

<b>FUJITEC</b>	<b>FUJITEC INDIA PRIVATE LIMITED</b>	Document Number:
<b>Name of Policy</b>	<b>CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY</b>	<b>B/POL/01/2022</b>

<b>Name of Policy</b>	CSR Policy	<b>Original Date</b>	18-03-2022
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## POLICY FOR CORPORATE SOCIAL RESPONSIBILITY

### I. TITLE:

The document describes the Corporate Social Responsibility Policy ("CSR policy") of Fujitec India Private Limited and is titled as the "CSR Policy" and shall include any alterations, amendments or modifications hereto from time to time.

### II. OBJECTIVE AND APPLICABILITY:

1. The CSR Policy sets out our commitment to ensuring that our activities extend beyond business and include initiatives and endeavours for the benefit and development of the community and society. The CSR Policy lays down the guidelines for undertaking programmes geared towards social welfare activities or initiatives. The Policy shall apply to all CSR projects, programs, activities undertaken by the Company in accordance with the CSR Policy.
2. The key purpose of this policy is to:
  - Establish a consistent CSR framework
  - Identify broad areas in which projects will be undertaken
  - Serve as a guiding document to help define, execute, monitor and report projects
  - Enable capability assessment of implementation agencies
  - Explain CSR governance structure
  - Define the manner in which the surpluses from projects will be treated
3. This CSR Policy has been framed in accordance with the applicable provisions of the Companies Act, 2013 ("Act") and the rules issued thereunder.
4. Notwithstanding anything to the contrary contained in this CSR Policy but subject to applicable law, in the event that the Company fails to meet the thresholds set out under Section 135(1) of the Act for three consecutive financial years, it shall not be required to:
  - (i) Constitute/maintain the CSR Committee; and

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(ii) Comply with the provisions of this CSR Policy

till such time as it again meets the criteria specified in Section 135(1) of the Act.

### III. SCOPE

This policy will cover all CSR activities implemented/ to be implemented by the Company on its own, through own trust/society or group company trust/society, through an external registered trust/society or NGO with at least 3 years track record or through a company established under section 8 of the Act by the Company.

### IV. DEFINITION AND INTERPRETATION

Terms not defined shall have the meanings as defined in the Companies Act, 2013 and Companies (Corporate Social Responsibility) Rules framed thereunder including any statutory modifications or re-enactments thereof.

In this document the following expressions including their grammatical variations and cognate expressions shall, unless repugnant to the context or meaning thereof, have the meaning assigned to them respectively hereunder:

- i. "Act" means the Companies Act, 2013 including any statutory modification or re-enactment thereof.
- ii. "Board" means the Board of Directors of the Company.
- iii. "Board's Report" shall mean report of the Board of Directors prepared in accordance with section 134(3) of the Companies Act, 2013.
- iv. "Company" means Fujitec India Private Limited, a Company registered under the Companies Act 1956 having CIN: U29150TN2004PTC068688.
- v. "CSR" means Corporate Social Responsibility.
- vi. "CSR Activities" means such programs and projects as may be approved by the Board in terms of this CSR Policy.
- vii. "CSR Committee" means a committee constituted by the Board of Directors in terms of Section 135 of the Act and the CSR Rules.

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- viii. "CSR Rules" means the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time.
- ix. "CSR Expenditure" means the amount recommended by the CSR Committee to be incurred on the CSR Activities in India in terms of the Act and the CSR Rules as approved by the Board from time to time.
- x. "Director" means a member of the Board of the Company.
- xi. "Implementing Agency" means an implementing agency as defined under paragraph VII (3).
- xii. "Implementation Group" means an implementation group as defined under paragraph VII (2).
- xiii. "Society" means a society registered under the Societies Registration Act, 1860 or any other applicable law in India.
- xiv. "Trust" means a trust registered under the Indian Trusts Act, 1882 or any other applicable law in India.

#### **V. CSR COMMITTEE**

Pursuant to Section 135(9) of the Companies Act 2013, till the amount to be spent by the Company exceeds 50 lacs, the functions of CSR committee shall be discharged by the Board.

