



Majorel India Private Limited

Corporate Social Responsibility (CSR) Policy

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Corporate Social Responsibility (CSR) - Philosophy:

Majorel India Private Limited ("the Company" or "MIPL") has always been committed to the cause of social service and has repeatedly channelized a part of its resources and activities, such that it positively affects the society socially, ethically and also environmentally. The Company has taken up various CSR initiatives and enhanced value in the society.

Social and environmental responsibility has always been at the forefront of MIPL operating philosophy and as a result the Company consistently contributes to socially responsible activities. CSR at MIPL portrays the deep symbiotic relationship that the group enjoys with the communities it is engaged with. As a responsible corporate citizen, we try to contribute for social and environmental causes on a regular basis. We believe that to succeed, an organization must maintain highest standards of corporate behaviour towards its employees, consumers and societies in which it operates. We are of the opinion that CSR underlines the objective of bringing about a difference and adding value in our stakeholders' lives.

This Statement demonstrates our commitment to CSR through which we aim to align our business values, purpose and strategy with the needs of the society as a whole in which the Company operates, whilst embedding such responsible and ethical principles into everything we do.

1. Preamble:

In Compliance with the requirements of Section 135 of the Companies Act, 2013 read with Rules framed there under, as amended from time to time, and as per notifications/circulars for the time being in force, the Company has formulated this policy that defines Company's Philosophy for delineating its responsibility as a Corporate Citizen and lays down the guidelines and mechanism for undertaking socially useful initiatives/programmes for welfare & sustainable development of the society at large.

2. Definitions:

- 2.1. **"Act"** means Companies Act, 2013 and the Rules made thereunder, including any modifications, amendments or re-enactments thereof.
- 2.2. **"Administration Overheads"** means the expenses incurred by the Company for 'general management and administration' of CSR functions in the Company, but shall not include the expense directly incurred for the designing, implementation, monitoring, and evaluation of a particular CSR project or programme;
- 2.3. **"Annual Action Plan"** shall mean the annual plan of the Company detailing the CSR expenditure for the year as per Rule 5(2) of the Companies (CSR Policy) Rules, 2014;
- 2.4. **"Board"** means the Board of Directors of the Company;
- 2.5. **"Company"** or **"MIPL"** shall mean Majorel India Private Limited and wherever the context requires, shall signify the Company acting through its Board.



- 2.6. **“Corporate Social Responsibility”** (CSR) means including but not limited to projects or programs related to activities undertaken by the Board of Directors of the Company in pursuance of recommendations of the CSR Committee and approved by the Board as per this policy subject to the condition that the policy will include activities, areas or subjects specified in Schedule VII of the Act and in pursuance of statutory obligations as laid down in the Act, and rules made thereunder;
- 2.7. **“CSR Committee”** means Corporate Social Responsibility Committee constituted/ reconstituted by the Board pursuant to section 135 of the Act;
- 2.8. **“CSR Policy”** shall mean the present Corporate Social Responsibility Policy of the Company, as amended from time to time, containing the approach and direction given by the Board, taking into account the recommendations of its CSR Committee, and includes guiding principles for selection, implementation and monitoring of activities as well as formulation of the Annual Action Plan; as amended from time to time.
- 2.9. **“CSR expenditure”** shall include all expenditure incurred by the Company for projects or programmes relating to CSR activities approved by the Board on the recommendation of the CSR Committee, in accordance with this Policy and the Act, as amended from time to time, but shall 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;
- 2.10. **“CSR Projects” or “Projects”** means Corporate Social Responsibility projects/activities/ programs/ initiatives instituted in India, either new or ongoing or one-time, and include but not limited to those undertaken by the Board in pursuance of recommendations of the CSR Committee as per the declared CSR Policy of the Company or through Implementing Agency. Projects/activities/ programs/ initiatives undertaken in pursuance of normal course of business of the Company and projects which benefit only the employees of the Company and their families shall not be considered as CSR Projects;
- 2.11. **“Not for Profit Organization” or “NPO”** has the same meaning as in clause (e) of regulation 292A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- 2.12. **“Ongoing Project”** means a multi-year project undertaken by the Company in fulfilment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced, and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the Board based on reasonable justification;
- 2.13. **“Rules”** means the Companies (Corporate Social Responsibility) Rules 2014, including any re-enactment, modifications or amendments thereof; and
- 2.14. **“Zero Coupon Zero Principal Instrument” or “ZCZPI”** means an instrument declared as a security that is issued by a Not for Profit Organization (NPO) registered with the Social Stock Exchange



segment of a recognised Stock Exchange in accordance with the regulations made by the Securities and Exchange Board of India.

