

POLICY ON CORPORATE SOCIAL RESPONSIBILITY**Chapter 1****1. CONCEPT****1.1. PREAMBLE**

1.1.1. India has emerged as one of the largest economies in the world, and an increasingly important player in the global scenario, but, it is still home to the largest number of people living in absolute poverty and the largest number of undernourished children due to uneven distribution of wealth which many believe, is the root cause of social unrest.

1.1.2. Government as well as regulators have framed the National Guidelines on Responsible Business Conduct (accompanied by the Business Responsibility and Sustainability Reports mandated by the SEBI for the top 1000 listed companies) and the mandatory Corporate Social Responsibility provisions under the Companies Act, 2013.

1.2. SHORT TITLE & APPLICABILITY

1.2.1. 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, is titled as the "CapitalNumbers Infotech Limited CSR Policy". It has been prepared keeping in mind the company's Code of Business Ethics and to comply with the requirements of Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, vide Notification dated 27th February, 2014.

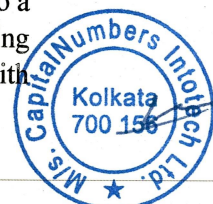
1.2.2. This policy shall apply to all CSR initiatives and activities taken up at the various work centers and locations of the Company, for the benefit of different segments of the society, specifically the deprived, under privileged and differently abled persons.

1.3. CSR VISION STATEMENT AND OBJECTIVE

1.3.1. The main objective of the Policy is to establish the basic principles and the general framework of action for management to undertake and fulfill its corporate social responsibility.

1.3.2. In alignment with vision of the company, the company, through its CSR initiatives, will create value in the society and in the community in which it operates, through its services, conduct & initiatives, so as to promote sustained growth for the society and community.

1.3.3. Corporate Social Responsibility is a form of corporate self-regulation integrated into a business model. Therefore, the Policy will function as a built in, self-regulating mechanism whereby the business will monitor and ensure its active compliance with the spirit of law, ethical standards and international norms.

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Chapter 2**2. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

- 2.1. The Corporate Social Responsibility Committee shall consist of three or more directors amongst which one shall be an Independent Director. The Constitution of CSR Committee is as follows:

Name of the Member	Nature of Directorship	Designation in Committee
Vikas Sethia	Independent Director	Chairperson
Vipul Gupta	Director	Member
Mukul Gupta	Managing Director	Member

- 2.2. The Committee shall hold meeting as and when required, to discuss various issues on implementation of the CSR Policy of the Company.
- 2.3. The quorum for a meeting of the Committee on CSR shall be one - third of its total strength (any fraction contained in that one third being rounded off as one), or two members, whichever is higher.
- 2.4. The CSR Committee shall
- 2.4.1. 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;
- 2.4.2. Recommend the amount of expenditure to be incurred on the activities referred to in clause (a) in a financial year;
- 2.4.3. Monitor the Corporate Social Responsibility Policy of the company from time to time.
- 2.4.4. Any other matter/thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.
- 2.4.5. The Board of Directors shall, after taking into account the recommendations made by the CSR committee, approve the CSR policy for the company and disclose its contents in their report and also publish the details on the Company's website, if any, in such manner laid down in the Companies (Corporate Social Responsibility Policy) Rules, 2014.
- 2.4.6. The Board of Directors shall ensure that the Company spends at least 2% of the average net profits of the Company made during the 3 immediately preceding financial years in pursuance of its CSR Policy.

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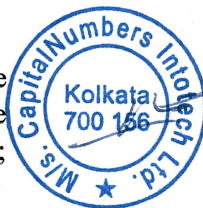


Chapter 3**3. RESOURCES****3.1. FUNDING AND ALLOCATION**

- 3.1.1. For achieving its CSR objectives through implementation of meaningful & sustainable CSR programmes, the Company will allocate 2% of its average net profits made during the 3 immediately preceding financial years as its Annual CSR Budget.
- 3.1.2. The Annual CSR Budget shall be spent on activities laid down in Chapter 4.
- 3.1.3. CSR expenditure shall include all expenditure including contribution to corpus, for projects or programs relating to CSR activities approved by the Board on the recommendation of its CSR Committee, but does not include any expenditure on an item not in conformity with the CSR Policy.

Chapter 4

- 4.1. The Company shall identify any one or more of the following areas for its CSR spending:
- 4.1.1. Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- 4.1.2. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- 4.1.3. 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;
- 4.1.4. 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;
- 4.1.5. Protection of national heritage, art and culture including restoration of building and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- 4.1.6. Measures for the benefit of armed forces veterans, war widows and their dependents;
- 4.1.7. Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;
- 4.1.8. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socioeconomic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;

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- 4.1.9. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- 4.1.10. Rural development projects.
- 4.2. The CSR projects or programs or activities undertaken by the company in India only shall amount to CSR Expenditure in accordance with the provisions of subsection (5) of section 135 of the Act.
- 4.3. The activity/list of activities identified by the Company from time to time from the above items shall form part of this CSR Policy. Since this is the first year of formal CSR activity to be undertaken by the Company under the provisions of Companies Act, 2013, the specific modalities of execution of CSR Project/Program and its Implementation Schedule is being developed by the Committee for recommending to the Board of Directors.
- 4.4. The Board of the company may decide to undertake its CSR activities recommended by the CSR Committee, through a registered Trust or a registered society or a company established by the company under section 8 of the Act. Provided that:
- 4.4.1. If such trust, society or company is not established by the company or its holding or subsidiary or associate company, it shall have an established track record of three years in undertaking similar programs or projects;
- 4.4.2. The Company shall specify the project or programs to be undertaken through these entities, modalities of utilization of funds on such projects and programmes and the monitoring and reporting mechanism.
- 4.5. The company shall build CSR capacities of their own personnel as well as of their implementing agencies through Institutions with established track records of at least three financial years but such expenditure shall not exceed 5 percent of total CSR expenditure of the company in a financial year.
- 4.6. **EXCLUSIONS:**
- 4.6.1. The CSR activities shall be undertaken by the company, (either new or ongoing), excluding activities undertaken in pursuance of its normal course of business.
- 4.6.2. Any Contribution of any amount directly or indirectly to any political party under section 182 of the Act, by the company shall not be considered as CSR activity.
- 4.6.3. The CSR projects or programs or activities that benefit only the employees of the company and their families shall not be considered as CSR activities in accordance with section 135 of the Act.
- 4.6.4. Any surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the company.

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Chapter 5**5. IMPLEMENTATION**

The CSR activities shall be undertaken either directly or through one or more registered trusts or societies with an established track record of three years in undertaking similar programs or projects as specified by Companies Act 2013 in such a manner as may be decided by the CSR Committee and monitored by the same. CSR initiatives of the Company will be reported in the Annual Report of the Company and the Board's Report in compliance with Section 135 and rules there under.

Chapter 6**6. GENERAL**

- 6.1. In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference to be made to CSR Committee. In all such matters, the interpretation & decision of the Committee shall be final.
- 6.2. 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.
- 6.3. The Company reserves the right to modify, add, or amend any of these Rules.

CapitalNumbers Infotech Ltd.



Managing Director & CEO

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