



CORPORATE SOCIAL RESPONSIBILITY POLICY

o9 SOLUTIONS MANAGEMENT INDIA PRIVATE LIMITED

CORPORATE SOCIAL RESPONSIBILITY POLICY

Title

This policy shall be called o9 Solutions Management India Private Limited – Corporate Social Responsibility Policy, as amended from time to time (this “**Policy**”).

Definitions

Capitalized terms used but not otherwise defined in this Policy have the following meanings:

“**Board**” means the Board of Directors of the Company.

“**Company**”, “**our**”, “**us**”, and “**we**” means o9 Solutions Management India Private Limited.

“**CSR**” means corporate social responsibility.

“**CSR Activities**” means the activities which are undertaken or to which allocation is made by the Company under this Policy.

“**CSR Committee**” means the Corporate Social Responsibility Committee of the Board of Directors of the Company, as referred to in Section 135 of the Companies Act, 2013 including any amendment thereto.

“**CSR Provisions**” means the regulatory provisions governing the CSR Activities, including the relevant section, rules, and schedule under the Companies Act, 2013, or any other act or law as is applicable and as amended from time to time.

Overview and Philosophy

Company provides a cloud-based business management platform powering digital transformations of integrated planning and operations. Company always strives to maintain a client-focused approach to understand and fulfill client requirements by efficiently analyzing clients’ framework conditions, identifying improvement opportunities, and providing customized innovative solutions.

The philosophy of the Company is based on five core values: Client Value, Leadership, Execution, Innovation, and Social Impact. Through its corporate values, Company constantly endeavors to actively contribute to the social and economic development of the communities in which it operates. Company

has its values ingrained into its culture and manner of working. Company recognizes that social impact and sustainability are key components to its holistic business growth. Hence, guided by its values and philosophy, Company is committed to giving back to society through its time, resources, and corporate social responsibility initiatives to create larger social impact and promote sustainable practices that help our planet. Furthermore, Company is leveraging its own technology to enable entities to create sustainable supply chains.

Further to its philosophy, this formal corporate social responsibility policy is being adopted by the Company to align its practices with requirements of Section 135 of the Companies Act, 2013 and the rules made thereunder.

In order to simplify our approach to social impact, we categorize all our initiatives under the following three impact pillars: **Engage, Educate, and Transform**. We therefore seek to **Engage** with our employees and most of our initiatives strive to improve such engagement. We are also looking to engage with our clients and communities. With respect to the **Educate** pillar, we always aim to educate our employees on the topics of sustainability and social impact. The third pillar, **Transform**, is the most complex as it requires change. We strive to transform our internal operations to become more sustainable and to transform the operations of our clients through the capabilities that our platform can offer related to their decision making in terms of environmental and social sustainability impacts.

Scope and Applicability

This Policy shall be applicable to all CSR initiatives and activities undertaken by the Company for the benefit of the different segments of society in accordance with the provisions of Section 135 of the Companies Act, 2013, the related rules and any amendment thereto.

CSR Committee: Constitution and Composition

The Board of Directors of the Company shall constitute a committee called the “Corporate Social Responsibility Committee” in accordance with the provisions of Companies Act, 2013 and rules made thereunder. The CSR Committee will consist of such other number of directors as the Board of Directors of the Company may determine from time to time.

Subject to provisions of Companies Act, 2013 and rules made thereunder, the CSR Committee may meet at such intervals, in such manner and function within the mandate of the Board and under the framework of the Companies Act, 2013 and the rules thereunder. Details of the CSR Committee is mentioned in Annexure II of the document.

Role of the CSR Committee

The CSR Committee shall formulate and recommend to the Board for its approval, an annual action plan in pursuance of this Policy, which shall include the following:

- (a) the list of CSR projects or programs that are approved to be undertaken from time to time.

- (b) the manner of execution of such projects or programs.
- (c) the modalities of utilization of funds and implementation schedules for the projects or programs.
- (d) monitoring and reporting mechanism for the projects or programs.
- (e) details of need and impact assessment, if any, for the projects undertaken by the company.

The CSR committee shall also formulate action plans to undertake CSR initiatives from time to time as prescribed under specified schedule VII of the Act including the manner and execution of the projects and the modalities of utilization of funds, implementation schedule, and impact assessment of the activities and shall also ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the Company for the financial year. The Board may alter such a plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

The Committee shall carry out all such acts, deeds, matters, and things as may be required in connection with aforesaid matters and generally for any matter connected with the CSR policy of the Company and to perform such functions as may be entrusted by the Board of Directors from time to time.

