



CORPORATE SOCIAL RESPONSIBILITY POLICY

March 2024

Version 1.0

Approved in the Board Meeting dated May 7, 2024



INDIAN GAS EXCHANGE LIMITED

CORPORATE SOCIAL RESPONSIBILITY POLICY

PREAMBLE

Indian Gas Exchange Ltd. (IGX) is India's first automated national level Gas Exchange to promote and sustain an efficient and robust Gas market and to foster gas trading in the country. IGX enables efficient and competitive discovery of gas prices and one of its most important objectives is also to maintain market integrity.

As a responsible corporate citizen of the country, IGX believes it has a role to play in sustainable and inclusive growth of the nation. Despite being one of the largest growing economies globally, India faces substantial problems of income inequality, food insecurity, gender discrimination and environmental degradation along with uneven access to energy, healthcare, sanitation, water and education. The corporate sector needs to partner with the government and social sector to work together in addressing these issues. Since the needs on these multiple fronts are vast, meaningful contribution by the business sector would be best undertaken through a transparent and measurable system. In this regard, IGX fully supports the initiative of the Union Government to create a legal process under the Companies Act 2013 for facilitating companies to undertake corporate social responsibility programmes in a structured manner.

We are committed to further environmental sustainability, socio-economic empowerment of underprivileged communities, social development and equity through gender empowerment. Our CSR policy framework is developed to assist the Company in undertaking well-planned initiatives that are participatory, outcome-oriented and measurable, with the overall objective of creating sustainable impact.

I. PURPOSE OF THE POLICY

The IGX Corporate Social Responsibility (CSR) Policy has been developed in accordance with section 135 of the Companies Act 2013 on CSR and in accordance with the CSR rules and amendments duly notified by the Ministry of Corporate Affairs, GOI. This Policy shall apply to all CSR projects/programmes undertaken by IGX as per Schedule VII of the Act.



The objectives of this policy are to:

- Serve as the principal guiding document for IGX’s CSR initiatives
- Describe core programmatic themes and related impact areas as per Schedule VII
- Outline projects and geographies for undertaking CSR initiatives
- Provide the framework for selection, implementation, governance, management and monitoring of CSR initiatives and formulation of the Annual Action Plan.

II. POLICY STATEMENT

IGX’s CSR Policy aims to address environmental sustainability, economic empowerment and social development through an integrated, holistic and need-based approach by way of:

- Supporting socio-economic development of underprivileged communities through improved access to livelihoods, sanitation, water, healthcare and education
- Endeavouring to integrate the cause of women empowerment while designing the projects
- Contributing to protection of national heritage, art and culture
- Contributing to relief and rehabilitation measures in disaster-affected parts of country.

The projects will be selected and developed with the objective of providing long-term sustainable impact on communities in rural, semi-urban or urban areas, across India. Only those projects that are over and above IGX normal course of business will be defined as CSR.

III. IMPACT AREAS AS PER SCHEDULE VII OF COMPANIES ACT 2013

Schedule VII, Companies Act 2013	IGX CSR impact areas
Ensuring environmental sustainability	Environmental sustainability through renewable energy promotion
Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects, eradicating hunger, poverty and malnutrition, promoting preventive	<ul style="list-style-type: none"> • Rural, semi-urban and urban area development through a livelihoods approach • Promoting education, healthcare, sanitation and access to safe drinking water

Protection of national heritage, art and culture	<ul style="list-style-type: none"> • Adopting monument of national heritage and importance • Adoption and/or restoration of building and sites of historical
Contribution to Prime Minister’s National Relief Fund or any other funds supported by the Central Government	<ul style="list-style-type: none"> • Supporting relief and rehabilitation measure in areas affected by disasters and/or natural calamities including contribution to Prime Minister’s National Relief Fund or Swach Bharat Kosh or any other Fund, etc.

IV. PROGRAMME THEMES:

4.1 Promotion of Renewable Energy

This will include access to clean and renewable energy through community-based self-sustaining delivery models including off-grid solutions using technologies such as biomass, biogas, biofuel, hybrid solutions etc. Initiatives for provision of clean fuel options for cooking will also be promoted. The approach will incorporate a user payment aspect in a feasible community-managed structure for programme sustainability.

4.2 Community Development and Social Infrastructure

This will include access to energy solutions for street lighting, anganwadis, panchayat buildings, weekly haats, schools and other local community facilities. It will also include support locally required for sanitation, water, healthcare and/or education. Needs may be prioritised from a gender equity perspective.

