

CSR POLICY

EXPERION TECHNOLOGIES (INDIA) PRIVATE LIMITED

CIN: U72200KL2006PTC019336

CORPORATE SOCIAL RESPONSIBILITY POLICY
AS PER SECTION 135 OF THE COMPANIES ACT, 2013

Experion Technologies (India) Private Limited

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PURPOSE & APPLICABILITY

Experion Technologies (India) Private Limited has developed its CSR Policy in accordance with Section 135 of the Companies Act, 2013 and Rules made thereunder. As per provisions of Section 135 of the Companies Act 2013, every company having a net worth of Rs.500,00,00,000/- (Rupees Five hundred crore only) or more, or turnover of Rs.1000,00,00,000/- (Rupees One thousand crore only) or more or a net profit of Rupees (Rs.5,00,00,000/- (Rupees Five Crore only) or more during **the immediately preceding** financial year shall constitute a Corporate Social Responsibility (CSR) Committee of the board consisting of three¹ or more directors and spends, in every financial year, at least two per cent of the average net profits of the company made during the three immediately preceding financial years, in pursuance of its CSR Policy.

The CSR Committee is formed to:-

- a) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company ²[in areas or subject, specified in Schedule VII];
- b) recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- c) monitor the Corporate Social Responsibility Policy of the company from time to time.

VISION AND MISSION

1. Create a healthy society by extending compassionate and caring hands to the weaker sections of and thereby ensure socio-economic development of the society
2. Offer comprehensive and integrated healthcare services to the community.
3. To create awareness among the society about the importance of healthcare management by conducting medical camps, awareness campaigns etc.
4. To develop the quality of life of manpower through research and development.
5. To associate with various NGO's and movements which are meeting the criteria of section 135 of the Act.

OBJECTIVES²

The company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for Corporate Social Responsibility activities with specific reference to the following areas

¹ As per proviso to section 135 (1) of the Act, where a company is not required to appoint an independent director under sub-section (4) of section 149, it shall have in its Corporate Social Responsibility Committee two or more Directors. As per the said proviso, Experion Technologies (India) Private Limited needs only two or more directors in CSR Committee

² As per Schedule VII of the Companies Act, 2013

1. *Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care 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 vocation 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 centres 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 quality of soil, air and water 4[including contribution to the Clean Ganga Fund set-up 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 public libraries; promotion and development of traditional art and handicrafts;*
6. *Measures for the benefit of armed forces veterans, war widows and their dependents, 9[Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows];*
7. *Training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports*
8. *Contribution to the prime minister's national relief fund 8[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;*
9. *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; and contributions to public funded Universities aimed at promoting Sustainable Development Goals (SDGs).*
10. *Rural development projects]*
11. *Slum area development.*
12. *Disaster management, including relief, rehabilitation and reconstruction activities.*

The Board may amend the CSR policy as may be required from time to time.

SELECTION CRITERIA

The CSR Committee shall evaluate the merits of the proposal and allocate specific budget for the same and ensure that the implementation of the same is as per the approved plan/project.

CSR BUDGET

1. The Board of Company shall ensure that in each financial year, the Company spends atleast 2% of the average net profit made during the immediate three preceding financial years.
2. Net profit shall be calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.
3. The unutilized CSR budget from the 2% of the average net profit will be parked in a CSR Fund (Corpus) created by the company. This Fund would also include any income arising there from and any surplus arising out of CSR activities
4. In case of any surplus arising out of CSR projects the same shall not form part of business profits of the Company
5. The Company may collaborate or pool resources with other companies (its group Companies/firms) to undertake CSR activities.

CSR STRUCTURE



ROLES AND RESPONSIBILITIES

The Board

The Board of Directors of the Company will be responsible for:

- a) Approval of the CSR Policy of the Company;
- b) Disclosing the content of the Policy in its report and place the Policy on the Company's website in such a manner as prescribed under Section 135 of the Companies Act, 2013 read with the CSR Rules;
- c) Ensuring that the Company spends, in every financial year, at least 2% of the average net profits of the Company made during the three immediately preceding financial years in pursuance of the Policy;
- d) Ensuring that the Company gives preference to the local areas around its operations for spending the amount earmarked for CSR project;
- e) Approving the CSR action plan and budget as proposed by the CSR committee in accordance with Schedule VII of the Companies Act, 2013.

- f) Disclosing in the Board report as per clause (o) of sub-section (3) of section 134 including particulars specified in Annexure to the CSR Rules. If the company fails to spend the amount, reasons for not spending to be specified in the above report.
- g) Modifying the annual action plan as per the recommendations of the CSR Committee at any time during the financial year, based on reasonable justification.

CSR Committee

The composition of the CSR Committee of the Board is as under

Sl. No.	Name	Category	CSR Committee
1	Mr. Binu Jacob	Managing Director	Chairman
2	Mr. Brajesh Chandrangada Kaimal	Director	Member
3	Mr. Suresh Vasudeva Panicker	Director	Member

The powers and responsibilities of the CSR Committee include:

Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken, as specified in Schedule VII of the Companies Act 2013.

- a) Decide on the locations for CSR activities and formulate Corporate Social Responsibility policy and recommend the same to the Board of Directors of the company for approval
- b) Formulate CSR annual action plan with detailed budget for the year and recommend the same to the Board of Directors for approval above.
- c) Monitor the CSR policy and activities of the company on a regular basis.
- d) Institute a transparent monitoring mechanism for implementation of CSR programs or projects or activities undertaken by the Company from time to time.
- e) The committee shall submit the reports to the board about the details of CSR activities undertaken by the Company on quarterly basis.
- f) Approve projects/activities of value which are within the ambit of Schedule VII
- g) Co-opt any individual to the CSR Committee who is having expertise in the areas of social service.
- h) The quorum of the committee shall be 2(two) and the meeting shall be convened by the Chairman of the committee on periodic intervals or as and when required.
- i) The Members of the CSR Committee shall submit a responsibility statement to the Board of the company. This Responsibility statement shall be annex to the Board's Report.

BUDGET MONITORING

The Company will establish an accounting system to ensure project wise accounting of CSR spend

CSR IMPLEMENTATION AND SPENDING

1. The CSR committee shall ensure that the CSR activities are undertaken by the company **itself** or through –
 - (a) 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, or
 - (b) a company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government; or
 - (c) any entity established under an Act of Parliament or a State legislature; or
 - (d) a 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.
2. The CSR Amount shall be spend either for Ongoing projects or any specific activities. However, If the company fails to spend the amount demarcated for CSR , the Board shall, in its report made under clause (o) of sub-section (3) of section 134, specify the reasons for not spending the amount and, unless the unspent amount relates to any ongoing project transfer such unspent amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.
3. The committee shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the company for the financial year.
4. Any surplus arising out of the CSR activities shall not form part of the business profit of a 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
5. Where the company spends an amount in excess of requirement provided under sub-section (5) of section 135 , such excess amount may be set off against the requirement to spend under sub-section (5) of section 135 up to immediate succeeding three financial years subject to the conditions that –
 - a) the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any, in pursuance of sub-rule (2) of this rule.
 - b) the Board of the company shall pass a resolution to that effect.
6. The CSR amount may be spent by a company 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.

REPORTING FRAMEWORK

1. The CSR Committee will monitor progress of CSR projects and CSR spend and report to the Board of Directors on quarterly basis.
2. The Company will report CSR performance in its annual report as per the structure and format prescribed in the notified CSR Rules.

END OF THE REPORT