The CSR Committee shall submit an annual report of CSR activities to the Board and shall periodically review its CSR Policy from time to time and make suitable changes including documentation and others as may be required and submit the same for the approval of the Board

Role of the Board

In pursuant of the recent amendment in the Company's Act, 2013 the Board of the Company shall perform the following role:

- a) it shall satisfy that the funds so disbursed have been utilized for the purposes and in the manner as approved by it and the Chief Financial Officer or the person responsible for financial management shall certify to the effect.
- b) in case of ongoing project, the Board of Directors of Company 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.
- c) the Board of Directors shall mandatorily disclose the composition of the CSR Committee, and CSR Policy and projects approved by the Board on the Company's Website, if any, for public access.
- d) the Board of Directors may approve the total amount to be spent on the CSR Activities for each financial year as recommended by the CSR Committee

- e) the Board of Directors shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the company for the financial year.

CSR Initiatives and programs

The Board of Directors and CSR committee of the Company will ensure that all CSR initiatives of the Company are in alignment with Schedule VII and Section 135 of the Companies Act, 2013, and any amendment(s) thereto. Company will proceed to carry out activities specified in **Annexure – I** from time to time as the CSR Committee deems fit, however, there are a few key focus areas of Company: Quality Education, Decent Work & Economic growth, Industry Innovation & Infrastructure and Sustainable Cities & Communities.

Key Focus Areas and Implementing Strategy:

In accordance with the Rule 4 of the CSR Rules, the Company may implement the CSR undertaking as envisioned in **Annexure-I**, through either by implementing agency or by the Company's own academy/functionaries or by both as mentioned below:

Focus Area	Implementing Strategy
Quality Education (SDG4)	Work directly or through an agency to implement initiatives focused towards <ul style="list-style-type: none"> improving the quality of education at primary, secondary, and higher educational institutions like schools, colleges, and universities. Promote affordable education for underprivileged sections of society.
Decent Work & Economic Growth (SDG8)	Work directly or through an agency to implement initiatives focused towards: <ul style="list-style-type: none"> Special education and employment enhancing vocational skills especially among children, youths, women, elderly, and the differently abled and livelihood enhancement projects. Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water.
Industry, Innovation & Infrastructure (SDG9)	Work directly or through an agency to implement initiatives focused towards: <ul style="list-style-type: none"> Contribution to incubators or research and development projects in the field of science, technology, engineering, and medicine that are approved under the Schedule VII. Contribution to public funded Universities; engaged in conducting research in science, technology, engineering, and medicine aimed at promoting Sustainable Development Goals (SDGs).
Sustainable Cities and Communities (SDG11)	Work directly or partner with an agency to: <ul style="list-style-type: none"> Promote sustainable lifestyle focusing on responsible consumption and production. Ensure environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources, and maintaining quality of soil, air, and water Disaster management, including relief, rehabilitation, and reconstruction activities. Training to promote rural sports, nationally recognized sports, Paralympic sports, and Olympic Sports.

Exclusions in CSR Activities

The following activities do not qualify as CSR Activities under Companies Act, 2013:

- a) activities undertaken in pursuance of normal course of business of the Company.
- b) any activity undertaken by the Company outside India except for training of Indian sports personnel representing any State or Union territory at national level or India at international level
- c) contribution of any amount directly or indirectly to any political party under section 182 of the Companies Act, 2013.
- d) activities benefiting employees of the company as defined in clause (k) of section 2 of the Code on Wages, 2019 (29 of 2019).
- e) activities supported by the companies on sponsorship basis for deriving marketing benefits for its products or services.
- f) activities carried out for fulfillment of any other statutory obligations under any law in force in India.
- g) such other exclusions that may be made by the applicable authority from time to time.

The Company shall not make any allocations to or undertake any CSR Activities which are outside the scope of the CSR provisions, especially schedule VII of the Companies Act, 2013.

CSR in Collaboration

The Board of Directors will approve to undertake its CSR Activities as recommended by the CSR Committee, either directly or through an implementing agency as specified under Rule 4 of the applicable law, which are as follows:

- a) company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80 G of the Income Tax Act, 1961 (43 of 1961), established by the Company, either singly or along with any other company.
- b) company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government.
- c) any entity established under an Act of Parliament or a State legislature.
- d) company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.'

CSR Surplus

Any surplus arising out of the CSR Activities shall not form part of the business profit of Company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of this Policy and annual action plan of the Company or transfer such surplus amount

to a Fund specified in Schedule VII of the Companies Act, 2013, within a period of six months of the expiry of the financial year, or such other time as may be prescribed.

Set-Off of Excess CSR Expenditure

In the event of Company spending an amount in excess of the requirement under Section 135(5) of the Companies Act, 2013, during any financial year, such excess amount may be set off against the CSR requirement up to three financial years immediately succeeding the financial year in which such excess spend was made subject to the conditions that – (i) the excess amount available for set off shall not include the surplus arising out of the CSR Activities, if any, and (ii) the Board of Directors of the Company shall pass a resolution to that effect.

