

JADE GLOBAL SOFTWARE PVT LTD

India

Corporate Social Responsibility (CSR) Policy

Jade Global Software

Jade Global Software Pvt Ltd	
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Jade Global Software

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1. What is CSR?

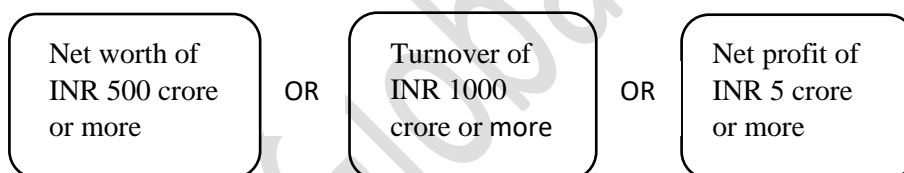
The term "Corporate Social Responsibility (CSR)" can be referred as corporate initiative to assess and take responsibility for the company's effects on the environment and impact on social welfare. The term generally applies to companies' efforts that go beyond what may be required by regulators or environmental protection groups.

Corporate social responsibility may also be referred to as "corporate citizenship" and can involve incurring short-term costs that do not provide an immediate financial benefit to the company, but instead promote positive social and environmental change.

CSR is the process by which an organization thinks about and evolves its relationships with stakeholders for the common good and demonstrates its commitment in this regard by adoption of appropriate business processes and strategies. Thus, CSR is not charity or mere donations. CSR is a way of conducting business, by which corporate entities visibly contribute to the social good. Socially responsible companies do not limit themselves to using resources to engage in activities that increase only their profits. They use CSR to integrate economic, environmental and social objectives with the company's operations and growth."

2. Applicability

The companies on whom the provisions of the CSR shall be applicable are contained in Sub Section 1 of Section 135 of the Companies Act, 2013. As per the said section, the companies having Net worth of INR 500 crore or more; or Turnover of INR 1000 crore or more; or Net Profit of INR 5 crore or more during any financial year shall be required to constitute a Corporate Social Responsibility Committee of the Board "hereinafter CSR Committee" with effect from 1st April 2014.



What to do when CSR Is Applicable

As provided under Section 135(1) itself, the companies shall be required to Constitute Corporate Social Responsibility Committee of the Board "hereinafter CSR Committee". The CSR Committee shall be comprised of 3 or more directors, out of which at least one director shall be an independent director.

The Board's report shall disclose the compositions of the CSR Committee.

All companies shall spend, in every financial year, **at least two percent** of the average net profits of the company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy.

3. Reporting for CSR

Rule 8 of the CSR Rules provides that the companies, upon which the CSR Rules are applicable on or after 1st April 2014 shall be required to incorporate in its Board's report an annual report on CSR containing the following particulars:

- A brief outline of the company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

- The composition of the CSR Committee.
- Average net profit of the company for last three financial years.
- Prescribed CSR Expenditure (2% of the amount of the net profit for the last 3 financial years).
- Details of CSR Spent during the financial year.
- In case the company has failed to spend the 2% of the average net profit of the last three financial year, reasons thereof.

4. Objectives of the Policy

This Policy is in line with Section 135 of the Companies Act 2013, Companies (Corporate Social Responsibility Policy) Rules, 2014 and such other rules, regulations, circulars, and notifications (collectively referred hereinafter as 'Regulations') as may be applicable and as amended from time to time and will, inter-alia, provide for the following:

- Establishing a guideline for compliance with the provisions of regulations to dedicate a percentage of Company's profits for social projects.
- Ensuring the implementation of CSR initiatives in letter and spirit through appropriate procedures and reporting.
- Creating opportunities for employees to participate in socially responsible initiatives.

