

A.T. Kearney Consulting (India) Private Limited ('ATKCIPL' / 'Company')

Corporate Social Responsibility (CSR) Policy

1.0 Title and Applicability

1.1 As per the provisions of section 135 of the Companies Act, 2013 (CA, 2013), ATKCIPL is obligated to spend 2% of its net profits towards CSR activities.

1.2 Amongst other obligations, above mentioned provisions mandate the Company to lay out its CSR policy, and also set up a CSR framework ('CSR committee') to duly discharge its statutory obligations.

1.3 In due compliance with the provisions of CA, 2013, ATKCIPL has devised its CSR policy. ATKCIPL CSR policy is driven by its corporate philosophy which delineates ATKCIPL Group's overall social responsibility as a corporate citizen and the specific areas in which it seeks to make relevant contribution to the society.

1.4 The policy shall apply to all the CSR programs and activities undertaken by the Company at various locations.

2.0 CSR Philosophy

Globally, A.T.Kearney group's CSR policy centers around following 3 E's:

- I. Economic development;
- II. Environment and sustainability; and
- III. Education and workforce.

2.1 As an organization, ATKCIPL believes that sustained economic development cannot happen without social progress and the well-being of local communities. With this mindset ATKCIPL always endeavors to go beyond its business focus and contribute to the wellbeing of all stakeholders, including the community at large.

2.2 Businesses that adopt a sustainability mindset have an unprecedented opportunity to gain competitive advantage while improving our world. As a part of its environmental sustainability measure, ATKCIPL intends to ably contribute towards bringing down energy costs and reducing carbon emissions in the environment in which it operates.

2.3 The world has been changing at a faster pace due to change in the education method and rapid advancement of technology. Accordingly, there is an ever increasing need to upgrade the teaching content and methods. Education and skill development is another key area where ATKCIPL expects to play an important role as per its group's philosophy.

3.0 CSR Vision Statement

To actively contribute in the area of economic development, environment and sustainability, and education and workforce.

4.0 Validity of CSR Policy

The CSR policy is expected to be followed year after year. The Board may however amend the CSR policy as may be required from time to time as per their need and requirement

5.0 CSR Program Areas & Objectives

ATKCIPL shall focus its CSR activities in the following thematic areas:

- I. Development of local communities (empowering communities (women/ child) through specified measures).
- II. Promotion of education and skill development
- III. Enhancement of environment sustainability
- IV. Contribution toward Prime – Minister National Relief Fund.

Details of CSR programs carried on by ATKCIPL in the aforesaid thematic areas is enclosed as **Annexure -1.**

ATKCIPL will discharge its CSR obligations on its own, and also in participation with Implementation Partners which are expected to be various foundations/ Trust/ Section 8 company and other similar bodies who specialize in effective implementation of the aforesaid activities.

A part of ATKCIPL's CSR obligation, can be discharged through contribution to various funds (eg: Prime Minister National Relief fund, contribution to Swachh Bharat Kosh etc.)

6.0 CSR Expenditure

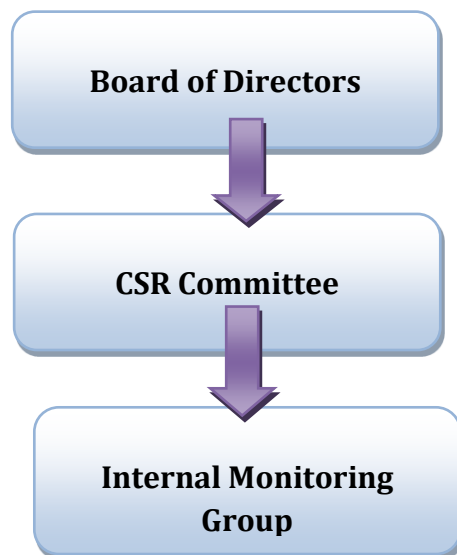
- 6.1 The Board of Company shall ensure that in each financial year, the Company spends at least 2% of the average net profit (before tax) made during the immediate three preceding financial years. Average net profit shall mean the net profits of the Company as per the Profit & Loss statement prepared in accordance with the CA, 2013.
- 6.2 CSR expenditure shall mean all expenditure incurred in respect of specific projects/ program relating to the approved CSR activities.
- 6.3 CSR expenditure shall not include expenditure on an item not in conformity or not in line with the activities which fall within the purview of the CSR activities listed in Schedule VII of the Companies Act, 2013.
- 6.4 CSR expenditure shall not include projects or programs or activities undertaken outside India.
- 6.5 Any surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company. Further, the Company may collaborate or pool resources with other organizations to plan, implement, monitor and report CSR activities.
- 6.6 The Board shall approve the allocation of the CSR expenditure on the CSR activities and, to the extent possible, shall give priority to the local areas wherever ATKCIPL has its operations.

7.0 Implementation Mechanism

- 7.1 The mode of implementation of CSR programs will include a combination of direct and indirect implementation, depending upon the nature of the project i.e. execution of certain projects by the CSR Team (as identified in section 8) and certain projects through ATKCIPL Implementation partners (IPs), including registered Trust/Society/Section 8 Company.
- 7.2 IP's shall be selected after an adequate due diligence process is completed. The Company shall further ensure that the IPs shall have an established track record of at least 3 years in undertaking project/programs in the focus areas identified by ATKCIPL. ATKCIPL may also use the services of expert agencies, consultancy firms etc., wherever required for carrying out base line surveys, guidance on CSR program design and implementation, impact assessment surveys etc.

