

Corporate Social Responsibility Policy
of
CDNA Technologies Private Limited (“the Company” or “Nuclei”)

BACKGROUND

In accordance with the provisions of Section 135 of Companies Act, 2013, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, the Company is, inter alia, required to:

- (i) Constitute a Board Committee to formulate and recommend to the Board a Corporate Social Responsibility (CSR) Policy, recommend the amount of CSR expenditure and monitor the CSR activities of the Company from time to time.
- (ii) Ensure that the Company spends, in every financial year, at least two per cent of the average Net Profits before Tax (PBT) of the Company, made during the three immediately preceding financial years, in pursuance of its CSR Policy.

PREAMBLE

Corporate Social Responsibility (CSR) is a public-spirited cause that has been well introduced by the new Companies Act 2013. Through CSR there is a formation of a dynamic relationship between a company on one hand and the society and environment on the other. CSR is traditionally driven by a moral obligation and philanthropic spirit which resonates with the policy of the Company.

POLICY OBJECTIVE

The objective of the CSR Policy (“Policy”) is to define the company’s vision and lay down the guiding principles in undertaking various Programs and projects by or on behalf of the company relating to CSR within the meaning of section 135 of the Companies Act, 2013 read with Schedule VII of the Act and the CSR Policy Rules 2014. (“Rules”).

CSR VISION

1. The Company completely endorses reliability. It is committed to conducting business in a true, fair, and ethical manner and takes up the responsibility to create a good impact in the society it belongs.
2. The Company is committed to contributing positively to society. The Company believes that giving back to society through CSR activities is its moral duty.
3. The Company aims to fulfill the requirements laid down under the Companies Act, 2013, and act diligently to comply with all its Rules and Regulations on CSR.

GOVERNANCE STRUCTURE

The company has put in place the following governance structure to ensure that CSR policy is implemented and monitored effectively. The roles and responsibilities are defined at each governance level.

Board of Directors

Nuclei's Board of Directors will be responsible for the following activities:

- Form a CSR Committee and disclose the composition of the CSR Committee.
- Approve the CSR Policy after taking into account the recommendations made by the CSR Committee.
- Place the CSR Policy on the Company's website.
- Ensure implementation of the activities under CSR
- Ensure expenditure of requisite amount on CSR every year as per law.
- Disclose reasons for not spending the amount (if applicable) in the Annual Report to the Shareholders of the Company and approve the transfer of the unspent amount.
- Ensure that the administrative overheads are not more than 5% of the total CSR Expenditure.
- Ensure that the funds so disbursed have been utilized for the purposes and in the manner as approved by Board / CSR Committee and the Board shall certify to the effect.

CSR Committee

The CSR Committee will have two members from the Board of Directors. This committee will be responsible for driving Nuclei's CSR initiatives. The committee will give strategic direction, finalize and approve the annual goals of the CSR programs selected, allocate budgets on a yearly basis, and monitor progress.

Role of CSR Committee:

The CSR Committee will be specifically responsible for the following:

- 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, 2013 (as amended from time to time).
- To formulate and recommend an Annual action plan in pursuance of its CSR Policy, which shall include the following, namely,
 - Lists of CSR Projects or programs that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - Manner of execution of such projects or programs
 - the modalities of utilization of funds and implementation schedules for the projects or programs;
 - monitoring and reporting mechanisms for the projects and programs;
 - details of need and impact assessment, if any, for the projects to be undertaken by the Company

Constitution:

The committee comprises of the following members of the Board:

- Mr. Ankur Joshi -Executive Director
- Mr. Adarsh Pandey- Executive Director

The Committee members shall be appointed by resolution of the Board. Each member shall continue as a member until a successor is appointed unless the member resigns, or is removed by resolution of the Board or otherwise ceases to be a member of the Board.

Meetings:

The Committee shall hold meeting as and when required, to discuss various issues on implementation of the CSR Policy of the Company. The members would thrive to meet at least once in a financial year. The Committee shall periodically review the implementation of the CSR Programmes and issue necessary direction from time to time to ensure orderly and efficient execution of the CSR programmes in accordance with this Policy. It would be the responsibility of the CSR Committee to periodically keep the Board apprised of the status of the implementation of CSR activities.

CSR PROGRAMMES/PROJECTS

The Company would focus the CSR activities around following thrust areas:

- Animal Welfare
- Education
- Setting up homes and hostels for orphans
- Any other program, which the committee shall deem fit.

MODALITIES OF IMPLEMENTATION

The CSR programs will be implemented by Nuclei either through itself or through an implementation agency fulfilling the criteria laid down in the CSR Rules.

The CSR programs will be implemented by the grass root level implementation partners with an established track record with support from project management consultants and social enterprises, as may be required.

It is being endeavoured to work with approved and recognised partners to ensure effective and efficient execution of the programs. While availing services of consultants or any other organizations, the company will seek proposals from various consultants and organizations and will then make a final decision based on criteria which are critical to the success of that particular CSR program.

MONITORING AND EVALUATION MECHANISMS

The Monitoring Mechanism of each project will differ on the basis of the nature of the project. All the projects will be monitored & evaluated as per the objectives & deliverables set for respective projects as per Board & CSR Committee recommendation.

- The CSR projects will be monitored at different intervals through monthly calls, reporting, reviews, etc.
- The Company shall ensure all Implementing Agencies abide by the CSR Rules and strive towards achieving the Project objectives and closures to each Project with agreed deliverables of Reports and Documentations.
- Utilization Certificate with a statement of expenditure duly certified by a Practicing Chartered Accountant/Authorized Auditor will be submitted by the partner organizations.
- Reporting & Documentation:
 - Project Documentation: Reports like Audited Financials for the Project undertaken, Project Reports, Photographs, etc. will be collected by the Company for each project.
 - Financial Tracking: In order to track the proper utilization of funds, where applicable, at different intervals of the project, Company will scrutinize financial documents including but not limited to Fund Utilization Certificate, Expenses Report, etc.
- Details of need and impact assessment, if any, for the projects undertaken by the company: Need for Impact Assessment is not applicable to the Company. As per the MCA circular Rule 8(3) (a), Company does not have an average CSR obligation of 10 Crore or more in the three immediately preceding financial years, thereby impact assessment is not applicable.

REPORTING & COMMUNICATIONS

Nuclei will incorporate the details of CSR activities in the annual report of the company. The CSR activities will also be reflected in the annual accounts of Nuclei and will be mentioned in the Director's report.

The constitution of the CSR committee and CSR policy of Nuclei will also be uploaded on the website of the company.

AMENDMENT

Based on the recommendation of the CSR committee, the Board of Nuclei can modify this policy unilaterally at any time to maintain compliance with law.