


Document Name	Corporate social Responsibility policy	Document Number	MS/SOP/ RP
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<h2 style="margin: 0; color: #0070C0;">MYND SOLUTIONS PRIVATE LIMITED</h2> <h3 style="margin: 0; color: black;">Corporate Social Responsibility Policy</h3>
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1. Objective

At Mynd Solutions Private Limited ("the Company"), we are committed to creating a meaningful and lasting impact on society by enhancing the quality of life for individuals, their families, and the broader community. We recognize our role as a responsible corporate citizen and strive to contribute to the social and economic development of underprivileged sections of society.

Our CSR initiatives are driven by the fundamental belief in helping, caring, and sharing to uplift those who lack access to basic necessities. Beyond business objectives, we actively seek to make a positive difference by supporting initiatives that promote welfare and sustainable development.

This **Corporate Social Responsibility (CSR) Policy** outlines the Company's commitment to social responsibility and serves as a guiding framework for implementing impactful CSR initiatives. It has been formulated in accordance with the provisions of the Companies Act, 2013, and the rules prescribed thereunder, ensuring compliance with statutory requirements while fostering social well-being.

Through this policy, we endeavour to give back to society in a meaningful way, reinforcing our commitment to ethical and sustainable corporate practices.

2. CSR APPLICABILITY


As per Section 135(1) of the Companies Act, 2013, Every company having:

- Net worth of INR 500 crore or more; or
- Turnover of INR 1000 crore or more; or
- Net Profit of INR 5 crore or more

during the immediately preceding financial year - shall be required to constitute a Corporate Social Responsibility Committee of the Board ("hereinafter CSR Committee").

2. DEFINITIONS AND INTERPRETATION

- 1) **"Act"** means Companies Act, 2013 including any Statutory modification or re- enactment thereof.
- 2) **"Board"** means Board of Directors of the Mynd Solutions Private Limited.
- 3) **"Corporate Social Responsibility" (CSR)** means the activities undertaken by the Company in pursuance of its statutory obligation laid down in section 135 of the Act in accordance with the provisions contained in the CSR Rules, but shall not include the following, namely:
 - a) activities undertaken in pursuance of normal course of business of the Company.
 - b) any activity undertaken by the Company outside India except for training of Indian sports personnel representing any State or Union territory at national level or India at international level.
 - c) contribution of any amount directly or indirectly to any political party under section 182 of the Act.

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- d) activities benefitting employees of the Company as defined in clause (k) of Section 2 of the Code on Wages, 2019 (29 of 2019).
 - e) activities supported by the Company on a sponsorship basis for deriving marketing benefits for its products or services.
 - f) activities carried out for fulfilment of any other statutory obligations under any law in force in India.
- 4) **“CSR Rules”** means the Companies (Corporate Social Responsibility Policy) Rules, 2014.
 - 5) **“CSR Committee”** means Corporate Social Responsibility Committee of the Board, if any.
 - 6) **“CSR Policy/ Policy”** means Corporate Social Responsibility Policy of Mynd Solutions Private Limited.
 - 7) **“CSR Activities”** means the activities to be undertaken by Mynd Solutions Private Limited in areas or subject specified in Schedule VII to the Act and specified under this Policy.
 - 8) **“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.
 - 9) **“Employee”** means employee of Mynd Solutions Private Limited.
 - 10) **“International Organization”** means an organization notified by the Central Government as an international organization under section 3 of the United Nations (Privileges and Immunities) Act, 1947 (46 of 1947), to which the provisions of the Schedule to the said Act apply.
 - 11) **“Net Profits”** means the net profit of the Company as per its financial statement prepared in accordance with the applicable provisions of the Act but shall not include
 - a) any profit arising from any overseas branch or branches of the Company (whether operated as a separate company or otherwise); and
 - b) any dividend received from other companies in India, which are covered under and complying with the provisions of Section 135 of the Act.
 - 12) **“Ongoing Project”** means a multi-year project undertaken by a Company in fulfilment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the board based on reasonable justification.

