



CSR POLICY OF XPHENO PRIVATE LIMITED

1. Title and Applicability

- The document describes the Corporate Social Responsibility Policy (“CSR Policy”) of Xpheno Private Limited (“the Company”). It includes the Company’s vision, mission, and other relevant attributes of Corporate Social Responsibility.
- The CSR policy has been formulated in accordance with Section 135 of the Companies Act 2013 and the Corporate Social Responsibility Rules 2014 and the relevant amendments/ notifications / circulars.
- This CSR policy shall apply to all CSR programs of the Company as per Schedule VII of the Companies Act, 2013.
- As the amount to be spent by the Company under sub section (5) of the Companies Act, 2013 does not exceed fifty lakh rupees, the requirement under sub-section (1) for constitution of the Corporate Social Responsibility Committee 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 such Company.

2. Vision

To actively contribute to the social and economic development of the communities in which we operate. In doing so, build a better, sustainable way of life for the weaker sections of society and help the country in building strong foundation.

3. Responsibility of the Board of Directors

The responsibility of the Board of Directors shall be as under:

- a) To approve the CSR Policy & disclose the contents of such policy in its report and also place it on the Company’s website;
- b) To formulate a CSR Policy indicating the activities to be undertaken as specified in Schedule VII of the Companies Act, 2013 and modify / amend the same as required;
- c) To review and approve annual budgets with respect to CSR programs and manner of execution;
- d) Ensure that the company spends, in every financial year, at least 2% of average net profits of the company made during the 3 immediately preceding financial years, as required under Section 135 of the Companies Act, 2013 & Rules made thereunder and the funds so disbursed have been utilized for the purpose and in the manner as approved by it.

4. CSR Projects, Programs and Activities

The Company may undertake various CSR projects, programs and activities from time to time. The Company may contribute to any existing projects or ongoing projects, programs, and activities. The projects, programs and activities will be undertaken keeping in mind the CSR philosophy of the Company and in alignment with the permissible activities under the Companies Act, 2013 and rules framed under (as amended from time to time). It shall be at the discretion of the Company to undertake, modify, implement, and cancel CSR projects, programs and activities from time to time as it deems fit.

Without prejudice to the generality of the aforesaid, the Company may from time to time undertake any project, program, and activity on one or more of the following areas:

- Promoting education through various activities including providing support to educational institutions, centres for education, tent school programs etc.
- Promoting awareness of preventive healthcare.
- Any other projects, programs and activities falling within the permissible activities prescribed under Companies Act, 2013, rules made thereunder, any circular/ notification/ guidelines/ clarification issued thereunder.

5. Implementation mechanism

The Company may conduct / implement CSR programs by itself and/or through:

- i. a 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 (43 of 1961), established by the company, either singly or along with any other Company;
- ii. 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;
- iii. any entity established under an Act of Parliament or a State legislature or
- iv. a 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 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.

6. Annual Action Plan Report

The Board shall formulate and approve an annual action plan in pursuance of the CSR policy, which shall include the following:

- a) the list of CSR projects or programs that are approved to be undertaken from time to time.
- b) the manner of execution of such projects or programs;
- c) the modalities of utilization of funds and implementation schedules for the projects or programs.

7. Effective Date

The CSR Policy shall be effective from the date of its approval by the Board of Directors.

8. Treatment of unspent amount

If the Company fails to spend 2% of the Average net profit, then the company shall adopt the treatment method for the unspent amount as per the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 or any amendments made thereof.

9. Amendments to the CSR Policy

CSR Policy may be updated to align it with the changing requirement or changes in the legal and regulatory framework. Any revision in the Policy shall be approved by the Board of Directors through a Board Meeting.

=====*