

CORPORATE SOCIAL RESPONSIBILITY POLICY

Masibus Automation and Instrumentation Private Limited

Version 1.1

Created by	Checked by	Approved by	Effective date
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REVISIONS					
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TABLE OF CONTENTS

Concept and Vision	3
Definitions	3
Constitution, Composition and Scope of Corporate Social Responsibility Committee (CSR Committee)	3
Constitution and composition of the CSR Committee	3
Scope of the CSR Committee	4
Modalities of Execution of the CSR Projects	4
Donations & Sponsorship Approval Process	5
Due Diligence and Request for Approval Forms	5
Corporate Social Responsibility Activities	6
Implementation and Resources for the CSR Activities	7
CSR Reporting & Display of CSR Policy	8
Appendix A - Due Diligence Questionnaire for Charitable Donation or Sponsorship	8
Appendix B - Request for approval of Charitable donation or sponsorship	11

1. Concept and Vision

The Company intends to make a positive difference to society and contribute its share towards the social cause of betterment of society and area in which companies operates. The Company also believes in the trusteeship concept. This entails transcending business interests and working towards making a meaningful difference to the society.

In this regard, the Company has made this policy which encompasses the Company's philosophy for delineating its responsibility as a **Corporate Citizen** and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large and titles as the "**Corporate Social Responsibility (CSR) Policy**" which is based as per the Companies Act, 2013 and rules made there under ("**Companies Act**").

This policy has been formulated and recommended by the CSR Committee and adopted by the Board of Directors of the Company at its meeting held on 1st March 2022. This policy overrides earlier version of same policy. The Board may, upon recommendation of the CSR Committee, amend or modify this CSR Policy as and when necessary.

The Company, i.e., Masibus Automation and Instrumentation Private Limited has issued a new Code of Conduct effective from 1st March 2022 and the Compliance Policies and Procedures Manual effective from 1st March 2022. Among others, the Compliance Manual contains on Political Contribution and on Charitable Donations and Sponsorships.

2. Definitions

- **Board** means Board of Directors of the Company, from time to time.
- **CSR Committee** means Corporate Social Responsibility Committee constituted by the Board pursuant to Section 135 of the Companies Act, from time to time.
- **Company or OpCo** means Masibus Automation and Instrumentation Private Limited.
- **Net Profit** means the net profit of the Company as per its financial statement prepared in accordance with the applicable provisions of the Companies Act. The net profit of the Company shall not include such sums as may be prescribed and shall be calculated in accordance with Section 198 of the Companies Act.

Words and expressions used in this policy and not defined herein but defined under the Companies Act shall have the same meanings respectively assigned to them.

3. Constitution, Composition and Scope of Corporate Social Responsibility Committee (CSR Committee)

(a) Constitution and composition of the CSR Committee

The CSR Committee shall comprise of the following members:

- | | |
|--|----------|
| 1. Mr. K Subramaniam (DIN - 00022552) | Chairman |
| 2. Mr. Dominic Cordeiro (DIN - 00022731) | Member |

(b) Scope of the CSR Committee

The CSR Committee has been set up:

- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company in the area or subject specified in Schedule VII of the Companies Act
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company
- To monitor the CSR Policy from time to time
- To handle any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

The CSR Committee of the Company shall be responsible for formulating and recommending to the Board an CSR Annual Action Plan, provided that the Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on reasonable justification to that effect. The CSR Committee reports to the Company's Board of Directors.

The CSR Annual Action Plan shall include the following:-

- The list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act,
- The manner of execution of such projects or programmes,
- The modalities of utilisation of funds and implementation schedules for the 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.

(c) Modalities of execution of the CSR Projects

The modalities of the execution of the CSR projects or programs and their implementation along

with the monitoring process of such projects or programs shall be as decided by the CSR Committee in accordance with this CSR policy and the Companies Act.

