but also on the social and environmental consequences. Therefore, it is the core corporate responsibility of CRM Services India Private Limited ("the Company") to practice its corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting the interests of its stakeholders.

This Statement is demonstrates our commitment to Corporate Social Responsibility through which we aim to align our business values, purpose and strategy with the needs of the society as a whole in which the Company operates, whilst embedding such responsible and ethical principles into everything we do.

1. Preamble:

In Compliance with the requirements of Section 135 of the Act read with Rules framed there under as amended from time to time, the Company has formulated this policy that defines Company's Philosophy for delineating its responsibility as a Corporate Citizen and lays down the guidelines and mechanism for undertaking socially useful initiatives/programmes for welfare & sustainable development of the Company at large.

2. Definitions:

- 2.1. "Act" means Companies Act, 2013, as amended and modified from time to time.
- 2.2. "Board" means the Board of Directors of the Company.
- 2.3. "Corporate Social Responsibility" (CSR) means including but not limited to projects or programs related to activities undertaken by the Board of Directors of the Company in pursuance of recommendations of the CSR Committee and approved by the Board as per this policy subject to the condition that the policy will include activities, areas or subjects specified in Schedule VII of the Act.
- 2.4. "CSR Committee" means Corporate Social Responsibility Committee constituted/ reconstituted by the Board pursuant to section 135 of the Companies Act, 2013.

- 2.5. “CSR Policy” relates to the activities to be undertaken by the Company in areas or subjects specified in Schedule VII to the Act and the expenditure thereon, excluding activities undertaken in pursuance of normal course of business of a company.
- 2.6. “CSR expenditure” shall include all expenditure incurred by the Company including contribution to corpus for projects or programmes relating to CSR activities approved by the Board on the recommendation of the CSR Committee, in accordance with this Policy and the Act, as amended from time to time but shall not include any expenditure on an item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Act.
- 2.7. “Ongoing Project” means a multi-year project undertaken by a Company in fulfilment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced, and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the board based on reasonable justification;
- 2.8. “Rules” means the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time, prescribed under the Act.
- 2.9. “The Company” means CRM Services India Private Limited.

Words and expressions used in this policy and not defined herein but defined under the Companies Act, 2013 shall have the meanings respectively assigned to them therein.

3. Commitment:

The Company is committed to:

- 3.1. Continuous improvement in our Corporate and Social Responsibility (CSR) strategy;
- 3.2. Encouraging our business partners to strive for matching performance;
- 3.3. Acting in a socially responsible way;
- 3.4. Continually improving our performance and meeting all relevant legislation;

4. Purpose and Aims:

The purpose of the policy is to make clear to all stakeholders what the Company means by CSR and how we propose to work towards achieving it. The CSR policy applies throughout all the activities undertaken in the organization and governs approach to all our activities.

In implementing this policy, the Company aim to:

- Be responsible;
- Be an exemplar of good practice.

5. CSR Committee:

5.1. Composition:

The CSR Committee shall consist of two or more directors in compliance of the provisions of section 134 of the Companies Act, 2013.

5.2. Role & Functions:

The role and functions of the CSR Committee shall be as:

- A. Formulate and recommend to the Board the CSR Policy and any amendments thereof which shall indicate the activities to be undertaken by the Company in areas or subjects as specified in Schedule VII of the Act;
- B. Recommend to the Board an annual action plan and the amount of expenditure to be incurred on the activities as per CSR Policy;
- C. Monitor the CSR policy of the Company from time to time;
- D. Institute a monitoring mechanism for implementation of CSR projects or programs or activities undertaken by the Company;
- E. Recommend to the board the details of need and impact assessment, if any, for the projects undertaken;
- F. Any other matter/thing as may be considered expedient in furtherance of the CSR Policy of the Company.

5.3. Meetings:

The CSR Committee shall meet as and when deemed necessary to discuss and review the CSR Policy and the CSR activities. A quorum of two members shall be present at the meeting. The Committee members may attend the meeting physically or via such audio-visual means as permitted under the Act.

6. CSR Activities:

The CSR activities of the Company shall cover one or more of the following focus areas as notified under section 135 of the Act and the Rules framed there under and amended from time to time read with Schedule VII of the Act:

- A. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
- B. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- C. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers

and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;

- D. 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;
- E. 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 art and handicrafts;
- F. Measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- G. Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
- H. Contribution to the prime minister's national relief fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;
- I. Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government;
- J. Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs);
- K. Rural development projects;
- L. Slum area development (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.); and

- M. Disaster management, including relief, rehabilitation and reconstruction activities;
- N. Any other activities in relation of the above subjects and all other activities notified by Ministry of Corporate Affairs from time to time under Section 135 of the Act, Schedule VII of the Act and the Rules.

