



AMERICAN EXPRESS SERVICES INDIA PRIVATE LIMITED
CORPORATE SOCIAL RESPONSIBILITY (“CSR”) POLICY

Policy Name : **Corporate Social Responsibility (“CSR”) Policy**
Approval Requirement : **Board of Directors**
Effective Date : **April 01, 2014**
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Policy Owner/Custodian : **Public Affairs & Communication and Company Secretary**
Last Review : **May 07, 2021**
Next Scheduled Review : **Q1 FY 2023-24**



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1. OVERVIEW AND PURPOSE:

American Express Services India Private Limited (“AESIPL” or “the Company” or “American Express”) as a company believes that serving our communities is not only integral to running a business successfully; it is part of our individual responsibilities as corporate citizens. The mission of our program is to bring to life the American Express value of good corporate citizenship by encouraging Civic Participation and sustain equitable communities in ways eligible under the provisions of the Companies Act, 2013 and enhance the company's reputation with employees, customers, business partners and other stakeholders.

The purpose of this Corporate Social Responsibility Policy (hereinafter referred to as “CSR Policy” or “the Policy”) shall include but not limited to

- I. Laying down guidelines and mechanisms for undertaking CSR programs in alignment with the Companies Act, 2013 (“the Act”). This Policy shall function as CSR Policy of the Company for the purpose of Section 135 of the Companies Act, 2013 read with CSR Rules and other applicable provisions for the time being in force.
- II. All charitable contributions are made solely by the Company under the approval of its Board of Directors as recommended by the CSR Committee.
- III. CSR contributions are consistent with the goals of the Company’s philanthropic efforts and in accordance with the provisions of Companies Act, 2013; and
- IV. All payments under Company’s CSR program under this Policy are properly accounted for.

2. SCOPE

The Policy shall lay down guiding principles for activities undertaken by the Company towards fulfilling its CSR objectives under the provisions of the Companies Act, 2013. The Policy shall ensure compliance with Section 135 of the Companies Act, 2013 and would include activities as covered under Schedule VII to the Act and Companies (Corporate Social Responsibility Policy) Rules and other applicable provisions for the time being in force.

3. KEY DEFINITIONS

In this Policy, unless the context otherwise requires

- a) ‘Act’ means Companies Act, 2013.
- b) ‘Board’ means Board of Directors of the Company.
- c) ‘Corporate Social Responsibility’ means Corporate Social Responsibility (CSR) as defined in Section 135 of the Companies Act, 2013 read with Rules framed thereunder.
- d) ‘CSR Activities’ means projects/ programs/ activities to be undertaken by the Company in India pursuant to Section 135 read with Schedule VII of the Act including Rules framed thereunder for the time being in force.



- e) “CSR Committee” means the Committee of the Board of Directors constituted pursuant to Section 135(1) of the Act and the applicable CSR Rules in force.
- f) ‘Net Profit’ shall mean Net Profit as defined in Section 135 read with other applicable provisions of the Companies Act, 2013 or the Rules framed thereunder.
- g) ‘Rules’ means Rules framed under Companies Act for the purpose of giving effect to CSR activities / compliances.

Words and expressions not defined in this Policy shall have the same meaning as defined in the Companies Act, 2013 read with the Rules framed thereunder.

4. CSR COMMITTEE

In compliance with the requirements of Section 135(1) of the Act, a CSR Committee has been constituted by the Board. The CSR Committee shall, at all times, comprise with a minimum of 2 directors.

The Committee Chairperson /Committee members shall be appointed by the Board, as appropriate.

The Company Secretary shall act as the secretary to the committee.

The Committee may invite such other executive(s)/employees of the Company, professionals, experts and outsiders with relevant experience, as it may consider appropriate in its sole discretion, whether on permanent basis or temporarily for meetings of the Committee, to advise on the various matters.

5. ROLES & RESPONSIBILITIES

CSR Committee constituted in accordance with the Provisions of the Companies Act, 2013 including any other applicable provisions, rules etc. for the time being in force shall have the responsibilities of oversight and compliance of the provisions relating to CSR and deployment of Company’s CSR Policy. Towards ensuring the effective execution of the CSR commitments, the Board and the CSR Committee shall respectively assume indicative roles and responsibilities as included in Annexure II to this Policy dealing with CSR Governance.

6. FREQUENCY AND QUORUM OF CSR COMMITTEE MEETING

The CSR Committee shall meet periodically as and when required. Members of the CSR Committee can agree upon mutually regarding time and place for the said meetings. Quorum of the CSR Committee shall be one-third of its total strength or two members, whichever is higher.