4. Donations & Sponsorship Approval Process

Donations & Sponsorships < Rs 25000

- Complete the Donation & Sponsorship Information Checklist (in Appendix A).
- Written pre-approval required from OpCo leader or his/her Delegatee (as defined below).

Donations & Sponsorships ≥ Rs 25000

- Complete the Donation & Sponsorship Information Checklist (in Appendix A).
- Written pre-approval required from Country leader.

Donations & Sponsorships ≥ Rs 85000

- Complete the Donation & Sponsorship Information Checklist (in Appendix A).
 - Written pre-approval required from Country leader and Asia Pacific President.
-

“Delegatee” refers to an associate authorized by the OpCo leader to review and approve the application, whether by written authorization or pursuant to the latest matrix approved by the OpCo leader showing to whom s/he has delegated the authority to approve the making of the Charitable Donation on behalf of the OpCo.

5. Due Diligence & Request for Approval Forms

When requesting for approval, please use the form attached as Appendix B below, to be submitted together with the Due Diligence Questionnaire for Charitable Donation or Sponsorship (in Appendix A) duly completed.

6. Corporate Social Responsibility Activities

The Company shall upon the recommendation of its CSR Committee and subject to compliance with this CSR policy, undertake any of the following activities, as part of its corporate social responsibility initiatives, as prescribed in Schedule VII of the Companies Act;

1. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
2. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
3. 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;
4. 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;
5. 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;
6. 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;
7. Training to promote rural sports, nationally recognized sports, paralympic sports and olympic sports;
8. 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 Government for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;
9. Rural development projects;
10. 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; and 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);

11. Slum area development;

Explanation. - 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.

12. Disaster management, including relief, rehabilitation and reconstruction activities.

Also, the CSR activities undertaken in India only will be taken into consideration, in order to satisfy the requirement of Section 135 of the Companies Act.

7. Implementation and Resources for the CSR Activities

- For achieving its CSR Initiatives and Activities through implementation of meaningful and sustainable CSR programs, the Company needs to allocate, in every financial year, at least 2% (two per cent) of the average net profits made by the Company during the three immediately preceding financial years.
- If in case the Company fails to spend the prescribed amount towards CSR activities, the Board shall, in its report made under clause (o) of sub-section (3) of Section 134 of the Companies Act, specify the reasons for not spending the prescribed amount. Any unspent amount, other than unspent amount relating to an ongoing project, will be transferred to a Fund specified in Schedule VII of the Companies Act, within a period of six months of the expiry of the financial year. Further, unspent CSR funds of ongoing projects will be transferred within a period of 30 days from the end of the financial year to a special account opened by the Company in that behalf for that financial year in any scheduled bank called the "Unspent Corporate Social Responsibility Account". Such amount shall be spent by the Company towards CSR within a period of 3 financial years from the date of such transfer, failing which, the Company shall transfer the same to a Fund specified in Schedule VII of the Companies Act, within a period of 30 days from the date of completion of the third financial year.
- The surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company and shall be ploughed back into the same project, or shall be transferred to the Unspent Corporate Social Responsibility Account opened by the Company

as per Section 135 of the Companies Act and it should be spent in pursuance of this CSR policy and annual action plan of the Company, or the Company may transfer such surplus amount to a Fund specified in Schedule VII of the Companies Act, within a period of 6 months of the expiry of the financial year.

8. CSR Reporting & Display of CSR Policy

The report of the Board of Directors of the Company shall include an annual report on CSR activities in the prescribed format and the Company shall also display the CSR policy on its official website

APPENDIX A

DUE DILIGENCE QUESTIONNAIRE FOR CHARITABLE DONATION OR SPONSORSHIP

The following questionnaire shall be used as a basis for determining whether a Charitable Donation or Sponsorship is appropriate. Please complete this questionnaire to the best of your knowledge.

