CORPORATE SOCIAL RESPONSIBILITY POLICY

OF

MINDGATE SOLUTIONS PRIVATE LIMITED

DOCUMENT LOG & VERSION HISTORY

Version No.	Drafted by	Reviewed by	Approved by	Approved on
1.0	Legal & Secretarial Team	CSR Committee	Board of Directors	8th February, 2022
2.0	Legal & Secretarial Team	CSR Committee	Board of Directors	25th August, 2025

TABLE OF CONTENTS

DEFINITIONS AND INTERPRETATION

Definitions

"Act" means the Companies Act, 2013, and the rules and regulations issued thereunder, as amended from time to time (including Schedule VII to the Act).

"Applicable Laws" means all applicable laws, statutes, enactments, acts of central or state legislature, ordinances, rules, regulations, notifications, guidelines, directions, directives, policies, circulars, decisions and any other pronouncements issued in accordance with the Act or any other law applicable to the jurisdiction of India by any central, state, local, or other governmental, administrative or regulatory authority exercising executive, legislative, judicial, regulatory or administrative functions.

"Average Net Profit" shall be calculated in accordance with provisions of Section 198 of the Act after deducting there from the dividends that may be received from companies in India which are covered under and complying with the provisions of Section 135 of the Act.

"Board" means the Board of Directors of the Company.

"CSR" means corporate social responsibility.

"CSR Policy" or "Policy" means this corporate social responsibility policy, as approved and adopted by the Board, as amended from time to time.

"CSR Rules" means the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.

"Mindgate Solutions Private Limited" or **"Company"** means Mindgate Solutions Private Limited, a company incorporated under the Companies Act, 1956/2013, as applicable.

Interpretation

Unless expressly defined in this Policy, all capitalized terms used in this Policy shall have the meaning assigned to them under the Act and/or any other relevant policy or business document of the Company, as the case may be. In the event of any conflict between this Policy and Applicable Law, the Applicable Law shall prevail. This Policy shall be deemed to have been amended or modified to the extent of any modification, amendment or clarification issued by the Central Government from time to time in relation to the CSR obligations of the Company and shall be interpreted accordingly.

INTRODUCTION

Mindgate Solutions Private Limited intends to make a positive difference to society and to contribute its share towards the betterment of the society and the areas in which the Company operates. The Company believes in the trusteeship concept, which entails transcending business interests and working towards making a meaningful difference to society.

The Company believes that the creation of large societal capital is as important as wealth creation for its shareholders. As a responsible corporate citizen, the Company is committed to this objective and is keen on developing a sustainable business model that ensures and activates its future growth drivers. In line with regulatory expectations, the Company has put in place this formal policy as a guide to its social commitment going forward.

Our initiatives focus on extending outreach to those most in need by driving women empowerment, ensuring the welfare of orphans, providing dignified care for senior citizens, and improving access to quality healthcare.

BACKGROUND

The provisions of Section 135 of the Act read with the CSR Rules, as amended from time to time, and Schedule VII to the Act, require companies falling within the purview of the said Section to:

- constitute a CSR Committee of directors;
- adopt a CSR Policy;
- spend at least 2% of its Average Net Profit made during the immediately preceding three financial years towards CSR activities as set out in Schedule VII to the Act; and
- confirm compliance thereof in the CSR Annual Report.

Accordingly, this CSR Policy has been formulated in terms of the applicable provisions of the Act read with the CSR Rules.

OBJECTIVE

The objectives of this Policy are to:

- lay down the guiding principles to be followed by the Company in undertaking CSR programs and projects, by or on behalf of the Company, within the meaning of Section 135 of the Act read with Schedule VII thereto and the CSR Rules;
- specify the projects and programmes that can be undertaken by the Company in terms of the Act, including Schedule VII to the Act; and
- specify the modalities of execution, implementation mechanism and monitoring process for the CSR activities of the Company.

