

INSPIRISYS SOLUTIONS LIMITED

CORPORATE SOCIAL RESPONSIBILITY POLICY

Registered & Corporate Office:

First Floor, Dowlath Towers,
New Door Nos. 57, 59, 61 & 63,
Taylors Road, Kilpauk,
Chennai – 600 010.

REVISION HISTORY

Document Name	Section / Regulation No.	Revision No.	Details of Revision	Source of Change	Date of Issue / Change	Modified By
CSR Policy	Section 135 of Cos Act, 2013	1.0	New release	-	05/11/2018	Secretarial dept.
CSR Policy	Section 135 of Cos Act, 2013	1.1	Amended	MCA Notification dated 22/01/2021	09/11/2021	Secretarial dept.
CSR Policy	Section 135 of Cos Act, 2013	1.2	Updated	Changes in Members of the Committee	01/11/2022	Secretarial dept.
CSR Policy	Section 135 of Cos Act, 2013	1.3	Updated	Addition in Members of the Committee	01/05/2023	Secretarial dept.
CSR Policy	Section 135 of Cos Act, 2013	1.4	Updated	Addition in Members of the Committee	07/02/2025	Secretarial dept.
CSR Policy	Section 135 of Cos Act, 2013	1.5	Updated	Updation of the CSR task force & other changes	08/08/2025	Secretarial dept.

Corporate Social Responsibility Policy

Corporate Social Responsibility (CSR) Policy of Inspirisys Solutions Limited ('Company' or 'ISL')

This policy encompasses ISL India's philosophy towards corporate social responsibility and lays down the guidelines and mechanism for undertaking socially relevant programs for sustainable development of the community at large and also to comply with all the local regulations in that regard, is titled as the 'CSR Policy for Inspirisys Solutions Limited'.

Policy Objectives

ISL India has embarked upon the process of institutionalizing its commitment at being socially responsible with an aim of sustainable development of the society. The purpose of this policy is to define the company's vision, guiding principles, governance structures, strategy and programs for its corporate social responsibility efforts.

Definitions

The terms defined in this CSR Policy shall have the meanings herein specified and terms not defined shall have the meanings as defined in the Companies Act, 2013 and Companies (Corporate Social Responsibility) Rules, 2014 including any statutory modifications or reenactments thereof.

"Act" means the Companies Act, 2013 including any statutory modification or re-enactment thereof.

"Average Net Profit" means profit calculated as per Section 198 of the Companies Act, 2013.

"Board" means the Board of Directors of the Company.

"Board's Report" shall mean report of the Board of Directors prepared in accordance with section 134(3) of the Companies Act, 2013.

"CSR Activities" means the activities or projects or programs as recommended by the CSR Committee and approved by the Board, undertaken by the Company from time to time in any one or more of the areas falling under the Schedule VII to the Companies Act, 2013.

"CSR Committee" means the Committee of the Board constituted under section 135 of the Act for the purpose of administration of CSR activities, supervising the adherence of this CSR Policy and the matter incidental thereto.

"CSR Policy" means the Corporate Social Responsibility Policy as set out herein and as amended or modified from time to time.

"CSR Rules" means Companies (Corporate Social Responsibility) Rules, 2014.

“CSR Task Force” means a senior management personnel, heading it, along with a few selected employees, representing diverse responsibilities from the Company. CSR task force will be the first point of contact for the program implementation teams on the ground for advice and guidance. The task force will also support the CSR committee in terms of implementation of the CSR.

Scope

This policy is applicable to corporate social responsibility initiatives of the Company.

Policy

• Preamble

At Inspirisys, we believe that responsible corporate citizenship goes beyond delivering innovative technology solutions—it includes a commitment to the communities we serve and the environment we share. As a responsible IT organization, we recognize our role in contributing to the inclusive and sustainable growth of society.

This Corporate Social Responsibility (CSR) Policy outlines our approach to creating a positive impact in areas such as education, digital inclusion, sports, environment, healthcare, and community development. Guided by the provisions of Section 135 of the Companies Act, 2013 and the Companies (CSR Policy) Rules, we aim to align our CSR initiatives with national development priorities while reflecting our values of integrity, innovation, and inclusiveness.

• CSR Vision

To create a lasting positive impact in Society by driving inclusive and sustainable development through responsible use of our resources, technology and networks.

• Guiding Principles

1. Promote sustainable, inclusive and holistic community development
2. Enhance the Company's positive social and environment footprint
3. Ensure full Compliance with applicable CSR Law and local regulations

• Governance Structure

The company has put in place the following governance structure to ensure that CSR policy is implemented and monitored effectively. The roles and responsibilities are defined at each governance level.

Board of Directors

Board of Directors or Committee of the Board will be responsible for following activities:

- Approve the following:
 - CSR policy
 - Causes that the company proposes to support
 - programs to be undertaken by the company
 - modalities of operation and
 - the budget for such CSR activities.
- Activities as may be stipulated in the Companies Act, 2013 read with Schedule VII, as amended from time to time
- Ensure that the activities included in CSR Policy of the company are undertaken by the company although primary responsibility lies with the CSR task force.
- Ensure that the company spends, in every financial year, at least two per cent of the average net profits the company, made during the three immediately preceding financial years or such amount as may be determined from time to time, in pursuance of this policy.
- To ensure that the Board's Report in Annual Report has details about the policy, projects undertaken and the implementation of the corporate social responsibility initiatives taken by the company.