5. Definitions

In this Policy unless the context otherwise requires:

- a) "Act" means the Companies Act, 2013.
- b) "Annexure" means the Annexure appended to these rules.
- c) "Corporate Social Responsibility (CSR)" means and includes but is not limited to.
 - i. Projects or programs relating to activities specified in Schedule VII to the Act or
 - ii. Projects or programs relating to activities undertaken by the board of directors of Jade Global Software Pvt Ltd (Board) in pursuance of recommendations of the CSR Committee of the Board as Per declared CSR Policy of the company subject to the condition that such policy will cover subjects enumerated in Schedule VII of the Act.
- d) "CSR Committee" means the Corporate Social Responsibility Committee of the Board referred to in section 135 of the Act.
- e) "CSR Policy" relates to the activities to be undertaken by the company as specified in Schedule VII to the Act and the expenditure thereon, excluding activities undertaken in pursuance of normal course of business of a company.
- f) "Net profit" means the net profit of a company as per its financial statement prepared in accordance with the applicable provisions of the Act, but shall not include the following, namely: -
 - i. Any profit arising from any overseas branch or branches of the company' whether operated as a separate company or otherwise.
 - ii. Any dividend received from other companies in India, which are covered under and complying with the provisions of section 135 of the Act:

Provided that net profit in respect of a financial year for which the relevant financial

(2) Words and expressions used and not defined in these rules but defined in the Act shall have the same meanings respectively assigned to them in the Act.

6. CSR Activities

The Policy recognizes that corporate social responsibility is not merely compliance; it is a commitment to support initiatives that measurably improve the lives of underprivileged by one or more of the following focus areas as notified under Section 135 of the Companies Act 2013 and Companies (Corporate Social Responsibility Policy) Rules 2014:

- i. Eradicating hunger, poverty & malnutrition, promoting preventive health care & sanitation & making available safe drinking water.
- i. Promoting education, including special education & employment enhancing vocation skills especially among children, women, elderly & the differently unable & livelihood enhancement projects.
- ii. Promoting gender equality, empowering women, setting up homes & hostels for women & orphans, setting up old age homes, day care centers & such other facilities for senior citizens & measures for reducing inequalities faced by socially & economically backward groups.
- iii. Reducing child mortality and improving maternal health by providing good hospital facilities and low-cost medicines.
- iv. Providing with hospital and dispensary facilities with more focus on clean and good sanitation to combat human immunodeficiency virus, acquired immune deficiency syndrome, malaria, and other diseases.
- v. Ensuring environmental sustainability, ecological balance, protection of flora & fauna, animal welfare, agro forestry, conservation of natural resources & maintaining quality of soil, air & water.
- vi. Employment enhancing vocational skills.
- vii. Protection of national heritage, art & culture including restoration of buildings & sites of historical importance & works of art; setting up public libraries; promotion & development of traditional arts & handicrafts.
- viii. Measures for the benefit of armed forces veterans, war widows & their dependents.
- ix. Training to promote rural sports, nationally recognized sports, sports & Olympic sports.
- x. Contribution to the Prime Minister 's National Relief Fund or any other fund set up by the Central Government for socio-economic development & relief & welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities & women.
- xi. Contributions or funds provided to technology incubators located within academic institutions, which are approved by the Central Government.
- xii. Rural development projects, etc.
- xiii. Slum area development.

7. SCOPE of the CSR activities – Based on the areas approved and required by the act, Jade is committed to make contributions in following areas from our choice.

A. Education:

- i. Support to Technical /Vocational Institutions for their self -development.
- ii. Academic education by way of financial assistance to Primary, Middle and Higher Secondary Schools.
- iii. Adult literacy amongst those belonging to BPL.
- iv. Awareness programs on girl education.
- v. Counseling of parents
- vi. Special attention on education, training, and rehabilitation of mentally & physically challenged children/persons.
- vii. Spreading legal awareness amongst people and disadvantaged sections of the society about their rights & remedies available.
- viii. Promotion of Professional Education by setting up educational Institutions offering courses in

- ix. Engineering, Nursing, Management, Medicine and in Technical subjects etc.
- x. Provide fees for a period of one year or more to the poor and meritorious, preferably girl students at the school in the operational area of the Company to enable them to get uninterrupted education.