OVERVIEW OF THE CSR POLICY

This Policy is divided into the following parts:

Part 1 (CSR Principles) describes the approach and principles that will guide the Company in the CSR activities undertaken by it;

Part 2 (CSR Governance) provides the governance framework for CSR activities;

Part 3 (Monitoring and Reporting) sets out the monitoring and reporting mechanism for CSR activities; and

Part 4 (Review and Oversight) describes the procedural aspects for implementing this Policy, including the manner and periodicity in which it shall be reviewed and amended by the Company.

PART 1 – CSR PRINCIPLES

CSR Budget expenditure

In accordance with Applicable Laws, the Company endeavours to:

- spend in every financial year in pursuance of its CSR obligations at least 2% of its average net profits calculated as per the relevant provisions of the Act during the three (3) immediately preceding financial years, on the CSR activities as per the Act;
- if, in any financial year, the Company fails to spend the CSR amount, partially or fully, in pursuance of its CSR obligations, the Board shall specify the reasons for not spending the CSR amount in the Board report and the treatment of unspent CSR amount shall also be in accordance with the Act and the CSR Rules, as amended from time to time.
- if the Company exceeds the required CSR spending in a financial year as prescribed under the Act, the excess spending may be set off against CSR expenditures for the next three financial years, subject to the approval of the Board based on the CSR Committee's recommendation.

The treatment of any surplus arising out of CSR activities carried out by the Company would be dealt in compliance with the provisions of the Act.

In any financial year, if the Company is not required to make CSR expenditures under the applicable provisions of the Act, it may still choose to do so on a voluntary basis.

Selection of CSR Activities/Projects

The Company shall focus its CSR activities in the areas prescribed under the applicable provisions of the Act and Schedule VII thereto, which is annexed to this Policy as **Annexure A**. All CSR activities shall be undertaken only within India.

Annual Action Plan

The CSR Committee shall, in pursuance of this Policy, formulate and recommend to the Board an Annual Action Plan for each financial year, which shall include the following:

- the list of CSR projects or programmes approved to be undertaken in areas or subjects specified in Schedule VII to the Act;
- the manner of execution of such projects or programmes;
- the modalities of utilisation of funds and implementation schedules for the projects or programmes;
- the monitoring and reporting mechanism for the projects or programmes; and
- 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, based on the recommendation of the CSR Committee and reasonable justification to that effect.

Implementation of CSR Activities

The Company may undertake one or more of the projects, programs or activities provided in this Policy either directly, or through a registered trust, a registered society, a Section 8 company, or in collaboration with other implementing agencies, as prescribed under the CSR Rules. The Company may also engage the services of experts in the relevant fields by appointing them as consultants for a particular program or project.

While selecting an implementing agency, the Company shall follow the highest standards of ethics and shall ensure that the implementing agency has the necessary experience and expertise for implementation of the CSR project, is eligible, and fulfils all statutory eligibility criteria laid down under the Act and the CSR Rules, including credible standing and experience in the relevant field for at least the three preceding financial years as mandated under the CSR Rules. Where an implementing agency is engaged for a continuing project, the Company shall endeavour to acquire the necessary skills to run the program on its own within 3–5 years of its implementation.

The Company may encourage its employees to voluntarily engage in CSR projects, allowing them to contribute to meaningful causes as socially responsible citizens.

Transfer of Unspent CSR amount

- Where the Company fails to spend the amount prescribed under Section 135(5) of the Act, and such unspent amount relates to an ongoing CSR project, the Company shall transfer the unspent amount to a special account, to be opened by the Company for that financial year in any scheduled bank, to be called the "Unspent Corporate Social Responsibility Account", within a period of thirty days from the end of the financial year. Such amount shall be spent by the Company in pursuance of its obligations under this Policy within three financial years from the date of such transfer, failing which the Company shall transfer the same to a fund specified in Schedule VII to the Act within thirty days of the completion of the third financial year.
- Where the Company fails to spend the amount prescribed under Section 135(5) of the Act, and such unspent amount does not relate to an ongoing CSR project, the Company shall transfer such unspent amount to a fund specified in Schedule VII to the Act within six months of the end of the financial year.

PART 2 – CSR GOVERNANCE

The CSR activities of the Company shall be administered under the following three-tiered governance structure.