Words and expressions used in this policy and not defined herein but defined under the Act, or Rules shall have the meanings respectively assigned in the Act and/or Rules.

3. Commitment:

The Company is committed to:

- 3.1. Continuous improvement in our CSR strategy;
- 3.2. Encouraging our business partners to strive for matching performance;
- 3.3. Engaging in those CSR activities which have sustainability;
- 3.4. Acting in a socially responsible way; and
- 3.5. Continually improving our performance and meeting all relevant legislation.

4. Purpose and Objective:

The purpose of the policy is to make clear to all stakeholders what the Company means by CSR and how we propose to work towards achieving it. The CSR policy applies throughout all the activities undertaken in the organization and governs approach to all our activities.

In implementing this policy, the Company aims to:

- Be responsible; and
- Be an exemplar of good practice.

5. CSR Committee:

5.1. Composition:

Unless exempted pursuant to Section 135(9) of the Act, the Board shall constitute the CSR Committee in compliance of the provisions of section 135(1) of the Act, which shall consist of three or more Directors. However, if the Company has only two Directors, on its Board, the Board shall constitute CSR Committee with two such Directors;

In case Company is required to appoint an Independent Director pursuant to sub-section (4) of section 149 of the Act, the CSR Committee shall include such Director.

5.2. Role & Functions:

The role and functions of the CSR Committee shall be as follows:

- Formulate and recommend to the Board the CSR Policy and any amendments thereof which shall indicate the activities to be undertaken by the Company in areas or subjects as specified in Schedule VII of the Act;



- Recommend to the Board an Annual Action Plan and any alteration thereto based on reasonable justification to this effect;
- Recommend to the Board the amount of expenditure to be incurred on the activities as per CSR Policy;
- Monitor the CSR Policy of the Company from time to time;
- Ensure a transparent monitoring mechanism for ensuring that the CSR activities or programmes are duly implemented in accordance with the CSR Annual Action Plan approved by the Board;
- Institute a monitoring mechanism for implementation of CSR Projects or programs or activities undertaken by the Company and ensure that the CSR funds disbursed have been utilised for the purposes and manner laid down in the Annual Action Plan and the utilisation of funds shall be certified by the Chief Financial Officer or person in charge of Finance except in respect of the funds disbursed for the subscription to ZCZPI on Social Stock Exchange;;
- Recommend to the Board the details of need of an impact assessment, if any, for the projects undertaken; and
- Any other matter/thing as may be considered expedient in furtherance of the CSR Policy of the Company.

5.3. Meetings:

The CSR Committee shall meet as and when deemed necessary to discuss and review the CSR Policy and the CSR activities. A quorum of two members shall be present at the meeting or present through Video Conferencing. The Committee members may attend the meeting physically or via such audio-visual means as permitted under the Act.

6. CSR Activities:

6.1. The CSR activities of the Company shall cover one or more of the following focus areas as notified under section 135 of the Act and the Rules framed there under read with Schedule VII of the Act as amended from time to time:

- Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;



- 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;
- 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;
- Measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
- Contribution to the prime minister's national relief fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES 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;
- Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government;
- Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs);
- Rural development projects;
- Slum area development (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);
- Disaster management, including relief, rehabilitation and reconstruction activities;



