



ROSSELL TECHSYS LIMITED

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

(Effective from September 25, 2024)

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1. Context:

Rossell Techsys Limited (**'Company'**) is committed to undertake CSR activities in accordance with the CSR Regulations. The Company conducts its business in a sustainable and socially responsible manner. This principle has been an integral part of the Company's corporate values and believes that corporate growth and development should be inclusive, and every Company must be responsible and shall contribute towards betterment of the society. The Company wishes to commit itself to contribute to the society in ways possible for the organization. We believe that to succeed an organization must maintain the highest standards of corporate behaviour towards its employees' consumers and society in which it operates.

2. Objectives:

Rossell's CSR Policy intends to:

- i. Demonstrate commitment to the common good through responsible business practices and good governance.
- ii. Engender a sense of empathy and equity among employees of Rossell to motivate them to give back to society.

3. Definitions

- i. "**Act**" shall mean the Companies Act, 2013, rules framed there under and any amendments thereto.
- ii. "**Board**" means the Board of Directors of Rossell Techsys Limited, as constituted from time to time as per the relevant laws and rules and regulations.
- iii. "**CSR Committee**" shall mean Committee of the Board constituted to implement, supervise and manage the CSR initiatives of the Company in accordance with the CSR Policy of the Company and the provisions of the CSR Regulations, as amended from time to time.
- iv. "**Directors**" shall mean members of the board.

All other words and expressions used but not defined herein shall have the same meaning as defined in the Companies Act, 2013, SEBI Listing Regulations, applicable Accounting Standards, and/or the rules and regulations made thereunder, or any statutory modification or re-enactment thereof, as the case may be.

4. Focus Area and Modes of Implementation:

In accordance with the requirements under the Companies Act, 2013, and the rules, regulations, circulars, and clarifications issued thereunder (collectively, "Applicable Law"), Company's CSR activities will focus on areas as mandated by the Act.

The Company's CSR activities/initiatives shall be broad-based and undertaken through the Company directly or through implementing agencies which have registered itself with the Central Government and obtained CSR Registration number. Implementing agencies can be a company established under section 8 of the Act, or a registered public trust or a registered society,

registered under section 12A and 80G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company and having an established track record of at least three years in undertaking similar activities.

5. Undertaking CSR Activities:

The Company shall implement its CSR activities as approved by the CSR Committee which, will ultimately be responsible for the CSR projects undertaken. The Committee will report to the Board of Directors. The CSR Committee will approve the undertaking of such activities and programs/projects as are covered under the areas as set out in Schedule VII of the Act and any complementing activities.

6. General responsibilities of Chief Financial Officer (CFO):

The Chief Financial Officer or the person responsible for financial management shall certify that funds so disbursed for CSR Activities have been utilised for the purposes and in the manner approved by the Board.

7. Impact Assessment:

Impact assessment shall be undertaken by the Company or by recipient or by implementing agency as required by and in the manner set out under Applicable Law, and the impact assessment report(s) shall be placed before the CSR Committee and the Board and shall be disclosed as legally required.

8. Composition of CSR Committee:

The CSR Committee shall consist of 3 (Three) or more directors, out of which at least one director must be an independent director. The Board may change the composition of the CSR Committee from time to time in such manner as it thinks fit and as required under the applicable laws.

9. CSR Committee Responsibilities:

To achieve the above objectives, CSR Committee will have, inter alia, the following roles, powers and responsibilities: -

- i. To formulate and recommend to the board, a corporate social responsibility policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;
- ii. To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
- iii. To formulate and recommend to the Board, an Annual Action Plan in pursuance to the CSR policy;
- iv. To recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- v. To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

- vi. To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes; and
- vii. To perform such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of the Act.

10. CSR Committee Meeting

- i. The CSR Committee shall at all times act in a manner that is consistent with the provisions contained in this CSR Policy and the CSR Regulations.
- ii. The CSR Committee shall endeavor to arrive at all decisions via consensus of all members. However, on occurrence of any event where the CSR Committee is unable to arrive at a consensus, the decision of the Chairman of the CSR Committee shall be final.
- iii. All decisions of the Committee shall be ratified by the Board.

11. Governance:

The Company can undertake CSR activities either by itself or through other entities eligible to undertake CSR activities under Applicable Law. Accordingly, such entities will work closely and support the Board and the CSR Committee in carrying out the CSR activities of the Company. The appointed entities will assist the CSR Committee in identifying the areas of CSR activities and execution of initiatives as per defined guidelines and will also assist the Board and the CSR Committee in reporting the progress of deployed initiatives and in making appropriate disclosures (internal /external) periodically.

12. Monitoring:

The CSR committee will develop a monitoring mechanism to ensure effective implementation of the project activities approved by the Board and the CSR committee. The CSR Committee will be responsible for monitoring these projects periodically. Monitoring would include visits to the respective project site, first-hand reports, analyzing the projects reports received from the implementing partners and providing quarterly status update. Quarterly evaluation of the approved projects will be conducted by the members of the CSR committee to assess the outcome of the implemented projects.

13. Reporting:

The Company's CSR Committee shall monitor the implementation of the CSR Policy. The annual budget and list of CSR projects, and activities shall be presented to the CSR Committee for its approval. The CSR Committee will in turn recommend this to the Board for its final approval. The Company shall take up Mandatory Reporting as per the Act read with the Rules made thereunder.

14. Effective Date and Amendments:

Any Amendment in the Act and/or Rules issued by the Government from time to time shall be deemed to be suitably incorporated from the date these are applicable to the Company. The

Board will review the policy from time to time based on changing needs and aspirations of the target beneficiaries and make suitable modifications, as may be necessary.

Note: This policy has been approved by the Board of Directors of the Company at its meeting held on September 25, 2024 and shall be effective from September 25, 2024.