The Board

The Board shall be the apex body to review and approve this Policy and the Annual Action Plan for the respective financial year. The Board shall satisfy itself that the funds so disbursed have been utilised for the purposes and in the manner approved by it.

CSR Committee

The Board has constituted a committee for CSR activities ("CSR Committee") to oversee the implementation and compliance of the CSR activities of the Company. The composition of the CSR Committee shall be in accordance with the provisions of Section 135 of the Act read with the CSR Rules.

The CSR Committee shall meet as often as its members deem necessary to perform its duties and responsibilities, but not less than once in a year.

Role of the CSR Committee

- review and monitor this Policy and recommend the same to the Board for its approval;
- review and recommend any new CSR initiatives to be taken up by the Company;
- recommend the amount of expenditure to be incurred on the CSR activities referred to in this Policy;
- recommend to the Board an Annual Action Plan or any change thereof, in accordance with the Act and the CSR Rules;
- review and recommend the CSR report to be included in the Board's report;
- review and recommend any amendments to this Policy;
- carry out such other functions as may be delegated to it by the Board relating to the CSR activities of the Company.

Chief Financial Officer

The Chief Financial Officer of the Company shall, on an annual basis, certify to the Board with respect to the utilisation of funds earmarked towards CSR activities

PART 3 – MONITORING AND REPORTING

Monitoring

The CSR Committee will be responsible for monitoring the CSR activities of the Company as per this CSR Policy and provide necessary updates and recommendations to the Board in this regard.

The CSR Committee shall:

i. perform periodic assessment of the performance, efficiency and impact of the CSR project/programme;

ii. report on the project/programme and the expenditure on a regular basis in addition to a yearly report, future plans of action for the subsequent financial year and any cash balance to be carried forward;

iii. make periodic field visits;

iv. undertake sample audits of the projects/ activities;

v. review reports relating to CSR activities including impact assessment reports;

vi. engage external agencies to evaluate the CSR projects and monitor its progress, as when required; and

vii. monitor the implementation of the CSR projects and the utilization of the CSR amount as per the annual action plan.

The CSR Committee can delegate any of its functions as stated above to any official / employee of the Company as it may deem appropriate from time to time.

Reporting

The CSR Committee shall report to the Board the status of the CSR projects/activities undertaken by the Company. At the end of each financial year, the CSR Committee shall prepare a report on the CSR programs undertaken during that financial year and submit the same to the Board for inclusion in its Annual Report, in the format prescribed under the Act and the CSR Rules, as amended from time to time.

PART 4 – REVIEW AND OVERSIGHT

Periodicity of Review

This Policy will be reviewed by the CSR Committee, and any changes shall be approved by the Board based on the recommendation of the CSR Committee, on such periodic basis as may be deemed appropriate by the Board and/or the CSR Committee, to ensure compliance with any modification, amendment or supplementation to the Act.

Amendments

In the event of any change in Applicable Laws that results in an inconsistency between such change and the provisions of this Policy, the provisions of this Policy shall be deemed to be amended, effective from the date of such change in Applicable Laws, to incorporate the change, notwithstanding that a formal process of amendment to this Policy has not been carried out. Subject to the foregoing, the Policy may otherwise be amended at any time by the Board, on the recommendation of the CSR Committee.

Publication

This Policy shall be uploaded, as required under the Act, on the Company's website at www.mindgate.solutions.

ANNEXURE A

List of activities as per Schedule VII of the Act:

i. Eradicating hunger, poverty and malnutrition, promoting health care including 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;

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 setup 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 arts and handicrafts;

vi. Measure for the benefit of armed force veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;

vii. Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympics sports;

viii. Contribution to the Prime Minister’s National Relief Fund or Prime Minister's Central Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Schedule Tribes, other backward classes, minorities and women;

ix. 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

x. 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).

xi. Rural development projects.

xii. Subscription to zero coupon zero principal instruments on Social Stock Exchange.

xiii. 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.

xiv. Disaster management, including relief, rehabilitation and reconstruction activities.