- Subscription to ZCZPI on Social Stock Exchange; and
 - Any other activities in relation of the above subjects and all other activities notified by Ministry of Corporate Affairs from time to time under Section 135 of the Act, Schedule VII of the Act and the Rules.
- 6.2. The CSR Activities shall be undertaken only in India for the benefit of the public provided that the preference is to undertake the CSR Activities in and around the local areas where the Company operates;
- 6.3. **Exclusion from CSR:** The following activity shall not form part of the CSR activities for the purpose of the Act:
- The activities undertaken in pursuance of normal course of business of the Company;
 - CSR projects/programs or activities benefitting employees of the Company only as defined in clause (k) of section 2 of the Code on Wages, 2019 (29 of 2019) and their families;
 - Any contribution directly/indirectly to political party or any funds directed to political parties or political causes u/s 182 of the Act;
 - Any CSR projects/programs or activities undertaken outside India except for training of Indian sports personnel representing any State or Union territory at national level or India at international level;
 - Activities supported by the Company on sponsorship basis for deriving marketing benefits for its products; and
 - Activities carried out for fulfilment of any other statutory obligations under any law in force in India.

7. Identification of CSR Activities:

The focus areas in which CSR activities to be undertaken by the Company during the financial year shall be identified in pursuance of this Policy and Schedule VII of the Act. The CSR activities/ projects shall be identified based on parameters such as Project objectives, need assessment, implementation schedules, results expected, etc.

8. CSR Annual Expenditure:

- 8.1. The Company shall spend in every financial year at least 2% of average net profits made during the immediately preceding three financial years towards CSR activities in pursuance of this Policy. The “net profit” shall not include such sums as may be prescribed under the Act and Rules and be calculated in accordance with the provisions of Section 198 of the Act;
- 8.2. The CSR Committee shall recommend to the Board the amount of expenditure to be incurred on CSR activities during the financial year in pursuance of this policy and in compliance with the Act;
- 8.3. CSR spend shall be made on or before 31st March of the relevant financial year, unless it pertains to any on-going project. In case the Company fails to spend such amount in any financial year,



the Board shall, in its report made under section 134 and 135 read with rules made there under, specify the reasons for not spending the prescribed amount and if:

- 8.3.1. **Ongoing Project:** The unspent amount, which relates to any on-going project, would have to be transferred to a special account, to be opened in that behalf for that financial year in any scheduled bank to be called the Unspent Corporate Social Responsibility Account, within 30 days from end of financial year, and such amount shall be spent in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer, failing which, the Company shall transfer the same to any Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year; or
- 8.3.2. **Other than Ongoing Project:** The unspent amount, which does not relate to any on-going project, would have to be transferred to any Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.
- 8.4. **Surplus CSR Amount:** Any income arising from CSR projects shall be treated as surplus arising out of CSR Activities undertaken by the Company shall not form part of the business profit of the Company and shall be ploughed back into the CSR activities being undertaken in terms of this CSR policy and Annual Action Plan of the Company for the financial year in which such surplus has arisen or transfer such surplus amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year or utilized in accordance with the CSR Rules;
- 8.5. **Excess CSR spends:** If in any financial year the Company spends on CSR activities in excess of the obligated 2% of average net profits, the Board may decide to set-off the same in the immediately succeeding three financial years, subject to conditions prescribed under the Act and the Rules;
- 8.6. **Capital Asset Acquisition:** The CSR amount spent by the Company for creation or acquisition of a capital asset, shall qualify as CSR expenditure if the asset is held by following in accordance with Rule 7 of Rules:
 - 8.6.1. a company established under section 8 of the Act, or a Registered Public Trust or a Registered Society, having charitable objects and a CSR Registration Number or
 - 8.6.2. beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or
 - 8.6.3. a public authority.
- 8.7. **Administrative Overheads:** The Board shall ensure that the Company's administrative overheads shall not exceed 5% of total CSR expenditure of the Company for the financial year; and
- 8.8. The Tax treatment of CSR expenditure will be in accordance with the Income Tax Act, 2025 as notified by Central Board of Direct Tax (CBDT) from time to time.



