

precisely

# Corporate Social Responsibility (CSR) Policy



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## PREAMBLE

Precisely Software Incorporated, including its direct and indirect subsidiaries (“Precisely” or “Company”) is committed to harnessing the power of technology to drive a positive impact in society.

## VISION

Precisely’s Corporate Social Responsibility (“CSR”) Policy (“Policy”) aims, among other things, to provide access to education and contribute positively to its communities.

## GUIDING PRINCIPLES

The guiding principles of Precisely’s CSR Policy are aligned with the Company values:

### • **Openness**

The Company believes that openness is the foundation of trust and effective engagement. Hence CSR initiatives are carried out with transparency, ensuring that the Company’s actions, intentions, and impacts are clearly communicated to all stakeholders. The Company welcomes diverse perspectives and is open to feedback, fostering a culture of continuous learning and improvement.

### • **Individuality**

The Company celebrates the uniqueness of every individual.

### • **Determination**

The Company is driven by a strong sense of purpose and determination. The CSR efforts are focused on creating meaningful and lasting impacts, particularly in the areas of education.

### • **Collaboration**

Collaboration is at the heart of Precisely’s CSR philosophy. The Company believes that working together with others amplifies CSR impact.

# ANNEX A: PRECISELY INDIA

## SCOPE & COVERAGE

1. Precisely Software and Data India Private Limited and Winshuttle Software (India) Private Limited ("Precisely India") is committed to implementing certain CSR initiatives in India.
2. As such, this Annex A provides guidance for the formulation, implementation, monitoring, evaluation, documentation, and reporting of CSR activities undertaken by Precisely India.
3. Precisely India recognizes that CSR initiatives may go beyond normal business operations.
4. This Annex A has been developed in accordance with Section 135 of the Companies Act, 2013 (the "Act") and the rules framed thereunder. Any new provisions arising from amendments to the Act or related rules ("Applicable Law") shall be considered part of this Annex A.



## AREAS OF FOCUS

While Precisely India may engage in CSR activities as determined by Precisely India's Corporate Social Responsibility Committee of the Board ("CSR Committee") or the Board of Directors ("Board")\* from time to time, in accordance with the Act and applicable rules, regulations, and circulars, Precisely India's CSR initiatives will primarily focus on the following areas:

Focus Area	Aspects to be covered	Activities
Education	Education for Underprivileged Children	<ul style="list-style-type: none"> <li>- Scholarship programs to underprivileged youth</li> <li>- School infrastructure development</li> <li>- Digital learning initiatives</li> <li>- Educational material support</li> <li>- Inclusive education programs</li> <li>- Awareness &amp; advocacy campaigns</li> <li>- Partnership with local NGOs in education</li> <li>- Skill development programs</li> </ul>
Women Empowerment	STEM Education for girls (Girls who code)	<ul style="list-style-type: none"> <li>- STEM Scholarship for girls</li> <li>- Organising STEM workshops</li> <li>- STEM Labs in institutions</li> <li>- Mentorship programs</li> <li>- Awareness &amp; advocacy campaigns</li> <li>- Digital literacy programs</li> <li>- Support for STEM-related higher education</li> </ul>
Disaster Management	Suitable assistance to the victims of natural calamities such as floods, earthquakes, etc.,	<ul style="list-style-type: none"> <li>- Emergency response &amp; relief support</li> <li>- Rehabilitation &amp; reconstruction</li> <li>- Employee volunteering initiatives</li> <li>- Partnerships with disaster relief organizations</li> <li>- Environmental protection initiatives</li> </ul>

Moreover, any other activities covered under Schedule VII of the Companies Act, 2013 may be included under focus area of engagement as per Board discretion.

\* In case of amount to be spend for the financial year does not exceeds INR 50 lacs, the CSR Committee requirement shall not be there, and functions of such CSR Committee shall be discharged by the Board.

# Precisely India CSR COMMITTEE

## Constitution

Pursuant to Section 135 of the Act, the Board of Directors shall constitute the CSR Committee if the proposed CSR spend for the financial year exceeds INR 50 lakhs. In the event of a threshold change, the Board shall appoint committee members, ensuring the inclusion of at least two (2) Directors.

If the proposed CSR expenditure for a financial year falls below the required threshold, the Board of Directors will take on the responsibilities of the CSR Committee, making the formation of a separate CSR Committee non-mandatory. In such cases, an internal committee may be established, which will not be subject to the statutory obligations or duties outlined under the Act but will adhere to the duties and terms of reference set by the Board of Directors.

