

**BOTREE SOFTWARE INTERNATIONAL
PRIVATE LIMITED**



**CORPORATE SOCIAL RESPONSIBILITY (CSR)
POLICY**

CONTENTS

1. INTRODUCTION & PREAMBLE	3
2. CSR POLICY	3
2.1.OBJECTIVES & GUIDING PRINCIPLES	3
2.2.CSR ACTIVITIES & FOCUS AREAS	4
2.3.GOVERNANCE	5
3. BOARD OF DIRECTORS & CSR COMMITTEE	5
3.1.DUTIES AND RESPONSIBILITIES OF CSR COMMITTEE.....	5
3.2.DUTIES AND RESPONSIBILITIES OF THE BOARD	6
4. CSR APPLICABILITY	6
5. CSR BUDGET.....	7
5.1.CSR EXPENDITURE	7
5.2.UNSPENT AMOUNT.....	8
6. IMPACT ASSESSMENT	9
7. IMPLEMENTATION	9
8. MONITORING CSR PERFORMANCE.....	10
9. DISCLOSURE – PUBLISHING CSR REPORT.....	11
10. AMENDMENTS TO THIS POLICY	11
11. EFFECTIVE DATE	11
12. CONTACT.....	11

1. INTRODUCTION & PREAMBLE

Botree Software International Private Limited (hereinafter referred to as 'We' or 'Botree' or the 'the Company') is engaged in the business of offering downstream supply chain management solutions in the areas of Distributor Automation, Middleware Solutions (Web-based), Sales Force Automation, Data Analytics, and allied software support in Chennai.

Corporate Social Responsibility (hereinafter referred to as "CSR") is an embedded value at Botree. While We strive to deliver excellence in our business, We wholeheartedly contribute towards being a part of societal change.

Our vision is to be a "global benchmark in value creation and corporate citizenship."

Our mission is to contribute towards improving the quality of life of the communities living in the nearby areas.

The Company has always endeavoured to conduct its business responsibly, mindful of its social accountability, abiding by applicable laws and recognising humanitarian cause. The Company has been making contributions to various socially useful projects since long. The Board of Directors of the Company, in order to have a structured approach towards CSR, has formulated the CSR Policy as prescribed under the Companies Act, 2013 and Rules notified thereunder by the Ministry of Corporate Affairs.

2. CSR POLICY

2.1. OBJECTIVES & GUIDING PRINCIPLES

The objective of the policy is to define Botree's CSR approach in alignment with Section 135 of the Companies Act, 2013 read with applicable rules as amended from time to time and such amendments shall always deemed to be incorporated in this policy unless they are inapplicable to Botree. The main objective of Botree's CSR policy is:

- to lay down guidelines to make CSR a key business process for sustainable development of the society;
- to improve the quality of life of the communities We serve through long term value creation for all stakeholders;
- to undertake projects, programs and measures having direct, qualitative, or quantitative, and positive economic, social, and environmental impact on the community, with particular emphasis on communities living in the nearby areas;
- to generate goodwill and recognition among all stakeholders of the Company.

2.2. CSR ACTIVITIES & FOCUS AREAS

Botree shall inter alia undertake the CSR projects, programmes, or activities in any of the fields listed down below read with Schedule VII of the Companies Act, 2013, as may be in force from time to time:

- 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;
- promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- 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;
- 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 set-up by the Central Government for rejuvenation of river Ganga];
- 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 art and handicrafts;
- measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;
- contribution to the prime minister's national relief fund [or Prime Ministers Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities, and women];
- 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
- 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).

- rural development projects
- slum area development
- disaster management, including relief, rehabilitation, and reconstruction activities.

The primary location of CSR activities would be the area in which where We operate and such other places within India as approved by the CSR Committee.

2.3. GOVERNANCE

Overall governance of CSR and approving of the CSR Policy and projects will be the responsibility of the Board of the Company. The CSR Committee of the Board will articulate the scope of CSR activities of the Company in compliance with the CSR Policy.

3. BOARD OF DIRECTORS & CSR COMMITTEE

The CSR committee shall comprise of two or more Directors as per provisions of Section 135 of the Companies Act, 2013.

3.1. DUTIES AND RESPONSIBILITIES OF CSR COMMITTEE

- Formulate and recommend to the Board a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 but not limited to the Projects and Programs specified therein;
- Recommend the amount of expenditure to be incurred on the CSR projects/programmes as covered in this policy as specified in Schedule VII of the Companies Act, 2013;
- Monitor the CSR Policy of the Company from time to time;
- Formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following, namely:-
 - (i) the list of CSR projects or programs that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - (ii) the manner of execution of such projects or programs, whether by itself or through another entity as specified in Sub-Rule (1) of Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014;
 - (iii) the modalities of utilization of funds and implementation schedules for the projects or programs;
 - (iv) monitoring and reporting mechanism for the projects or programs; and

- (v) details of need and impact assessment, if any, for the projects undertaken by the Company, provided that committee may recommend to the Board any alteration of such plan during the financial year based on reasonable justification to that effect.
- The Committee may recommend engaging International Organizations for designing, monitoring and evaluation of the CSR projects or programs as well as for capacity building of the Company's personnel for CSR.
- The Committee may recommend collaborating with other companies for undertaking CSR activities.

