

**CORPORATE SOCIAL RESPONSIBILITY POLICY OF
ROX HI-TECH LIMITED**

(Approved by Board on its meeting held on July 25, 2023)

PREAMBLE

At ROX HI-TECH LIMITED (Company), we recognize that our activities must not only benefit our clients, stakeholders and employees but also benefit those who live in surrounding areas of our business operations.

The Company has always endeavoured to conduct its business responsibly, mindful of its social accountability, respecting applicable laws and with regard for human dignity. The Company's long-term CSR objective is "to improve the quality of life of the communities we serve through long term value creation for all stakeholders".

We are committed to keeping the Company at the forefront of sustainable measures, delivering leading best practices, and progressing industry-wide adoption of sustainability.

BACKGROUND

In compliance with the requirements of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, the Company is, inter alia, required to:

- i. Constitute a Board Committee to formulate and recommend to the Board a Corporate Social Responsibility (CSR) Policy, recommend the amount of CSR expenditure and monitor the CSR activities of the Company from time to time.
- ii. Ensure that the Company spends, in every financial year, at least two per cent of the average Net Profits before Tax (PBT) of the Company, made during the three immediately preceding financial years, in pursuance of its CSR Policy.

APPLICABILITY OF THE POLICY

1. The Company's CSR Policy has been developed in conformity with the provisions of Section 135 of the Companies Act, 2013 (referred to as the Act in this Policy) and in accordance with the CSR Rules (hereby referred to as the Rules) notified by the Ministry of Corporate Affairs, Government of India.
2. This Policy shall apply to all CSR initiatives and activities taken up at the various locations in India, preferably in the vicinity where the Company carries out its business operations and for the benefits of different segments of the society, specifically the deprived and under-privileged.

OUR VISION

1. The Company completely endorses reliability. It is committed to conduct business in a true, fair and ethical manner and takes up the responsibility to create a good impact in the society it belongs.
2. The Company is committed towards improving the quality of lives of people in the communities in which it operates because society is an essential stakeholder and the purpose of its existence. The Company believes that giving back to the society through CSR activities is its moral duty.
3. The Company aims to fulfil the requirements laid down under the Companies Act, 2013 and act diligently to comply with all its Rules and Regulations on CSR.

FOCUS AREAS OF ACTIVITIES

In accordance with the requirements under the Companies Act, 2013 (The “Act”) and the rules/ regulations framed thereunder, and circulars/ clarifications issued thereunder (collectively, “Applicable Law”), Company CSR activities, amongst others, will focus broadly on: Education; Women Empowerment; Health and Sanitation (including Poverty, Malnutrition and Hunger); Rural Development and Environmental Sustainability. The Company shall aim to utilize the total CSR budget towards projects under each category in a rational and equated manner. The implementation strategy shall largely be as follows:

S.NO.	Focus Areas / Category	Implementation Strategy
1.	Education	Partner directly or with non-profit organizations; primary, secondary, and higher educational institutions including schools, colleges, and universities to encourage efforts in a wide range of areas including training, provision of funding for continued education, skilling and re-skilling initiatives, offline and online education, research, infrastructure development and capacity building.
2.	Women Empowerment	Work directly or with NGOs to reach out to underprivileged and socially disadvantaged persons including women and children towards the cause of empowerment. Projects can include awareness activities, trainings, support for livelihood related efforts, infrastructure development, etc.
3.	Healthcare and Sanitation including Hunger, Poverty, Malnutrition	Work directly or with non-profit organizations at infrastructure and/or operational level to support meal or nutrition related programs in schools and other institutions across India. Work with medical and health related organizations for projects in preventive healthcare, short term and long-term care and treatments.
4.	Rural Development and Environmental Sustainability	Partner directly or with governments and NGOs to support projects related to Rural Development including rehabilitating disaster- affected victims in rural areas, etc.

OBJECTIVES OF THE CSR POLICY

- To ensure that the Company is committed to operate its business in an economically, socially and environmentally sustainable manner, while recognizing the interests of all its stakeholders.
- To take up programmes that benefit the communities in and around its work centers and over a period, results in enhancing the quality of life of the people in the area of its business operations.
- To generate a community goodwill for the Company and help reinforce a positive and socially responsible image of Company as a good corporate citizen of the Country.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE COMPOSITION:

The Corporate Social Responsibility Committee (‘CSR Committee’) shall consist of three or more Directors amongst whom at least one shall be an Independent Director. The Committee may formulate a CSR Sub-Committee with such other Directors / Executives of the Company from time to time as it may deem necessary and expedient. The Company Secretary shall act as the Secretary to the Committee.

