



CORPORATE SOCIAL RESPONSIBILITY POLICY
FOR FY 2022-2023

VERSION 1.0

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1. Introduction:

PRM SOFT SOLUTION PRIVATE LIMITED as a responsible corporate citizen believes that the role of the company should not be limited to achieving corporate excellence through its business objectives but should also include pro-active service to the society, community and environment at large in which it operates.

The Corporate Social Responsibility (CSR) Policy of the Company has been formulated and brought into effect in order to enable the company to fulfil its responsibilities of contributing to the larger good of the people and the planet by following the principles of sustainable growth and development.

The Company understands that to ensure a sustainable quality of life, we need to balance economic prosperity along with social progress and community development. Therefore, it is the primary responsibility of the Company to ensure its corporate values include a commitment to grow in a socially and environmentally responsible way, while contributing to the society.

2. Purpose:

The CSR Policy shall assist the Company in its vision to contribute to the social and economic development of the communities at large. This CSR Policy shall serve as the basic guiding document on directing our effort towards building a better, sustainable way of life and facilitate development by maintaining a healthy relation between People, Planet & Profit.

3. Objective:

The Company shall constantly strive to ensure strong corporate culture which would emphasize on integrating Corporate Social Responsibility values with business objectives to build a sustainable enterprise that effectively balances financial strengths with social and environmental responsibilities.

The main objective of the CSR Policy of the company is to establish the basic principles of sustainable growth and development through self-regulated corporate framework of CSR initiatives to make an impact-oriented, visible contribution for the upliftment of the underprivileged, weaker sections of the society and for the betterment of the environment, based on the guidelines and specifications of applicable Act/ Regulations.

4. Reference:

As per the recommendations of the Corporate Social Responsibility Committee (CSR Committee), the CSR Policy has been formulated and approved by the Board of Directors

5. Key Words & Meanings

- a) **“Act”** shall mean the Companies Act 2013, including any modifications, amendments or reenactment thereof.
- b) **“CSR Rules”** shall mean the Companies (Corporate Social Responsibility) Rules 2014, including any reenactment, modifications or amendments thereof.
- c) **“The Company”** shall mean the PRM Soft Solution Private Limited
- d) **“Board”** shall mean the Board of Directors of the Company.
- e) **“CSR Policy”** shall mean the present Corporate Social Responsibility Policy of the Company, which covers the activities to be undertaken by the Company as specified in Schedule VII to the Act and the CSR Expenditure thereon.
- f) **“CSR Annual Plan”** shall mean the annual plan detailing the CSR expenditure for the year.
- g) **“CSR Projects”** or **“Projects”** means Corporate Social Responsibility projects/activities/ programs / initiatives, instituted in India, either new or ongoing, and include, but is not limited to those undertaken by the Board.
- h) **“Financial Year”** shall mean the period beginning from 1st April of every year to 31st March of the succeeding year.
- i) **“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.
- j) **“MCA”** shall mean Ministry of Corporate Affairs

6. Policy Statement

Corporate Social Responsibility (CSR) is the commitment of the company to its stakeholders to conduct business in an economically, socially and environmentally sustainable manner that is transparent and ethical. As per the recommendations of the Corporate Social Responsibility Committee (CSR Committee), the CSR Policy has been formulated and approved by the Board of Directors (Board).

7. Applicability & Governing Provisions

The CSR Policy of the Company has been prepared in accordance with the provisions of Section 135 of the Companies Act, 2013, read along with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Schedule VII of the Act (including any statutory modification(s) or re-enactment, amendment thereof for the time being in force) thereunder or any other Act/ Regulations / Rules / Directions, as may be applicable, from time to time.

This policy applies to;

All the CSR projects / programs undertaken by the Company in India

All Branch offices of the Company in India

8. Scope & Coverage

The CSR activities of the Company shall include, but not limited to any or all of the sectors/activities as may be prescribed by Schedule VII of the Companies Act, 2013 amended from time to time. Further, the Company will review the sectors/ activities from time to time and make additions/ deletions/ clarifications to the above sectors/activities.

9. CSR Approach and Process

All projects/beneficiaries shall be identified, reviewed, approved and recommended by the CSR Committee to the Board and then approved by the Board. A robust implementation framework as well as monitoring process shall be followed. All projects/programmes shall be placed before the CSR Committee and the Board, specifying modalities of execution of such projects/programmes, the implementation schedules and impact monitoring, if applicable.

