



CORPORATE SOCIAL RESPONSIBILITY POLICY
OF
POWER EXCHANGE INDIA LIMITED

1. PREAMBLE

Corporate Social Responsibility (CSR) is a company's commitment to its stakeholders to conduct business in an economically, socially and environmentally sustainable manner that is transparent and ethical. Stakeholders include employees, investors, shareholders, customers, business partners, clients, civil society groups, Government and non-Government organizations, local communities, environment and society at large.

Power Exchange India limited (PXIL) is India's premier electricity trading platform. PXIL facilitates efficient pricing of electricity by promoting competitive market forces for meeting the nation's goal of power to all through its transparent and neutral trading platform.

To streamline the assessment and screening procedure, bring clarity among executing link of CSR, to increase the level of involvement through dedicated work force for CSR activities in all levels of operation and comply with the directives of the Companies Act, 2013, PXIL desires to formulate comprehensive Corporate Social Responsibility policy.

This Policy deals with the basic aspects of CSR with reference to PXIL. The Policy will provide an institutional framework to establish an efficient and effective platform to perform CSR activities. The Policy will ascertain role and responsibility, budget provision, information disclosure at different level of operation.

2. SHORT TITLE :

This Policy, which encompasses the Company's philosophy for delineating its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially relevant programs for welfare and sustainable development of the community at large, is titled as the 'Corporate Social Responsibility (CSR) Policy of Power Exchange India Limited (PXIL)'.

3. APPLICABILITY:

This Policy shall apply to all CSR initiatives and activities taken up at the Company's areas of operations and also within the State of Maharashtra and in any other parts of the country, for the benefit of the different segments of the society provided that the preference shall be given to the local areas and areas where the Company operates for Undertaking the CSR activities.

4. DEFINITIONS:

4.1. "Act" means the Companies Act, 2013 as amended from time to time.

4.2. "Corporate Social Responsibility"(CSR) or "CSR activities" means Corporate Social Responsibility (CSR) or CSR activities as defined in Section 135 of the Act ,Rules and Schedule(s) as amended from time to time.



4.3. “CSR Committee” means a CSR Committee constituted/reconstituted by the Board in accordance with the Act.

4.4. “Rules”: The Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time, prescribed under the Act.

5. VISION:

In alignment with vision of the Company, PXIL, through its CSR initiatives, shall continue to enhance value creation in the society and in the community in which it operates, through its services, conduct and initiatives, so as to promote sustained growth for the society and community.

6. OBJECTIVES:

PXIL introduces Corporate Social Responsibility (CSR) Policy with following objectives:

- To create a sensitivity between corporate and society towards social development and consider CSR as responsibility and cooperation within the wider stakeholder community.
- High standard of authenticity, responsibility and accountability towards all stakeholders including employees, community, consumers, Government etc.
- To Promote Socio-economic development through community development initiatives.
- To bring an attitudinal change in PXIL employees and society about the idea/ perception of CSR.

This policy will create a frame work, procedure for assessment, implementation and monitoring of any activity under CSR.

7. BUDGET

For achieving its CSR objectives through implementation of meaningful and sustainable CSR programs, every year budget for CSR activities shall be as decided by the Board as per the provisions of the Act, Rules and on recommendation of CSR Committee. The same will be distributed among CSR activities (either new or ongoing) or as per the recommendation of CSR Committee.

In exceptional circumstances percentage of budget allocation may be varied with the approval of the Board.

8. SPENDING

The Expenditure on CSR activities shall be incurred in accordance with the provisions of the Act/Rules/Schedules in force from time to time and within the approved budget.

Any surplus arising out of CSR Projects or Programs or activities may not form part of the business profits of a Company.

9. **SCOPE OF CSR ACTIVITIES**

The Company shall undertake any of the following Activities/Projects or such other activities/projects including new or ongoing projects/activities covered therein as may be notified by the Ministry of Corporate Affairs from time to time as a part of the Corporate Social Responsibility (“CSR”):

- Eradicating hunger, poverty, malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set up by the Central Govt. for the promotion of sanitation and making available safe drinking water;
- Promoting education including special education, and employment enhancing vocational skills, especially among children, women, elderly, and 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, agro forestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set up by the Central Govt. 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 arts and handicrafts;
- Measures for benefit of armed force veterans, war widows and their dependents; Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic Sports;
- Contribution to Prime Ministers National Relief Fund or any other Fund set up by the Central Government, for socio economic development and relief and welfare of scheduled castes and scheduled tribes, other backward classes, minorities and women;
- Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;

- Rural development projects.
- Slum area development (Explanation: For the purposes of this item, the term “slum area” shall mean any area declared as such by the Central Govt. or any State Govt. or any other competent authority under any law for the time being in force).

Any other activities in relation of the above and all other activities which forms part of CSR as per Schedule VII of the Act. (Collectively hereinafter referred to as “CSR Activities”)\

The above list is illustrative and not exhaustive.