MEETINGS:

The Committee shall hold meeting as and when required, to discuss various issues on implementation of the CSR Policy of the Company. The members would thrive to hold at least two meetings in a financial year.

The Committee shall periodically review the implementation of the CSR Programmes and issue necessary direction from time to time to ensure orderly and efficient execution of the CSR programmes in accordance with this Policy. It would be the responsibility of the CSR Committee to periodically keep the Board apprised of the status of the implementation of CSR activities.

ROLE OF CSR COMMITTEE:

- a) To 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 (as amended from time to time).
- b) To recommend the amount of expenditure to be incurred on the activities in a financial year.
- c) To monitor the Corporate Social Responsibility Policy of the company from time to time.
- d) Any other matter/thing as may be considered expedient by the Members of the Committee in furtherance of and to comply with the CSR Policy of the Company

RESPONSIBILITIES OF THE BOARD

The Board shall:

- Form a CSR Committee and disclose the composition of the CSR Committee.
- Approve the CSR Policy after taking into account the recommendations made by the CSR Committee.
- Place the CSR Policy on the Company's website.
- Ensure implementation of the activities under CSR
- Ensure expenditure of requisite amount on CSR every year as per law.
- Disclose reasons for not spending the amount (if applicable) in the Annual Report to the Shareholders of the Company.
- Ensure that the administrative overheads are not more than 5% of the total CSR Expenditure.
- Ensure that the funds so disbursed have been utilized for the purposes and in the manner as approved by Board / CSR Committee and the Chief Financial Officer shall certify to the effect.
- Approve transfer of unspent CSR Amount in accordance with the law. The Accounts and Finance Team of the Company shall prepare the statement of spent and unspent CSR amounts and shall assist and facilitate for transfer of the same.

IMPLEMENTATION IDENTIFICATION AND SELECTION OF PROGRAMMES

The programmes would be identified as per the requirement in the community / schools, etc. Professional agencies may be engaged in conducting need based assessment in some programmes, wherever required.

PARTNERSHIPS TO IMPLEMENT THE PROGRAMMES

Collaborative Partnerships may be formed with the Government Agencies, the village Panchayats, NGOs and other like-minded stakeholders. This would help widen the Company's reach and leverage upon the collective expertise, wisdom and experience that these partnerships bring to the table.

CRITERIA FOR IDENTIFYING EXECUTING PARTNERS

In case of programme execution by NGOs / Voluntary organizations the following minimum criteria should be required to be ensured:

1. Registration with MCA portal by virtue of filing of e-form CSR-1.
2. The NGO / Agency must have a permanent office / address in India.

3. The NGO should be a registered public Trust or a Society having a duly executed Trust Deed / Memorandum of Association.
4. It should have registration Certificates under Section 12A, Section 80G, etc. of the Income Tax Act, 1961, registration under FCRA (wherever mandatory) and other applicable registrations.
5. It should have a Permanent Account Number (PAN).
6. Last 3 years audited statement of accounts.
7. Last 3 Years income tax return.
8. Last 3 years FC return (applicable to organizations with FCRA registration).
9. The antecedents of the NGO / Agency are verifiable / subject to confirmation.
10. Should have a team of professional expertise and system to maintain Books of Accounts and to generate necessary Reports on the supported programmes.

Provided that in case of any amendment in the Act / the Rules specifying any criteria for implementing agencies, the same shall be applicable in addition to the above criteria (to the extent applicable). Provided also that the CSR Committee may waive one or more of the above criteria on case to case basis.

AGREEMENT BETWEEN THE COMPANY AND EXECUTING AGENCY

Once the programmes and the executing agency have been finalized, the concerned work centers would be required to enter into an agreement / MOU with each of the implementing agency as per the Standard Agreement format.