9. Modalities of Execution of CSR activities:

The CSR activities/ projects shall be undertaken/ implemented in pursuance of this policy in any one or more of the following modes:

9.1. The Company may contribute to any one or more of the specific funds set up by Central Government in Schedule VII of the Act;

9.2. The Company may undertake the CSR activities pursuant to this policy:

9.2.1. Directly; or

9.2.2. through an Implementing Agency, eligible to act as such pursuant to provisions of the Act and Rules (hereinafter referred to as a “**CSR Partner**”):

9.2.2.1. a company established under section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and approved under 80 G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company; or

9.2.2.2. a company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government; or

9.2.2.3. any entity established under an Act of Parliament or a State legislature [the term “entity” shall mean a statutory body constituted under an Act of Parliament or State legislature to undertake activities covered in Schedule VII of the Act]; or

9.2.2.4. a company established under section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and approved under 80 G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities. or

9.2.3. through subscription to the ZCZPI of NPO pursuant to provisions of the Act and Rules, including the following:

9.2.3.1. the expenditure incurred by the Company for the ZCZPI shall not exceed 10% of the total CSR expenditure of the Company for the financial year;

9.2.3.2. the NPO shall ensure that a project undertaken from the funds raised through ZCZPI shall have timelines not exceeding three succeeding financial years from the issuance of such ZCZPI;



9.2.3.3. on termination of listing of such ZCZPI, the NPO shall transfer the unspent amount to any fund included in Schedule VII to the Act; and

9.2.3.4. the Company shall be exempted from undertaking impact assessment of any project funded by such a ZCZPI.

9.3. The CSR Partner, shall meet the following minimum criteria:

- Should have permanent office/ address in India and basic infrastructure such as basic office equipment, premises etc;
- Should have a proven track record of 3 years in the area of CSR activity it has been nominated for;
- Shall have a unique CSR 1 registration number issued by Ministry of Corporate Affairs;
- Track record/antecedents of the CSR Partner are verifiable and meet certain pre-determined criteria of the Company including past experience, and compliance history;
- Should possess a valid income tax exemption certificate;
- It has requisite system in place to assess and report the progress / status of the projects/activities on pre-determined parameters;
- Maintain the required level of auditable records on CSR initiatives;
- Should be registered under the governing laws including laws relating to taxation;
- The CSR activity for which it is nominated should be purely philanthropic and not give direct or indirect benefit to the Company or its employees;
- The CSR activity for which it is nominated should be project based and specify the details of project, geographies, target beneficiaries, the financial requirement, implementation time schedule etc;
- Shall not have any pending legal disputes and / or enquiries in connection with offences like cheating, misappropriation of funds, exploitation of beneficiaries etc;
- Shall not be blacklisted by any government agency/Ministry/ municipal body etc; and
- In regard to subscription to ZCZP, the same shall be eligible as per the regulations made by Securities and Exchange Board of India, if any.

9.4. The Company may also collaborate with other companies for undertaking projects or programmes or CSR activities in such a manner that the CSR Committees of respective companies are in a position to report separately on such projects or programmes in accordance with the Act and Rules;

9.5. The Company may consider undertaking any CSR activity directly on its own as a project/ programme / activity (new or ongoing); and

9.6. Pursuant to rule 4(3) of the Rules, a company may engage international organisations for the limited purposes of designing, monitoring, and evaluation of the CSR projects or programmes, or for capacity building of personnel of the company involved in CSR activities.



10. Monitoring & Reporting Mechanism:

- 10.1. The progress on implementation of CSR activities/projects and utilisation of funds disbursed to entities for the CSR activities shall be monitored at periodic intervals in accordance with purpose and manner laid down in the CSR Annual Action Plan approved by the Board each year. The Company shall ensure that the CSR Partners submit the CSR project/ fund utilisation reports at periodical intervals;
- 10.2. Appropriate documentation and amendments of the CSR Policy, annual action plan of CSR activities will be undertaken on a regular basis and placed before the CSR Committee and Board for review;
- 10.3. The Board shall ensure that the funds so disbursed have been utilised for the purposes and in the manner as approved and the Chief Financial Officer or person in charge of Finance shall certify to the effect except in respect of the funds disbursed for the subscription to ZCZPI on Social Stock Exchange; and
- 10.4. In case of ongoing project, the Board shall monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall be competent to make modifications, if any, for smooth implementation of the project within the overall permissible time period however, this shall not apply in respect of subscription to ZCZPI on the Social Stock Exchange.