B. Water Supply including Drinking Water:

- i. Installation/Repair of Hand Pumps/Tube Wells.
- ii. Digging/Renovation of Wells.
- iii. Gainful utilization of wastewater from Under -ground Mines for Cultivation or any other purpose.
- iv. Development/construction of Water Tank/Ponds.
- v. Rainwater-harvesting scheme.
- vi. Formation of a Task Force of Volunteers to educate people regarding.
- vii. Proper use of drinking water.
- viii. Empowerment to the villagers for maintenance of the above facilities for availability of water.

C. Health Care organizing, health awareness Camps on

- i. AIDS TB and Leprosy
- ii. Social evils like alcohol, smoking, drug abuse etc.
- iii. Child and Mother care
- iv. Diet and Nutrition.
- v. Blood donation camps.
- vi. Diabetics detection & Hypertension Camps
- vii. Family Welfare.
- viii. Senior Citizen Health Care Wellness Clinics.
- ix. Fully equipped Mobile Medical Vans.
- x. Tele medicine
- xi. To supplement the different program of Local/State Authorities.
- xii. Along with De addiction centers

D. Environment

- i. Organizing sensitizing programs on Environment Management and
- ii. Pollution Control.
- iii. Green belt Development
- iv. A forestation, Social Forestry, Check Dams, Park.
- v. Restoration of mined out lands.
- vi. Development of jobs related to agro product i.e., Dairy/Poultry/farming and others.
- vii. Plantation of saplings producing fruit.
- viii. Animal care.

E. Social Empowerment.

- i. Self /Gainful Employment Opportunities – Training of Rural Youth for Self-Employment (TRYSEM) on Welding, Fabrication, and other Electronic appliances.
- ii. To provide assistance to villagers having small patch of land to develop mushroom farming, medicinal plants, farming & other cash crops to make them economically dependent on their available land resources.
- iii. Training may be provided by agricultural experts for above farming.
- iv. Organizing training programs for women on tailoring Embroidery designs,

- v. Home Foods/Fast Foods, Pickles, Painting, and Interior Decoration and other
- vi. Vocational Courses.
- vii. Care for senior citizens.
- viii. Adoption/construction of Hostels (especially those for SC/ST & girls)
- ix. Village Electricity/Solar Light
- x. To develop infrastructural facilities for providing electricity through Solar Lights or alternative renewal energy to the nearby villages. Recurring expenditure should be borne by the beneficiaries.

F. Sports and Culture

- i. Promotion of Sports and Cultural Activities for participation in State and National level.
- ii. Promotion/Development of sports activities in nearby villages by conducting Tournaments like Football, Kabaddi and Khokho, Cricket etc.
- iii. Providing sports materials for Football, Volleyball, Hockey sticks etc. to the young and talented villagers.
- iv. Promotion of State level teams.
- v. Sponsorship of Cultural event to restore Indian Cultural Traditions and Values.
- vi. Possibility of providing facilities for physically handicapped persons may be explored.
- vii. Medias for preparing of documentary films.
- viii. Guidelines to be followed to promote sports activities by way of granting financial assistance/donation/sponsorship etc.
- ix. Registered Clubs/Institutions which promote Sports activities may be granted financial assistance/donations/sponsorship based on the following norms: -

1) Sports talent development programme by Clubs/Institutions may be encouraged provided the proposal is routed through the respective Government Authorities/Block Development Office/Sub-Divisional Office/District Office/State Associations/ local people representatives i.e., Panchayat, Pradhan/Mukhiya/MLA/MP/ Minister etc., to ascertain bonafide objective, status of activities and contribution to the society.

2) Helping State Government in promotion of sports by providing them proper training facilities, grounds, construction of fields, etc.

3) While sanctioning financial assistance/donation/sponsorship for State/ National/International events, Company could send its representatives to ensure proper utilization of fund for the specific purpose, as well as, to ensure publicity/coverage for corporate image building.

4) As per the Government policy for payment of financial assistance/donation/ sponsorship Registered Clubs/Institution will furnish details as required by Company. i.e., their Registration, PAN No. etc. to establish their authenticity.