4.3 Creation and Promotion of Livelihood Opportunities

This will include local enterprise development such as through aggregation-based empowerment initiatives of farmer interest groups, small crop storage centres, making organic manure, water conservation, irrigation through solar pumps. This also includes support to alternative livelihoods activities in off-agriculture seasons and other cottage industries, especially women-led micro-enterprise. Skills training in relevant technologies and enterprise management can also be supported. The endeavour will be to ensure environmental sustainability along with livelihoods promotion.

4.4 Any other project in the project location as prescribed in Schedule VII

IGX may also undertake any other project activity not specifically listed as an example here, provided it qualifies as per the provisions of Schedule VII referred to in the Section 135 of the Companies Act, 2013 across India.



V. MODE OF IMPLEMENTATION

The company will adopt an evolving approach for effective, outcomes-oriented implementation, as appropriate to the size of budget outlay and scope of projects **through any of the following or a combination of these mechanisms.**

5.1 In-house management: A select set of personnel from relevant departments / Group level shall oversee the implementation of CSR policy duly approved by the Board. A full-time dedicated CSR manager may be appointed as and when required. An expert consultant may be engaged for integrated project design, partnership development and programme management and monitoring purposes.

Implementation partnerships: In the initial years, direct implementation partnership/s with credible registered trusts/ societies or section 8 company, would be undertaken after a due diligence process of identification, design, budgeting and project development. IGX may directly purchase goods or services for deployment in its programmes such as equipment for access social infrastructure under energy, sanitation, healthcare and education for providing community solutions and the overall implementation would be through funding support to NGO partner/s for ensuring community participation and ownership for sustainable outcomes. Once the project/program is approved, IGX and the CSR Partner may enter into a well-defined MOU. At a later stage, should the Board deem it necessary, IGX may consider creating a new independent foundation for the implementation purpose.

5.2 Strategic collaborations: IGX would be open to exploring collaborations with its stakeholders including business partners' CSR programmes, government departments' social schemes and other like-minded institutions' initiatives for pooling resources and competencies in the interest of scalable social impact and enhanced outcomes for beneficiary communities.

VI. PROGRAMME LOCATION/S

In the absence of any physical operation locations of the company's business, IGX will exercise the discretion to select location/s in any urban or rural geographical areas across India for its CSR initiatives through prioritisation based on: developmental needs, relevance of issues, feasibility of project/s, accessibility, ease of implementation, potential for acceptance and adoption of the initiative by local communities.

VII. OUTLAY & FUNDING



- 7.1 IGX budget for CSR shall be 2 per cent of its average net profits of the three preceding financial years towards CSR activities. The net profit will be estimated in accordance with the provisions of section 198 of the Act read with the Companies (Corporate Social Responsibility Rules), 2014. The budget will be based on recommendation by the CSR Committee.
- 7.2 Any surplus generated from CSR projects shall not be added to the normal business profits of the Company and shall be treated as follows:
- Ploughed back into the same project; or
 - Transferred to an Unspent CSR Account and spent in pursuance of CSR policy and Annual Action Plan of the Company; or
 - Transferred to a Fund specified in Schedule VII, within the prescribed timeline as specified in the CSR Rules.
- 7.3 The Company may spend up to 5 percent of its total CSR expenditure towards administrative overheads for the financial year for the purpose of CSR functions in the Company.
- 7.4 All reasonable efforts will be made to ensure that the CSR amount so disbursed is fully utilised in the respective year in the manner as approved by the Board. However, if the Company fails to spend such amount, the Board of Directors shall, in its report under clause (o) of sub-section (3) of section 134 of the Act, shall specify the reasons for not spending the amount and such unspent amount shall be dealt with in accordance with the provisions of Section 135 (5) & (6) of the Act and Rule 10 of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.
- 7.5 The tax treatment of CSR expenditures will be in accordance with the provisions of the Income Tax Act as notified by Central Board of Direct Taxes (CBDT).
- 7.6 In case the Company spends an amount in excess of the requirements of its CSR obligations in a financial year, such excess amount may be set-off against the requirement of the CSR Spending under sub-section (5) of Section 135 upto the immediate succeeding 3 financial years subject to the fulfilment of conditions as specified under the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.
- 7.7 The Company may also collaborate with other companies for undertaking projects or programmes 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 programmes in accordance with these CSR rules.



