



**Conceptia Technologies Limited**  
**(Formerly known as Conceptia Software Technologies Ltd)**

**Registered Office:**

**22, 2nd Floor, 100 Feet Ring Road, 6th Block, 3rd Phase, BSK 3rd Stage,  
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**CIN: U72900KA2004PLC034151**

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

**Conceptia Technologies Limited**

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## CSR POLICY

### INTRODUCTION AND BACKGROUND

Section 135 of the Companies Act, 2013 impose statutory responsibility on Companies with an net worth of 500 crore INR or more or annual turnover of 1,000 crore INR or more, or a net profit of five crore INR and more immediately preceding financial year to undertake Corporate Social Responsibility activities as enumerated under Schedule VII of Companies Act 2013 which otherwise popularly known as **CSR activities**.

**Conceptia Software Technologies Ltd** was incorporated on June 17,2004. With the vision, business expertise of founder and Managing Director Anildas NT, the company has grown manifold and is today at the forefront of:

1. Naval Architecture & Marine Engineering.
2. Product Sales & Software Reselling
3. Mechanical Engineering Services
4. Engineering Manpower Supply
5. Software Development & Digital Solutions

**Conceptia Software Technologies Ltd** being a Company satisfying the threshold as stipulated under Section 135 of the Companies Act, 2013 is committed to formulate a CSR policy for the Company.

### POLICY OBJECTIVES

The objectives of this policy are –

- Devising meaningful and effective strategies for carrying out CSR activities and engaging with all stakeholders towards implementation and monitoring.
- Make sustainable contributions to communities.
- Identify socio-economic opportunities to perform CSR activities.
- Focus on social welfare activities as envisaged in Schedule VII of Companies Act, 2013.

### SCOPE OF THE POLICY

- This Policy will focus on roles and responsibilities of Board of directors for CSR purpose, CSR activities to be undertaken and allocation of funds for carrying out such CSR activities, Implementation and monitoring the execution of CSR activities for the Company.
- 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 **Conceptia Software Technologies Ltd** including all its subsidiaries, and all their employees.

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#### **CSR GOVERNANCE – ROLE OF THE BOARD (NO SEPARATE CSR COMMITTEE)**

As the amount required to be spent by the Company towards CSR under Section 135(5) of the Companies Act, 2013 (i.e. at least 2% of the average net profit of the three immediately preceding financial years, computed under Section 198 of the Act) is less than ₹50,00,000 (Rupees Fifty Lakh), the Company is availing of the relaxation provided under Section 135(9) of the Companies Act, 2013. Accordingly, the requirement to constitute a separate CSR Committee under Section 135(1) of the Act does not presently apply to the Company, and all functions of a CSR Committee under Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 shall be discharged directly by the Board of Directors, including formulation of this Policy, approval of the annual CSR budget and Annual Action Plan, and monitoring of implementation. If, in any financial year, the CSR amount required to be spent by the Company exceeds ₹50,00,000, the Company shall, prior to the commencement of or as soon as practicable during that financial year, constitute a CSR Committee of the Board comprising three or more directors (including at least one independent director, or, where the Company is not required to appoint an independent director under Section 149(4) of the Act, two or more directors), and all references to the “Board” in this Policy in relation to such CSR functions shall thereafter be read as references to the “CSR Committee”, subject to formal ratification at the next Board meeting.

Where the Company is a listed entity, this Policy and the composition of the Board (discharging CSR Committee functions) shall be disclosed on the Company’s website in accordance with Regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and, where applicable, CSR performance shall be disclosed as part of the Business Responsibility and Sustainability Report annexed to the Annual Report under Regulation 34(2)(f) of the said Regulations. Where the Company undertakes a public issue, rights issue or other fund-raise governed by the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable disclosures regarding this Policy and the Company’s CSR compliance status shall be made in the offer document in accordance with Schedule VI to the said Regulations.

- a. In the absence of a separate CSR Committee, the Board of directors of the Company shall be responsible for:
  - i. Formulating the CSR policy in compliance to Section 135 of the Companies Act 2013
  - ii. Identifying activities to be undertaken as per Schedule VII of the Companies Act 2013.
  - iii. Determining and approving the CSR expenditure to be incurred, in accordance with Section 135(5) of the Companies Act, 2013.
  - iv. Approving modifications to the CSR policy as and when required.
  - v. Regularly monitoring the implementation of the CSR policy.

#### **CSR BUDGET**

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The Board of Directors shall determine and approve every year, the annual budgeted CSR expenditure, which shall not be less than 2% of the average net profits of the Company made during the three immediately preceding financial years, computed in accordance with Section 198 of the Companies Act, 2013. This position shall continue to apply for so long as the Company is availing of the relaxation under Section 135(9) of the Act (i.e., while the prescribed CSR expenditure remains below ₹50,00,000); if a CSR Committee is subsequently constituted, the budget shall instead be recommended by the CSR Committee to the Board for approval.