10. Corporate Social Responsibility Committee

In compliance with the Section 135 of the Act, the Board of Directors of the Company shall constitute a Corporate Social Responsibility Committee (“CSR Committee”), which shall recommend the guidelines for CSR activities to the Board for their approval.

10.1. Composition of CSR Committee

(i) The Members of CSR Committee shall be appointed by the Board of Directors of the Company which must consist of at least two (2) or more directors.

(ii) The Chairperson of the CSR Committee shall be either designated by the Board or the members may elect a Chairperson from amongst themselves.

Accordingly, the constitution of CSR Committee formed by the Company is as follows:

Sr. No.	Name of the Director	Designation in CSR Committee
1	MR. RAJU KASHINATH SHINDE	Chairman
2	MRS. SUNITA RAJU SHINDE	Member

10.2. Meetings of the CSR Committee

For smooth functioning of the Committee, the members shall meet as below to discuss such matters and to take such decisions as may be necessary;

- The CSR Committee shall hold a minimum number of two meetings in a year.
- The members of the Committee may mutually agree between them regarding time and place for the said meetings.
- The quorum for the CSR Committee Meeting shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher.
- The Members of the Committee may participate in the meeting either in person or through video conferencing or other audio-visual means as may be convenient.

10.3. Role of CSR Committee

The CSR Committee shall

- a) formulate CSR Policy and recommend the same to the Board for approval; this CSR Policy shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and CSR Rules
- b) recommend CSR activities as stated under Schedule VII of the Act and CSR Rules
- c) recommend the amount of CSR expenditure to be incurred on the specified CSR activities referred to in above clauses
- d) approve to undertake CSR activities, if necessary, in collaboration with group companies/ other Companies / firms / NGOs etc., and to separately report the same in line with the CSR Rules
- e) monitor the utilization and implementation of the CSR projects or programs or activities undertaken by the Company.
- f) spend the allocated CSR amount on the CSR activities once it is approved by the Board of Directors of the Company in accordance with the Act and the CSR Rules
- g) Authorize executives of the Company to attend the CSR Committee Meetings, if necessary
- h) formulate and recommend to the Board, an annual action plan in pursuance of its CSR Policy disclosing:-
 - (i) The list of CSR projects or programmes that are approved to be undertaken;
 - (ii) The manner of execution of CSR projects or programmes;
 - (iii) The modalities of utilization of funds and implementation schedules for the projects or programmes;
 - (iv) Monitoring and reporting mechanism for the projects or programmes; and
 - (v) Details of need and impact assessment, if applicable, for the projects undertaken by the company.
- i) Review the CSR Policy of the Company on Annual basis.

11. Role of the Board for CSR Implementation

The responsibilities of the Board of a CSR-eligible company, inter-alia, include the following:-

- (i) approve the CSR policy;
- (ii) disclose contents of such policy in its report and also place it on the company's website, if any;
- (iii) ensure that the activities included in the CSR policy are undertaken by the company;
- (iv) ensure that the company spends, in every financial year, at least two per cent of the average net profits of the company made during the three immediately preceding financial years;
- (v) satisfy itself regarding the utilization of the disbursed CSR funds; and
- (vi) if the company fails to spend at least two per cent of the average net profits of the company, the Board shall, in its report made under clause (o) of sub-section (3) of section 134, specify the reasons for not spending the amount and transfer the unspent CSR amount as per provisions of sections 135(5) and 135(6) of the Act.

12. CSR Activities

The CSR activities shall be undertaken in compliance with the provisions of Section 135 of the Companies Act, 2013, the activities broadly laid under Schedule VII of the Act and the Companies (Corporate Social Responsibility) Rules, 2014, as amended from time to time.

The list of activities specified under schedule VII of the Companies Act, 2013, as on the date of the policy, are as under:-

(i) 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.

(ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.

(iii) 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.

(iv) 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.

(v) 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;

(vi) 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;

(vii) training to promote rural sports, nationally recognized sports, paralympic sports and olympic sports;

(viii) 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;

(ix) (a) 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

(b) 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).

(x) rural development projects;

(xi) slum area development,

(xii) disaster management, including relief, rehabilitation and reconstruction activities.

Any of the aforesaid initiatives and the activities that may be undertaken by the Company will be referred to as “CSR Initiatives and Activities” hereinafter.