- 7.8 The Company may spend its CSR amount for creation or acquisition of the capital asset subject to the fulfilment of conditions as specified under the provisions of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, as may be amended from time to time.

VIII. GUIDING PRINCIPLES FOR PROJECT SELECTION AND IMPLEMENTATION

8.1 Relevance

- Projects should be need-based, keeping local issues into consideration.

8.2 Outcomes-orientation

- Projects will be designed with clear objectives, planned outcomes and a suitable monitoring and reporting framework. All projects will be periodically reviewed for course correction, wherever necessary.

8.3 Sustainability

- Projects should be designed for creating a *long-term impact*. An incremental expansion approach may be deployed if required. They should incorporate multiplier effects. Projects should ideally be replicable for subsequent coverage in other regions.
- *Implementation partners* should be carefully selected after due assessment of their local credibility, local knowledge, domain expertise, local institutional relationships and their approach to sustainability.
- Provisions of *community participation* should be built-in. Community ownership and co-financing wherever required may be introduced in a progressive manner in suitable time frames necessary for communities to accept and adopt the initiatives. This will create understanding among communities on expectations, risks, roles and responsibilities.
- There should be due consideration of any *material risk factors* before selecting, initiating and during implementation of projects. These risks should be duly mitigated and managed on a regular basis.

IX. GOVERNANCE

IGX shall create a robust and transparent governance structure to supervise the implementation of the CSR Policy.



9.1 IGX Board

- **Role:** Approval and Oversight
- **Responsibilities:**

The Board shall approve the CSR policy and oversee that identified work is duly undertaken and in each financial year at least 2% of average net profit of preceding three financial years is spent effectively.

The Board shall satisfy itself that the funds so disbursed have been utilised for the purposes and in the manner as approved by it and the Chief Financial Officer or the person responsible for financial management shall certify to the effect.

The Board will also ensure disclosure of the names of CSR Committee members, the content of the CSR policy and reporting of its CSR activities on the Company website, and in the Annual Reports in the prescribed format.

9.2 CSR Committee

- **Role:** Guiding, Approval and Monitoring
- **Responsibilities:** The CSR Committee is responsible for formulation and final recommendation of the CSR Policy and Annual Action Plan to the Board of the Company. The Committee will approve the project, recommend the amount to be spent, set project selection guidelines and monitor implementation to ensure spending is undertaken as per policy guidelines. The committee will meet at least twice a year to review progress. This can be a physical meeting or through a combination of video conferencing. The minutes of the meetings shall be signed by the Chairperson and regularly shared with the Board of Directors.

9.3 CSR Council

- **Role:** A cross-functional team led by MD and CEO, IGX will work as an internal structure for CSR management and reporting to the CSR Committee
- **Responsibilities:** The Council will be responsible for monitoring and evaluation of the ongoing projects on a quarterly basis and ensuring proper utilization of funds.

9.4 CSR Execution Cell

- **Role:** Project and partnership development and management
- **Responsibilities:** The CSR Execution Cell in collaboration with an expert consultant/agency, if any, will be responsible for identifying NGOs, project identification, design, implementation, ensuring timely payments, monitoring, securing fund utilization certification, outcome management and reporting to CSR Committee and CSR Council. As an additional option employee volunteers may also be involved.



X. MONITORING, REPORTING & COMMUNICATIONS

The planned outcomes will be regularly monitored by the in-house team, supported by experts, through a combination of on-site visits, local stakeholder discussions for feedback and suitable reporting documentation. The progress monitoring will be undertaken as below:

Monitoring group	Frequency of review
CSR Committee	Half-yearly
CSR Council	Quarterly
CSR Execution Cell	Monthly or as and when required

XI. IMPACT ASSESSMENT OF CSR PROJECTS

11.1 The Company shall undertake impact assessment of its CSR projects as per the provisions of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, as may be amended from time to time. The Company may engage an external agency for undertaking impact assessment activity which embraces both quantitative and qualitative parameters.

11.2 The impact assessment reports shall be placed before the Board and shall be annexed to the Annual Report on CSR.

11.3 The Company undertaking impact assessment may book the expenditure towards Corporate Social Responsibility for that financial year, which shall be as per the provisions of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, as may be amended from time to time.

XII. INTERPRETATION

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, as may be amended from time to time shall have the meaning respectively assigned to them therein.

XIII. AMENDMENTS TO THE POLICY



The Board of Directors, either on its own or as per the recommendations of CSR Committee, can amend this Policy, as and when required. 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 required from time to time.