## Responsibilities of Precisely India Committee/Board of Directors

The following are the responsibilities of Precisely India CSR Committee/Board as case may be:

- a. Formulate CSR policy and recommend the same to the Board of Directors of Precisely India for approval;
- b. Recommend CSR activities as stated under Schedule VII of the Act;
- c. Recommend the CSR budget;
- d. Approve to undertake CSR activities in collaboration with implementing agencies;
- e. Spend the allocated CSR amount on the CSR activities once it is approved by Precisely India Board of Directors of in accordance with the Act and the CSR Rules;
- f. Create transparent monitoring mechanism for implementation of CSR Initiatives;
- g. Monitor CSR policy from time to time; and
- h. Authorize executives of Precisely India to attend the CSR Committee Meetings

## Frequency of meeting of Precisely India CSR Committee/Board of Directors

Precisely India Board of Directors will convene at least once per quarter to review ongoing CSR activities. Members of the Board can mutually agree on the time and location for these meetings. Precisely India Board of Directors will set the quorum for each meeting. The members may participate in person or via video conferencing or other audiovisual means, in accordance with applicable laws and regulations.



## Precisely India CSR BUDGET

The Act and the applicable law mandates companies meeting the qualification criteria to allocate two percent (2%) of its annual net profits (before tax) during the three immediately preceding financial years to be spent on CSR activities that fall under purview of Schedule VII of the Act. Subject to the provisions of the Act, CSR spend in excess of the statutory requirement, may be set off against the requirement to spend towards CSR activities for the subsequent years with the approval of Precisely India Board.

Funds allocated are earmarked for CSR programs approved by Precisely India Board of Directors. Precisely India endeavors to fully spend the allocated amount. Moreover, surplus arising out of any CSR activities shall not form part of business profit of Precisely India.

## IMPLEMENTATION

In line with Schedule VII of the Act and the applicable law, Precisely India shall undertake CSR activities included in its Annual CSR Plan (as defined below), as recommended by Precisely India Board of Directors at the beginning of each year. Precisely India Board is authorized to approve any modification to the existing Annual CSR Plan or to propose any new program during the financial year under review.

### Annual CSR Plan

The Annual CSR Plan is a yearly plan of CSR activities at Precisely India which would include guiding principles for selection, implementation and monitoring of CSR activities. It would be placed before Precisely India Board of Directors based on recommendation of its

CSR Committee which outlines the following aspects of CSR initiatives of Precisely India:

- o the list of CSR projects or programs that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
- o the manner of execution of such projects or programs;
- o the modalities of utilization of funds and implementation schedules for the projects or programs; and
- o monitoring and reporting mechanism for the projects or programs

Precisely India may undertake its CSR activities (being projects / programs / other permitted activities) either directly by itself or through CSR Implementing Agencies, as approved by Precisely India Board of Directors, in accordance with the requirements of applicable law.



## Selection of Precisely India CSR Implementing Agency

The conventional parameters for selection of the implementing agency to be used are:

- Legal compliance
- Responsible governance
- Financial sustainability

The above parameters are necessary for the selection of the implementing partners; however, for a selection of an appropriate implementation partner the Board should consider the following additional parameters as well:

- a. 'Fit'/Organization structure of an NGO/Trust/Section 8 company;
- b. Dynamic nature of their previous work/projects & its impact on the society;
- c. Unconventional reporting procedures and easily comparable benchmarks;
- d. Availability of suitable projects in line with Precisely India CSR initiatives; and
- e. Impact to companies looking to implement programs with Precisely.

## MONITORING & EVALUATION

Precisely India Board of Directors will monitor Precisely India CSR Activities done through an implementing agency and shall collect sufficient proof, certificates and documentation, as required.

Additionally, the monitoring of Precisely India CSR Activities may be further undertaken in the form of periodical review, field visit, periodical reports, verification, monitoring and validation by internal team.

In case of an ongoing project, Precisely India Board shall monitor the implementation of the project with respect to approved timelines allocation and may make requisite modifications as and when required for smooth implementation of the project.

The measures taken to evaluate the effectiveness of Precisely India CSR programs may include, but are not limited to:

- i. “Internal inspections” through in-house team to verify the effectiveness of implementation in line with the planned project/activity;
- ii. External “CSR Expenditure Audit” to have unbiased report on the actual amount spend on case-to-case basis; and
- iii. “Social Impact Evaluation (SIE)” through credible external agencies for gauging impact of CSR initiatives at Precisely India.



## REPORTING

As per the CSR rules, the contents of this Annex A shall be included in Precisely India Directors' Report and the same shall be displayed on Precisely's website along-with CSR projects approved by the Board, if any.

## AMENDMENTS TO Annex A

Precisely India Board of Directors shall have the powers to revise/modify/amend this Annex A from time to time, as Precisely India Board of Directors may think fit to confirm to the revision/amendment, if any, to be made to the Act/Rules.



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