



Corporate Social Responsibility Policy

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1. Preamble & Vision Statement

This policy is in relation to the Corporate Social Responsibility (“CSR”) of Resulticks Edge Solution Technologies Private Limited & Resulticks Digitals India Private Limited (collectively referred to as “Resulticks”) is titled as the “CSR Policy” and shall include any alterations, amendments or modifications hereto from time to time.

1.1 Vision Statement

The Company’s CSR Policy intends to:

1. Strive for economic development that positively impacts society at large with minimal resource footprint.
2. Embrace responsibility for the Company’s actions and encourage a positive impact through its activities to alleviate hunger, poverty and malnutrition; to protect the environment; and to support communities, stakeholders and society.
3. Propose to adopt short-, medium- and long-term CSR programs and initiatives.

2. Objectives

The key purpose of this policy is to:

1. To define what Corporate Social Responsibility (CSR) would mean to Resulticks and determine CSR spend as stipulated in the Companies Act, 2013 and the rules there under.
2. To identify and formulate the broad areas the Company shall pursue towards fulfilling its CSR obligations.
3. To specify the modalities of execution of the projects and the implementation schedules
4. To lay down the monitoring and reporting mechanism for the CSR projects of the Company
5. Elucidate criteria for partners/implementation agencies.
6. Explain the way the surpluses from CSR projects will be treated.

3. Definition and Interpretation

1. **“Board”** means the Board of Directors of the Company
2. **“Company”** means Resulticks Digitals India Private Limited & Resulticks Edge Solution Technologies Private Limited
3. **“CSR Activities”** means such programs and projects as may be approved by the Board in terms of this CSR Policy.
4. **“CSR Committee”** means a committee constituted by the Board of Directors in terms of Section 135 of the Act and the CSR Rules.
5. **“CSR Rules”** means the Companies (Corporate Social Responsibility Policy) Rules, 2014.
6. **“CSR Expenditure”** means the amount recommended by the CSR Committee to be incurred on the CSR Activities in India in terms of the Act and the CSR Rules as approved by the Board from time to time.
7. **“Director”** means a member of the Board of the Company.
8. **“Implementing Agency”** means an implementing agency as defined under paragraph XIII (b).
9. **“Net Profits”** means the net profit of the Company as per its financial statement prepared in accordance with the applicable provisions of the Act (or the provisions of the Companies Act, 1956, if then applicable), but shall not include (i) any profit arising from any overseas branch or branches of the Company (whether operated as a separate company or otherwise); and (ii) any dividend received from other companies in India, which are covered under and complying with the provisions of Section 135 of the Act.
10. **“Society”** means a society registered under the Societies Registration Act, 1860 or any other applicable law in India.
11. **“Trust”** means a trust registered under the Indian Trusts Act, 1882 or any other applicable law in India.

Any term not defined above, shall have the meaning assigned to it under the Act or the CSR Rules.

4. Focus Areas

In accordance with the requirements under the Companies Act, 2013 and the rules / regulations framed thereunder, and circulars / clarifications issued thereunder (collectively, “Applicable Law”), Company’s CSR activities, amongst others, will focus on the following activities giving preference to the local areas in which the company operates:

1. Hunger, poverty, malnutrition and health:

Eradicating extreme hunger, poverty and malnutrition, promoting preventive healthcare and sanitation and making available safe drinking water.

2. Rural development projects:

Strengthening rural areas by improving accessibility, housing, drinking water, sanitation, power and livelihoods, thereby creating sustainable villages.

3. Gender equality and empowerment of women:

Promoting gender equality and empowering women; setting up homes, hostels and day care centers for women and orphans; setting up old age homes and other similar facilities for senior citizens; and adopting measures for reducing inequalities faced by socially and economically backward groups.

4. Environmental sustainability:

Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining the quality of soil, air and water.

5. Disaster management, including relief, rehabilitation, and reconstruction activities:

Contributing towards rebuilding the community during catastrophes and help to reconstruct the society.

5. Governance Structure

Resulticks has constituted a robust and transparent governing mechanism to oversee the implementation of its CSR Policy, in compliance with the requirements of Section 135 of the Companies Act, 2013.

5.1 CSR Committee

The governance structure for the CSR interventions of Resulticks will be headed a CSR Committee of the Board. This Committee is composed of 3 members, with an appointed Chairman. The details of the members of the CSR Committee are available here.

1. **Rambacthavachalam Dhakshinamoorthy** – Chairman
2. **Ramesh Vijayan** – Member
3. **Karumury Sri Nagesh** – Member

5.1.1 Responsibilities of the CSR Committee

- Formulate CSR Policy, which will be approved by the Board.
- Recommend the CSR expenditure to the Board, for approval
- Suggest areas of intervention to the Board and the amounts to be spent on each of the areas of intervention that have been approved by the Board for CSR
- Ensure approval of projects for CSR spend that are eligible under the notified category of activities for the purpose of the CSR.
- Set up monitoring mechanisms for the projects undertaken.
- The CSR Committee shall hold meetings which shall be attended by minimum of two members of the committee.
- The number of members of the CSR committee and their powers and functions can be specified, varied, altered or modified time to time by the Board, subject to the provisions of the applicable law.
- Review the CSR policy once every year and recommend to the Board the modifications that may be required.
- All questions of interpretation or discrepancies which shall arise under, or as a result of, or pursuant to, or in connection with the implementation of the CSR Policy or any initiative or activities undertaken by the Company in terms of the CSR Policy, shall be referred to the CSR Committee for their inputs and the final decision/determination/ interpretation shall rest with the Board.
- In case the Company fails to spend such amount, then the Committee shall specify the reasons for not expending the CSR spend.

