

Outsource Partners International (OPI) : CSR POLICY	Policy No: Pol/India/CSR/02
Review Date: 20 th Jan 2021	Current Version No.: 2.0
Issue Date: 20 th Jan 2021	Issued by: Board of Outsource Partners International
Effective Date: 30th March, 2015	Policy Category: Compliance Policy

CSR POLICY

Outsource Partners International

Contents

Corporate Social Responsibility 3

Scope 4

Definitions 4

Geographic Reach: 5

Objectives of CSR Policy 5

Governance Structure: 5

Monitoring Mechanism 8

Amendments to the Policy 8

Key Initiative to be undertaken: 9

Corporate Social Responsibility

Outsource Partners International is an EXL group company. EXL is a leading operations management and analytics company that designs and enables agile, customer-centric operating models to help clients improve their revenue growth and profitability.

We believe there is always a better way. We look deeper to find a better way and make it happen. Our corporate social responsibility is guided by the purpose of enabling communities to succeed in the digital world that we live in now. EXL's CSR strategy is focused on developing market-relevant skills in communities around us. Our CSR strategy has two focus areas: Education as a foundation, and; Skill development. We have identified and adopted social issues which we can impact the most by leveraging our expertise and core competence.

The objective of the Skill Development initiative is to improve employment outcomes by providing access to foundational skills. Our education initiatives have been designed to build foundational and life skills for the digital age. The initiatives target communities that find it difficult to get access to such skills because of economic reasons. EXL's education initiatives focus on strengthening mathematical ability, scientific aptitude, language, communication skills and life skills to children from seventh to tenth standards.

Approach

- > EXL engages with youth in skilling of their capabilities to secure better livelihoods
- > EXL engages with communities in and around its operations base
- > EXL encourages strong and meaningful volunteering for its employees for sustainable outcomes in partnership with NGOs
- > To empower and enable our stakeholders to bring about positive change in their life and communities where they live

Scope

This Corporate Social Responsibility ('CSR') policy is formulated and developed by Outsource Partners International ('the Company') in compliance with Section 135 of the Companies Act 2013 on CSR and in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereby referred to as the Rules) notified by the Ministry of Corporate Affairs, Government of India in 2014 and as amended from time to time. The Policy shall apply to all CSR projects/programmes undertaken by the Company in India as per Schedule VII of the Act.

This policy shall be applicable to the Company, Outsource Partners International including all its subsidiaries and all their employees, as applicable.

Definitions

In this Policy unless the context otherwise requires:-

- a) "Act" means Companies Act, 2013;
- b) "Corporate Social Responsibility" means Corporate Social Responsibility (CSR as defined in Section 135 of the Companies Act 2013 and Companies Corporate Social Responsibility Policy) Rules 2014;
- c) "Ministry" means the Ministry of Corporate Affairs
- d) "Net Profit" means net profit as defined in Section 135 of the Companies Act 2013 and Companies Corporate Social Responsibility Policy) Rules 2014 as set out below:
- e) Net Profit as per financial statements prepared in accordance with the applicable provisions of the Act, but shall not include the following, namely:
 - i. any profit arising from any overseas branch or branches of the Company, whether operated as a separate company or otherwise; and
 - ii. any dividend received from other companies in India, which are covered under and complying with the provisions of Section 135 of the Act
- f) "Average net profit" shall be calculated in accordance with the provisions of section 198 of the Act
- g) Words and expressions used in this CSR Policy and not defined herein but defined in the Act shall have the meaning respectively assigned to them in the Act.

Geographic Reach

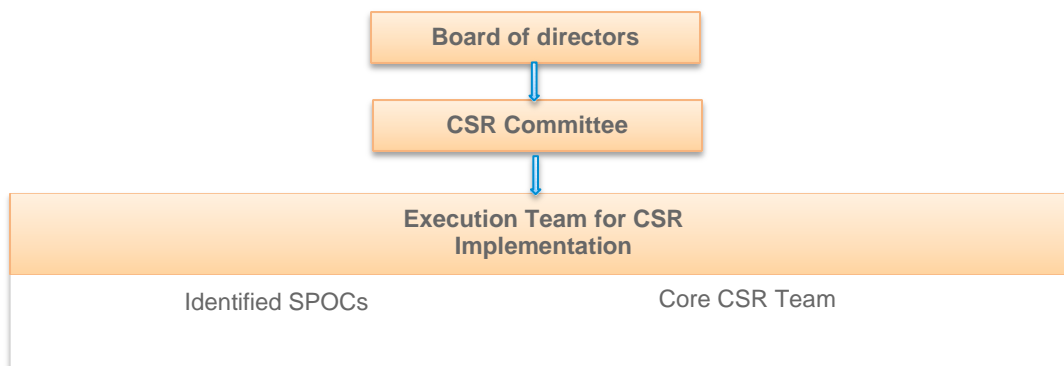
In compliance with Section 135(5) of the Act, the Company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for CSR activities. Therefore, in India Company shall undertake its CSR initiatives in its operational centers located at Chennai, Tamil Nadu. However, subject to the above, CSR initiatives may not be limited to the above geographies and the Company may pursue them on the wish and need of stakeholders.