13. Exclusions

Further, in accordance with the Act & CSR Rules, below mentioned activities undertaken by a Company shall not constitute CSR activities of the Company:

(i) activities undertaken in pursuance of normal course of business of the company;

(ii) any activity undertaken by the company outside India except for training of Indian Sports personnel representing any state or union territory at national level or India at International level;

(iii) contribution of any amount directly or indirectly to any political party under section 182 of the Act;

(iv) activities benefitting employees of the company as defined in clause (k) of section 2 of the Code on Wages, 2019 (29 of 2019);

(v) activities supported by the Company on sponsorship basis for deriving marketing benefits for its products or services;

(vi) activities carried out for fulfilment of any other statutory obligations under any law in force in India.

14. Monitoring Mechanism

14.1. Internal Committee (CSR)

In addition to the CSR Committee of the Board, the Company shall have an Internal Committee (CSR) to ensure effective implementation and monitoring of the projects approved by the CSR Committee from time to time.

14.2. Composition of Internal Committee (CSR)

The Internal Committee (CSR) shall consist of the Key Managerial Personnel of the Company who shall be responsible for identification and then subsequently proposing to the CSR Committee on the list of entities/beneficiaries wherein various plans/ budget for the CSR activities of the Company may be undertaken.

The Internal Committee (CSR) shall assist the CSR Committee in implementation and monitoring of the planned CSR activities effectively and efficiently.

The Internal Committee (CSR) shall consist of below designated executives of the Company:

Sr. No.	Name of the Member	Designation in Company
1	Ms Suman Kurel	COO
2	Mr Nitin Bharadiya	CSO

14.3. Role of Internal Committee (CSR)

1. The Internal Committee (CSR) shall conduct requisite due diligence at the time of identification of any entity/ beneficiary for CSR Activities of the Company. Such due diligence shall include but not be limited to ascertaining their CSR Registration Number, track record of community service, governance and management standards, scope & reach of work, and impact on society and financial accountability, etc. among other parameters.

2. In case of adverse findings or non-compliance with any requirements by the entity / beneficiaries, the Internal Committee (CSR) without any recourse shall have the authority to not disburse the approved CSR outlay to such entity/beneficiary and the same shall be reported to the CSR Committee.

3. The Internal Committee (CSR) shall submit reports to the CSR Committee of the Company at least once in six months on the progress of the various projects approved by the Committee and entrusted to the Internal Committee (CSR) for implementation and monitoring.

15. Implementation

15.1 Identification of CSR Entities/ Beneficiaries

As a responsible corporate citizen, the Company also recognizes its duty to serve the needy and under privileged sections of the society. Hence, it is prudent to identify entities doing such work in diverse fields for upliftment and development of different sections of society.

15.2 Mode of Implementation

Company may undertake CSR activities through following modes of implementation:

- (i) CSR initiatives directly implemented by the Company itself
- (ii) CSR initiatives implemented with the involvement of eligible implementation agencies
- (iii) Implementation in collaboration with one or more companies

15.3 Implementation Agencies/ Entities

The Company shall enlist such entities/ beneficiaries for receipt of its CSR funds who have been registered with the MCA and bear a unique CSR Registration Number as allocated by the MCA and ensure that the CSR activities are undertaken through the eligible entities/ beneficiaries as under:

- a) a Company established under Section 8 of the Act, or a registered public trust or a registered society, registered under Section 12A and 80 G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other Company, or
- b) 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
- c) any entity established under an Act of Parliament or a State legislature; or
- d) a Company established under Section 8 of the Act, or a registered public trust or a registered society, registered under Section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.

Further, in case the CSR Activities are undertaken resulting in creation or acquisition of a capital asset, the said asset shall be held by -

- a) a Company established under Section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects bearing CSR Registration Number or
- b) beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities;
or
- c) a public authority:

The Company will lay emphasis on the evaluation of the impact, scope and coverage in terms of the number of beneficiaries supported by the CSR activity and the period of support at the time of selection of proposals.

16. Determining & Disbursing CSR Expenditure**16.1. Determination of CSR Expenditure for the Financial Year**

In every financial year, the CSR Committee and the Board shall ensure that the Company spends such minimum amount as 'CSR Expenditure' as required and as stipulated under the Section 135 of the Companies Act, 2013 and Rules thereunder.

16.2. Set-off of Excess amount of CSR Expenditure

If in any financial year, the Company spends an amount in excess of the above determined CSR Expenditure, such excess amount may be set off against the requirement to spend such amount of CSR Expenditure in the immediately succeeding three financial years subject to the conditions that –

- a) the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any, in accordance with the provisions of the Companies Act, 2013 and
- b) the Board shall pass a resolution to that effect.

