

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY OF MYND INTEGRATED SOLUTIONS PRIVATE LIMITED

1. Introduction

1.1. Mynd's Philosophy

At Mynd (Mynd Integrated Solutions Private Limited), we are committed to operate and grow business in a socially responsible way while delivering value to the society and all our stakeholders. We never lose sight of our responsibility to the environment and society. We aspire to make a successful future available for society where we operate by leveraging our delivery capabilities and passion for excellence. Our commitment towards Corporate Social Responsibility includes but is not limited to, further capacity building, empowerment of communities, inclusive socioeconomic growth, promotion of education and healthcare, environment protection and operating responsibly and sustainably.

1.2. CSR in India

Corporate bodies' involvement in CSR activities is not a new concept in India. Industrial majors are engaged in social development activities since long back. However, the **Companies Act, 2013** has brought it under the legal purview. The concept of CSR is introduced through "Comply-or-Explain" mandate. It mandates qualifying companies to constitute Corporate Social Responsibility Committee to effectively monitor CSR activities of the Company. Further the Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter referred to as "the CSR Rules") lay down the framework and modalities for carrying out CSR activities which are specified in Schedule VII of the Act.

2. Objective and Scope

2.1. Objective

This CSR Policy has been framed by the Company in accordance with Section 135 and Schedule VII of the Companies Act 2013 and CSR rules made thereunder. The objective of the CSR Policy is to lay down the guiding principles in undertaking various Programs and projects by or on behalf of the Company relating to Corporate Social Responsibility focusing on making a positive contribution to society through effective impact and sustainable development programs. It covers the CSR activities which are being carried out in India only and includes strategy that defines plans for future CSR activities.

2.2. Scope & Focus Areas

- a) The CSR activities of the Company shall include, but not limited to any or all of the sectors/activities as may be prescribed by Schedule VII of the Companies Act, 2013 amended from time to time. Further, the Company will review the sectors/activities from time to time and make additions/ deletions/ clarifications to the above sectors/activities. The activities may include the following:

- (i) 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.
- (ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
- (iii) 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.
- (iv) 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.
- (v) 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;
- (vi) measures for the benefit of armed forces veterans, war widows and their dependents;
- (vii) training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports.
- (viii) contribution to the prime minister's national relief 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;
- (ix) contributions or funds provided to technology incubators located within academic institutions which are approved by the central govt.
- (x) rural development projects.
- (xi) 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.

- (xii) disaster management, including relief, rehabilitation and reconstruction activities.

- b) The Company shall initially contribute and support the CSR activities focused towards promoting healthcare and education directly or through external implementation agencies.
- c) The CSR activities shall be undertaken by the Company in accordance with this policy and shall exclude activities undertaken in pursuance of its normal course of business.
- d) The CSR projects or programs or activities that benefit only the employees of the Company and their families shall not be considered as CSR activities in accordance with section 135 of the Act.
- e) Subject to the provisions of section 135(5) of the Act, the CSR projects or programs or activities undertaken in India only shall qualify for CSR expenditure.
- f) Contribution of any amount directly or indirectly to any political party under Section 182 of the Companies Act 2013 shall not be considered as CSR activity.
- g) Companies may build CSR capacities of their own personnel as well as those of their implementing agencies through Institutions with established track records of at least three financial years but such expenditure including expenditure on administrative overheads shall not exceed five percent of total CSR expenditure of the Company in one financial year.
- h) Any surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company.

3. Corporate Social Responsibility (CSR) Committee

3.1. Constitution

Pursuant to the provisions of Section 135 of the Act, the Board of Directors shall constitute the **Corporate Social Responsibility (CSR)** Committee. The Members of CSR shall be appointed by the Board of Directors of the Company which must consist of at least two or more Directors. Accordingly, the constitution of CSR Committee formed by the Company is as follows:

S.No	Name of the Member
1	Mr. Vivek Misra
2	Mr. Sundeep Mohindru
3	Ms. Neeru Mohindru

3.2. Functions and Powers of Committee

To effectively implement the objectives of the Company with respect to CSR, the Committee is vested with the following functions and powers:

- a) Formulate CSR Policy and recommend the same to the Board of Directors of the Company for approval

- b) Recommend CSR activities as stated under Schedule VII of the Act
- c) Approve to undertake CSR activities on behalf of the Company, and to report the same when applicable in line with the CSR Rules
- d) Recommend and approve the CSR Budget
- e) Spend the allocated CSR amount on the CSR activities
- f) Create transparent monitoring mechanism for implementation of CSR initiatives in India
- g) Submit the details to the Board in the Board Report in respect of the CSR activities undertaken by the Company
- h) Monitor CSR Policy from time to time
- i) Authorize executives of the Company to attend the CSR Committee Meetings, if necessary

3.3. Meetings of the Committee

For smooth functioning of the Committee, when CSR become applicable on the Company, the members shall meet as below to discuss such matters and to take such decisions as may be necessary;

- a) The CSR Committee shall hold meetings as and when required for making decisions & recommendations.
- b) The members of the Committee may mutually agree between them regarding time and place for the said meetings.
- c) The quorum for the CSR Committee Meeting shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher.
- d) The Members of the Committee may participate in the meeting either in person or through video conferencing or other audio visual means as may be convenient.

4. CSR Expenditure

- a) As per the provisions of Companies Act, 2013, the Board shall ensure that the Company spends in every financial year, at least 2% (two percent) of the average net profits of the Company made during the three immediately preceding financial years. For this purpose, “net profit” shall be calculated in accordance with provisions of Section 198 of the Companies Act, 2013.
- b) CSR expenditure shall include all expenditure including contribution to corpus, for projects or programs relating to CSR activities approved by the Board on the recommendation of its CSR Committee, but does 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.

4.1. Failure to spend the CSR Money

If the Company fails to spend the required amount in a particular financial year, it is the duty of the Committee to submit a report in writing to the Board of Directors specifying the reasons for not spending the amount, which in turn shall be reported by the Board of Directors in their Annual Report pertaining to that particular Financial Year.

5. Modalities of Execution and Implementation

It is expressly allowed under the CSR Rules that the Company may collaborate with any other Company or association formed in this regard subject to approval by CSR Committee, to implement CSR activities and the same shall form a part of the Annual CSR Plan.

The Company may undertake its CSR activities approved by the CSR Committee directly or through the registered trust or a registered society or a company established under section 8 of the Companies Act, 2013 or even collaborate with other entities subject to the following conditions provided that:

- such trust, society or company shall have an established track record of three years in undertaking similar programs or projects;
- the Company has specified the project or programs to be undertaken through these entities, the modalities of utilization of funds on such projects and programs and the monitoring and reporting mechanism;

6. Board of Directors

The Board of Directors shall take into account the recommendations made by the CSR Committee and approve the CSR Policy for the Company.

7. Reporting and publication of CSR policy

As per the CSR Rules, on CSR becoming applicable, the contents of the CSR Policy shall be included in the Directors' Report and the same shall be displayed on the Company's website, if any.

8. Monitoring Mechanism

An Internal Working and Monitoring Team comprising of the employees of the Company as decided by the CSR Committee shall be set up to ensure effective implementation and monitoring of the projects approved by the CSR Committee from time to time.

Further, the Board of Directors may revise/ amend this CSR Policy based on the recommendations of the CSR committee or to bring the same in line with the guidelines or amendments issued from time to time by Government on the subject.

9. Amendment of CSR Policy

The CSR policy of the Company may be amended at any time by the Board of the Company on the recommendation of the CSR Committee.