- The CSR Committee is entitled to delegate the approval of the projects to the Chair of the CSR Team.

5.2 CSR Team

The CSR Team is responsible for ensuring the smooth execution of all the projects within the company. The team will report to the CSR Committee. The member of this team will be the Head of the CSR Committee. The CSR Committee shall be supported by the CSR Team for CSR at the Company Level.

5.2.1 Responsibilities of the CSR Team

- Responsible for the execution of the decisions taken by the Board-level CSR Committee.
- Carry out due diligence for projects for the purpose of CSR and recommend projects to the CSR Committee.
- Ensure on-ground implementation of projects approved by the CSR Committee.
- Report periodically to the Board-level CSR Committee.
- Review progresses every quarter.

6. CSR Budgets

1. The CSR Committee shall recommend the amount of CSR Expenditure to be incurred in a year, in accordance with the Act and the Rules. For this purpose, the Board shall ensure a designated officer from the finance department of the Company provides the relevant financial data and such other necessary details to the CSR Committee to enable the Committee to recommend the amount of CSR Expenditure to the Board.
2. The total budget proposed for the CSR projects covered under this policy shall be 2% of the average net profits of Resulticks made during the three immediately preceding financial years; where the 'net profit' is calculated as per the provisions of the Companies Act 2013 for CSR Spend.
3. Any amounts expended while undertaking activities in pursuance of normal course of business of a Company or on an item not in conformity or in line with activities set out in Schedule VII of the Act, will not form a part of CSR Expenditure.

7. Criteria For Identification Of Trust/ Implementation Agency

It is the responsibility of the CSR Committee to ensure that the implementing agency or Trust that would execute the CSR project is clearly identified. For any implementation agency which is a Trust or a NGO, the following criteria shall be met:

- Have a permanent office / address in India;
- Be a registered entity under the applicable laws;
- Possess a valid Income-Tax exemption certificate;
- Have verifiable testimonials from previous donors;
- Have a track record of atleast 3 years;
- Clear internal due diligence requirements stipulated by the Company

8. Treatment Of Surplus

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.

9. Project Life-Cycle

At Resulticks, our CSR projects are strategically planned and managed. Following are the different stages of the project:

9.1 Project Approval

The projects suggested by the CSR Team will be presented for the approval of the Board-level CSR Committee. Those projects will be given preference for approval that is located in proximity to the areas around where the Company carries on its operations.

9.2 Implementation

The CSR Team shall formulate a plan of action for the projects that have received the approval of Board-level CSR Committee specifying the following:

1. Activities to be undertaken
2. Budgets proposed
3. Time frame of implementation
4. Responsibilities and authorities for implementation
5. The Results expected to be achieved post implementation.

The Company may implement the CSR projects in one or more of the following modes or by way of a combination there of and the CSR Committee shall recommend the mode from time to time.

1. Directly by the Company as projects or towards the contribution towards the corpus for approved projects
2. Through a registered trust or registered society or Company established under section 8 of the Companies Act 2013.
3. Collaborate with other Companies for undertaking projects jointly.

To ensure that the Company is in a position to carry out its CSR obligations effectively, it shall identify resources and also build the capacities as may be required either with their own personnel or through the resources of implementing agencies. The amount of expenditure towards this purpose shall be within 5% of the CSR expenditure of the Company in one financial year.

9.3 Monitoring

The CSR Team along with the working team of project and program managers/ owners will be responsible for monitoring of the approved projects through appropriate mechanisms such as site visits, review meetings and progress reports. To ensure the transparency and efficiency of the implementation process, mechanisms to track data and monitor projects will be established. These projects will be evaluated against the milestones defined as per the plan of action and reviewed by the CSR Team on a quarterly basis.

9.4 Reporting

The Board-level CSR committee, based on reports presented by the CSR Team, will annually publish report on the CSR projects as a part of the Director's report. The report will disclose information in the format as prescribed by the Section 135 of the Companies Act, 2013. The CSR Committee shall also submit a responsibility statement to the Board that the implementation and monitoring of the CSR policy is in compliance with the approved CSR policy of the Company.

The CSR Policy on being approved by the Board shall be displayed on the website of the Company and any modifications carried out from time to time shall also be updated on the website of the Company respectively.

Notwithstanding anything to the contrary, the Board shall not be obliged to comply with the recommendations of the CSR Committee.

In case of failure to ensure the minimum CSR Expenditure, detailed reasons for the same are adequately disclosed in the Board Report.

10. Impact Assessment

Impact assessment shall be undertaken by the Company or by recipient or by implementing agency as required by and in the manner set out under Applicable Law, and the impact assessment report(s) shall be placed before the CSR Committee and the Board, and shall be disclosed as legally required.

11. Amendment

The Board of the Company may, subject to compliance with applicable law, at any time alter, amend or modify the CSR Policy as it deems fit to comply with the statutory obligation of the Company to undertake the CSR Activities.