- i. Generate self-employment.
- ii. Infrastructure Support – construction, repair, extension etc. of: -
 - a) Auditorium,
 - b) Educational Institutions
 - c) Rural Dispensaries initiated by reputed NGOs.
 - d) Mobile Crèches.
 - e) Bridges, Culverts & Roads,
 - f) Check Dam
 - g) Shopping Complex to facilitate business/self-employment for local people.
 - h) Community Centre,
 - i) Sulabh Souchalaya,
 - j) Yatri Shed in Bus Stand,

- k) Burning Ghat/Crematorium
- l) Development of Park
- m) Playground/Sports complex/Good Coaches.
- n) Old Age Home.

8. CSR Committee

Jade's CSR Committee consists of three Directors, who shall meet at least twice in a year to discuss and review the CSR activities and policy. The quorum shall be two members are required to be present for the proceeding to take place. The Chairperson and members of the committee of the committee are as follows:

Composition of the Committee

Name	Designation	Role in the Committee
Anant Soni	Director	Chairman and Director Member
Karan Yaramada	Director	Director – Member
Pallavi Yaramada	Director	Director – Member
Abhilash Kothakonda	Senior Technical Analyst	Committee Member
Amarender Godala	Manager	Committee Member
Amitabh Ramani	Director - Marketing	Committee Member
Chhaya Rathod	Senior Associate-HR	Committee Member
Deepa Prajapati	Team Lead	Committee Member
Manisha Chavan	Senior Manager - Human Resources	Committee Member
Manish Deo	Senior Solution Architect	Committee Member
Sudhanshi Koul	Senior Associate-HR	Committee Member
Sumit Mutha	Software Engineer	Committee Member
Uday Anumalasetty	Senior - Mergers and Acquisition Analyst	Committee Member

9. Role of CSR committee

The CSR Committee constituted in pursuance of Section 135 of the Companies Act, 2013 shall be required to carry out the following activities:

- i. Formation of CSR Policy of the Company
- ii. Formulating and recommending to the Board, CSR Policy, and the activities to be undertaken by the Company.
- iii. Recommending amount of expenditure to be incurred on activities undertaken.
- iv. To constitute Management Committee for implementation and execution of CSR initiatives/ activities.
- v. Reviewing performance of the Company in the areas of CSR.
- vi. Monitoring CSR Policy from time to time.
- vii. Conducting meetings from time to time (at least one in a quarter, 4 meetings in a year or as often as necessary)
- viii. Maintain minutes and record of committee meetings.
- ix. Quorum: The presence of all the members of any Committee constituted by the Board is necessary to form the Quorum
- x. Track projects, related budgets and expenditure on CSR projects and report to the Board from time to time.

10. Administration of CSR Projects

The Corporation can meet its CSR obligations by funnelling its activities on its own or through a third party, such as a society, trust, foundation, or Section 8 company (i.e., a company with charitable purposes) that has an established record of at least five years in CSR-like activities. Managing Director will have the power to sanction any project for CSR. The CSR committee shall report the progress of the CSR Projects to the board of directors from time to time.

11. Implementation:

a) The investment in CSR should be project based and for every project time framed periodic milestones should be finalized at the outset.

b) Project activities identified under CSR are to be implemented by Specialized Agencies and generally NOT by staff of the organization. Specialized Agencies could be made to work singly or in tandem with other agencies.

c) Such specialized agencies would include:

- i. Community based organization whether formal or informal.
- ii. Elected local bodies such as Panchayats.
- iii. Voluntary Agencies (NGOs)
- iv. Institutes/Academic Organizations
- v. Trusts, Mission etc.
- vi. Self-help groups
- vii. Government, Semi Government, and autonomous Organizations.
- viii. Standing Conference of Public Enterprises (SCOPE)
- ix. Mahila Mandals/Samitis and the like Contracted agencies for civil works Professional Consultancy Organization etc.

12. Amendments to the policy

The Board of Directors on its own and/or on the recommendation of CSR committee can amend its policy as and when required deemed fit. Any or all provisions of CSR Policy would be subjected to revision/amendment in accordance with the regulations on the subject as may be issued from relevant status.