1. How did you become aware of this Charitable Donation or Sponsorship opportunity?
 - ⇒ If the idea originates internally, what is the name of the associate, his/her position and is he/she connected with the recipient.
 - ⇒ If the idea originates externally, please highlight the context and attach any document you may have received.
2. What is the full name of the recipient?
3. Is the beneficiary of the Charitable Donation connected directly or indirectly with any of our business partners or its employees? Please detail.
4. What is the amount of the proposed Charitable Donation or Sponsorship?
5. What does the charity or Sponsorship recipient do? Please detail.
6. Will Masibus be providing any in-kind support to the recipient?
7. Will the Charitable Donation or Sponsorship be used for a specific purpose? Please detail.
8. Why chose to donate to this charity or make this Sponsorship?
9. What is the local reputation of the recipient?

⇒ Please provide relevant information on the Internet or from local sources (to be named).

10. Would the proposed Charitable Donation or Sponsorship be inappropriate or unusual in this country or culture?

11. To the best of your knowledge, is the Charitable Donation or Sponsorship compliant with local laws and regulations?

⇒ Attach all relevant documentation to support the answer. Examples include the entity's charter or evidence of its non-profit status.

12. To the best of your knowledge, did Masibus or the operating company already make any contribution in cash or in-kind to this recipient?

⇒ If yes, when, what, value?

⇒ Did Masibus receive any benefit in counterpart?

13. Does the recipient or anyone connected to the recipient have current or potential influence on Masibus's business?

14. Is there a business purpose for the Charitable Donation or Sponsorship? Please describe.

15. Will any Public Official personally benefit from the proposed Charitable Donation or Sponsorship in any way?

Signature of requestor:

Name:

Title:

Date:

I, the undersigned, from the Control/Finance department, has been tasked to conduct independent search of the local media or other relevant database and have not found any data that contradicts the responses provided to questions 9 to 12 above, except:

But I do not see that as a material obstacle for this application to proceed to seek approval because:

Signature:

Name:

Title:

Date:

APPENDIX B

**REQUEST FOR APPROVAL OF
CHARITABLE DONATION OR SPONSORSHIP**

To be submitted with Appendix A duly filled in

To the attention of: *[Name of the Approver(s)]*

- Name of requestor:
- Function:
- Name of the operating company:
- Country:
- Region:

The operating company I am working for would like to make the following *[charitable donation / sponsorship]*:

- Name of recipient:
- Value:
- If in-kind, detail + equivalent in value:
- Country:
- Date / period:

I hereby certify that, to the best of my knowledge, this *[charitable donation / sponsorship]* does not contravene any applicable laws and regulations, do not constitute an actual or potential Conflict of Interest and that it is not a way for obtaining an advantage in any existing or potential business transactions.

I hereby request your prior written authorization and attached hereto the requested due diligence duly filled in, documented and signed.

I thank you in advance for considering the above and am looking forward to your answer.

Place:

Date:

Signature of Requestor:

Name of Approver:

Title:

Date:

Name of Approver:

Title:

Date:

Date – 10-01-2024

Addendum to the CSR Policy

Masibus Automation and Instrumentation Private Limited ("Company") constituted a Corporate Social Responsibility Policy ("Policy") on 1st March 2022, as required under the provision of the Companies Act, 2013 and rules issued thereunder.

Now, the Board of directors of the Company hereby approves the reconstitution of the Corporate Social Responsibility Committee ("CSR Committee") in its meeting held on 10th January 2024 and accordingly the Clause 3 (a) of the policy is hereby substituted with the following clause.

3 (a) Constitution and composition of the CSR Committee

The CSR Committee shall comprise of the following members:

1. Mr. Raja Sivaji Ghosh- Chairman
2. Mr. Bharat Bhushan Nagpal – Member
3. Mr. Bikram Bhattacharjee – Member

Except as otherwise expressly provided in this Policy, all the terms and conditions of the Policy remain unchanged and in full force and effect.

For and on behalf of the Company



(Authorised Signatory)