

Corporate Social Responsibility Policy

Danske IT and Support Services India Private Limited

Change log

Version	Author	Date	Change
2	Sandeep Mimani	17-01-2018	Updated section C, introduced new section D

Review and approval log

Version	Reviewer / Approver	Date	Result
2	CSR Working group	05/04/2018	No comments
2	CSR Committee	08/08/2018	Approved.

Definitions:

Act	Companies Act, 2013, as amended and modified from time to time;
Areas of Interest	The areas of interest as identified by The Company for implementing CSR goals and shall include the areas specified in Clause (B)(2) of this CSR Policy and shall include all CSR Activities as defined under the Act and CSR Rules from time to time;
Board	Board of Directors of the Company;
CSR	Corporate Social Responsibility;
CSR Activities	shall mean the specific activities listed in the Annexure that various Organizations shall engage in which shall be funded by The Company in accordance with the Act and CSR Rules;
CSR Committee	the committee of the Board constituted to implement, supervise and manage the CSR initiatives of The Company in accordance with the CSR Committee Charter and the provisions of the Act and CSR Rules;
CSR Commitment	shall mean at least 2% of the average net profits of The Company made during the three immediately preceding financial years as described in Clause (F) of this CSR Policy for conducting its CSR activities in accordance with the Act and CSR Rules;
CSR Policy	this CSR Policy of The Company (Danske IT and Support Services India Private Limited);
CSR Proposals	shall have the meaning ascribed to the term in Clause (G)(3) of this CSR Policy which shall be in accordance with the Act and CSR Rules;
CSR Rules	the Companies (Corporate Social Responsibility) Rules, 2014, as amended and modified from time to time;
Employees	Employees of The Company;
Funding	shall mean the disbursements that are to be made to an Organization pursuant to this CSR Policy, with the prior approval of the CSR committee and the Board in accordance with the Act and Rules;
Net Profit	shall have the meaning ascribed to it in the CSR Rules;
Organizations	Such organizations including NGOs as are permitted to receive Funding in accordance with the Act and CSR Rules;
The Company	Danske IT and Support Services India Private Limited;

A. PURPOSE

This CSR Policy establishes the scope, CSR goals of the Company and Funding approval process. This CSR Policy shall operate as the Corporate Responsibility Policy of the Company for the purposes of Section 135 of the Act and CSR Rules.

B. AIMS AND OBJECTIVES

- 1) The Company is not only committed to being a good citizen, but also to being a good neighbour in the communities we call home. We contribute as a company to various charitable causes and we seek to participate in ways that touch people's lives in these communities. The Company aims to create educated, healthy, sustainable and culturally vibrant communities.

We also support employees' commitment to our communities through various programs including our volunteerism initiatives.

- 2) Areas of Interest:

- a) Areas of Interest that The Company may undertake under the ambit of CSR are listed below:
 - i. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water;
 - ii. Promoting education, including special education and employment enhancing vocational skills especially among children, women and the differently abled and livelihood enhancement projects;
 - iii. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; day care centers and such other facilities and measures for reducing inequalities faced by socially and economically backward groups;
 - iv. Ensuring environmental sustainability, ecological balance, protection of flora and fauna and conservation of natural resources;
 - v. Protection of national heritage, art and culture; setting up public libraries; promotion and development of traditional arts and handicrafts;
 - vi. Contributions to the Prime Minister's National Relief 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;
 - vii. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
 - viii. Rural development projects;

- ix. The Company may contribute to other areas of interest as permitted under Schedule VII of the Act.
- b) The Company may update the above list as per Section 135 and Schedule VII of the Act as amended from time to time.
- c) The Company focuses its philanthropy primarily in geographic regions of India where the Company has a business presence. However, The Company may contribute to causes in other parts of India, if the CSR Committee is of the opinion that such contribution is appropriate.
- d) The Company will publish the list of specific projects / programs it plans to undertake for any financial year, and the modalities of execution, including implementation plan will be published as an Annexure to this policy from time to time.

