

# Corporate Social Responsibility Charter and Policy

## **PART A - CHARTER**

### **1. CSR COMMITTEE**

#### **1.1 Constitution**

Pursuant to the provisions of section 135 of the Companies Act 2013, the Board of Directors shall constitute the Corporate Social Responsibility Committee “(the CSR Committee”). The Members of the CSR Committee shall be appointed by the Board of Directors of the Company which must consist of atleast three or more directors, out of which one shall be an Independent Director.

#### **1.2 Powers and duties of the CSR Committee**

The CSR Committee shall:

- a) formulate and recommend to the Board of Directors of the Company, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII;
- b) recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- c) monitor the Corporate Social Responsibility Policy of the Company from time to time.

#### **1.3 Frequency of the Meetings of the CSR Committee**

The CSR committee shall meet as and when required. Members of the CSR Committee may agree upon mutually regarding time and place of the said meeting.

The Members of the Committee may participate in the meeting either in person or through video conferencing or other audio visual means in accordance with the provisions of the Companies Act 2013 and rules made thereunder from time to time.

## **PART B – POLICY**

### **1. OBJECTIVE AND SCOPE**

The objective of the Corporate Social Responsibility (“CSR”) policy of Subex Limited (“the Company”) is to lay down guidelines to enable the Company to take the required measures to make a meaningful contribution to the society and other stakeholders.

### **2. IMPLEMENTATION**

The Board of Directors may decide to undertake its CSR activities approved by the CSR Committee, through a registered trust or registered society or a company established by the company, its holding or subsidiary or associate company under section 8 of the Act or otherwise.

### **3. LIST OF CSR PROGRAMS**

The Company shall subject to the fulfillment of the conditions of the provisions of section 135 of the Act pursue projects, programs or activities in any one or more of the following areas:

Activities relating to:—

- a) eradicating extreme hunger and poverty;
- b) promotion of education;
- c) promoting gender equality and empowering women;
- d) reducing child mortality and improving maternal health;
- e) combating human immunodeficiency virus, acquired immune deficiency syndrome, malaria and other diseases;
- f) ensuring environmental sustainability;
- g) employment enhancing vocational skills;
- h) social business projects;
- i) contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government or the State Governments for socio-economic development and relief and funds for the welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women; and
- j) such other matters as may be prescribed.

### **4. MONITORING OF ACTIVITIES, PROJECTS AND PROGRAMS**

Upon initiation of the activities, projects and programs as mentioned in the CSR Policy; the CSR Committee shall review their progress and functioning every quarter.

### **5. POLICY REVIEW AND FUTURE AMENDMENT**

The CSR Committee shall review the CSR Policy of the Company as and when required and make suitable changes as may be required and submit the same for the approval of the Board.

**6. FAILURE TO SPEND CSR MONEY**

In case the Company fails to spend the above targeted amount in that particular financial year, the CSR Committee shall submit a report in writing to the Board of Directors specifying the reasons for not spending the amount which in turn shall be reported by the Board of Directors in their Directors' Report for that particular Financial Year.