## CSR ACTIVITIES

The Board of Directors shall identify and approve the list of CSR activities to be undertaken by the Company, as per Schedule VII of the Companies Act, 2013, which covers the following areas-

(i) Eradicating hunger, poverty and malnutrition, “promoting health care including preventive health care” and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.

(ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.

(iii) 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.

(iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga.

(v) 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 art and handicrafts;

(vi) measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;

(vii) training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports

(viii) contribution to the prime minister’s national relief fund or Prime Minister’s Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund)] or any other fund set up

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by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;

(ix) (a) Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government; and

(b) Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defence Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).]

(x) rural development projects.

(xi) slum area development.

Explanation.- For the purposes of this item, the term 'slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force.

(xii) disaster management, including relief, rehabilitation and reconstruction activities.

#### **IMPLEMENTATION**

The Board of the Company shall implement any of the activities as mentioned under Schedule VII of the Companies Act, 2013 through any of the following ways, in accordance with Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, provided that the concerned implementing agency has filed Form CSR-1 with the Registrar of Companies :-

- Registered Trust or Society or Company established by the Company.
- Any other established Registered Trust or Society having track record of three years in undertaking similar programs or projects.
- Collaborate with other Companies for undertaking projects or programs or CSR activities.

#### **BOARD RESPONSIBILITIES ON CSR:-**

The Board of the Company will be responsible for:

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- formulating and approving the CSR policy in compliance with Section 135 of the Companies Act, 2013 (in the absence of a separate CSR Committee, by reason of the relaxation under Section 135(9) of the Act).
- ensuring that in each financial year the Company spends at least 2% of the average net profit excluding profits arising from overseas branches made during the three immediate preceding financial years.
- ensuring that every financial year funds committed by the Company for CSR activities are utilized effectively and regularly monitoring implementation.
- disclosing in its Annual Report and its Annexure the composition of the Board discharging the functions of the CSR Committee (in view of Section 135(9) of the Companies Act, 2013), the content of the CSR policy, and ensuring annual reporting of its CSR activities on the Company website, along with the applicable disclosures under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 if the Company is a listed entity.
- ensuring annual reporting of CSR policy to the Ministry of Corporate Affairs, Government of India, as per the prescribed format.
- As per Section 135 the reasons for under spending of the allocated CSR budget shall be specified in the Board's Report. The surplus arising out of the CSR activities, if any, will not be considered as a part of the business profits of the company.
- constituting a CSR Committee of the Board in accordance with Section 135(1) of the Companies Act, 2013, if in any financial year the CSR amount required to be spent by the Company exceeds ₹50,00,000, and thereafter causing the functions described in this Policy to be discharged by such CSR Committee instead of the Board directly.

## FRAMEWORK ON MONITORING AND REPORTING

The Board shall monitor the implementation of the CSR Policy through periodic reviews. The Finance head of the Company will present the list of programmes, projects, and activities to the Board for its approval. In compliance with the Act and to ensure funds spent on CSR programmes are creating the desired impact on the ground, a comprehensive Monitoring and Reporting framework will be put in place. The monitoring and reporting mechanism is divided into three distinct areas:

I. Programme Monitoring:

II. Evaluation:

III. Reporting and Documentation:

### Programme Monitoring:

I. Programme monitoring mechanism will ensure:

- The CSR policy is implemented as per the Act and the Rules.

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- The CSR policy is implemented ensuring that all projects/programmes as budgeted are duly carried out.

II. CSR spends will be closely monitored and funds shall be released against verified utilizations as per the approved work plans.

III. CSR spends will be audited in an accountable and transparent manner.

IV. Quarterly review of CSR spends and half-yearly review of overall CSR implementation, both undertaken by the Board of Directors.

### **Evaluation**

I. A MIS monitoring mechanism will be put in place.

II. There shall be clarity about the scope of the programme and the need before evaluations are undertaken.

### **Documentation and Reporting**

The Board shall cause the annual CSR report (including Form CSR-2, filed as an addendum to the Company's financial statement filing) to be prepared and filed by the Company, as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014. This report will ensure:

- CSR projects and programmes are being properly documented.
- The Accountability is fixed at each level of CSR process and implementation.

### **CONCLUSION**

Our Board of Directors, our Management and all of our employees will adhere to this policy. We believe that this policy will bring in more sustainability and awareness of serving the society and its importance.

### **Effective Date:**

This Policy is effective from 27<sup>th</sup> August, 2026.

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