ADRENALIN ESYSTEMS LIMITED

CORPORATE SOCIAL RESPONSIBILITY PURPOSE STATEMENT

The Company shall seek to impact the lives of the underprivileged by supporting and engaging in activities that aim to improve their wellbeing. We are dedicated to the cause of empowering people, educating them and in improving their quality of life. While we will undertake programme based on the identified needs of the community, education and healthcare shall remain our priority. Across the different programme areas identified by the company, it would be our endeavor to reach the underprivileged and the marginalized sections of the society to make a meaningful impact on their lives.

We are committed to identifying and supporting programmes aimed at:

- Empowerment of the underprivileged sections of the society through education, access to and awareness about financial services and the like;
- Provision of access to basic necessities like healthcare, drinking water & sanitation and the like;
- Work towards eradicating hunger and poverty, through livelihood generation and skill development;
- Supporting environmental and ecological balance through afforestation, soil conservation, rain water harvesting, conservation of flora & fauna, and similar programmes;
- Promotion of sports through training of sportspersons;
- Undertake rural development projects;
- Any other programme that falls under our CSR Policy and is aimed at the empowerment of underprivileged sections of the society.

Accordingly, the programme areas may include the following:

1. Providing basic health care facilities to economically backward societies across geographical areas,
2. Improving access to education,
3. Provision of Skill Development/Vocational Training,
4. Rural Development,
5. Environmental sustainability,
6. Promoting Sports, arts & culture,
7. Sustainable livelihood

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SCOPE

This policy will apply to all projects/programmes undertaken as part the Company's Corporate Social Responsibility and will be developed, reviewed and updated periodically with reference to relevant changes in corporate governance, international standards and sustainable and innovative practices.

The policy will maintain compliance and alignment with the activities listed in Schedule VII and Section 135 of the Companies Act 2013 and the Rules framed there under.

GOVERNANCE

The approval of the CSR policy and oversight is the responsibility of the Company's Board of Directors. The responsibility of the CSR Committee is to formulate the policy and to administer the policy through implementing partner(s) or via self-implementation. The CSR Committee shall provide guidelines for projects/partner selection to the respective HR or CSR teams, wherever applicable. The CSR Committee is to ensure that projects/programmes are compliant with regulations and are monitored and reported effectively.

As the Company's CSR activities evolve, the policy may be revised by the CSR Committee and approved by the Board of Directors.

CSR COMMITTEE:

A. CSR Committee shall consist of three or more directors of which, at least one will be an independent director, unless otherwise required under applicable law.

The CSR committee shall consist of the following Directors:

1. Mr. Ashok Korwar
2. Mr. Kumaran Mani
3. Mr. S V Ramanan

B. The CSR Committee of the Company will be responsible for:

- formulating and recommending to the Board, the CSR Policy;
- identifying CSR activities to be undertaken in terms of the provisions of the Act and Rules thereunder, provided such activities are indicated in the CSR Policy;
- recommending the annual budgeted expenditure to be incurred on CSR activities by the Company, to the Board for its approval;
- Subject to the provisions of the Act, recommend the locations for carrying out CSR activities;

- recommending to Board, modifications to the CSR policy, as and when required; and
- regularly monitoring the implementation of the CSR policy
- Any other matter as the CSR committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

BOARD:

The Board of the Company will be responsible for:

- Approving the CSR policy as formulated by the CSR Committee, with or without modifications;
- Ensure the CSR Activities included in this Corporate Social Responsibility Policy are undertaken by the Company.
- Considering the recommendations of the CSR Committee and providing appropriate instructions / directions to the CSR Committee when required;
- Preparing a budget of expenditure to be applied for CSR projects contemplated in the annual policy of the Company ;
- Ensuring that in each financial year the Company spends at least 2% of the average net profits of the Company, made during the 3 (three) preceding financial years, or such other amount as prescribed under the Act and Rules framed thereunder, in pursuance of its CSR Policy.
- Disclosing in the Report of the Board, the names of CSR Committee members and ensure annual reporting of its CSR activities in the format as prescribed under the Act and the Rules framed thereunder.
- Complying with the requirements of the Act and the Rules regarding corporate social responsibility.

CSR SPEND

A. The CSR Committee shall recommend the amount of expenditure to be incurred on the CSR activities to be undertaken by the Company as specified in Schedule VII of the Companies Act 2013, as amended from time to time.
B. In case of any surplus arising out of CSR projects, the same shall not form part of business profits of the Company.
C. The total expenditure incurred towards administrative activities including salary paid to the employees engaged in CSR activities should not exceed 5% of the total CSR expenditure attributable for the relevant financial year.

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IMPLEMENTATION

A. The Company shall undertake CSR project/programmes identified by the CSR Committee and approved by the Board of Directors in line with the CSR Policy.
B. The Company shall implement its CSR programmes/projects:
    - Through an implementation partner that can be a public charitable trust or a society registered under applicable Acts or a Company registered under Section 8 of the Companies Act, 2013; or
    - On its own, through the relevant HR or CSR department; or
    - Through its own foundation (if applicable) specifically created for implementing its CSR initiatives.
    - The Company may enter into partnerships or alliances with NGOs, Trusts, or other Corporate Foundations etc. to effectively implement its CSR programmes/projects.
C. The Company can also implement programme in collaboration with other company, if permissible and feasible.

D. The Company shall formulate criteria and procedure for selection, screening and due diligence of its implementing partners.

MONITORING AND REPORTING

The CSR Committee will oversee the implementation and monitoring of all CSR projects/ programmes and periodic reports shall be provided for review to the Board.

The Company will institute a well-defined, transparent monitoring and review mechanism to ensure that each CSR project/programme has:

1. Clear objectives developed out of the societal needs that may be determined through need assessment studies and research (secondary or primary);
2. Clear targets, time lines and measureable indicators, wherever possible;
3. A progress monitoring and reporting framework that is aligned with the requirements of Section 135 of the Companies Act, 2013 and the CSR Rules.

FREQUENCY OF THE MEETING

The meetings of the committee could be held at such periodic intervals as may be required.

QUORUM

Minimum of two (2) members shall constitute a quorum for the committee meeting.

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CHAIRMAN

In the absence of the Chairman, the members of the committee present at the meeting shall choose one amongst them to act as a Chairman.

MINUTES OF THE COMMITTEE MEETING

Proceeding of all the meeting must be minuted and signed by the Chairman of the Committee and tabled at the subsequent Board and Committee meeting.

GENERAL

A. The CSR Policy recommended by the CSR Committee and approved by the Board shall be displayed in the Company's website for public viewing.
B. In case of any doubt with regard to any provision of this CSR Policy and also in respect of matters not covered herein, a reference should be made to the CSR Committee. In all such matters, the interpretation and decision of the CSR Committee shall be final.
C. All provisions of the CSR Policy would be subject to revision/amendment in accordance with the applicable laws.
D. The Company reserves the right to modify, cancel, add, or amend this CSR Policy

EFFECTIVE DATE:

The Policy is effective from 16th June, 2017.