

Corporate Social Responsibility Policy

Xchanging Solutions Limited

Date: 07 November 2014

Version: 1.1

Owner: Company Secretary on behalf of the BOARD

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1 PREAMBLE

This policy on corporate social responsibility (CSR Policy) has been formulated by the CSR Committee, in pursuance of Section 135 of the Companies Act, 2013 and approved by the Board of Directors at its meeting held on November 7, 2014.



2 DEFINITIONS

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

“**Company**” means Xchanging Solutions Limited

“**Directors**” mean Directors of the Company.

“**Corporate Social Responsibility Committee**” or “**CSR Committee**” means Committee of Board of Directors of the Company.

“**Rules**” means Companies (CSR Policy) Rules, 2014



3 CSR COMMITTEE

The Board of Directors of the Company shall constitute a Corporate Social Responsibility Committee, in accordance with the requirements of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.



4 ROLE OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The role of the committee shall, inter alia, include the following:

- a. formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013;
- b. recommend the amount of expenditure to be incurred on the activities; and
- c. monitor the Corporate Social Responsibility Policy of the company from time to time.



5 CORPORATE SOCIAL RESPONSIBILITY THEMES

The Company is committed to working towards the overall welfare of the communities we operate in. This will be driven through a series of CSR initiatives, which align with our overall corporate values.

The Company shall embark on CSR initiatives in accordance with the specified activities covered under the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules 2014 covering any one or more of the following themes:

- a. eradicating hunger, poverty and malnutrition, promoting preventive health care and 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 centres 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;
- 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 arts and handicrafts;
- f. measures for the benefit of armed forces veterans, war widows and their dependents;
- g. training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports;
- h. contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- i. contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government
- j. rural development projects
- k. Slum area development



6 CSR PROGRAMMES

In order to meet the CSR requirements, the Company give thrust to one or more of the following programmes, which are in line with the CSR themes as prescribed under the Companies Act, 2013 read with CSR Rules.

- a. Identifying specific CSR programs in consultation with the community in evaluating the needs and based on discussions with the stakeholders, the programmes will be formalised.
- b. promote learning appetite from schools to higher education, formal and non-formal, girl child education.
- c. promote health care activities / facilities through primary health care centres, mother and child care projects, immunization programs, mid-day meal scheme to address malnutrition, preventive health care programs
- d. to bring social up-liftment of the backward and deprived class of the society, promoting and advocating eradication of social evils like untouchability, dowry prohibition, widow remarriage, drug addiction etc.
- e. Promoting and advocating to the masses on Road Safety awareness in all facets of road usage, giving medical and Legal aid treatment to road accident victims
- f. Promoting and educating on consumerism and consumer protection programmes
- g. Supplementing of government schemes like mid-day meal nutrition programme, rural girls scholarships, integrated child development services schemes etc.
- h. Promoting and contributing for renewable energy projects, soil and water conservation, safe drinking water provision, sanitation and hygiene.



7 CSR COVERAGE, PARTNERSHIPS AND BUDGET

Thrust Area

The Company shall give thrust to the local area, where the Company has its business offices, in carrying out CSR projects and programs

Partnerships

The Company can form collaborative partnerships with the Government, the District Authorities, the village panchayats, NGOs and other like-minded stakeholders in carrying out its CSR Programs. The Company may undertake CSR Programs through a registered trust or a registered society or a non-profit company having an established track record of three years in undertaking similar programs or projects.

The Company may also collaborate with other companies for undertaking projects or programs or CSR activities.

CSR Expenditure

A specific budget, as prescribed under the provisions of Section 135 of the Companies Act, 2013 read with the Rules shall be allocated for CSR activities. The surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company.



8 MONITORING PROCESS

The implementation of the CSR policy and monitoring of CSR activities, projects or programs shall be carried out by the Monitoring Committee comprising of such a number of senior and middle management employees, as may be appointed by the CSR committee from time to time.

The monitoring committee shall submit its report on quarterly basis to the CSR Committee formed by the Board of Directors of the Company pursuant to Section 135 of the Companies Act and the Rules made there under.



9 AMENDMENTS TO THE POLICY

The Board of Directors, on its own and / or as per the recommendations of Corporate Social Responsibility Committee can amend this Policy as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.



10 GOVERNING LAW

This Policy on Related Party Transactions shall be governed by the Companies Act, 2013 read with Rules made thereunder, as may be in force for the time being or such other Rules / Regulations, as may be notified by SEBI from time to time.



Revision history

Version	Date	Author	Brief description
v1.0	7/11/2014	Board of Directors	Review on the basis of amendment in governing law.

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