CSR Committee

The CSR Committee will have three or more Directors out of which at least one Director shall be an Independent Director. This committee will be responsible for driving CSR initiatives. The committee will give strategic direction, finalize and approve annual goals of the CSR programs selected, allocate budgets on a yearly basis and monitor progress.

The CSR Committee will be specifically responsible for the following:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company in specific areas or as specified in Schedule VII of the Companies Act, 2013;
- Reviewing and recommending the amount of expenditure to be incurred on the CSR activities for every financial year to the Board for approval.
- Ensuring that the CSR Policy of the Company is monitored on a regular basis and is updated from time to time for any change or enhancement in scope and the same is recommended to the Board for approval.
- Defining the modalities and monitoring the progress of the CSR activities being undertaken under the policy.
- Approving the design of the CSR activities and the budgets proposed by the CSR Task Force and recommend to the Board for approval.
- Ensure monitoring of the CSR programs by CSR task force.
- The Head of the CSR Committee will be responsible for the overall implementation and reporting of the CSR projects as approved by the Board.

CSR task force

The CSR task force will comprise of senior management personnel, heading it, along with a few selected employees, representing diverse responsibilities from the Company. CSR task

force will be the first point of contact for the program implementation teams on the ground for advice and guidance. The task force will also support the CSR committee in terms of implementation of the CSR interventions.

Following are the specific roles and responsibilities of the task force:

- Identify the projects in the areas as per the CSR Policy or as recommended by the CSR Committee.
- Ensure that the projects proposed are in line with Schedule VII of the Companies Act, 2013.
- Propose CSR programs to the CSR Committee for approval.
- Recommend programs, modality of operation and monitoring mechanism.
- Ensure availability of adequate resources.
- The CSR task force will meet once in every quarter to discuss the progress of projects approved and implementation mode.
- Ensure that the CSR goals are achieved within the proposed timeframe and a v a i l a b l e budget and will periodically report the progress of each project to the CSR Committee.
- Support the CSR committee to ensure full compliance of the regulation.

Key Stakeholders

The key stakeholders of the CSR programs will be primarily those communities, in which ISL has its business footprint. From these communities, the focus will be on children, youth and women.

Contributing positively to these stakeholders and improving their quality of life by providing sustainable solutions will be essential elements of ISL CSR efforts. The Company will prefer to work with the most underprivileged section of the society.

The Company will also engage its employees; wherever and whenever possible, to achieve its CSR vision.

CSR ACTIVITIES

ISL shall undertake detailed stakeholder engagement to understand the needs and expectations of its stakeholders from the Company's planned CSR interventions. The Company shall undertake any of the following activities which shall be recommended by the CSR committee and approved by the Board in accordance with the provisions of Section 135 of the Companies Act, 2013 read with Schedule VII and Companies (CSR Policy) Rules, 2014, as amended from time to time:

- i) Eradicating hunger, poverty and malnutrition promoting healthcare 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 center's 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 setup 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 arts 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 Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled 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 (STEM), 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 Organization (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 as per the explanation 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.

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

Company may look for need based programs aligned to the activities listed in Schedule VII of the Companies Act 2013 and the rules framed therein or as modified from time to time.

• **CSR Programs**

In all projects, the Company will strive to create shared value for Inspirisys and the communities in which it operates.

Program development

Every program must develop a proposal including information such as project description and duration, measurable objectives, information about the partner organization including proof of legal status, and amount of funding or other resources required.

Program approval

The CSR Task Force shall submit the program proposals to the CSR Committee for their consideration and evaluation and thereafter to the Board of the Company for their approval. The programs will be implemented after receiving approval from the CSR Committee and Board. However, in case the company needs to respond to an urgent need within their stakeholder community, the program may get implemented after obtaining the approval of the CSR task force and the same will be placed before the next CSR Committee and Board for ratification.

Program implementation

The total costs for all projects will be within the CSR budget as per the mandate or as approved by Board of Directors.

Program criteria

All CSR interventions will have a project-based approach and wherever applicable, will comply with the items specified in Schedule VII of the Section 135 of the Companies Act, 2013 and the rules framed therein or as modified from time to time. Projects will be designed to fulfil strategic criteria according to relevant ISL global and regional policies and frameworks.

• **Annual Budget**

Inspirisys shall endeavour to spend, in every financial year, at least 2% of the average net profit made during the three immediately preceding financial years under Section 198 of the Companies Act, 2013 or such an amount as may be determined from time to time on its CSR projects.

Net profit shall mean profit before tax as per audited books of accounts and shall not include profits arising from branches outside India. Inspirisys proposes not to include the effect of

exceptions items while determination of Net Profits to ensure consistency and stability in the CSR spend and budget determination.

