

**CIGNEX Technologies Private Limited  
(Formerly known as CIGNEX Datamatics  
Technologies Private Limited)**

Ground Floor, President Plaza,  
Thaltej Cross Roads, S G Highway  
Ahmedabad - 380 054 Gujarat, India  
Tel: +91 (79) 67010300  
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CIN: U72200GJ2006PLC048349



## **CORPORATE SOCIAL RESPONSIBILITY POLICY**

### **Introduction:**

CIGNEX Technologies Private Limited (Formerly known as CIGNEX Datamatics Technologies Private Limited), (“CIGNEX”) is trusted partner to several Fortune 500 Companies in the global publishing and retail industries, addressing their needs in content, technology and commerce. CIGNEX help their clients improve their business competitiveness and achieve operational efficiency. CIGNEX manages end-to-end publishing processes from content creation till product delivery and provides a competitive edge to increase sales through advanced content solutions, business intelligence with content, and e-commerce technology platforms.

### **Objective:**

Corporate Social Responsibility (“CSR”) embodies the various initiatives and programs of CIGNEX in the communities and environment in which it operates. It represents the continuing commitment and actions of the CIGNEX to contribute towards economic and social development and growth. The Corporate Social Responsibility Policy (“Policy”) aims to:

- Promote employment;
- Provide education, including and encouraging the desire for learning and knowledge at every stage;
- Eradicating extreme hunger, promoting preventive healthcare and sanitation;
- Environmental sustainability, ecological balance, conservation of natural resources.

### **Applicability:**

The terms, rules and regulations mentioned in this policy are as per Section 135 of the Companies Act 2013 (referred to as “the Act” in this policy) and in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014, including any amendment and modifications thereto and other statutory provisions governing the matter.

This Policy shall apply to all CSR projects/ programmes undertaken by CIGNEX in India as per Schedule VII of the Companies Act, 2013.

This Policy shall be applicable to CIGNEX and includes guiding principles for selection, implementation and monitoring of CSR activities as well as formulation of the Annual Action Plan.

### **CSR Committee Constitution:**

As per Section 135(9) of The Companies Act, 2013, the amount to be spent for CSR activities as provided in Section 135(5) does not exceed 50,00,000/- (Fifty lakh rupees), hence there is no requirement for constitution of CSR Committee and role and functions of such Committee shall be discharged by the Board of Directors of CIGNEX as

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and when the amount to be spent for CSR activities exceeds 50,00,000/- (Fifty lakh rupees) or such other higher amount as may be prescribed the Ministry the Board can constitute the CSR committee.

**Vision:**

This Policy aims at bringing about a transformation in the quality of life of people through social upliftment programs. The CSR vision of CIGNEX is “Employability & Environment” or such other vision / objective as the Board may recommend as per Schedule VII of the Act.

**CSR activities:**

CIGNEX’ CSR activities will focus on the following sectors and issues:

❖ Employability	❖ Education
❖ Health	❖ Environment

**Areas / Localities to be covered:**

CIGNEX shall give preference to the local area and the areas around it where it operates, for spending the amount earmarked for CSR activities. On need basis, the CSR activities could be extended to any area of the Country.

**CSR Activities:**

CIGNEX will constantly endeavor to identify focus areas in line with its Vision and may include any one or more of the activities mentioned under Schedule VII of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, including but not limited to:

1. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation;
2. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
3. Promoting gender equality, empowering women, setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
4. 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
5. Such other matters as may be notified by Ministry of Corporate Affairs from time to time for this purpose.

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The Board of Directors shall be authorized to consider any other CSR activities which will be permissible under the provision of the Companies Act, 2013 or Rules framed thereunder from time to time, including any modifications thereto.

The following CSR projects or programs or activities are **not considered** as CSR activities pursuant to the provisions of the Companies Act, 2013:

1. activities undertaken in pursuance of normal course of business of the Company;
2. 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;
3. contribution of any amount directly or indirectly to any political party under section 182 of the Companies Act, 2013;
4. activities benefitting employees of the Company as defined in clause (k) of section 2 of the Code on Wages, 2019 (29 of 2019);
5. activities supported by the Company on sponsorship basis for deriving marketing benefits for its products or services;
6. activities carried out for fulfilment of any other statutory obligations under any law in force in India.

**CSR Expenditure:**

The Board will evaluate proposals received for CSR Activities, collaborate with stakeholders to monitor the status of each project, and will evaluate its findings periodically. The Board will decide on the budget allocation for CSR Projects and Programs and the instalments for disbursement of amount. The total expenditure for the CSR projects will be in compliance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014, recommended and approved by Board and in accordance with goals and priorities identified for each of the key focus areas.