7. CSR Annual Expenditure:

- 7.1. The Company shall spend in every financial year at least 2% of average net profits made during the immediately preceding three financial years towards CSR activities in pursuance of this Policy. The “net profit” shall not include such sums as may be prescribed and be calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 as given as an Annexure to the CSR Policy;
- 7.2. The CSR Committee shall recommend to the Board the amount of expenditure to be incurred on CSR activities during the financial year in pursuance of this policy and in compliance with the Act;
- 7.3. CSR spend shall be made on or before 31st March of the relevant financial year. In case the Company fails to spend such amount in any financial year, the Board shall, in its report made under section 134 and 135 read with rules made there under, specify the reasons for not spending the prescribed amount and
 - A. The unspent amount, which related to any on-going project, would have to be transferred to a special account to be opened in that behalf for that financial year in any scheduled bank to be called the Unspent Corporate Social Responsibility Account, and such amount shall be spent in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer, failing which, eligible entity shall transfer the same to any Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year; or
 - B. The unspent amount, which not relates to any on-going project, would have to be transferred to any Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.
- 7.4. Any surplus arising out of CSR Activities undertaken by the Company shall not form part of the business profit of the Company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year;

8. Identification of CSR Activities:

The focus areas in which CSR activities to be undertaken by the Company during the financial year shall be identified in pursuance of this Policy and Schedule VII of the Act. The CSR activities/ projects shall be identified based on parameters such as Project objectives, need assessment, implementation schedules, results expected etc

9. Modalities of Execution of CSR activities:

The CSR activities/ projects shall be undertaken/ implemented in pursuance of this policy in any one or more of the following modes:

- 9.1. The Company may contribute to any one or more of the specific funds set up by Central Government in Schedule VII of the Act.
- 9.2. The Company may undertake the CSR activities pursuant to this policy through a company established under section 8 of the Act or a registered trust or registered society other than those specified above at 7.2, provided such company or registered trust or registered society shall have an established track record of three years in undertaking similar programs or projects (herein after referred to as a CSR Partner). In such cases, the Company shall specify the projects or programs to be undertaken through the CSR partner, the modalities of utilisation of funds on such projects and programs and the monitoring and reporting mechanism. The CSR partner shall be selected based on its credibility, track record and its ability to execute the proposed project.

The CSR partner, shall meet the following minimum criteria:

- Should have permanent office/ address in India and basic infrastructure such as basic office equipment, premises etc;
- Should have a proven track record of 3 years in the area of CSR activity it has been nominated for;
- Track record/ antecedents of the CSR partner are verifiable and meet certain pre- determined criteria;
- Should possess a valid income tax exemption certificate;
- It has requisite system in place to assess and report the progress / status of the projects/activities on pre-determined parameters;
- Maintain the required level of auditable records on CSR initiatives;
- Should be registered under the governing laws including laws relating to taxation;
- The CSR activity for which it is nominated should be purely philanthropic and not give direct or indirect benefit to the company or its employees;
- The CSR activity for which it is nominated should be project based and specify the details of project, geographies, target beneficiaries, the financial requirement, implementation time schedule etc.
- Expenditure towards administrative overheads (indirect expenditure) shall not exceed 5% of the CSR project proposal

- Shall not have any pending legal disputes and or enquiries in connection with offences like cheating, misappropriation of funds, exploitation of beneficiaries etc
- Shall not be black listed by any government agency/Ministry/ municipal body etc

9.3. The Company may consider undertaking any CSR activity directly on its own as a project/ programme / activity (new or ongoing).

9.4. The Company may engage external Organizations/ entities to assist it with various aspects of implementation of this policy including identifying Organizations, obtaining CSR Proposals, conducting due diligence of Organizations, proposals received, implementation, monitoring etc. from time to time.

10. Monitoring & Reporting Mechanism:

10.1. Appropriate documentation and amendments of the CSR Policy, annual action plan of CSR activities will be undertaken on a regular basis and placed before the CSR Committee and Board for review.

10.2. CSR Committee may institute a transparent monitoring mechanism for ensuring implementation of CSR activities undertaken by the Company.

10.3. The Board shall ensure that the funds so disbursed have been utilised for the purposes and in the manner as approved and the Chief Financial Officer or the person responsible for financial management shall certify to the effect.

10.4. In case of ongoing project, the Board shall monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall be competent to make modifications, if any, for smooth implementation of the project within the overall permissible time period;

10.5. The Company shall publish following in its Directors Report of every financial year in the manner prescribed under the Companies Act 2013 read with the CSR Rules and also be uploaded on the Company's website:

- Composition of CSR Committee;
- This CSR Policy;
- Projects approve by the Board;
- Impact Assessment Report, if applicable.

11. General:

Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from Government, from time to time. The CSR Committee reserves the right to modify, add, or amend any of provisions of this Policy subject to approval of the Board.

12. Contact Points for Corporate Social Responsibility Policy:

Ms. Jenifer Dwivedi – Senior Director, Employee Communication, Employee Engagement & CSR