Words and expressions used and not defined in this Policy but defined in the Act and CSR Rules shall have the same meanings respectively assigned to them in the Act and the CSR Rules.

3. CSR OBLIGATION

As per Section 135 (5) of the Companies Act 2013, All such companies which are covered under the ambit of CSR, shall spend, in every financial year, **at least two percent of the average net profits of the company made during the three immediately preceding financial years**, in pursuance of its Corporate Social Responsibility Policy.

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It has been clarified that the average net profits shall be calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.

4. CSR Activities

The Board shall ensure that the CSR Activities that are undertaken by the Company should be within the scope of the following activities as specified under the Schedule VII of the Companies Act, 2013:

- Eradicating hunger, poverty and malnutrition, promoting 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
- Scholarship to the students, trainees etc., introduction of earn while you learn scheme to the poor students.
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such 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, agro forestry, 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 building and sites of historical importance and works of arts and setting up public libraries, promotion and development of traditional art and handicrafts.
- Measure for benefits 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 recognised sports, Paralympics sports and Olympic sports.
- Contribution to the Prime Ministers 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 SC, ST and other backward classes, minorities and women.
- 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
- 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).

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- rural development projects
- slum area development
- Disaster management and activities including those related to amelioration and mitigation.

The CSR activities may be either independent projects and programs or activities, either new or ongoing, but will not include the activities that are undertaken in pursuance to the normal course of the business. Similarly, contribution of any amount directly or indirectly made to any political party shall not be considered as CSR activity. While, taking up any CSR activities and for spending the amount ear marked for CSR activities, preference shall be given to local areas and areas in and around where the branches operate

5. CSR Committee

As provided under Section 135 (1) itself, the companies shall be required to constitute Corporate Social Responsibility Committee of the Board "hereinafter CSR Committee". The CSR committee of the Board shall be constituted by the Board of Directors of the Company from time to time. The CSR Committee shall comprise of 3 or more directors, out of which at least one director shall be an independent director.

[Provided that where a company is not required to appoint an independent director under sub-section (4) of section 149, it shall have in its Corporate Social Responsibility Committee two or more Directors.]


The CSR Committee shall endeavour to meet atleast once in a Financial Year.

However, As per Section 135 (9) of the Companies Act, 2013, where the amount to be spent by a company under CSR obligation does not exceed INR 50 Lakh (Indian Rupees Fifty Lakh), the requirement for constitution of the Corporate Social Responsibility Committee as specified under sub- section 135(1) shall not be applicable and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of the Company.

6. Role And Functions of CSR Committee

The Corporate Social Responsibility Committee shall—

- formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII.
- recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- monitor the Corporate Social Responsibility Policy of the company from time to time.
- formulate and recommend to the Board for its approval, an Annual Action Plan in pursuance of this CSR policy; and
- make recommendation to the Board for alteration of Annual Action Plan if required at any time during the financial year based on reasonable justification.
- ensure that the activities as are included in Corporate Social Responsibility Policy of the company are undertaken by the company.
- ensure that the company spends, in every financial year, at least two per cent. of the average net profits of the company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy

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- h) In case of ongoing project, monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall be competent to make modifications, if any, for smooth implementation of the project within the overall permissible time period;

7. Role And Functions of Board

The Board shall:

- a) constitute a CSR Committee of the Board, if applicable and required under the Act.
- b) disclose the composition of the CSR Committee in the Board's report, if any.
- c) after taking into account the recommendations made by the Corporate Social Responsibility Committee, approve the Corporate Social Responsibility Policy for the company and disclose contents of such Policy in its report and also place it on the company's website, if any.
- d) ensure that the activities as are included in Corporate Social Responsibility Policy of the company are undertaken by the company.
- e) ensure that the company spends, in every financial year, at least two per cent. of the average net profits of the company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy:
- f) if the Company fails to spend such amount as specified above, then in its report made under clause (o) of sub-section (3) of section 134 of the Act, specify the reasons for not spending the amount and, unless the unspent amount relates to any ongoing project referred to in sub-section (6) of section 135 of the Act, transfer such unspent amount to a Fund specified in Schedule VII to the Act, within a period of six months of the expiry of the financial year
- g) if any amount remaining unspent under sub-section (5) of section 135 pursuant to any ongoing project, transfer within a period of thirty days from the end of the financial year to a special account to be opened by the company in that behalf for that financial year in any scheduled bank to be called the Unspent Corporate Social Responsibility Account, and such amount shall be spent by the Company in pursuance of its obligation towards the CSR Policy within a period of three financial years from the date of such transfer, failing which, the company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.
- h) satisfy itself that the CSR funds disbursed have been utilised for the purposes and in the manner as approved by it and the Chief Financial Officer or the person responsible for financial management shall certify to the effect.
- i) approve the Annual Action Plan, as recommended by the CSR Committee, if any.
- j) alter the Annual Action Plan at any time during the financial year, as per the recommendation of its CSR Committee, if any, based on the reasonable justification to that effect.
- k) ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the Company for the financial year.
- l) pass a resolution for setting off the CSR amount spent in excess of requirement provided under sub-section (5) of section 135, against the requirement to spend under sub-section (5) of section 135 up to immediate succeeding three financial years.
- m) make disclosures in the Board's Report as required under Rule 8 of the CSR Rules.
- n) undertake impact assessment if required under Rule 8 of the CSR Rules and take note of the impact

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assessment reports which are mandatorily required to be placed before it;

- o) mandatorily disclose the composition of the CSR Committee, if any, and CSR Policy and Projects approved by the Board on website of the Company for public access.

8. PROJECT SELECTION AND IMPLEMENTATION

Project Selection:

Projects shall be selected on the basis of need identification studies, internal need assessment or receipt of proposals. Projects shall be evaluated against goals and milestones defined for the project together with the implementing agency (if any).

Project Implementation:

The Board may decide to undertake the CSR activities approved by the CSR committee either itself or through.

- a registered 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 80 G of the Income Tax Act, 1961 (43 of 1961), established by the Company either singly or along with any other company; or
- 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; or
- company established under section 8 of the Act, or 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 80 G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.


The implementation modalities may be modified from time to time.

The Company may also engage international organisations for designing, monitoring and evaluation of the CSR projects or programmes as per this CSR policy as well as for capacity building of its own personnel for CSR.

The Company may also collaborate with other companies for undertaking projects or programmes or CSR activities in such a manner that the CSR Committees of respective companies (wherever Committees are been constituted as per the provisions of the Act read with CSR Rules) are in a position to report separately on such projects or programmes in accordance with the CSR Rules.

Partner Qualifications and Due Diligence:

If Company enrolling an implementation agency, Company shall undertake measures to ensure that projects are awarded to certified implementation agencies, be its vocational training institutes, registered trusts, societies, or Section 8 Companies operating in India. The Company shall ensure that the implementation agencies have a clearly explained mission/vision and an established track record of atleast three years in undertaking similar projects or programs. They should be able to produce their latest audit, annual reports, and registration forms

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according to Section 80G/12A of the Income Tax Act, 1961. Potential partner NGOs will undergo comprehensive due diligence and will be checked to ensure that they fulfill the criteria listed in Section 135 read with CSR Rules.

9. ANNUAL ACTION PLAN

The CSR Committee shall formulate an Annual Action Plan in pursuance of this CSR policy, which shall include the following, namely:

- (i) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act.
- (ii) the manner of execution of such projects or programmes as specified in sub-rule (1) of Rule 4.
- (iii) the modalities of utilisation of funds and implementation schedules for the projects or programmes.
- (iv) monitoring and reporting mechanism for the projects or programmes; and
- (v) details of need and impact assessment, if any, for the projects undertaken by the company.

The Board may alter such plan at any time during the financial year, as per the recommendation of the CSR Committee, based on the reasonable justification to that effect.