C. COMPOSITION OF CSR COMMITTEE

- 1) The CSR policy and programs of the Company shall be appointed by, implemented, managed and supervised by the CSR Committee of the Board.
- 2) The Charter of the CSR Committee shall be approved by the Board and the CSR Committee shall comprise of 3 (three) Members of the Board. Subject to the requirements of the Act, the Board may increase or decrease the size of the CSR Committee by passing a resolution.
- 3) The current members of the CSR Committee shall be the following:

Name	Designation
Mr. Jan Olsen Steen	Director
Mr. Deval Jitendra Shah	Director
Mr. Mhaiskar Sandeep Ganesh	Director

- 4) Invitees to the CSR Committee: The CSR Committee may, at its discretion, invite employees of The Company from time to time to participate in the meetings of the CSR Committee and assist the CSR Committee in the implementation of the CSR Policy. Invitees to the CSR Committee meetings shall be entitled to participate in the deliberations of the CSR Committee but will not be entitled to vote at the meetings of the CSR Committee.

D. THE CSR WORKING GROUP – DANSKE IT

- 1) A working group will be formed with volunteers from the staff members of Danske IT This working group will work under the supervision of the CSR Committee and will support in the execution of the various CSR initiatives approved by the CSR Committee.
- 2) The CSR working group will actively explore opportunities for employee engagement apart from monitoring the execution of the various CSR initiatives.
- 3) **The CSR working group will have a separate charter to govern its composition and functioning. This charter needs to be approved by the CSR committee. s**

E. DECISIONS BY THE CSR COMMITTEE

- 1) The CSR Committee shall at all times act in a manner that is consistent with the provisions contained in this CSR Policy, the Act and CSR Rules.
- 2) The CSR Committee shall endeavour to arrive at all decisions by a consensus of all Members. However, in the event the CSR Committee is unable to arrive at such a consensus, the Chairman of the Committee may make the final decision
- 3) All decisions of the Committee shall be ratified by the Board.

F. MEETING OF THE CSR COMMITTEES

- 1) The CSR Committee shall meet as frequently as it determines necessary but at least twice annually.
- 2) The CSR Committee shall maintain minutes of each of its meetings.
- 3) The CSR Committee shall review proposed projects and make recommendations to the Board for approval of such projects and allocation of Funding in accordance with the CSR Committee charter.
- 4) The final decision with regards to the acceptance or rejection of a CSR Proposal shall be with the Board.

G. CSR COMMITMENT

- 1) The CSR Commitment of The Company for each financial year as approved by the board shall comprise of the following:
 - a. 2% (two percent) of the average Net Profits of The Company for the last 3 (three) financial years;
 - b. any income arising from the CSR Commitment; and
 - c. Surplus arising out of CSR activities, if any.
- 2) The CSR Commitment shall be used exclusively for undertaking specific CSR activities as listed in the Areas of Interest above which are in compliance with the requirements of the Act and Rules. Modalities of execution of such CSR Activities and implementation schedules for the same shall be listed in Annexure A to this policy and Annexure A shall be updated from time to time.
- 3) Surplus arising out of CSR activities shall not form part of the business profits of The Company.
- 4) CSR Activities will be funded during the Financial Year with an aim to contribute for the CSR Commitment in relation to such financial year by the end of the relevant financial year.
- 5) Up to 5% (five percent) of the CSR Commitment may be spent towards administrative costs, personnel costs and other CSR costs.

