

CORPORATE SOCIAL RESPONSIBILITY POLICY



Title and Applicability

NetAmbit (“NetAmbit” or “Company”) has prepared the CSR Policy (“Policy”) in alignment with its objective, principles and values, delineating its responsibility as a socially and environmentally responsible corporate citizen. This Policy lays down the principles and mechanisms for undertaking various programs in accordance with the requirements provided under Section 135 of The Companies Act 2013, read with Schedule VII to the Companies Act 2013 and The Companies (Corporate Social Responsibility Policy) Rules, 2014 along with subsequent amendments and Gazette notifications (together referred as ‘Legal Provisions’). The Policy shall apply to all the CSR projects, programs and activities undertaken by the Company at various locations in India for the benefit of diverse sections of the society.

Approval of CSR Policy

The Board of the Directors of the Company (‘Board’) has approved this Policy, formulated by the CSR Committee, after taking into account the recommendations by the CSR Committee. The Board may amend the Policy as may be required from time to time, basis the recommendations of the CSR Committee. Any or all provisions of this Policy are subject to the applicable provisions of the Companies Act, 2013, and any subsequent amendments thereof made from time to time.

Focus Areas

NetAmbit expects to make interventions and investments for improving the quality of life of people by focusing on social causes. The specific programs/ activities under these focus areas are finalized in due course during the year and submitted for approval of the Board. NetAmbit may take up other projects, programs or activities relating to entries as per Schedule VII of the Companies Act as it may consider appropriate from time to time. This may include but not be limited to the following areas:

- Promoting education, including special education and employment enhancing vocational skills especially among children, youth, women, the elderly and differently-abled, and livelihood enhancement projects.
- 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.
- 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.
- Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports
- Contribution to the Prime Minister’s National Relief Fund or any other fund set up by the Government of India such as PMCARES, or any fund set up by any government of a State or UT of the Union of India for socio economic development and for relief and welfare of its citizens
- Contributions provided for programs of or collaborations with educational institutions, and skilling bodies approved by the Government of India or any government of a State or UT of the Union of India and eligible as implementing partners as per CSR Rules.
- Promoting healthcare including preventive healthcare and sanitation, including making available safe drinking water and aid for differently-abled persons.
- Rural development projects.
- Disaster relief(s).

Subject to the legal provisions, the Board shall have the discretion to take a call on whether any activity falls within the entries above and in Schedule VII and its decision shall be final. Company shall give preference to the local areas and areas around it where it operates, for spending the amount earmarked for CSR activities for year.

Activities excluded from the purview of NetAmbit's CSR expenditure:

- 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, if any
- Expenditure on item/s not in conformity with Schedule VII of the Companies Act 2013, as amended
- Expenses incurred for the fulfilment of any obligations/compliance under any Act/Statute

Implementation

- Focus of CSR activities of NetAmbit will be across India but activities at home location (Noida) or NetAmbit;s offices/Branch Offices may be given preference.
- NetAmbit expects to invest through a combination of activities, like education, contribution to NGOs, Pradhanmantri Gareeb Kalyan Yogna etc.
- NetAmbit may enter into partnerships with government, partners and communities to scale, sustain and create multiplier effect of its social and environment projects over the long term.
- The time period over which a particular project or program will be spread, will depend on its nature, extent of coverage and the intended impact of the program.
- The mode of implementation of CSR programs will include a combination of direct implementation and partnership with government institutions, training institutes etc. NetAmbit will select its activity partners after appropriate due diligence.
- The Company may use the services of internal teams, expert agencies, consultancy firms, etc, wherever required for carrying out baseline surveys, guidance on project design and implementation, due diligence of implementation partners, impact assessment surveys, etc.
- The Company will encourage its employees to volunteer for community service.

Budget

- NetAmbit has undertaken to spend at least two (02) per cent of the average net profit made during 03 immediately preceding financial years on specific CSR projects and programs in compliance to The Companies Act.
- In the event of the company failing to spend the allocated annual budget, reasons for not spending will be provided in the Company's Annual Report.
- The computation of average net profits will be carried out in accordance with the provisions of Section 198 of the Companies Act, 2013.
- The unutilized CSR budget from the two (02) per cent of the average net profit, if any, will be transferred to a separate bank account within 30 days from the end of financial year.
- The Board shall make disclosures in the Annual Report as per clause (o) of sub-section (3) of section 134 including particulars specified in annexures to the CSR Rules.
- Surplus arising out of CSR projects, programs or activities shall not form part of the business profits of the Company. Instead, the same will be further deployed for future CSR projects only.