11. Impact Assessment:

- 11.1. Where the Company's average CSR obligation is ten crore rupees or more in the three immediately preceding financial years, the Company shall undertake impact assessment, through an independent agency, of CSR projects having outlays of one crore rupee or more, and which have been completed not less than one year before undertaking the impact study except project funded by ZCZPI;
- 11.2. **Need for Impact Assessment:** Social Research plays a vital role in offering the required tools and methodologies to efficiently and effectively implement CSR programs. Social research ensures the best utilization of efforts and capital besides keeping CSR effort on the right track. "Interventions without Impact Assessment are performance without knowing results." Impact assessment is to be done after needs are assessed and funds and resources are invested to keep track and to ensure progress.

Hence, Impact Assessment helps in understanding:

- Whether the programs were designed in line with the needs of the community and organization's mission/vision;
- Whether the goals and objectives decided at the beginning of the programs were achieved;
- Whether the right mechanism was adopted for implementing the interventions; and



- Whether there are any unexpected changes or negative effects in the lives of the target community.

Thus, Impact Assessment can play an important role in evaluating the alignment of goals, project planning and implementation ensuring maximum Social Return;

- 11.3. The Company undertaking impact assessment may book the expenditure towards CSR for that financial year, which shall not exceed two per cent of the total CSR expenditure for that financial year or fifty lakh rupees, whichever is higher
- 11.4. The Company shall disclose a summary of impact assessment reports in the Board's Report, wherever applicable, in compliance with the Companies Act, 2013 and the Companies (CSR Policy) Rules, 2014; and
- 11.5. The Company that has subscribed in a ZCZPI shall be exempted from undertaking impact assessment of any project funded by such an instrument.

12. Implementation Mechanism:

A CSR Annual Action Plan shall be recommended to the Board by the Committee which shall include:

- the list of CSR projects or programmes that are approved to be undertaken in areas specified in Schedule VII of the Act;
- the manner of execution of such projects or programmes as specified above in para 9.
- the modalities of utilisation of funds and implementation schedules for projects or programmes;
- monitoring and reporting mechanism for the projects or programmes; and
- details of need and impact assessment, if any, for the projects undertaken by the Company.

13. Disclosures:

- 13.1. The Company shall annex an annual report on CSR containing the particulars specified in the Rules;
- 13.2. The Company shall ensure timely filing of the CSR-2 return with the Ministry of Corporate Affairs (MCA) on an annual basis, in accordance with the provisions of the Act and Rules, disclosing details of CSR activities, expenditures, and ongoing projects; and
- 13.3. The following shall be disclosed on the Company's website:
 - Composition of CSR Committee;
 - CSR Policy;
 - Projects approved by the Board; and
 - Impact Assessment Report, if applicable and required by the Act.



14. Review Periodicity and Amendment:

- 14.1. 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 Government, from time to time. The CSR Committee reserves the right to modify, add or amend any of provisions of this Policy subject to approval of the Board; and
- 14.2. The CSR Committee may review this Policy periodically and recommend amendments for the Board's approval from time to time, as may be deemed necessary.

15. General:

- 15.1. In case of any doubt with regard to any provision of the CSR Policy and, also in respect of matters not covered herein, a reference to be made to the Board of Directors. In all such matters, the interpretation & decision of the Board of Directors shall be final;
- 15.2. The conditions or terms of the CSR Policy can be modified, cancelled, added or amended in writing with the approval of Board of Directors. However, in the event of any conflict between the contents of the CSR Policy and the Act, and the Rules, the provisions of the Act, and the Rules will be made applicable to the matter. Further, the CSR Policy shall stand amended in accordance with the amendments in the Act, and the Rules from time to time.

16. Contact Point for CSR:

Mr. Nitinkumar Shetty, Senior Vice President – Environment, Social, & Governance.