MONITORING AND EVALUATION MECHANISMS

Monitoring and Evaluation Mechanisms include the following, one or more of which shall be implemented based on the size, quantum and tenure of the CSR programmes:

1. To ensure effective implementation of the CSR programmes undertaken at each work Centre, a monitoring mechanism will be put in place by the CSR Committee. The progress of CSR programmes under implementation at work center will be reported to the corporate office on a regular basis.
2. Feedback would also be obtained and documented from the beneficiaries and influential local leaders by the respective work centers about the programmes, as and when required.
3. Field visits would be conducted by the respective CSR teams to ensure the progress of the programmes at their work centers. The visits would be informed and surprised also.
4. Partners would be required to report narrative as well as financial updates on a quarterly/annual basis in the format mutually decided.
5. The Finance and Accounts Team of the Company in consultation with the CSR Committee would conduct audit of the CSR programmes as and when required. The Finance and Accounts would, from time to time, also guide the respective partners and CSR team of the Company on necessary compliances.
6. Impact Assessment would be conducted on a periodic basis, through CSR team of the company and independent professional third parties if need be, especially on the strategic and high value programmes.

The Board of Directors of the Company shall also monitor the CSR Programmes / Projects in such manner and on such periodicity as may be required by the Act / the Rules.

ENGAGEMENT OF INTERNATIONAL ORGANISATIONS

The Company may engage international organization (s) for designing, monitoring and evaluation of the CSR projects or programmes as well as for capacity building of its personnel for CSR.

USAGE OF CSR FUNDS

Company shall utilize its CSR funds each financial year in accordance with the applicable laws for the activities as specified in schedule VII of the Companies Act, 2013 and shall retain no such amount for its own use or in its own accounts. The Company shall spend at least 2% of its average net profits during 3 (three) immediately preceding financial years ('Mandatory Allocation') calculated as per the provisions of the Companies Act, 2013, to undertake CSR activities and shall ensure that any surplus arising from such activities shall also be spent on activities specified under this Policy and the Annual Action Plan or as specified in the Act and CSR Rules as amended from time to time.

The board of a Company shall satisfy itself that the funds so disbursed have been utilised for the purposes and in the manner as approved by it and the Chief Financial Officer or the person responsible for financial management shall certify to the effect.

The board shall ensure that the administrative overheads shall not exceed 5% of total CSR expenditure of the Company or any amount as specified in the Companies Act, 2013 for the financial year.

Any amount remaining unspent as mentioned above pursuant to any ongoing project, fulfilling such conditions as may be prescribed, undertaken by the Company in pursuance of this Policy, shall be transferred by the Company within a period of thirty days from the end of the financial year to a special account to be opened by the Company in that behalf for that financial year in any scheduled bank to be called the 'Unspent Corporate Social Responsibility Account', and such amount shall be spent by the Company in pursuance of its obligation towards the Policy within a period of three financial years from the date of such transfer, failing which, the Company shall transfer the same to a fund as specified in Schedule VII of the Act, within a period of thirty days from the date of completion of the third financial year.

CSR ANNUAL ACTION PLAN (CAAP)

The CSR Committee shall formulate and recommend to the Board of Directors, a CAAP in pursuance of this Policy, which shall include focus areas for the year, the list of projects to be undertaken, manner of execution, fund utilization, monitoring mechanism, etc. The Board of Directors may approve the CAAP with such further conditions as it deems fit and further alter CAAP at any time during the financial year, as per the recommendation of the CSR Committee, based on the reasonable justification to that effect.

INFORMATION DISSEMINATION

1. Appropriate documentation of the Company's CSR Policy, annual CSR activities, executing partners, and expenditure entailed will be undertaken on a regular basis and the same will be available in the public domain.
2. CSR initiatives of the Company will also be reported in the Annual Report of the Company.

AMENDMENTS OF THE CSR POLICY

Any amendment in this Policy may be carried out with the approval of the Board of Directors of Company. In case any amendments, clarifications, circulars, and guidelines as issued by the regulatory body(ies)/authority(ies) and such amendments, clarifications, circulars and guidelines are not consistent with the requirements specified under this policy, then the provisions of such amendments, clarifications, circulars and the guidelines shall prevail and accordingly this policy shall stand amended effective from the date as laid down under such amendments, clarifications, circulars and guidelines.

INTERPRETATIONS

- Words and expressions used but not defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, the CSR Rules made thereunder or in any amendment thereto.

This Policy shall also be subject to such clarifications and FAQs as may be issued by MCA from time to time.

- In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference should be made to Corporate CSR Department. In all such matters, the interpretation & decision of the CSR Committee shall be final.
- Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from the Government, from time to time.
- The Company reserves the right to modify, cancel, add, or amend any of these Rules.