Governance Structure

The CSR Committee will periodically review, monitor and update the Board about ongoing and any new CSR projects or programs, and the Board will ensure that the activities are included in this Policy are undertaken as per this Policy and in compliance with the CSR Rules.

The CSR Committee can also set up a CSR Administrative Committee to function under its direct supervision in order to ensure the day to day effective implementation of the CSR Policy of the company and to ensure the proper utilization of company's resources towards its CSR Objectives as defined under this policy.

Roles & Responsibility of the CSR Committee

- Formulate the CSR Policy and seek approval of the Board.
- Review the Policy on a yearly basis and make necessary changes from time to time, as required.
- Formulate and share the CSR action plan with budget for the year with the Board and seek approval.
- Implement the activities either through the implementation partner or directly through its internal team
- Spend the allocated amount on CSR activities once approved by the Board and create a transparent monitoring mechanism of CSR initiatives.
- Hold periodic meetings and have their decisions approved/ratified by the Board from time to time.

Composition of the CSR Committee

The CSR Committee of the Board of Directors is constituted with the following members:

1. Mr. Kanwaljit Singh (Director), Chairman
2. Mr. Sandeep Batra (Director), Member

Monitoring and reporting Framework

The Company shall institute a monitoring mechanism for its CSR programs to ensure that each program has:

- Targets, timelines and measureable parameters, wherever possible
- A reporting framework that is aligned with the requirements of the legal provisions.

Compliance

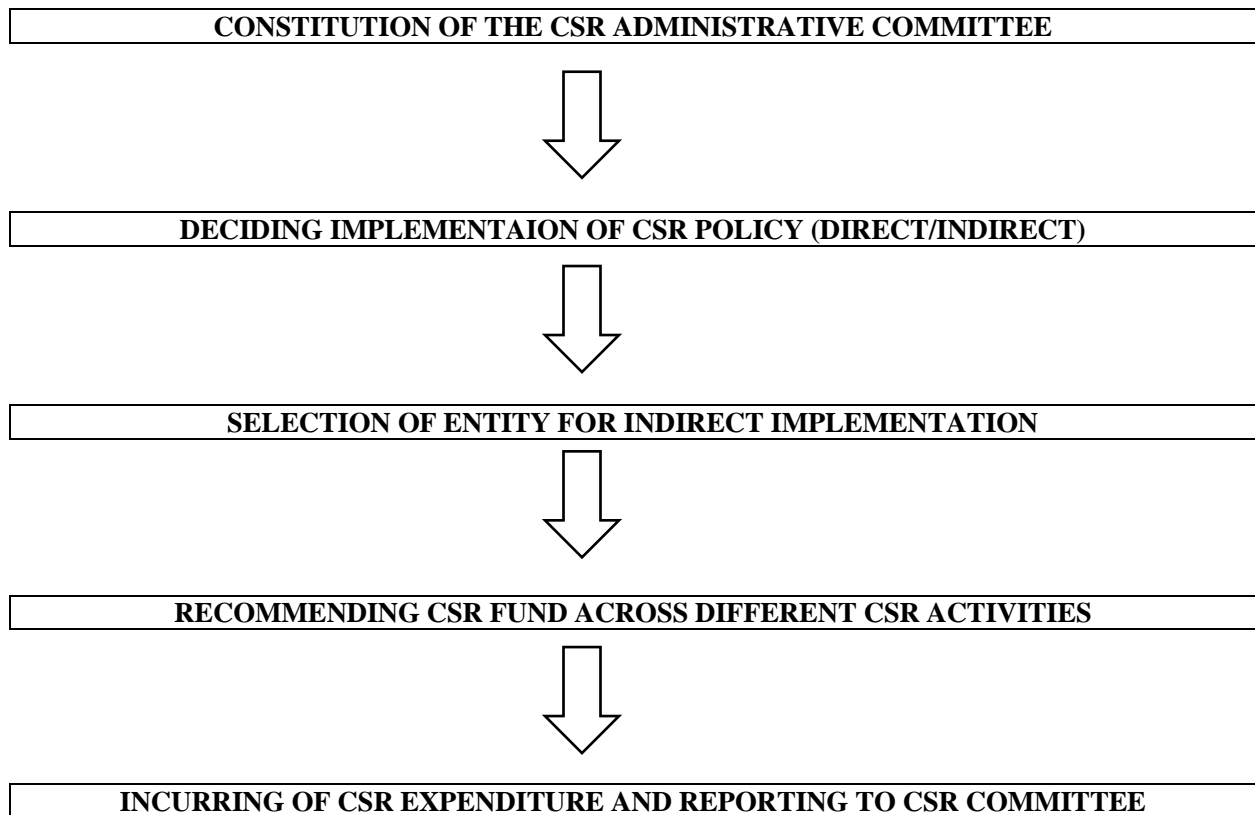
In compliance with the Legal Provisions, the Company will disclose the contents of this Policy in its Annual Report and also publish it on the Company's website.