1. The CSR Committee shall be responsible for providing recommendations to the Board with respect to CSR Activities that may be undertaken by the Company in accordance with the CSR Policy as well as the Act and the CSR Rules.
2. The CSR Committee shall formulate and recommend to the Board, **an annual action plan** in pursuance of its CSR policy, which shall include the following, namely: -
  - (a) the list of CSR projects or programmes 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 or programmes as specified in;
  - (c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;

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(d) monitoring and reporting mechanism for the projects or programmes; and

(e) details of need and impact assessment, if any, for the projects undertaken by the company:

3. The CSR Committee shall consist of at least two or more directors of the Company having as the Board may deem fit from time to time. The number of members of the CSR Committee and their powers and functions can be specified, varied, altered or modified from time to time by the Board, subject to the provisions of the applicable law.
4. The Chairperson of the Committee shall be designated by the Board from among the Committee members. The Company Secretary of the Company shall act as Secretary to the Committee.
5. The CSR committee may meet as and when required. The CSR Committee shall be entitled to invite any person to attend its meetings and participate in the discussion and deliberations if it so thinks fit.
6. The quorum necessary for the transaction of business of CSR Committee shall be 2 members or 1/3rd of the total committee members, whichever is higher. The meetings shall be held at the registered office or at any other place as may be agreed by the members of the Committee.
7. All questions of interpretation or discrepancies which shall arise under, or as a result of, or pursuant to, or in connection with the implementation of the CSR Policy or any initiative or activities undertaken by the Company in terms of the CSR Policy, shall be referred to the CSR Committee for their inputs and the final decision/determination/ interpretation shall rest with the Board.
8. No member of the CSR Committee shall be personally liable for any decision or action taken in good faith with respect to the CSR Policy.
9. Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.
10. CSR Committee shall perform all functions as may be delegated by the Board from time to time.

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11. CSR Committee shall monitor the CSR policy as approved by the Board.

12. The CSR Committee shall recommend the approach and direction of CSR activities to be undertaken by the company and also provide Guiding principles for

- (i) Selection of CSR projects / programmes / activities
- (ii) Implementation of CSR projects / programmes / activities
- (iii) Monitoring of CSR projects / programmes / activities
- (iv) Formulation of the annual action plan

#### **VI. CSR ACTIVITIES**

1) The Board/Committee shall ensure that the CSR Activities that are undertaken by the Company should be within the scope of the following activities:

(i) Eradicating hunger, poverty and malnutrition, promoting health care 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 centres 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 set-up 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 art and handicrafts;

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(vi) measures for the benefit of armed forces veterans, war widows and their dependents, 9[ Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows];

(vii) training to promote rural sports, nationally recognised 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 govt. for socio economic development and relief and welfare of the schedule caste, 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, 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).

(x) rural development projects.

(xi) slum area development.

Explanation. - For the purposes of this item, 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.]

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- (xii) disaster management, including relief, rehabilitation and reconstruction activities.
- 2) Company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for Corporate Social Responsibility activities.
  - 3) Based on the scope of activities set out in paragraph VI (i) above the CSR Committee shall provide recommendations to the Board with respect to specific CSR Activities that may be undertaken by the Company.
  - 4) The Board shall ensure that appropriate designated staff or personnel provide adequate assistance (viz. data collection, survey, quotations and costs involved etc) to the CSR Committee to enable it to make necessary recommendations to the Board. For this purpose, the CSR Committee may also approach external consultants for necessary assistance as it may deem fit at such costs as may be approved by the Board.
  - 5) Based on the recommendations of the CSR Committee, the Board shall approve the following:
    - (i) The specific CSR Activities that should be undertaken by the Company from time to time;
    - (ii) the annual action plan recommended by the CSR Committee and amendment thereto during the financial year, if any, recommended by the CSR Committee based on reasonable justification to that effect
    - (iii) project as on-going multi-year project and extend the duration for spending beyond one year based on reasonable justification
    - (iv) The amount that should be deployed towards such CSR Activity;
    - (v) Whether the CSR Activities will be undertaken directly by the Company or through an Implementing Agency or in collaboration with any other companies [and record reasons for the same].

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## VII. IMPLEMENTATION OF THE CSR POLICY

1. The Board/ Committee shall be responsible for implementing the mandate of the CSR Policy and shall ensure that the CSR Activities are carried out in accordance with the CSR Policy read with the Act and CSR Rules.
2. The Board/ Committee shall nominate a senior official or constitute an implementation group for the purposes of implementation of the CSR Activities approved by the Board from time to time, the senior official or the Implementation Group”) so nominated shall report of the progress on the CSR Activities to the Board as well as the CSR Committee.
3. Mode of Implementation: The CSR Activities may be undertaken by the Company directly through the Implementation Group or with the prior approval of the Board/ Committee,
  - (i) Through a Trust, or a Society or a company established by the Company or its holding or subsidiary or associate company under Section 8 of the Act or otherwise; and/ or
  - (ii) Through a Trust, or a Society or a company established under section 8 of the Act with a established track record of three years in undertaking similar programs or projects; and/ or
  - (iii) In collaboration with other companies or NGOs
  - (iv) In collaboration with any Industry Body coordinating such activities
  - (v) Direct contribution / implementation of any project approved by CSR committee/Board
  - (vi) Contribution to PM Relief Fund or any other fund as may be notified by Govt
  - (vii) Voluntary work undertaken by its employees and logged on to Global Volunteer Month web site or monitored in any other way by the company.
4. The Board shall empower the senior official or the Implementation Group to finalize, approve and execute various agreements, deeds, writings, confirmations, undertakings or other documents, as may be necessary, or otherwise, with any party including Implementing Agencies and/or others for the purposes of the CSR



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Policy and accept modifications, changes and amendments to any such documents/ agreements as it may deem fit.

