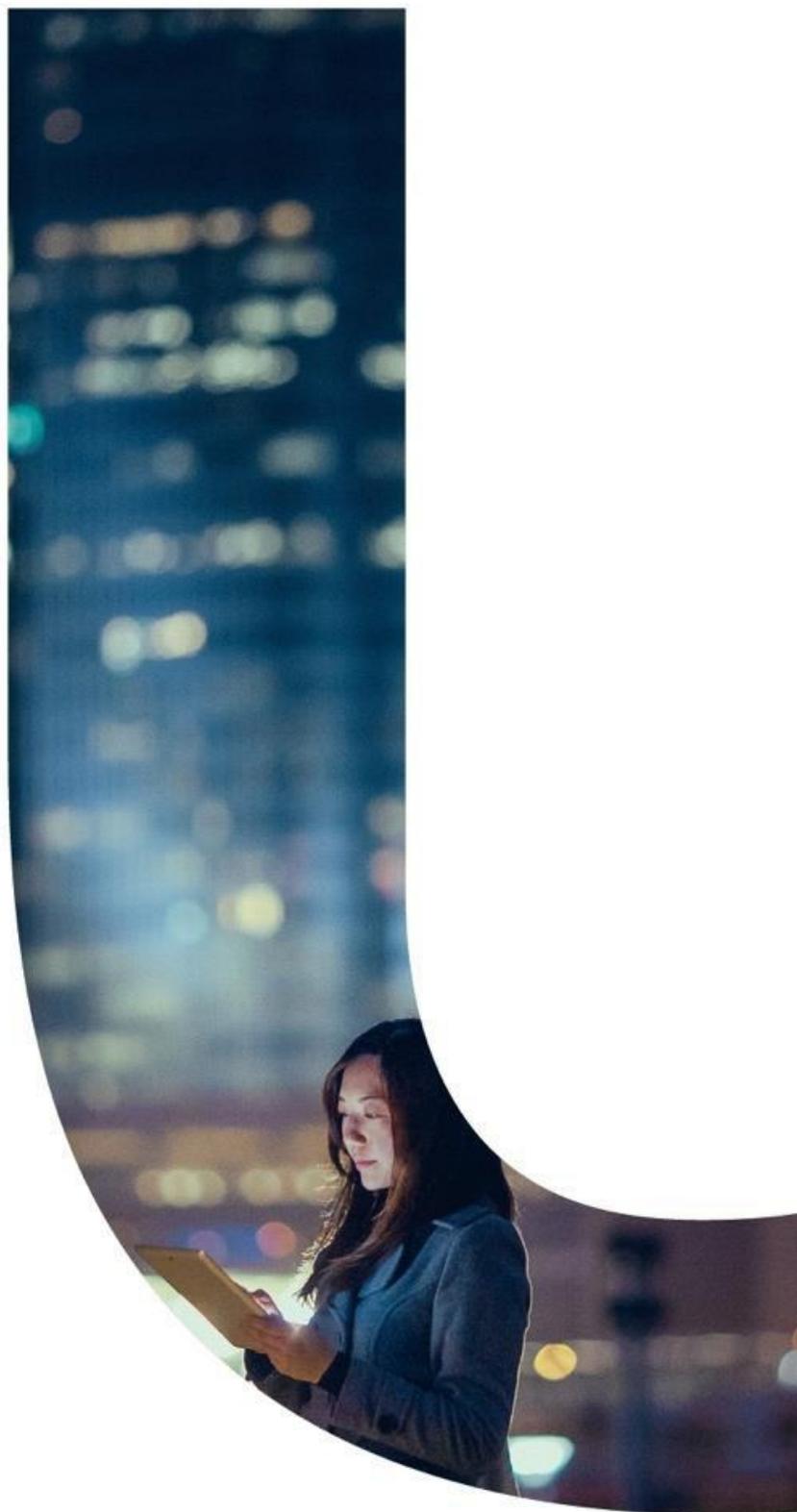


# Corporate Social Responsibility Policy (CSRP)

March 2021



## INTRODUCTION

Utegration, LLC (Utegration) maintains this written Corporate Social Responsibility Policy (CSRP) premised upon the idea that our company has certain obligations and considerations that extend beyond business objectives. This CSRP acknowledges that our business entities have other stakeholders, such as employees, local communities, and society at large, and our decisions and actions as a company impact that. Our company voluntarily agrees to carry out business activities in conformance with ethical norms, which often reach beyond what is required by applicable law. Such obligations may include economic, legal, ethical, and philanthropic endeavors, which may involve, among other things, human rights, labor rights, safety issues, and environmental concerns. This CSRP provides general information about Utegration's corporate social responsibility. In accordance with local requirements in India, Utegration India Private Limited maintains its own corporate social responsibility policy, attached as Exhibit 1.