16.3. Administrative Overheads

The Company shall ensure that the expenses incurred for general management and administration ("administrative overheads") towards the Corporate Social Responsibility functions in the Company do not exceed five percent of total CSR Expenditure for that financial year.

16.4. Disbursement of CSR Expenditure

The amount to be allocated and utilized towards the CSR activities would be in line with the statutory requirements. The amount proposed to be disbursed shall be first decided by the Internal Committee (CSR) and placed to the CSR Committee for its review, approval and subsequent approval of the Board. The maximum allocation to each eligible entity/ beneficiary bearing CSR Registration Number shall be approved by the CSR Committee and Board of the Company. The actual amount disbursed shall be within the maximum outlay as approved by the CSR Committee and the Board. The details of final disbursement of the CSR Expenditure to various entities/ beneficiaries shall be reported to the CSR Committee and Board.

17. Transfer of Unspent CSR Expenditure

If the Company fails to spend the determined CSR Expenditure (other than any ongoing project), the Board shall pass a resolution to transfer such unspent amount to a Fund specified in Schedule VII of the Act, within a period of six months of the expiry of the financial year.

Further, in case an amount remains unspent on any ongoing project undertaken by the Company, the same shall be transferred to a special account named 'Unspent Corporate Social Responsibility Account' opened within a period of thirty days from the end of the financial year, and such amount shall be spent by the Company in pursuance of its obligation towards the Corporate Social Responsibility Initiative's within a period of three financial years from the date of such transfer, failing which, the company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.

18. Monitoring, Assessment & Reporting Mechanism

The Company has a robust monitoring and assessment mechanism for implementation of CSR projects/programs/activities undertaken by the Company. The verification/monitoring of activities/projects for which CSR contribution has been made, including whether the CSR contribution towards sponsoring medical treatment actually benefitted the intended economically weaker sections of recipients shall be done by the Internal Committee (CSR) and a detailed report on the actual utilization of the disbursed funds shall be submitted to the CSR Committee & the Board for its review and noting. A time frame, if deemed fit by the CSR Committee and Board, shall be laid down for the concerned CSR projects/ activities for their timely completion.

19. Impact Assessment

The Company on having an average CSR Expenditure of Ten Crore rupees or more in pursuance to section 135 of the Act, in the three immediately preceding financial years, shall undertake impact assessment, through an independent agency, of its CSR projects having outlays of One Crore rupees or more, and which have been completed not less than one year before undertaking the impact study.

If the Company undertakes impact assessment in any financial year, the expenses incurred thereunder shall not exceed five percent of the total CSR Expenditure for that financial year or Fifty Lakh rupees, whichever is less.

20. Reporting of CSR Initiatives

A certification from the Chief Financial Officer (CFO) or the person responsible for financial management of the Company that the funds so disbursed as CSR Expenditure have been utilized for the purposes and in the manner, as approved shall be submitted to the Board at the end of a financial year.

CSR Committee of the Board shall periodically review the progress report on the various CSR initiatives taken up by the Company and the same shall be reported in the Company's Annual Report under Directors' Report, in the format as prescribed under the Companies Act, 2013. The impact assessment reports, if applicable, shall be placed before the Board and shall be annexed to the Company's Annual Report. The Company shall disclose the composition of the CSR Committee, CSR Policy and details of the CSR project/entity/beneficiary as approved by the Board for public access on the website of the Company.

21. Modification of the CSR Policy

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 shall be made to the Director /Chief Executive Officer. In all such matters, the interpretation and decision of the Director /Chief Executive Officer in consultation with the CSR Committee shall be final and binding.

In the event of any provisions contained in this Policy are inconsistent with the provisions contained in the Companies Act, 2013 or any Rules framed thereunder or to the applicable directions of the respective regulatory authorities, etc. or any amendments thereto (Regulatory Acts), the provisions contained in the Regulatory Acts will prevail.

The Board on its own and/ or due to any regulatory requirement/amendment can amend this Policy, as and when deemed fit. The Board reserves the right to alter, modify, add, delete or amend any of the provisions of the Policy.

22. Review of CSR Policy

This Corporate Social Responsibility Policy will be reviewed annually, or in the interim, should there be a change/amendment in regulations.

23. Governing Law and Jurisdiction:

This Corporate Social Responsibility Policy shall be governed by the laws of India; and the Courts/ Tribunals of Pune (Maharashtra) shall have the exclusive jurisdiction to try any dispute arising thereof.