5. In case of failure to ensure the minimum CSR Expenditure, details reasons for the same should be submitted by the senior official of the Implementation Group to the Board, who shall include the same in their report.

#### **VIII. CSR EXPENDITURE**

1. The CSR Committee shall recommend the amount of CSR Expenditure to be incurred in a year, in accordance with the Act and the Rules. For this purpose, the Board shall ensure that a designated officer from the [finance department] of the Company provides the relevant financial data and such other necessary details to the CSR Committee to enable the Committee to recommend to amount of CSR Expenditure to the Board.
2. The Board shall be responsible for sanctioning the CSR Expenditure and taking steps to ensure that the amount for the CSR Expenditure is available to the Implementation Group for application towards the CSR Activities.
3. The Board shall ensure that the CSR Expenditure in a financial year is at least at two per cent of the average Net Profits of the Company made during the three immediately preceding financial years, if required, to be spent as per the Act.
4. Any surplus arising out of the CSR Activities shall not form part of the business profit of the Company and may only be re-allocated to the CSR Activities being undertaken in terms of this CSR Policy and such surplus shall not be included in the spend amount calculated in point (3) above.
5. In order to count towards CSR Expenditure, CSR Activities must be carried out in India and should not be solely for the benefit of the employees of the Company and their families.
6. Any amounts contributed directly or indirectly to any political party under Section 182 of the Act will not count towards CSR Expenditure or considered a part of CSR Activities.

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7. Any amounts expended while undertaking activities in pursuance of normal course of business of a Company or on an item not in conformity or in line with activities set out in Schedule VII of the Act, will not form a part of CSR Expenditure.
8. The Board of a company ensure that the administrative overheads do not exceed 5% of total CSR expenditure of the company for the financial year.
9. The Board of a company shall satisfy itself that the funds so disbursed have been utilised for the purposes and in the manner as approved by it and the Finance Head shall certify to the effect.

#### **IX. MONITORING**

1. To ensure that the objectives of CSR Policy are being met in an efficient and effective manner, the utilisation of the amount sanctioned towards CSR Activities should be reported by the senior official or Implementation Group to the Board as well the CSR Committee on an annual basis in such manner as the Board may direct.
2. In the event any of the CSR Activities are undertaken through an Implementing Agency, the Implementation Group should obtain relevant information from the Implementing Agency and ensure that the progress on such CSR Activity is submitted to the Board as well the CSR Committee as well as to the Board on an annual basis in such manner as the Board may direct.
3. Upon receipt of such progress report by the Implementation Group, the CSR Committee may review and deliberate upon such reports and provide such inputs or recommendations, as it may deem necessary, to the Board.
4. Notwithstanding anything to the contrary, the Board shall not be obliged to comply with the recommendations of the CSR Committee.

#### **X. IMPACT ASSESSMENT**

The Company shall undertake impact assessment of the relevant CSR projects:

- i. in accordance the provisions of the Act/Rules, if the Company meets the threshold as prescribed under the Rules; or

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- ii. as per the decisions of the Board or CSR Committee or any person/body authorised by the Board.

The impact assessment reports if undertaken then it shall be placed before the Board and shall be annexed to the annual report on CSR. The expenditure for undertaking impact assessment may be booked towards CSR spend, in accordance with the provisions of the Rules.

#### **XI. REPORTING AND RECORD KEEPING**

1. The CSR Committee shall maintain proper minutes of all its meetings.
2. The Board's report of the Company shall include an annual report on CSR containing the particulars as may be prescribed from time to time under the Act and the CSR Rules.
3. The Board will be responsible to ensure that:
  - (i) The report of the Board includes the annual report on CSR Activities of the Company and sets out the requisite information in terms of the Act and the Rules;
  - (ii) The contents of the latest and updated version of the CSR Policy is included in the report of the Board;
  - (iii) The contents of such policy are also made available on the website of the Company.
  - (iv) In case of failure to ensure the minimum CSR Expenditure, detailed reasons for the same are adequately disclosed in the Board Report.

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## **XII. AMENDMENT**

The Board of the Company may, subject to compliance with applicable law, at any time alter, amend or modify the CSR Policy as it deems fit to comply with the statutory obligation of the Company to undertake the CSR Activities.

**For FUJITEC INDIA PRIVATE LIMITED**

Sd/-

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