

Corporate Social Responsibility (CSR) Policy

PROTIVITI INDIA MEMBER PRIVATE LIMITED

Registered Office: 15th Floor, Tower A, Building No. 5,
DLF Phase III, DLF Cyber City Gurugram-122002
CIN: U93000HR2009PTC057389

1.0 TITLE AND APPLICABILITY:

The document describes the Corporate Social Responsibility Policy (“**CSR Policy**”) of Protiviti India Member Private Limited (“**Protiviti**” or “**the Company**”). It includes the company’s vision, mission, and other relevant attributes of Corporate Social Responsibility (“**CSR**”).

The CSR policy shall be guided by the company’s corporate philosophy of respect for the individual and the society at large.

The CSR policy has been formulated in accordance with Section 135 of the Companies Act 2013 and the Companies (CSR Policy) Rules 2014 (“**CSR Rules**”) and the relevant amendments/ notifications/ circulars.

The CSR policy shall apply to all CSR programs of the company.

2.0 VISION AND MISSION

The company is committed to build a sustainable business with a commitment to contribute to the society by supporting causes on various concerns including eradicating hunger, poverty, malnutrition, promoting education, gender equality, environmental sustainability, contributing to funds set up by Government for socio-economic development, slum area development, rural development and disaster management.

We are dedicated towards fulfilling the social objectives through various CSR activities. The company shall make its endeavor to positively impact and influence the Society for its sustainable development.

3.0 PURPOSE

The Companies Act, 2013 has brought greater emphasis on CSR with rules that provide guidance on minimum CSR spend, focus, areas, implementation mechanism and reporting to the shareholders of the company.

The company's CSR Policy has been created with the purpose to outline its CSR focus areas, review mechanism, execution process and reporting mechanism.

4.0 RESPONSIBILITY OF THE BOARD OF DIRECTORS

The responsibility of the Board of Directors shall be as under:

- To approve the CSR policy & disclose the contents of such policy in its report and also place it on the company's website;
- Ensure that the activities proposed in the CSR Policy are undertaken;
- Ensure that the company spends, in every financial year at least 2% of average net profits of the company made during the 3 immediately preceding financial years, as required under Section 135 of the Companies Act, 2013 & Rules made thereunder;
- If company fails to spend the sum as mentioned above, then the Board shall, in its Report specify the reasons for not spending the amount.

5.0 ADMINISTRATION

The Company's CSR projects and programmes shall be overseen by the Board of Directors where the amount to be spent by a company does not exceed 50 Lakh rupees or separately designated CSR committee of the Board, provided, however, that so long as the Board consists of two directors, such CSR committee shall consist of both directors.

6.0 CSR ACTIVITIES

The company is hereby devoted to direct its CSR resources to a reasonable extent for improving the quality of life of the people by focusing on the social causes, including but not limited to the following areas:

- Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.
- promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
- promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for

senior citizens and measures for reducing inequalities faced by socially and economically backward groups.

- 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.
- 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
- 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;
- training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports
- 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;
- (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).
- rural development projects
- slum area development.
- disaster management, including relief, rehabilitation and reconstruction activities.

EXCLUSIONS:

Following activities shall be excluded from the CSR expenditure of the company:

- Activities which are exclusively for the benefit of employees of the company or their family members;
- Activities undertaken in pursuance of normal course of business of the company;
- Direct or indirect contribution to political parties;
- Expenditure on item/s not in conformity with Schedule VII of the Companies Act 2013;
- Any other activities that may be specified for the purpose of CSR.

Surplus arising out of CSR projects shall not form apart of the business profits of Company instead the same will be further used for CSR purposes only.

7.0 GEOGRAPHIES AND BENEFICIARIES

▪ **Geographies**

The company will give preference to the local areas around its operations for spending the amount earmarked for CSR activities. The company's operations are mainly concentrated in the following areas: City of Gurugram, Mumbai, Bangalore, Hyderabad, Kolkata, Chennai.

The company may undertake CSR activities in any other area in India as may be decided, from time to time

▪ **Beneficiaries**

The beneficiaries of the company's CSR Program may be the following categories of people: Children/ students, Women, Weaker section of the society, Others- society at large.

8.0 IMPLEMENTATION MECHANISM

The company may conduct/implement CSR programs by itself and/or through:

- Companies established under section 8 of the Companies Act, 2013 or registered trust or a registered society established by the company either singly or along with any other company.
- 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 any entity established under an act of Parliament or a state legislature.
- Any non-governmental organisations or voluntary organisations or trusts or any other entity as may be permissible in terms of the CSR rules.

If, Board of the company decides to undertake its CSR activities through a company established under section 8 of the companies act or a registered trust or a registered society, other than those specified in rule 4(2) of the CSR rules, then the company or trust or society would be required to have an established track record of three years in undertaking similar program or projects and the company would be required to specify the projects or program to be undertaken, the modalities of utilization of funds of such projects and programs and the monitoring the monitoring and reporting mechanism.

The company may collaborate with other companies to undertake CSR activities and any expenditure incurred on such collaborative efforts would qualify for computing the CSR spending

The company may build CSR capacities of its own personnel as well as those of its implementing agencies through institution with established track records of at least three financial years but such expenditure including expenditure on administrative overheads, shall not exceed five percent of total CSR expenditure of the company in one financial year.

The company may also conduct/implement CSR programs in any other manner as may be permitted by the Companies Act, 2013 read with the CSR rules.

The progress on CSR program undertaken by the company will be reported in the annual report in the format prescribed by the CSR rules 2014.

9.0 MONITORING OF CSR PROGRAMS

The company's Board of Directors shall be responsible for day-to-day management of CSR related activities of the company. All projects undertaken by the company shall be monitored on a regular basis.

The Board of Directors shall be empowered to appoint an external third party to monitor/review/audit the progress (financials and programmatic) of the CSR projects.

10.0 EFFECTIVE DATE

The CSR policy shall be effective from the date of its approval by the Board of Directors.

11.0 AMENDMENTS TO THE CSR POLICY

CSR policy may be updated to align it with the changing requirement or changes in the legal and regulatory framework. Any revision in the policy shall be approved by the Board of Directors.

For Protiviti India Member Private Limited

Sd/-
Director
Name: Sanjeev Agarwal
DIN: 06865965

Sd/-
Director
Name: Sachin Tayal
DIN: 08102664