Administrative overheads are the expenses incurred by the company for 'general management and administration' of Corporate Social Responsibility functions in the company but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular Corporate Social Responsibility project or program and shall not exceed five percent of total CSR expenditure of the Company for the financial year.

From the annual CSR Budget allocation, a provision will be made towards the CSR activities made under relevant expenditure heads, on a year-on-year basis as per the amount spent on the activities covered under Schedule VII of the Companies Act, 2013 and amendments thereon.

CSR activities will not include the activities undertaken

- (i) in pursuance of normal course of business of the Company,
- (ii) outside India except for training of Indian sports personnel representing any State or Union territory at national level or India at international level;
- (iii) benefitting the employees of the Company (as defined in clause (k) of section 2 of the Code on Wages, 2019 (29 of 2019) and as amended from time to time),
- (iv) by contributions of any amount directly or indirectly to any political party,
- (v) on sponsorship basis for deriving marketing benefits for its products or services or activities carried out for fulfilment of any other statutory obligations under any law in force in India.

Any unspent amount, other than unspent amount relating to an ongoing project, will be transferred to a Fund specified in Schedule VII, 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 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, within a period of 30 days from the date of completion of the third financial year.

• Planning

The CSR Annual Action Plan shall include the following:

- a. the list of CSR projects that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act,
- b. the manner of execution of such projects,
- c. the modalities of utilization of funds and implementation schedules for the projects,
- d. monitoring and reporting mechanism for the projects and
- e. details of need and impact assessment, if any, for the projects undertaken by the company.

3.2. The Annual Action plan shall be devised / altered by the Board any time during the financial year, as per the recommendation of the CSR Committee based on the reasonable justification to that effect.

- **Modalities of Implementation**

Inspirisys will implement its CSR programs either directly or through qualified implementation partners, including specialized agencies, in accordance with the CSR Policy and applicable regulatory requirements.

Specialized Agencies may include entities such as Section 8 companies, registered public trusts, or societies that are eligible under Section 135 of the Companies Act, 2013 and related Rules. These agencies must possess a valid CSR Registration Number and be registered under Sections 12A and 80G of the Income Tax Act, 1961.

CSR initiatives will be executed at the grassroots level through experienced implementation partners with a proven track record. Project management consultants, social enterprises, and other service providers may also be engaged to enhance execution capabilities where necessary. Inspirisys will prioritize partnerships with recognized and compliant organizations to ensure effective and accountable program delivery.

When engaging consultants or external agencies, the company will invite proposals from multiple qualified organizations and select partners based on clearly defined criteria critical to the success of each specific CSR initiative.

- **Monitoring Mechanism**

The Board of Directors of the Company has constituted a Corporate Social Responsibility (CSR) Committee of the Board responsible for formulating and recommending the CSR policy and the annual action plan to the Board. The CSR Committee shall meet twice in a year or as and when the need arises to review and guide the CSR initiatives of the company.

The CSR Committee is also entrusted to monitor the progress of the annual action plan, their manner of execution, utilization of funds and implementation timelines at the end of the financial year.

The Board of the Company shall satisfy itself that the CSR funds so disbursed have been utilized for the purposes and in the manner as approved by it. The Chief Financial Officer or the person responsible for financial management shall certify the correctness of the fund utilization.

All CSR-related documentation, including the CSR Policy, Annual Action Plans, executing partners, and financials will be systematically maintained and made available in the public domain, as applicable. CSR initiatives and outcomes will also be disclosed in the Company's Annual Report in line with statutory requirements.

The CSR task force shall meet once a month or as and when the need arises to monitor the progress of CSR programs, CSR spending and review if any changes are required. During



the half yearly meeting, the task force will also review the CSR policy to discuss if any changes are required in it. However, it may also meet at an early period in case of changes to a particular program or review of CSR policy is required.

At each of the program locations, the CSR programs will be implemented and monitored by the members of the CSR task force. The program managers will maintain their own monitoring schedule, as appropriate, to collect the required inputs from organizations, implementation partners and beneficiaries to ensure effective implementation.

The company may undertake an assessment, as and when needed, in order to evaluate the social impact of its CSR programs on the communities. This will also help the company to obtain learnings which will help increase program efficiency and scalability.

- **Reporting & Communications**

Inspirisys will incorporate the details of CSR activities, including physical and financial process in the annual report of the company. The CSR activities will also be reflected in the annual accounts of the Company under the head 'Expenditure under CSR Activities' and will be mentioned in the Director's report. CSR task force will be sending the reports to the CSR Committee who will present the same during Board level CSR Committee's meetings.

The company will be communicating its CSR efforts to all its employees and external stakeholders through its own website and other appropriate dissemination channels.

The CSR policy of the Company will also be uploaded on the company website.

- **Exceptions & Deviations**

All exception and deviation to this policy shall be approved by CSR Committee.

- **Policy Owners**

The CSR Committee is the process owner of this policy.

- **Amendment**

Based on the recommendation of the CSR task force and the CSR committee, the Board of Inspirisys can modify this policy unilaterally at any time to maintain compliance with local laws.