The CSR Activities shall be undertaken only in India for the benefit of the public provided that the preference shall be given to the local areas and areas where the Company operates for undertaking the CSR activities.

10. EXECUTING AGENCY/PARTNERS

PXIL will seek to identify suitable programmes for implementation in line with the CSR objectives of the Company and also to benefit the stakeholders and the community for which those programmes are intended. These works would be done either independently or through a registered trust or a registered society or a Company established by the Company or its holding or subsidiary or associate company under section 8 of the Act or otherwise fulfilling the criteria as specified in the Act or Rules. A 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 in accordance with the rules.

11. PROJECT IDENTIFICATION:

While identifying the CSR initiative, PXIL would consider the following broad parameters while identifying /selection of schemes/Projects:

- (a) Need identification Studies by the Senior Management/ professional institutions/agencies.
- (b) Internal need assessment by cross-functional team at the local level.
- (c) Receipt of proposals/requests from Govt./ District Administration/local Govt. etc.
- (d) Suggestions from the Board of Directors/senior management level.

12. MONITORING MECHANISM

CSR Committee has been constituted by the Board of Directors to oversee the implementation of CSR Policy. The CSR Committee will monitor and review the progress of activities to be undertaken.

The CSR Committee shall be responsible for implementation of CSR activities. The progress of CSR programmes under implementation and status of the work done shall be reported to Board of the Company.

13. DOCUMENTATION:

Appropriate documentation of CSR Policy, annual CSR activities, executing partners' details, and expenditure incurred/earmarked shall be undertaken on a periodical basis and the Company's CSR policy as well as its activities shall be suitably placed on its website.

Suitable reporting on CSR initiatives of the Company shall be made in the Annual Report of the Company as required under the Companies Act, 2013 and the Rules made there under .

14. PROCEDURE FOR CSR ACTIVITIES

i. The CSR Committee shall approve suitable CSR Activities/projects to be undertaken during the financial year along with the detailed plan, modalities of execution, implementation schedule, monitoring process and amount to be incurred on such activities within the limits of budget approved by the Board;

ii. The Committee, after approval, shall submit its yearly report giving status of the CSR Activities undertaken, Expenditure incurred and such other details as may be required by the Board.

For meeting the requirements arising out of immediate and urgent situations, Managing Director is authorized to approve proposals within the overall budget and shall place the same before the CSR Committee for post facto approval.

To afford a further degree of flexibility in approval of CSR programmes, the following empowerment is accorded as under:

Sr. No.	Powers	Board of Directors	CSR Committee
1	Approval and expenditure sanction for CSR programmes and re-appropriation, if any, of approved programmes on its merit.	Full powers	To spend the budget approved by Board

15. RESPONSIBILITY

Responsibility of Board will be:

1. To approve the CSR Policy recommended by the CSR Committee and disclose the contents of such Policy in its Report and incorporate in its Report and place the same on Company's Website.
2. To ensure that there is a spending on CSR activities to the extent of mandatory percentage of its profit as stipulated in the Act as amended from time to time.
3. To report CSR activities in Board's report and disclose with reasons for non-spending / short-spending of CSR Fund.

Responsibility of CSR Committee will be:

1. To formulate and recommend a CSR policy to the Board
2. To recommend amount of expenditure to be incurred on CSR activities
3. To approve CSR activities/projects within the policy framework
4. To monitor the CSR Policy of the Company from time to time.
5. To identify and implement CSR Projects with due approvals.
6. To report progress of CSR programmes under implementation and status of the work done to CSR Committee
7. To conduct impact studies on a periodic basis, through independent professional third parties / professional institutions, especially on the strategic and high value programs.

Responsibility of Managing Director will be:

To give approval for CSR projects within the Policy framework and monitor projects undertaken by CSR Committee from time to time.

16. EXCLUSIONS

The following activities shall not be considered as CSR activities in accordance with section 135 of the Act:

- i) Activities in pursuance of normal course of business of the Company
- ii) Subject to provisions of sub section (5) of section 135 of the Act, the CSR projects of programs or activities undertaken in India only shall amount to CSR Expenditure



iii) Contribution of any amount directly or indirectly to any Political Party (ies) under section 182 of the Act

iv) The CSR projects or programs or activities that benefit only the employees of the company and their families

v) Any surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the company but should be added in the CSR Fund.

17. GENERAL

In case of any doubt with regard to any of the provisions of this Policy and also in respect of matters not covered herein, a reference to be made to CSR Committee. In all such matters, the interpretation and decision of the CSR Committee shall be final.

Any or all provisions of the CSR Policy would be subject to revision/amendment based on changing needs and aspirations of the target beneficiaries or in accordance with the requirements of the law for the time being in force.

The CSR Committee reserves the right to modify, add, delete or amend any of provisions of this Policy subject to approval of the Board.

CSR Committee shall meet at such intervals as may be required.