Objectives of CSR Policy

This Policy shall be read in line with Section 135 of the Companies Act 2013, Companies (Corporate Social Responsibility Policy) Rules, 2014 and such other rules, regulations, circulars, and notifications (collectively referred hereinafter as "Regulations") as may be applicable and as amended/notified from time to time and will, inter-alia, provide for the following:

- > Establishing a guideline for compliance with the provisions of the Regulations to dedicate a percentage of Company's profits for CSR activities
- > Ensuring the implementation of CSR initiatives in letter and spirit through appropriate procedures and reporting
- > Creating opportunities for employees to participate in socially responsible initiatives

Governance Structure



Charter of the Board of Directors

- Approving the CSR policy as formulated and recommended by the CSR Committee. Ensuring that in each financial year the Company spends at least 2% of the average net profit before taxation excluding profits arising from overseas branches made during the three immediate preceding financial years. If the Company fails to spend such amount, the Board shall in its report, specify the reasons.
- Ensuring that every financial year funds committed by the Company for CSR activities are utilized effectively and implementation is regularly monitored
- Disclosing in its Directors' Report the composition of CSR Committee, the contents of the CSR policy and place the CSR policy on the Company website in the manner prescribed
- Ensuring annual reporting of CSR policy to the Ministry of Corporate Affairs, Government of India, as per the prescribed format
- Ensuring that the activities as included in the CSR policy of the Company are undertaken by the Company

CSR Committee

In compliance with section 135 of Companies Act 2013 your company has formed a Corporate Social Responsibility committee on 28th March, 2019, Board committee comprises of:

1. Mr. Pavan Bagai (Board Member)
2. Mr. Vikas Bhalla (Board Member)
3. Mr. Baljinder Singh (Board member)
4. Mr. Deepak Vig (Board member)

Charter of CSR Committee

- Formulate and recommend a CSR policy to the Board of Directors
- Recommend activities and the amount of expenditure to be incurred
- Monitor the CSR policy from time to time

Execution Team for CSR implementation

The Execution Team shall undertake day-to-day implementation and supervision of CSR projects/programmes. Execution Team shall comprise of:

1. CSR point person (Global Head CSR)
2. Core members of CSR team
3. HR BPs for businesses and functions

Roles of Execution Team:

1. On ground execution of CSR projects
2. Financial planning and auditing of the projects Monitoring, review and assessment of the projects
3. Collection and collation of reports from all project locations
4. Timely reporting of the progress to CSR committee

NGO partner selection procedure

NGO partner selection process in the Company shall be transparent and it shall provide opportunity to NGO's with transparent track record for execution.

Monitoring Mechanism

The CSR Committee shall prepare a transparent monitoring mechanism for ensuring implementation of the projects proposed to be undertaken by the Company.

Key components of monitoring

1. Initiatives undertaken on the CSR front will be reported in the Annual Report of the Company
2. The CSR Committee and persons / entities authorised by it, will conduct reviews with partners on a regular basis
3. Plan and publish an annual calendar of major events so as strive for maximum participation of stakeholders/society

Amendments to the Policy

The Board of Directors on its own and/or as per the recommendations of CSR Committee can amend this Policy, as and when required as deemed fit. Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the Regulations on the subject as may be issued from relevant statutory authorities, from time to time. The decision of the Board of Directors on all matters, relating to this Policy, shall be final and binding upon all concerned. This Policy is subject to continuous review and updates as may be required from time to time.

Key Initiatives to be undertaken

1. Skill Development and employability trainings
2. Education as a foundation to skill development

Other areas of intervention

1. Eradicating hunger, poverty & malnutrition, promoting preventive health care & sanitation & 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 & hostels for women & orphans, setting up old age homes, day care centres & such other facilities for senior citizens & measures for reducing inequalities faced by socially & economically backward groups;
4. Training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports;
5. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women; Rural development projects;
6. Reducing child mortality and improving maternal health by providing good hospital facilities and low cost medicines;
7. Providing with hospital and dispensary facilities with more focus on clean and good sanitation so as to combat human immunodeficiency virus, acquired immune deficiency syndrome, malaria and other diseases;
8. Ensuring environmental sustainability, ecological balance, protection of flora & fauna, animal welfare, agro-forestry, conservation of natural resources & maintaining quality of soil, air & water;
9. Protection of national heritage, art & culture including restoration of buildings & sites of historical importance & works of art; setting up public libraries; promotion & development of traditional arts & handicrafts;
10. Measures for the benefit of armed forces veterans, war widows & their dependents;

Version History

Old Version No	New Version No.	Effective Date of the Change	Approved By	Description of Changes/Revision
-	1.0	30th Mar 15	Board of Company	Introduced/ Released
1.0	-	8th Feb 16	Board of Company	No changes, Reviewed as Part of annual review
1.0	-	4th Apr 17	Board of Company	No changes, Reviewed as Part of annual review
1.0	-	16th Apr 18	Board of Company	No changes, Reviewed as Part of annual review
1.0	-	1st Mar 2019	Board of Company/Shailendra Singh-VP	No changes, Reviewed as Part of annual review
1.0	2.0	13th March 2020	Board of Directors of the Company	Annual Review done. Changes made in CSR
2.0	-	20th Jan 2021	Shailendra Singh	No changes, Reviewed as Part of annual review

This document has been reviewed and approved by the content compliance team for circulation outside EXL