## PURPOSE

There are several reasons to develop and implement a CSRP compliance program:

- Complying with CSRP laws and regulations where applicable
- Enhancing customer sentiment
- Meeting shareholder expectations
- Attracting talent and increasing employee morale
- Cultivating reputational capital and competitive advantages
- Avoiding lawsuits/enforcement actions

Ultimately, our business success depends on earning the trust of our clients, business partners, shareholders, and other stakeholders. For this reason, we place importance on healthy governance practices and ethical conduct.

## PLAN OVERVIEW

Utegration reviews its CSRP position in the Employee Handbook as part of new hire orientation. We empower employees to maintain responsibility for compliance as a team and to report potential and actual violations to Utegration's Human Resources Department. Utegration may institute mandatory internal training and require employees and executives to review and certify training regularly.

## ETHICAL BUSINESS AND RESPONSIBLE PURCHASING PRACTICES

Utegration establishes and maintains, and expects its employees, subcontractors, and vendors to develop and maintain, a high standard of ethical business practices connected with the purchase and provision of products and services. Ethical practices include compliance with all applicable laws, rules, regulations, and policies in the jurisdictions in which Utegration performs its obligations. Utegration further requires its vendors to adhere to the same responsible practices.

Utegration does not discriminate against employees or other persons as set forth in Utegration's Employee Handbook under the Equal Employment Opportunity section.

## BRIBERY AND CORRUPTION

Utegration makes anti-corruption a known priority and spreads the message throughout the company and to its partners. All Utegration's employees and representatives should consider themselves subject to US anti-bribery law. Utegration commits to prohibiting any offer, promise, or authorization to provide anything to a government official by an employee either directly or indirectly. We also prohibit corrupt payments to "foreign officials," including anyone acting on behalf of an "instrumentality" of a foreign government, department, or agency, including state-owned enterprises. Utegration encourages reporting of all violations, even minor ones.



## HUMAN TRAFFICKING VIOLATIONS

Utegration is committed to the zero-tolerance policies adopted by the U.S. and other governments to combat slavery or the trafficking of persons for any purpose. All Utegration's employees, subcontractors, and vendors must uphold these important principles as well. Utegration encourages the reporting of any suspected engagement in these activities or violation of the policy against human trafficking.

## NO CHILD OR PRISON LABOR

Utegration's employees, subcontractors, and vendors shall not:

- Utilize child, prison, or forced labor.
- Use corporal punishment, harassment, or any other form of mental, physical, or verbal coercion, abuse, or penalty as a form of discipline.

## ENVIRONMENTAL HARM

Utegration recognizes that the long-term health of our business is directly connected to the health of the earth. We remain committed to compliance with the relevant provisions of U.S. environmental legislation, including federal, state, and local statutes and regulations designed to curb the release of pollutants into the waterway, soil, and air. We promote greater environmental responsibility, such as:

- Conservation of electricity through the installation of motion sensor lighting
- Elimination of plastic waste through the installation of a water filtration system
- Regulation of heating and A/C use outside of business hours
- Compliance with applicable environmental laws and regulations.

## COMMUNITY INVOLVEMENT AND WELLNESS

Utegration promotes and supports employees in their community involvement by offering #UDoGood days. Utegration recognizes that our employees have causes and passions that range in focus, so we provide each employee with a broad opportunity to give back. Employees are encouraged to volunteer their time and resources twice a year within their own communities for a paid half day of community service.

In addition, Utegration hosts Charity Step Challenges throughout the year to promote teamwork and a healthy lifestyle. Each four-person team researches and selects a charitable organization as part of the competition. Utegration then donates funds to the charitable organization selected by the winning team.



# Exhibit 1

## CORPORATE SOCIAL RESPONSIBILITY POLICY (CSR POLICY)

### Introduction

This Corporate Social Responsibility Policy (“the CSR Policy”) has been framed by Utegration India Private Limited (“Utegration” or “the company”) in accordance with the Section 135, Schedule VII of the Companies Act, 2013 (“The Act”) and CSR Rules issued by the Ministry of Corporate Affairs on February 27, 2014. Unless the context otherwise requires, the definitions mentioned in the notification dated February 27, 2014 and Companies Act 2013, shall apply to this CSR Policy.