7.3 The Company's CSR activities may also include contribution to the various funds such as Prime Minister Relief fund, Swachh Bharat Kosh, etc.

8.0 CSR Governance Structure



9.0 Roles and responsibilities

The Board:

The Board of Directors of the Company will be responsible for:

- 9.1 Approval of the CSR Policy and CSR expenditure after taking into consideration the recommendation made by the CSR Committee;
- 9.2 Ensuring the CSR spending every financial year of at least 2 % of average net profits made during immediately preceding 3 financial years, in pursuance with the policy;
- 9.3 Ensuring that the CSR activities included in the CSR Policy are undertaken by ATKCIPL and that such activities are related to the activities specified in Schedule VII of the Companies Act, 2013; and
- 9.4 Disclosing the content of the Policy in its report and placing the policy on the Company's website in such a manner as prescribed under section 135 of the Companies Act, 2013 read with the CSR Rules

9.5 Director's report will include the following:

- a) Content of the CSR Policy and Composition of the CSR Committee;
- b) An annual report on the CSR; and
- c) Reasons for failure (if any) to spend required amount on CSR activities.

CSR Committee:

- a) The composition of the CSR Committee of the Board is as under:

S. No.	Name	Designation/Category
1	Shikha Gupta	Director
2	Rakhi Malik	Director
3	SESHADRI KAUSHIKAMADHAVAN	Director
4	MANISH MATHUR	Director

b) Responsibility of the CSR Committee:

- Formulating and recommending the CSR activities/ programs to be undertaken by ATKCIPL;
- Reviewing CSR activities undertaken by ATKCIPL;
- Monitoring the policy from time to time;
- Recommending the amount of expenditure to be incurred on CSR projects;
- Constituting a transparent monitoring mechanism for ensuring implementation of the CSR projects; and
- Preparing a note on CSR activities undertaken for ATKCIPL and submitting such report to the Board of Directors

Internal monitoring group:

- a) The composition of the internal monitoring group of the Company is as under:

S. No.	Name	Designation/Category
1	Neelesh Hundekari	Partner
2	Shiv Raj	Manager
3	Vikas Mittal	Manager

a) Responsibility of Internal monitoring group:

- ❖ The monitoring group will be responsible for on ground assessment of the project(s), coordination with the NGOs and stakeholders;
- ❖ The monitoring group will be responsible for timely execution and monitoring of the projects;
- ❖ The monitoring group will plan annual budgets for CSR projects in coordination with the NGO's and make a proposal to the CSR Committee;
- ❖ The monitoring group will report to the CSR Committee the progress on CSR projects and status of CSR expenditure once in each quarter;
- ❖ The monitoring group will be responsible for documentation and reporting of all CSR activities of the Company in pursuit of the Companies Act and the CSR Rules

10.0 Monitoring and Reporting Framework

Project Monitoring:

The Company will institute a well-defined monitoring and evaluation mechanism to ensure that each CSR program has:

1. clear objectives developed out of the societal needs that are determined through baselines studies and research;
2. clear targets, time lines and measurable parameters wherever possible ; and
3. a progress monitoring and reporting framework that is aligned with the requirements of the section 135 of the Companies Act and the CSR Rules

The CSR progress monitoring authorities and the frequency of review is given below:

S. No.	CSR Progress Review and Monitoring Authority	Frequency of review
1	Board of Directors	Annually
2	CSR Committee	Half Yearly
3	Internal monitoring group	Quarterly

Budget monitoring:

The CSR Committee shall establish an accounting system to ensure project wise accounting of CSR spends.

Reporting Framework:

The Internal monitoring group shall monitor progress on CSR projects and CSR spend and report to the CSR committee quarterly.

The Company will report CSR performance in its annual report as per the structure and format prescribed in the notified CSR Rules.

Annexure - 1

S.No.	Thematic area which the project covers	Amount outlay (budget) program wise	Implementation mechanism
1	Development of local communities		<p>A. ATKCIPL CSR team shall provide the facilities/ amenities to the marginalized section of girls:</p> <ul style="list-style-type: none"> • Basic amenities, and counseling; • Education and vocational training; • Stage and street theatre training; and • A safe place with healthy environment and community <p style="text-align: center;"><i>(Engaging with IP- Jamghat Foundation)</i></p>
2	Education and skill development		<p>A. ATKCIPL CSR team shall work with IP towards following education and skill development activities:</p> <ul style="list-style-type: none"> • Providing remedial education to approximately 200 children; • Engaging in ‘Weekend activities’ (telling stories to the children about the values and social skills); and • Providing basic computer literacy to the children by providing computer courses and also giving additional exercises through computer workbooks. <p style="text-align: center;"><i>(Engaging with IP- Sahara Foundation)</i></p> <p>B. ATKCIPL CSR team shall create a pool of young and independent people, from the marginalized section for skill development. This shall be achieved through trainings to the urban underprivileged adolescent youth in English proficiency, basic computer education and soft skills for enhancing their prospects of employment in the fast expanding retail, hospitality and BPO sectors</p> <p style="text-align: center;"><i>(Engaging with IP- SMILE Foundation & Samaj Vikas Sanstha)</i></p> <p>– ATKCIPL CSR team shall develop growth strategy in education sector, to help keep children from poor families in school, reduce dropout rates and generally improve the lives of the community. It aims to ensure that every child has access to good education and bloom into future leaders of the country, contributing to its development and self-reliance.</p> <p style="text-align: center;"><i>(Engaging with IP- Khushii Kinship for Humanitarian, Social and Holistic Intervention)</i></p>