H. IMPLEMENTATION

- 1) The CSR Committee may identify external organizations and / or entities to assist with the various aspects of implementation of this policy including but not limited to identifying Organizations, obtaining CSR Proposals, conducting due diligence of Organizations etc. from time to time as approved by the CSR Committee and the Board. The CSR Committee shall institute a transparent monitoring mechanism for implementation of the CSR activities or programs undertaken by The Company.
- 2) Identification of CSR Proposals: The CSR Committee may identify and receive CSR project proposals from an Organization in line with Areas of Interest as set out herein provided:
 - a. CSR proposals received from an Organization shall include the following:
 - i. information about the Organization and projects that they have undertaken in the past three years;
 - ii. Proven track record of the organization for the past 3 (three) years in the area of project activity that it has been nominated for.
 - iii. Information of the project and the activities that the Organization proposes to undertake in relation to which Funding is sought from The Company;
 - iv. contain detailed budget indicating various heads under which expenditure is proposed to be made and the quantum of such expenditure;
 - v. The impact of the activities that are proposed to be conducted;
 - vi. Any other information that may be material for The Company to make an informed decision on supporting the project. Such information may include but is not limited to relationships that the Organization (directors, employees, etc.) may have with any Employee of The Company;
 - vii. Proof of registration under the Foreign Contribution (Regulation) Act, 2010.
 - viii. A completed Funding Request Form of The Company.
 - b. Upon receipt of Proposals, the CSR Committee shall conduct appropriate due diligence of the CSR Proposal and the Organization either directly or through external organizations and / or entities to ensure alignment with this CSR Policy and to ascertain the following:
 - i. Relevance of the CSR Proposal to the Areas of Interest.
 - ii. Appropriateness of project financials, the budget and timelines.
 - iii. Impact on targeted beneficiaries.
 - iv. Is the CSR activity permitted under the Act and Rules.
 - v. Assessing whether the proposal is purely philanthropic;
 - Has no direct or indirect benefit to The Company or its employees; has no conflicts of interest or self-dealing exist;
 - Has no political or religious affiliation;
 - Has no activity that is inconsistent with The Company's non-discrimination Policies; and
 - Upholds requirements under the Foreign Corrupt Practices Act, 1977
- 3) Approval Process:
 - i. Upon receipt of the CSR proposal, the CSR Committee shall evaluate the same in accordance with this policy.

- ii. The CSR Committee may take such time as it deems necessary to deliberate and come to a conclusion regarding a CSR Proposal. The CSR Committee may, approve or decline a CSR Proposal.
- iii. All Funding to Organizations must be approved in advance by the CSR Committee and the Board and such approval shall be obtained prior to making any commitment to the Organization in this regard.
- iv. Subsequent to the approval of the CSR Proposal by the CSR Committee, the CSR Proposal shall be placed before the Board together with the recommendations of the CSR Committee for its consideration and approval. The Company will provide Funding only to such projects as may be approved by the Board.

4) Post Approval Process

Subsequent to the approval of the CSR Proposal by the Board, The Company and the Organization shall enter into appropriate documentation regarding the terms of the Funding and the manner in which such Funding shall be disbursed by The Company. Such documentation shall be in a form and substance that is acceptable to the CSR Committee and the Board.

I. MONITORING MECHANISM

- a) Organizations receiving Funds will be required to provide evaluation information on a periodic basis with details on the status of the CSR Activities, including details concerning the project deliveries, costs incurred, and in a manner prescribed by The Company.
- b) A summary of these reports shall be tabled before the meetings of the CSR Committee. Detailed reports will be available for further perusal of the members of the CSR Committee as required.
- c) The Company reserves the right to suspend payments to an Organization that delays and or fails to provide, to The Company's satisfaction, details concerning the use of the Funds.

J. REPORTING MECHANISM

The Company shall publish its annual report on CSR Activities in its Directors Report in the manner prescribed under the Companies Act 2013 and the CSR Rules. **This policy will also be available on The Company's portal.**

Policy: Danske IT and Support Services India Private Limited Corporate Social Responsibility Policy.

Annexure

Sl. No.	Projects identified for implementation	Implementation Partner / NGO	Location / State	Timelines
1.	Health Care and protection. Education and re-habitation of under privileged children	Need Base India	Bangalore, Karnataka	Long term project starting from FY 2016-17