Any surplus generated from CSR projects undertaken by us will be tracked and channelized into our CSR corpus. These funds will be further used in development of the CSR projects and will not be added to the normal business profits.

**Guiding Principles for Selection of CSR Activities and Annual Action Plan:**

• **Identification Process**

Identification of programs at Corporate and Unit Level will be done by means of any one or more of the following:

1. Need identification studies, if deemed necessary.
2. Receipt of proposals/requests from various agencies, district administration/local govt. etc.

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3. Discussions and request with local representatives/Civic bodies/Citizen's forums/voluntary organizations.
4. Discretion of the Board of Directors.

- **Approval Process**

The Board will be responsible for the purpose of identification, approval, execution and implementation of CSR programs of CIGNEX under this Policy.

- **Annual Action Plan**

The Board will, in pursuance of the CSR policy, formulate and recommend to the Members of Board an Annual Action Plan which shall include the following, namely: -

1. the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
2. the manner of execution of such projects or programmes;
3. the modalities of utilization of funds and implementation schedules for the projects or programmes;
4. monitoring and reporting mechanism for the projects or programmes; and
5. details of need and impact assessment, if any, for the projects undertaken by the Company;

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

**Guiding Principles for execution of CSR Activities:**

- **Modalities of Execution/ Implementation**

CSR activities should be undertaken by the CIGNEX in accordance with the Annual Action Plan, which as stated above, will be annually recommended and approved by the Board.

The CSR activities may be undertaken and / or implemented by CIGNEX itself or through implementation agencies as may be permissible under the provisions of the Act and the Companies (Corporate Social Responsibility) Rules, 2014. Basic criteria, as prescribed by the Act will be ensured for programme execution.

Implementation is the responsibility of the Board of Directors. The activities which are identified and mentioned in CSR policy will be undertaken and fulfilled to the best possible extent. The time period of each activity will depend upon its sector, the extent of its coverage and the allocated budget on the activity. Depending on the time period of each activity, required significance will be given to the activities.

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- **Monitoring and Reporting CSR Activities**

To ensure effective implementation of the CSR activities undertaken, a monitoring mechanism will be put in place by the Corporate HR / Unit HR head. The same will be in accordance with the Annual Action Plan, which, as stated above, will be annually recommended and approved by the Board.

The Board will receive periodic updates on progress reports of CSR activities of CIGNEX.

The Board of Directors shall satisfy itself that the funds so disbursed have been utilized 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 that effect.

In case of ongoing project, the Board of Directors 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 time period.

A separate chapter / annexure needs to be included in the Annual Report of the Board of Directors on implementation of CSR activities including the particulars prescribed under the Companies (Corporate Social Responsibility) Rules, 2014.

- **Transfer of Unspent CSR Amount**

- (i) If CIGNEX fail to spend the amount prescribed in Section 135(5) and if the unspent amount pertains to the ongoing or long term CSR projects carried by CIGNEX than such unspent amount shall be transferred by CIGNEX 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 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, CIGNEX 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.
- (ii) If CIGNEX fails to spend the amount prescribed in Section 135(5) which unspent amount not being part of the ongoing or long-term CSR project than, such unspent amount shall be transferred by CIGNEX within a period of Six months from the financial year to a Fund specified in Schedule VII,

- **Impact Assessment**

The HR department at the Corporate Office will conduct impact studies on a periodic basis, by itself or through independent professional third parties / professional institutions, especially on the **strategic** and high value programs, if statutorily applicable.

The same will be in accordance with Annual Action Plan, which as stated above, will be annually recommended and approved by the Board.

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The monitoring team will also try to obtain feedback from beneficiaries about the activities.

Appropriate documentation of the CSR Policy, CSR activities, executing partners, and expenditure entailed will be undertaken on a regular basis.

**General**

The composition of the CSR Committee as applicable, this Policy and Projects approved by the Board of Directors shall mandatorily be disclosed on the website of the CIGNEX. Further, The Board's Report shall include an annual report on CSR containing particulars as prescribed statutorily.

In case of any doubt or difficulty with regard to any provision of this policy or implementation of any CSR activity and also in respect of matters not covered herein, a reference be made to the Board of Directors. In all such matters, the interpretation and decision of the Board shall be final.

In case of any inconsistency in this CSR Policy and the Act read with the CSR Rules, the provisions of the Act and the CSR Rules would prevail.

The Board of Directors of CIGNEX, based on recommendation, may review and alter or amend any of the provisions of this Policy from time to time. Any or all provisions of this Policy would be subject to the revision/amendment in accordance with the Companies Act, 2013 and Rules made thereunder, Schedule VII, Notifications etc. on the subject as may be issued by Ministry of Corporate Affairs, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

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