### Objective

The main objective of the CSR Policy is to lay down guidelines for Utegration to make CSR as one of the key focus areas to adhere to Utegration’s global interest in environment and society that focuses on making a positive contribution to society through effective impact and sustainable development programs. This Policy covers the proposed CSR activities to be undertaken by the Company and ensuring that they are in line with Schedule VII of the Act as amended from time to time. It covers the CSR activities which are being carried out only in India and includes strategy that defines plans for future CSR activities.

### Scope & Coverage

The CSR activities of the Company shall include, but not limited to any or all of the sectors/activities as may be prescribed by Schedule VII of the Companies Act, 2013 amended from time to time. Further, the Company will review the sectors/activities from time to time and make additions/ deletions/ clarifications to the above sectors/activities.

### Responsibility of the Board of Directors

The responsibility of the Board of Directors shall be as under:

- a) To formulate & adopt, a CSR Policy indicating the activities to be undertaken as specified in Schedule VII of the Companies Act, 2013 and modify / amend the same as required;
- b) To disclose the contents of such policy in its report;
- c) To review and approve annual budgets with respect to CSR programs;
- d) Ensure that the activities proposed in the CSR Policy are undertaken;
- e) Ensure that the company spends the approved budget in every financial year;
- f) If company fails to spend the sum as mentioned above, then the Board shall, in its Report specify the reasons for not spending the amount.
- g) To develop and institutionalize a CSR reporting mechanism in light with Section 135, Rule 8 of the Companies Act 2013;
- h) To ensure that Utegration’s corporate website displays the approved CSR policy of the company
- i) To monitor the CSR Policy, Projects and Programs from time to time.

### CSR Committee

Constitution of the CSR Committee is not be applicable to Utegration, since the amount to be spent by the company under sub-section (5) Section 135 of the Act does not exceed fifty lakh rupees. The functions of Committee will be discharged by the Board of Directors of Utegration (“The Board”). If the requirement arises in future the same will be considered and executed.



## CSR Activities

Pursuant to Schedule VII of the Companies Act, 2013 and other applicable rules, regulations, notifications etc. from time to time, The Board of Directors has approved the following activities as “CSR Activities” to be undertaken under the CSR policy of the Company.

- 1) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.
- 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 homes and hostels for women and orphans; 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, 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).
- 5) 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;
- 6) Measures for the benefit of armed forces veterans, war widows and their dependents, including Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- 7) Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports
- 8) Contribution to the Prime Minister's National Relief Fund or Prime Minister's 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;
- 9)
  - a) 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
  - b) 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 Organization (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).
- 10) Rural development Projects
- 11) Slum area development.
- 12) Disaster management, including relief, rehabilitation and reconstruction activities.

## Budget for CSR Activity & CSR Expenditure

A specific budget is allocated for CSR activities and spending on CSR activities shall not be less than 2% of the average Net Profits of the Company made during the three immediately preceding financial years. 'Net Profit' shall be calculated in the manner prescribed by the Act and the CSR Rules.

CSR expenditure shall include all expenses including contribution to corpus for projects or programs relating to CSR activities approved by the Board but does not include any expenditure on any item not in conformity or not in line with activities which fall within the approved CSR activities.



### **Identification of activities/project**

Out of approved CSR activities, The Board shall decide which activity/project should be given priority for the respective financial year. While arriving at the decision of the activity to be undertaken for the respective year, The Board shall analyze the basic need of the community/ area in which the Organization operates or at the place where its registered office is situated.

### **Implementation mechanism**

The company may conduct / implement CSR programs by itself and/or through registered trusts, societies and / or section 8 (previously section 25) companies with an established track record of at least three years in carrying on activities in the related area/s or as suggested by Ministry of Corporate Affairs vide circulars/notifications.

The company may collaborate or pool resources with other companies to undertake CSR activities and any expenditure incurred on such collaborative efforts would qualify for computing the CSR spending.

### **Compliance and Reporting:**

The progress will be reported to the Board of Directors during the Board meetings. The progress on CSR programs undertaken by the Company will be reported in the Annual Report in the format prescribed by the CSR Rules 2014.

### **Effective Date**

This CSR Policy shall be effective from the date of its approval by the Board of Directors.

### **Amendments to the CSR Policy**

The Board of Directors of the Company shall have the powers to revise/modify/amend this Policy from time to time, as the Board may think fit, based on the revision/amendment, if any, made to the CSR Rules by the MCA, under the Act.

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CSR POLICY APPROVED ON BEHALF OF BOARD OF DIRECTORS ON THIS 11TH  
DAY OF FEBURARY 2021.

For **UTEGRATION INDIA PRIVATE LIMITED**

Deepak Simon Managing Director DIN: 05305079