3.2. DUTIES AND RESPONSIBILITIES OF THE BOARD

- The Board shall, after taking into account the recommendations made by the CSR Committee approve the CSR Policy for the Company, disclose contents of such Policy in its report and place it on the Company's website, if any for public access.
- Ensure that the activities as are included in the CSR Policy of the Company are undertaken by the Company.
- The Board shall ensure that the Company spends, as and when applicable in every financial year, at least 2% of the average net profits of the Company made during the 3 immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy
- If the Company fails to spend such amount, the Board shall, in its annual report, specify the reasons for not spending the amount, unless the unspent amount relates to any ongoing project, and transfer such unspent amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.
- In case of ongoing project, the Board 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.
- The Board may alter any plan relating to CSR Projects /Programme during financial year on the recommendation of its CSR Committee based on reasonable justification to that effect.
- The Board shall review impact assessment and shall ensure that the same be annexed to Annual Report on CSR if applicable, as per the Companies Act, 2013 and rules made thereunder.
- The Board shall ensure to place the CSR policy on the Website of the Company, if any.

4. CSR APPLICABILITY

Botree's CSR Policy has been developed in consonance to Section 135 of the Companies Act, 2013 on CSR in accordance with CSR rules notified by the Ministry of Corporate Affairs, Government of India as amended from time to time.

The Policy shall apply to all CSR projects/programme undertaken by the Company in India as per Schedule VII of the Companies Act, 2013 except for training of Indian sports personnel representing any State or Union territory at national level or India at international level undertaken by the Company outside India.

5. CSR BUDGET

- The corpus to be spent by Botree on CSR shall include at least 2% of the average net profits of its India operations for immediately preceding three financial years.
- The CSR Budget shall be utilized for carrying out Projects / Programs relating to activities specified in Schedule VII to the Act including multi – year Projects / Programs of not more than 3 years duration excluding the financial year in which it was commenced. It shall also include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the Board based on reasonable justification; but shall not include:
 - (i) activities undertaken in pursuance of normal course of business of the Company;
 - (ii) any activity undertaken by the Company outside India except training of Indian sports personnel representing any State or Union territory at national level or India at international level;
 - (iii) contribution of any amount directly or indirectly to any political party under section 182 of the Act;
 - (iv) activities benefitting employees of the Company as defined in clause (k) of Section 2 of the Code of wages, 2019 (29 of 2019);
 - (v) activities supported by the companies on sponsorship basis for deriving marketing benefits for its products or services;
 - (vi) activities carried out for fulfilment of any other statutory obligations under any law in force in India.

5.1. CSR EXPENDITURE

- The Board shall ensure that the administrative overheads shall not exceed 5% percent of total CSR expenditure of the Company for the financial year. Administrative Expenses means expenses incurred by the Company for 'general management and administration' of CSR functions in the Company but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular CSR project or program.
- Any surplus arising out of the CSR activities shall not form part of the business profit of the Company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of the CSR policy

and the annual action plan of the Company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.

- In case the Company spends an amount in excess of the CSR budget, such excess amount may be set off against the requirement to spend up to immediate succeeding three financial years subject to the conditions that –
 - (i) the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any,
 - (ii) the Board of the Company shall pass a resolution to that effect.
- The CSR amount may be spent by a Company for creation or acquisition of a capital asset, which shall be held by –
 - (i) a Company established under section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects and having CSR Registration Number
 - (ii) beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or
 - (iii) a public authority

Note: Any capital asset created by a Company prior to the commencement of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, shall within a period of 180 days from such commencement comply with the requirement of this rule, which may be extended by a further period of not more than 90 days with the approval of the Board based on reasonable justification.

5.2. UNSPENT AMOUNT

- Related to Ongoing Projects:
 - (i) Any amount remaining unspent pursuant to any ongoing project, shall be transferred by the Company 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”.
 - (ii) Such amount shall be spent by the Company in pursuance of its obligation towards the CSR Policy within a period of three financial years from the date of such transfer, failing which, the Company 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.
- Related to Other Projects
 - (i) if the Company fails to spend the CSR budget of the year, the Board shall, in its report, specify the reasons for not spending the amount and, unless the unspent amount relates to any ongoing project, transfer such unspent amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year. Until a fund is specified in Schedule VII for the purpose of transfer of unspent amounts, the unspent CSR amount if any,

shall be transferred by the Company to any fund included in Schedule VII of the Act.