CSR ADMINISTRATIVE COMMITTEE ACTION ROADMAP

The CSR Administrative Committee (the “Committee”) of the company Netambit Valuefirst Services Pvt Ltd (the “Company”) has been constituted on the recommendation of the CSR Committee of the company in order to assist, to provide support & aid to the CSR Committee of the company. It aims to guide the CSR Committee of the company and harness the potential of the company for the effective & efficient implementation of its CSR Policy (the “Policy”) pursuant to Section 135 of the Companies Act, 2013 and The Companies (Corporate Social Responsibility Policy) Rules, 2014, which has been duly approved by the Board of the Company, **to ensure vedic philosophy of “Sarva loka hitam” i.e. “the well-being of all.**

This Action roadmap has been drafted & prepared with utmost care & diligence in order to enable the Committee to extend the Corporate Social Responsibility beyond the ambit of business and should focus on a broad portfolio of assets - human, physical, environmental and social, so that not only value creation is ensured for all sections of the society by the actions of the company but also creating a positive impact on society as a whole

Broad Areas covered under this Roadmap are as follows:



1. CONSTITUTION OF THE CSR ADMINISTRATIVE COMMITTEE

The CSR Administrative Committee of the Company has been constituted keeping in mind the need of the CSR contribution of the company in the present times & to maximize the impact of CSR Actions of the company on the society along with Social, economic, ethical and moral responsibility of companies and its managers.

The Constitution of the Committee is as follows:

- Mrs. Dipti Batra (Chairman)
- Ms. Ritu Tiwari (Member)
- Mr. Nikhilesh Kumar Verma (Member)
- Mr. Vaibhav Jain (Member)
- Mr. Deepak Gupta (Member)
- Ms. Anahita Anand (Member)

The constitution of the committee can be changed, as & when considered necessary, at the discretion of CSR Committee.

The CSR Administrative Committee shall act as a guiding and advisory agency to the CSR Committee with regard to effective implementation of the CSR Policy of the company and shall provide assistance to the CSR Committee, as & when required, to make sure that Company's vision & mission regarding the benefiting Society as a whole is achieved.

2. DECIDING IMPLEMENTATION OF CSR POLICY (DIRECT/INDIRECT):

The CSR Policy of the company duly approved by the Board of the company can be implemented either directly by the company or through any NGO/Society/Trust, which duly fulfill the criteria as laid down under Rule 4(1) of The Companies (Corporate Social Responsibility Policy) Rules, 2014.

In order to implement the CSR policy through any NGO/Society/Trust, the committee shall ensure proper compliance of applicable laws, rules, standards, as may be in force, to avoid any legal non-compliance.

Moreover, the committee can also opt for both, Direct & Indirect Implementation and decide the ratio in which the CSR Fund of the company can be allocated, between Direct Execution by Company & Indirect Execution by NGO/Society/Trust.

3. SELECTION OF ENTITY FOR INDIRECT IMPLEMENTATION

Pursuant to Rule 4(1) of The Companies (Corporate Social Responsibility Policy) Rules, 2014, only some specified entities can undertake CSR activities on behalf of the company.

While selecting any such entity, due care should be given by the committee to make sure that the selected entity complies with all the norms as prescribed in aforementioned rules.

