COMPOSITION OF CSR COMMITTEE:

The composition of the CSR Committee is as follows: -

1. Mr. Shubhomoy Ashutosh Kar, Director
2. Mr. Vikram Sahni, Director
3. Mr. David Abadi

CSR POLICY OF COGNYTE ANALYTICS INDIA PRIVATE LIMITED

Preamble:

We, at Cognyte Analytics India Private Limited (herein after known as “Cognyte”) believe that our business is built around strong social relevance of inclusive growth by supporting the common man in meeting their financial needs. We equally believe that creation of large societal capital is as important as wealth creation for our shareholders. As a responsible human organization, we are committed towards the above objective and are keen on developing a sustainable business model to ensure and activate our future growth drivers. In line with the regulatory expectations, we are putting in place a formal policy as a guide towards our social commitment going forward.

Key words & meanings:

1. “Act” shall mean the Companies Act 2013, including any modifications, amendments or re-enactment thereof.
2. “Approved Budget” shall mean the total budget as approved by the Board of the Company upon the recommendation of the CSR Committee, which is to be utilized for CSR Projects.
3. “Board” shall mean the Board of Directors of the Company.
4. “CSR Annual Plan” shall mean the annual plan detailing the CSR expenditure for the year.
5. “CSR Committee” shall mean the Corporate Social Responsibility Committee constituted by the Board of the Company in accordance with the Act.
6. “CSR Policy” shall mean the present Corporate Social Responsibility Policy of the Company, which covers the activities to be undertaken by the Company as specified in Schedule VII to the Act and the CSR Expenditure thereon.
7. “CSR Projects” or “Projects” means Corporate Social Responsibility projects/activities/ programs/ initiatives, instituted in India, either new or ongoing, and includes, but is not limited to those undertaken by the Board in pursuance of recommendations of the CSR Committee as per the declared CSR.
8. “Financial Year” shall mean the period beginning from 1st April of every year to 31st March of the succeeding year.
9. “Net profit” shall mean the net profit as per the Act and Rules based on which the specific percentage for CSR expenditure has to be calculated.
10. “Rules” shall mean the Companies (Corporate Social Responsibility) Rules 2014, including any re-enactment, modifications or amendments thereof.

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Policy Objectives:

The objective of the CSR Policy ("Policy") is to lay down the guiding principles in undertaking various Programs and projects by or on behalf of the company relating to Corporate Social Responsibility ("CSR") within the meaning of section 135 of the Companies Act, 2013 read with Schedule VII of the Act and the CSR Policy Rules 2014. ("Rules"). This policy shall apply to all the CSR activities would be undertaken within India only.

Role of the CSR Committee:

i) Draft the CSR policy and recommend the same to the Board for approval.
ii) Review and recommend any new CSR initiatives to be taken up by the company.
iii) Review the progress of CSR projects already undertaken by the company and the utilization of budgets for each such projects.
iv) Review and recommend the CSR report to be included in the board's report.
v) Review and recommend any amendments to be made in the CSR policy of the Company.
vi) To carry such other functions as may be delegated to it by the board relating to CSR activities of the company.

CSR Initiatives:

In line with Schedule VII of the Act and the CSR Rules, the Company shall undertake CSR activities included in its Annual CSR Plan, as recommended by the CSR Committee at the beginning of each year. The Committee is authorized to approve any modification to the existing Annual CSR Plan or to propose any new program during the financial year under review.

CSR Framework of Cognyte:

At Cognyte, we see CSR as our commitment to manage and improve the economic, environmental and social implications of our activities at local, regional and global levels. CSR will be used as a framework through which we can engage in multi-stakeholder partnerships for sustainable development and creating shared value. Our CSR framework is therefore, oriented towards taking up programmes that benefits the communities over a period of time, in enhancing the quality of general life and well-being of the local populace.

In Cognyte, CSR activities will be identified in consultation with the community in a participatory and collaborative manner. Subsequently, based on a consensus and discussions with the stakeholders, these activities will be prioritized. Arising from this the focus areas that have been prioritized are as follows: -

- Eradicating hunger, poverty and malnutrition
- Promoting preventive health care and sanitation.
- Promotion of education including special education.
- Ensuring environmental sustainability, measures for protection of flora, fauna, animals, agro forestry, conservation for natural resources etc.
- Contribution of Prime Minister Relief Fund, Swachh Bharat Abhiyan or any other Central / State government fund.

Cognyte will frame doable, sustainable and scalable CSR activities around these areas. These activities are in line with Schedule VII of Companies Act 2013 and beyond business as usual.

Cognyte further reinstate that all the CSR activities undertaken by the Company will have: -

- Need Based Assessment/Baseline Survey/Study where considered necessary/feasible
- Clearly identified & measurable objectives /goals in identified sectors and geographies;
- Clearly identified time frame – start date and end date;
- Specific annual financial allocation;
- Clearly identified beneficiaries
- Clearly identified milestones
- Comprehensive and concurrent documentation
- Robust, periodic review & monitoring;
- Evaluation & Assessment
- Mandatory Reporting as per rules under Section 135

The CSR activities undertaken would be inconsonance with Schedule VII of the New Companies Act, 2013.