10. Failure to Spend the CSR Amount


If the company fails to spend CSR amount under Section 135 (5), the Board shall, in its report made under sub-section (3) of section 134, specify the reasons for not spending the amount and, unless the unspent amount relates to any ongoing project, the same shall be transferred to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.

However, As per Section 135 (6) any CSR amount remaining unspent which related to any ongoing project undertaken by a company in pursuance of its Corporate Social Responsibility Policy, shall be transferred by the company within a period of thirty days from the end of the financial year to a special account to be opened by the company in that behalf for that financial year in any scheduled bank to be called the "Unspent Corporate Social Responsibility Account", and such amount shall be spent by the company in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer, failing which, the company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.

11. Default in Complying with section 135(5) and 135(6)

If a company makes any default in complying with the provisions of sub-section (5) or sub-section (6) of Section 135, the company shall be liable to a penalty of twice the amount required to be transferred by the company to the Fund specified in Schedule VII or the Unspent Corporate Social Responsibility Account, as the case may be, or one crore rupees, whichever is less,

and

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Every officer of the company who is in default shall be liable to a penalty of one-tenth of the amount required to be transferred by the company to such Fund specified in Schedule VII, or the Unspent Corporate Social Responsibility Account, as the case may be, or two lakh rupees, whichever is less.

12. Set off in case of Excess CSR Spend

In case, the company spends an amount in excess of the CSR obligation as calculated under Section 135(5), such company may set off such excess amount against the requirement to spend under Section 135(5) up to immediate succeeding three financial years subject to the conditions that -

- (i) the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any; and
- (ii) the Board of the company shall pass a resolution to that effect.

13. REPORTING AND MONITORING

The Board of the Company or its CSR Committee shall monitor the implementation of the CSR projects as required under the Companies Act 2013 and examine whether the funds provided by the Company are utilized in accordance with the approved plans and report to the Board of Directors or its committee. The management shall provide a detailed report of CSR activities carried out as well as budgets utilized in the prescribed format to the Company's Board or its committee.

In case of ongoing project, the Board shall monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall be competent to make modifications, if any, for smooth implementation of the project within the overall permissible period.


The annual action plan of the Company would include the manner of execution of CSR projects or programmes to be undertaken by the Company, the modalities of utilization of funds and implementation schedules for the projects or programmes, and monitoring and reporting mechanism for the projects or programmes and details of need & impact assessment, if any, for the projects undertaken by the Company.

If for any reason, the Company is unable to utilize the entire funds provided by the Company, such. unutilized funds shall be treated in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as may be amended from time to time.

14. Core Focus Areas

Our CSR initiatives will focus on the following areas:

- **Education and Skill Development:** Collaborating with organizations to amplify and provide quality education to underprivileged children and promoting digital literacy to bridge the global digital divide.
- **Environmental Sustainability:** Promoting eco-friendly practices and drive initiatives on environmental sustainability.
- **Disaster Relief and Pandemic Response:** Assisting affected communities in times of need.

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15. CSR Strategies

To implement our CSR vision effectively, we will:

- Partner with educational NGOs for skill enhancement and development.
- Launch mentorship programs for underprivileged students, providing career advice and exposure to the various career options.
- Establish scholarship programs and internships for disadvantaged students in fields like technology, finance, HR, and more.

16. Expected Benefits

- **Social Impact:** Empower underserved communities by providing them with essential skills and opportunities.
- **Brand Equity:** Strengthen our reputation as a socially responsible organization committed to societal well-being.
- **Talent Development:** Contribute to the creation of a future-ready workforce.

17. Display of CSR Policy on the Website

The contents of the CSR policy of the Company as approved by the Board shall be mandatorily displayed by the Board of Directors on the Company's official website.


18. GENERAL

All CSR activities and expenses made thereon will be subject to audit.

Company reserves the right to modify, cancel, add, or amend any of the above rules/guidelines.

Any or all provisions of the CSR policy shall be subject to revision/amendment in accordance with the applicable laws/rules/ guidelines on the subject, from time to time.

In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference should be made to CSR Committee. In all such matters, the interpretation and decision of the CSR Committee shall be final.

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