Creation of Capital Assets

Company may spend the CSR amount for creation or acquisition of a capital asset, which shall be held by –

- a) a company established under section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects and CSR Registration Number under sub-rule (2) of rule 4; or
- b) beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or
- c) a public authority:

Monitoring of CSR Activities

The CSR Committee will ensure that a comprehensive monitoring mechanism will be devised to ensure CSR projects are implemented as per the rule mandated by the applicable law.

- The CSR Committee shall monitor the implementation of various programs, projects, and activities in such manner as it deems fit. It shall also determine the manner of submission of information, reports, files, etc. from implementing agencies as a part of the monitoring process and shall ensure that a transparent monitoring mechanism is put in place.
- In case of the one-time project CSR Committee in-consultation with the implementing agency Will decide about the time limit within which the activity / project is to be completed.
- Depending upon the time period for completion of the activity / project, the CSR Committee will decide upon the reporting frequency.
- In case of contribution to certain funds, it may not be possible to insist on segregated reporting. In such a case, the reason shall be recorded by the CSR Committee.

Reporting

The Board of Director's report shall include an annual report on CSR containing the following particulars:

- A brief outline of the Company's Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to this Policy and projects or programs.

- The composition of the CSR Committee.
- Average net profit of the Company for last 3 (three) financial years
- Prescribed CSR Expenditure (2% of the amount of the net profit for the last 3 (three) financial years).
- Details of actual CSR spend during the financial year.
- In case the Company has failed to spend 2% (two percent) of the average net profit of the last 3 (three) financial years or any portion thereof, provide reasons for not spending such amounts.
- A responsibility statement of the CSR Committee that the implementation and monitoring of the policy is in compliance with the Company's CSR objectives.

Impact Assessment

In case the average CSR obligation of the Company in the three immediately preceding financial years exceeds Rupees Ten Crores in pursuance of Section 135 (5) of the Companies Act, 2013, the Company shall undertake an Impact Assessment, through an independent agency, of their CSR projects having outlays of one crore rupees or more, and which have been completed not less than one year before undertaking the impact study.

- In case the Company undertakes impact assessment, it may book the expenditure towards such impact assessment to its CSR obligation for that financial year, which shall not exceed five percent of the total CSR expenditure for that financial year or fifty lakh rupees, whichever is less.
- The impact assessment reports shall be placed before the Board of Directors and shall be annexed to the annual report on CSR.

Interpretation and Amendment

- Any term not defined in this Policy shall have the meaning ascribed to it under any of the CSR Provisions.
- The Board shall have power to amend / modify any of the clauses of this Policy and they may do so either at a Board Meeting or by way of a Circular Resolution.
- The interpretation of any of this Policy shall rest with the CSR Committee.

Annexure I to o9 Solutions Management India Private Limited – Corporate Social Responsibility Policy

Activities which may be included in the Corporate Social Responsibility Policy as per Schedule VII of the Act

- 1) Eradication of hunger, poverty, malnutrition, promoting healthcare including preventive healthcare and sanitation including contribution to the Swach Bharat Kosh set up by the Central Government for the promotion of sanitation and making available safe drinking water.
- 2) Promoting education including special education and employment enhancing vocational skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects.
- 3) 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.
- 4) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining the quality of soil, air and water including contribution to the Clean Ganga Fund setup by the Central Government for rejuvenation of river Ganga.
- 5) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up of public libraries; promotion and development of traditional arts and handicrafts.
- 6) 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.
- 7) Training to promote rural sports, nationally recognized sports, Paralympic sports, and Olympic sports.
- 8) 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 government for socio economic development and relief and welfare of Scheduled Castes, the Scheduled Tribes, other backward classes, minorities, and women.

- 9) (a) 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;

(b) Contributions to publicly 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 Homeopathy (AYUSH); Ministry of Electronics and Information Technology, and other bodies, namely Defense Research and Development Organization (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).

- 10) Rural Development Projects.

- 11) Slum Area 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.

- 12) Disaster management, including relief, rehabilitation, and reconstruction activities.

Note: This Annexure may be revised in line with any amendments/inclusions made to Schedule VII of the Companies Act, 2013.

Annexure II

Composition of CSR Committee

The CSR Committee of the Company includes the following members:

Sr. No	Name of Directors	Category
1	Jayaraman Krishnamurthy	Chairman
2	Kannan Srinivasan	Member
3	Jaison George	Member

*Any change/alteration/addition to this Annexure II shall be approved by the Board after which a letter has to be signed by an authorized signatory of the Company.