

MANTRA SOFTECH (INDIA) PRIVATE LIMITED

Corporate Social Responsibility Policy

PREAMBLE

1. Mantra Softech (India) Private Limited (“Company”) is governed, amongst others, by the provisions of the Companies Act, 2013 and Rules / Regulations framed there under and circulars / clarifications issued thereunder, as amended from time to time (collectively, “Applicable Law”). Applicable Law mandates that Company is required to form “Corporate Social Responsibility Policy” (“CSR Policy” or “Policy”).
2. Accordingly, Company has formulated this “Corporate Social Responsibility” (“CSR”) Policy.

SCOPE & APPLICABILITY

CSR Policy has been formulated under the above provisions of the Applicable Law and shall be applicable to all CSR initiatives and activities undertaken by the Company, for the benefit of different segments of society.

OBJECTIVE

The objectives of CSR Policy are as under.

- a. Establish a guideline for compliance with the provisions of the Applicable Law related to CSR;
- b. Establish guiding principles for selection of activities;
- c. Establish guiding principles for implementation of activities;
- d. Establish guiding principles for monitoring of activities;
- e. Establish guiding principles for formulation of Annual Action Plan;
- f. Initiate projects that benefit the community at large;
- g. Implement CSR initiatives in both letter and spirit through appropriate procedures and reporting; and
- h. Carry out or monitor Impact Assessment and CSR Reporting.

DEFINITIONS:

In CSR Policy, unless the context requires otherwise,

- a. ‘Corporate Social Responsibility’ (CSR) means Corporate Social Responsibility as prescribed under section 135 of the Applicable Law,
- b. Words and expressions used in this CSR Policy and not defined herein but defined under the Applicable Law shall have the meaning respectively assigned to them in the Applicable Law.

If there is a dispute with regard to definition of any word then the same shall be referred to Audit Committee / Board of Directors (“Board”) and its decision shall be final.

CSR COMMITTEE:

Constitution of CSR Committee:

If required, the CSR Committee shall be constituted as per the provision of the Applicable Law. The Committee shall meet, whenever required.

If constituted,

- 1) Quorum for the CSR Committee Meeting shall be as per the provision of Applicable Law. If Applicable Law is silent, the Board may decide the same;
- 2) The Committee shall have the authority to invite such employee(s), senior official(s) and or externals experts, as it may deem fit, to attend the CSR Committee Meeting(s). The Company Secretary, if any, shall act as Secretary to the Committee.

If CSR Committee is dissolved / not constituted, functions of CSR Committee shall be discharged by the Board.

Scope & Functions of CSR Committee:

The functions / terms of reference of CSR Committee shall, inter-alia, include the following:

- a. To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as per the Applicable Law;
- b. To formulate and recommend to the Board, an annual action plan in pursuance to CSR Policy;
- c. To recommend CSR activity / programme / project to the Board for its approval;
- d. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
- e. To monitor the CSR Policy of the Company from time to time;
- f. To review the CSR activities of the Company and provide progress update to the Board at such interval as may be deemed fit; and
- g. Any other matter as the CSR Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time.

CSR ANNUAL ACTION PLAN:

The CSR Committee shall formulate and recommend to the Board for approval a CSR annual action plan. The CSR Annual Action Plan shall contain all matters which are required under Applicable Law and any other matters as the CSR Committee may deem fit from time to time.

The Board may modify the annual action plan as per the recommendation(s) of the CSR Committee at any time during the financial year, based on reasonable justification.

CSR ACTIVITIES / PROGRAMMES / PROJECTS:

The Company will

- 1) undertake CSR Activities (being projects / programs / other permitted activities) and / or
- 2) transfer amount to fund

mentioned in and / or as per the requirement of the Applicable Law.

The Company may spent CSR amount for creation or acquisition of a capital asset. If capital asset is created or acquired by CSR amount of the Company, such capital assets shall be dealt with as per the requirement, if any, of the Applicable Law.

In any year, where the Company has spent in excess of its legally required CSR obligation, such excess spending shall be available for set off against the Company's future CSR obligations in accordance with the Applicable Law.

LOCATION OF CSR ACTIVITIES:

The CSR Committee shall decide on the locations for CSR activities.

SURPLUS ARISING OUT OF THE CSR ACTIVITIES:

The surplus arising out of the CSR activities shall not form part of the business profit of the Company. Such surplus shall be spent towards its CSR activities in accordance with this policy or relevant Applicable Law.

ONGOING PROJECTS:

Multi-year CSR projects / programs ("Ongoing Projects") will be identified, implemented and monitored by the CSR Committee and / or Board, as per the requirement of the Applicable Law.

IMPLEMENTATION:

CSR Activities will be implemented either directly by the Company with the involvement of various employees / units and / or through other eligible implementing agencies like NGOs, Trusts, Societies, Section 8 / Section 25 companies or through collaborative projects with other corporate.

DISBURSEMENT:

The disbursement of funds for CSR Activity will be in one or more tranche depending upon the nature and requirement of project.

REPORTING THE PROGRESS (IMPACT ASSESSMENT):

Company or recipient or implementing agency or such other entity will report the progress (impact assessment) on the Project / Activities. Company may make appropriate disclosures (internal / external) on a periodic basis as required by and in the manner set out under the Applicable Law.

AMENDMENTS / MODIFICATION TO THE POLICY:

The Board on its own and/or as per the recommendations of CSR Committee can amend this Policy, as and when required or deemed fit. In the event of any conflict between the provisions of this Policy and of the Act or the rules or Applicable Law or as per any other statutory enactments, rules, the provisions of such Act or the Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.