6. IMPACT ASSESSMENT

- The Company shall, on exceeding the average CSR obligation in the 3 immediately preceding financial years, by 10 crore rupees or more, undertake impact assessment, through an independent agency, of its CSR projects having outlays of 1 crore rupees or more, and which have been completed not less than one year before undertaking the impact study.
- The impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR.
- The expenditure towards the impact assessment may book the expenditure towards CSR for that financial year, which shall not exceed 5% percent of the total CSR expenditure for that financial year or 50 lakh rupees, whichever is less.

7. IMPLEMENTATION

- The Company shall undertake CSR activities (new and ongoing) in line with the activities specified in Schedule VII of the Companies Act 2013, by itself or through another entity having track record in CSR implementation as per the rules made u/s.135 of Companies Act, 2013.
- The Board of a Company shall satisfy itself that the CSR funds have been utilized for the purposes and in the manner as approved by it and that the Chief Financial Officer or the person responsible for financial management has certified to that effect.
- In case of ongoing project, the Board 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. However, the Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on reasonable justifications to that effect.
- The Company shall utilize the amount earmarked for CSR activities only in India except for training of Indian sports personnel representing any State or Union territory at national level or India at international level undertaken by the Company outside India.
- The Company shall give preference to the local areas in and around its Head Office, Plant and its branch offices for CSR implementation.
- The Chief Financial Officer or the person responsible for financial management shall certify to the Board that funds disbursed for CSR activities are utilized in the manner approved by Board of Directors.
- CSR initiatives will be implemented either directly by the Company through its employees or through implementing partners having an established track record in carrying out CSR activities. The selection of the implementation partner will be

based on the Company's internal screening criteria to ascertain the entity's credibility and its ability to execute the proposed projects.

- The following minimum criteria will be ensured while selecting the implementation partner for programme execution:
 - (i) a Company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80 G of the Income Tax Act, 1961 (43 of 1961), established by the Company, either singly or along with any other Company, or
 - (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; or
 - (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, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.
- The above entities shall register with the Central Government by filing the form CSR-1 electronically with the Registrar, with effect from the 1st April 2021.
- The entity has submitted a detailed project proposal and budget which has been approved by the CSR Committee.
- The Company may engage international organizations for designing, monitoring and evaluation of its CSR projects or programs, as well as for capacity building of their own personnel for CSR.
- The Company may also collaborate with other companies for undertaking projects or programs or CSR activities in such a manner that the CSR committees of respective companies are in a position to report separately on such projects or programs.

8. MONITORING CSR PERFORMANCE

The CSR Committee shall take periodical review of the CSR strategy and implementation progress and may recommend new focus areas and projects as and when required to the Board.

The Company shall endeavour to collect following information from its partnering organizations.

- audited financial statements within 90 days of the end of the relevant financial year.
- quarterly operational/progress reports from time to time.
- any information or circumstance which may affect or jeopardise the implementation of the activities of the partnering organization.

To ensure steady progress and proper utilization of CSR contribution, the following mechanism may be adopted depending upon the size of the contribution and the partnering organization.

- periodic field visit by persons deputed by the Company.
- review of reports received.
- engaging external agencies to evaluate and monitor the activity.

A register of projects supported under the CSR program shall be maintained to keep a project-wise record of individual project details, amount sanctioned, half-yearly progress in the activity, completion and impact evaluation. CSR activities will be reviewed by the board half-yearly.

9. DISCLOSURE – PUBLISHING CSR REPORT

- The Company shall include in its Annual Report, commencing with the annual report for the year ending March 31, 2022, the disclosures as prescribed under Section 135 of the Companies Act, 2013, Sec.21 of the Companies Amendment Act, 2019 and the related Rules in The Companies (Corporate Social Responsibility Policy) Rules 2014 and The Companies (Corporate Social Responsibility Policy) Amendment Rules 2021. The above information shall also be displayed on the Company's website for public access if any.
- The Board of Directors of the Company shall mandatorily disclose the composition of the CSR Committee, the CSR Policy and the Projects approved by the Board on the Company's website, for public access if any.

10. AMENDMENTS TO THIS POLICY

This CSR Policy approved by the Board of the Company is valid from 1st April 2022 and will be in force till such time it is modified or amended by the Board of Directors on recommendation of the CSR Committee.

11. EFFECTIVE DATE

This policy is effective immediately on the attraction of the provisions of Section 135 of the Companies Act, 2013.

12. CONTACT

For queries related to the CSR Policy, please contact to us at: contact@botree.co.in