CSR Budget

- The Board of Cognyte ensure that the company spends each Financial Year at least two per cent of the average net profit made during the three immediately preceding FYs:
- Utilization Certificates against actual spends will be obtained and diligently documented by the Company;
- Cognyte declares that if it is not able to spend the allocated amount to CSR in any particular year, it would specify reasons for not spending as per Section 134 (3) (o).
- If the Company makes any surplus or profit from pursuing its CSR activities, these will not form part of the business profit but instead will be ploughed back to its CSR activities.
- When undertaking a CSR activity in collaboration with other companies, institutions, the company will report on its share of CSR expenditure only.

CSR Committee

The following Directors would be the members of the CSR Committee: -

1. Mr. Shubhomoy Ashutosh Kar
2. Mr. Vikram Sahni
3. Mr. David Abadi

Planning and Implementation

- The CSR Committee of the Board will identify CSR activities to be undertaken as specified in Schedule VII of the Act.
- A robust monitoring mechanism would be put in place to monitor the CSR activities.
- The Board will ensure that this mechanism remains accountable to it through the CSR Committee as part of the governance of the CSR process,
- The Board will mandatorily Report on the CSR activities undertaken by the company as per the Reporting Format provided by the Rules under Section 135 of the Companies Act, 2013.
- The CSR activities to be undertaken can be done through any implementing agency or through a Registered Trust, a Registered Society or a Section 8 Company Registered under Companies Act,

2013 having an established track record of past three years in the similar fields and having CSR Registration number.

Monitoring of CSR Activities

CSR committee of the company will be responsible for the monitoring of various CSR projects or programs undertaken by the company directly or indirectly. The committee shall ensure that;

i. Company undertakes the CSR activities as provided in the CSR policy
ii. The projects/ programs are implemented as per the program approved by the board
iii. The budget allocated for each of the project is utilized for the projects as per the approved plans.
iv. The objective of the project/program is achieved as per the plans
v. Company shall provide necessary resources and human capital for implementation and the effective monitoring of the CSR projects and programs as may be directed by the CSR Committee. The services of any external agencies or persons who have experience in the same or similar projects or programs undertaken or proposed to be undertaken by the company may also be made available for successful implementation a monitoring of the project.

Amendment of policy

The CSR policy of the company may be amended at any time by the board of the company on the Recommendation of the CSR committee.

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PROJECTS APPROVED BY THE BOARD:

During the Financial Year 2023-24, On the recommendations of the CSR Committee, the Board has decided to incur CSR expenditure of Rs. 11,95,026 (Rupees Eleven Lakhs Ninety-Five Thousand Twenty-Six Only) as CSR contribution of the Company for the financial year 2023-24. The Committee recommend the Board to incur this CSR expenditure in Health Sector by providing medical equipment's, beds, and other medical accessories etc. being the activities stated in the CSR Policy of the Company.

PROJECTS APPROVED BY THE BOARD:

During the Financial Year 2022-23, On the recommendations of the CSR Committee, the Board has decided to incur CSR expenditure of Rs. 11,52,213 (Rupees Eleven Lakhs Fifty-Two Thousand Two Hundred Thirteen Only) as CSR contribution of the Company for the financial year 2022-23. The Committee recommend the Board to incur this CSR expenditure through M/s Sambharye Foundation (Charitable Trust), undertaking activities relating to social upliftment, health awareness, woman empowerment, higher education including special education and environment protection, etc. being one of the activities stated in the CSR Policy of the Company

PROJECTS APPROVED BY THE BOARD:

During the Financial Year 2021-22, On the recommendations of the CSR Committee, the Board has decided to incur CSR expenditure of Rs. 10,56,159 (Rupees Ten Lakhs Fifty-Six Thousand One Hundred Fifty-Nine Only) as CSR contribution of the Company for the financial year 2021-22. The Committee recommend the Board to incur this CSR expenditure through M/s Manav Kalyan Foundation (Charitable Trust) having CSR Registration number CSR00007224, engaged in providing education, food, house and medical facilities to the poor people being one of the activities stated in the CSR Policy of the Company

PROJECTS APPROVED BY THE BOARD:

During the Financial Year 2020-21, On the recommendations of the CSR Committee, the Board has decided to incur CSR expenditure of Rs. 15,52,387 (Rupees Fifteen Lakhs Fifty-Two Thousand Three Hundred Eighty-Seven Only) as CSR contribution of the Company for the financial year 2020-21. The Committee recommend the Board to incur this CSR expenditure through M/s Sunrise Impex Pvt. Ltd. Rs. 10,07,525 (under economic empowerment and social development), M/s VST mobility solution Pvt. Ltd. Rs. 4,34,830 (under health) and Covid safe India Rs. 32,412 (under health), apart from above administrative charges of Rs. 77,620 were spent.