



Icertis Solutions Pvt Ltd

## Corporate Social Responsibility (CSR) Policy

### 1. Background and Purpose:

At Icertis, our definition of success includes living by our FORTE values, which guide all our interactions with Icertians, customers, partners and the community at large. FORTE stands for Fairness, Openness, Respect, Teamwork and Execution. Icertis amplifies these values through our 'Four Rings of Responsibility' helping ensure we do our part to serve all our stakeholders better. **Take care of community** is one of the Four Rings of Responsibility and represents our commitment to give back to the communities where we live, work and play.

Icertis is committed to contributing, in the best possible way, to the communities and economies we operate in and strives to make a positive impact in the lives of people and environment around us.

#### 1.1 Statutory Requirement:

Section 135 of the Companies Act, 2013 (the 'Act') defines provisions for Corporate Social Responsibility ('CSR') which apply to any company which fulfils any of the following conditions:

- a. Turnover/Sales equal to or more than Rs. 1000.00 Crores; or
- b. Net worth equals to or more than Rs. 500.00 Crores; or
- c. Net Profit equal to or more than Rs. 5.00 Crores during any financial year (1st April to 31st March).

Qualifying companies need to spend a minimum of 2% of its average profits over the previous 3 financial years on activities recommended by Schedule VII of the Act and as listed in in Section 3 of this Policy.

Companies (Corporate Social Responsibility Policy) Rules, 2014 (the 'Rules') further enumerate the provisions to be adhered to while complying with the Act and the Rules.

## 1.2 Definitions

**“Corporate Social Responsibility (CSR)”** means and includes but is not limited to:

- Projects or Programs relating to activities specified in Schedule VII to the Act; or
- Projects or Programs relating to activities undertaken by the board of directors of a company (Board) in pursuance of recommendation 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.

**"CSR Committee"** means the Corporate Social Responsibility Committee of the Board referred to in Section 135 of the Act.

**“The Company or Icertis”** means Icertis Solutions Pvt Ltd

**“CSR Budget”** means the amount that the Company shall endeavor to spend on CSR on any of the areas specified in Section 2 below. The CSR Committee shall determine the CSR Budget on an annual basis based on the average profits earned during the previous three financial years.

The use of words and expressions in this document shall be interpreted in accordance with the provisions of the Act and Rules.

## 2. CSR Activities

Icertis is committed to taking up sustainable CSR projects and encourages Icertians to volunteer their time and skills to give back to the society we live and work in. Icertis may form collaborative partnerships as a way of pursuing CSR activities.

CSR activities undertaken by Icertis will be within the purview of Schedule VII of Companies Act. However, Icertis will focus on following key areas:

- a. Activities towards promotion of Education
- b. Activities towards Healthcare
- c. Activities towards Environment Sustainability
- d. Activities towards Diversity, Equity and Inclusion

### **3. CSR Budget**

During the financial year, Icertis will endeavor to spend 2% of the average net profits earned during the previous three financial years on the CSR activities outlined in Section 2 above. The Surplus arising out of the CSR projects, programs, or activities shall not form the business profit of the Company. Such surplus shall be utilized for CSR activities only.

### **4. CSR Governance**

#### **4.1 CSR Committee**

Pursuant to the applicable provisions of Section 135 of the Act, Icertis has established a Corporate Social Responsibility Committee of the Board

The committee shall consist of such members as are appointed by the Board of Directors of Icertis from amongst its Directors.

The Committee shall be responsible for approving, monitoring, and reviewing detailed plans of the CSR activities to be undertaken, including the expenditure, the types of activities, roles and responsibilities of various stakeholders and a monitoring mechanism for such activities.

The Committee shall meet as and when necessary to review CSR activities undertaken or proposed to be undertaken by the Company and the amount spent or proposed to be spent on such activities and submits its report to the Board accordingly.

#### **4.2 CSR Core Team**

The Committee shall be supported by a CSR Core Team that shall be appointed by the CSR Committee. This Core Team shall have members from different functions within Icertis, including Admin, Finance, Human Resources and Legal.. The members of this Core Team shall be appointed annually and shall be eligible for re-appointment.

This Core Team shall help the CSR Committee to choose appropriate activities and provide regular progress reports on the activities/programs undertaken by Icertis to the CSR Committee. In addition, the Core Team shall help the specific CSR project teams undertaking CSR activities.

## 5. Implementation of CSR Policy

Icertis shall strive to implement the CSR activities on its own to the extent possible. If needed, Icertis may also partner with other outside organizations and NGOs.

CSR implementation guidelines are published and updated internally to guide CSR Core team and project teams in implementation of CSR activities.

## 6. Disclosure and Reporting

Icertis's CSR activities will be summarized and reported in its Directors' Report on an annual basis in the prescribed format. CSR activities may also be published on company's website at discretion of the CSR committee.

Last Updated on	18th June, 2021
Approved by	CSR Committee and Board of Director