An exhaustive Checklist in this regard, for primary scrutiny of any entity to make sure that it can undertake CSR activities on behalf of the company, is provided below:

S. No.	Particulars	Remarks
1.	Category I -- Established by the Company, either Singly or along with any other Company	1. a company established under section 8 of the Companies Act, 2013, or 2. a registered public trust or a Registered Society, exempted under sub- clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and approved under 80G of the Income Tax Act, 1961 (43 of 1961)
	Category II -- Established by the State or Central government	1. a company established under section 8 of the Companies Act, 2013 2. a registered public trust or a registered
	Category III -- any entity established under an Act of Parliament or a State legislature	Any entity established under an Act of Parliament or a State legislature
	Category IV -- established track record of at least three years in undertaking similar activities.	1. a company established under section 8 of the Companies Act, 2013, or 2. a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and approved under 80G of the Income Tax Act, 1961 (43 of 1961)
2	Registration for Undertaking CSR Activity	Every entity who intends to undertake any CSR activity, shall register itself with the Central Government by filing the form CSR-1 and quote its unique CSR Registration Number everywhere.

Apart from the aforementioned checklist for primary scrutiny of any entity for its selection for undertaking CSR activities on behalf of the company, some other factors are also there, basis on which an entity should be selected by the committee. Some of them are as follows:

- ✓ Total No. of Experience
- ✓ Area Outreach
- ✓ Key Focus Area
- ✓ Area of Operations
- ✓ CSR projects accepted & delivered
- ✓ Population Covered
- ✓ Government/Private recognition
- ✓ National/International Certifications
- ✓ Impact Assessment
- ✓ Authenticity & Originality of Entity

All the documents that will be shared by the proposed entity for undertaking CSR Activity on behalf of company should be physically inspected & verified to make sure that all such documents are authentic, original & bona fide and are not forged, fake or dummy. Apart from Physical Inspection, Scrutiny & Cross-Verification of all the documents & information of the entity should also be ensured to avoid legal pitfall in future.

Basis all the above factors, any member of the Administrative Committee may propose the CSR activities which may be undertaken directly in their meeting. The committee members after deliberation give its consent by majority of votes of the members present in the meeting and thereafter the Chairman of the meeting may declare that the proposed activity may be undertaken by the Company directly and recommend it to the CSR committee for approval.

Any member of the Administrative Committee may propose name of NGO/Society/Trust in their meeting which fulfill the required criteria and the committee members after deliberation give its consent by majority of votes of the members present in the meeting and thereafter the Chairman of the meeting may declare that the proposed NGO/Society/Trust may be undertaken by the Company directly and recommend it to the CSR committee for approval.

4. RECOMMENDATION OF ALLOCATION OF CSR FUND ACROSS DIFFERENT CSR ACTIVITIES

After deciding whether to implement the CSR Policy of the company either on its own or through any implementing entity or by both (as specified in Point No. 2) and selection of Implementing Entity for the same, the next step under the Road map is to allocate the CSR Fund of the company across different CSR Activities in line with the CSR policy of the company.

Annual CSR Budget of the company which has been approved by the Board of the company, should be allocated wisely across all the CSR Activities that a company want to undertake to make sure that the ultimate objective of the CSR policy of the company is fulfilled and the benefit is actually passed on to the target audience.

The Annual CSR Budget approved by the Board should be allocated in such a way across different CSR Activities which are in harmony with the CSR Policy of the company and which also ensures effective & efficient utilization of the same. Moreover, the committee should also ensure that enough funds are allocated across each CSR Activity to make sure that it actually achieve the target for which it was incurred rather than just to fulfil the legal compliance of the same and the target audience is actually benefitted from the same.

5. INCURRING OF CSR EXPENDITURE AND REPORTING TO CSR COMMITTEE

After having Constituted CSR Committee, Deciding upon Implementation of CSR Policy, Selection of Entity and Recommending of CSR Funds across each CSR Activity, the last and utmost step in this Roadmap is Incurring of CSR Expenditure and Reporting of the same to CSR Committee.

The CSR Administrative Committee should incur the CSR Expenditure as per the approved CSR policy of the company, either directly or through Implementing Entity and should make sure all sections of society for whom CSR Policy was framed are actually benefitted from the same along with fulfilling all legal & statutory requirements for the same.

Moreover, while doing the CSR Activity, the Administrative Committee should try to record the same using Audio-Visual means (Clicking Photo and making video) and post it on various social media platforms including website of the company to maximize the reach of CSR Activities of the company and to let other know regarding the CSR Initiatives of the company, which will eventually create a favorable Public Image of the company and will also increase the Goodwill of the company.

After completing all steps, the Administrative Committee will prepare a brief report regarding the Implementation of CSR policy of the company which should cover all the details as detailed in this roadmap along with proof of incurring of CSR Expenditure and after that, it will present the said report to CSR Committee of the company & give them a brief overview of the entire process, which will help CSR Committee to analyze the complete process and take actions accordingly.