7. POLICY REQUIREMENTS

The Following matters related to CSR Activities and Contributions, Monitoring and CSR Committee Process are included under the respective Annexure as mentioned below

+ CSR Activities and Contributions ANNEXURE - I

+ CSR Governance ANNEXURE - II

8. SURPLUS

Any surplus arising out of the CSR activities shall not form part of the business profit of a company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the company or transfer such surplus amount to a Fund specified in Schedule VII, in accordance with the provisions contained under the Companies Act, 2013 read with Rules framed thereunder for the time being in force.

9. ADMINISTRATIVE OVERHEADS

The Company may build CSR capacities of its own personnel etc. in accordance with the provisions of the Companies Act, 2013 and may incur expenditure costs under administrative, personnel and other costs. However, such administrative overheads shall not exceed 5% of the total CSR expenditure of the Company in one Financial Year.

10. IMPLEMENTATION OF CSR PROGRAMS

In order to implement the approved CSR projects, the CSR Committee or Board may involve specialized agencies, which may include NGOs, Trusts, Self-Help Groups, Govt./Semi-Govt./Autonomous Organizations, Professional Consultancy Organizations, Registered Voluntary Organizations, or any other appropriate agency/authorities which meets the criteria prescribed under the Companies Act, 2013 or the Rules framed thereunder or any other applicable law for the time being in force.

11. EXCEPTION / CONFLICT / INTERPRETATION RESOLUTION

Any Exception, Conflict, interpretation etc. shall be resolved in discussion with the Public Affairs Leader and the General Counsel Office. Such matters shall also be brought to the notice of CSR Committee and the Board of the Company for their recommendation and advice. The Boards' advice and/or recommendation shall be final and binding on the Company.



12. REVIEW & APPROVAL REQUIREMENTS

The CSR Committee is empowered to recommend amendments or modifications to the CSR Policy and such changes shall be placed before the Board for approval. Where the CSR Policy is in variance with the requirements of the Act, the provision of the Act shall prevail.

13. POLICY REVISION HISTORY

S No.	Month & Year	S No.	Month & Year
1	April 2014	5	June 2019
2	April 2015	6	May 2021
3	April 2016		
4	June 2017		

Current Approval Date: May 07, 2021

***** End *****



ANNEXURE - I

CSR ACTIVITIES AND CONTRIBUTIONS

The Company is committed to create long-term socio-economic values for communities in the geographies where it operates. Under Company's CSR commitments, it will continue to make best efforts to address those social issues and causes which are of local relevance and national importance by portraying deep symbiotic relationship with Schedule VII of the Companies Act 2013. For implementation of CSR activities, the Company will focus primarily in and around its office including branch offices etc. However, it does not limit the Company to undertake CSR projects anywhere in the country.

CSR Activities: The Company shall identify and undertake all its CSR programs/projects/activities in the areas eligible as CSR activity(ies) under the provisions of the Companies Act, 2013 read with Schedule VII and applicable Rules. The Company may undertake one or more of the following CSR activities:

- I. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
- II. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
- III. Employment enhancing vocational skills including Social business projects.
- IV. Eradicating hunger, poverty, and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.
- V. 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.
- VI. Combating human immunodeficiency virus, acquired immune deficiency syndrome, malaria, and other diseases.
- VII. 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.
- VIII. Contributions to public funded Universities, Indian Institute of Technology (IITs), Indian Institute of Management (IIMs) etc. and other eligible organisations engaged in CSR Activities aimed at promoting Sustainable Development Goals.
- IX. 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 by the central govt. for socio economic development



- and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;
- X. Disaster management, including relief, rehabilitation, and reconstruction activities and
- XI. Such other activities / matters as may be prescribed by the Act from time to time and as approved by the Board of Directors of the Company.

List of CSR activities areas, as above, is indicative. All CSR activities undertaken by the Company must be compliant with the provisions of the Companies Act, 2013 read with the Rules made thereunder and any other applicable law, regulations etc. for the time being in force. The CSR activities that benefit related parties shall not be carried out without the approval of the Board. The Company's approach shall be structured in a way which makes CSR activities sustainable, measurable, and scalable.

ANNEXURE - II

CSR GOVERNANCE

(MONITORING, REPORTING, IMPLEMENTATION ETC.)

1. ROLES & RESPONSIBILITIES:

CSR Committee ("The Committee") of the Board constituted in accordance with the Provisions of the Companies Act, 2013 including any other applicable provisions, rules etc. for the time being in force shall have the responsibilities of oversight and compliance of the provisions relating to CSR. CSR committee to ensure the deployment of the Policy. Towards ensuring the effective execution of the CSR commitments, the Board and the CSR Committee shall respectively assume specific roles and responsibilities as per following:

A. Board of Directors

- I. Constitute / Re-constitute CSR Committee of the Board of Directors.
- II. Approve CSR policy and the Board of Directors on its own and/or as per the recommendations of the CSR Committee can amend this policy, as and when required and deemed fit. Any or all provisions of the CSR Policy shall be subject to revision/amendment in accordance with the Regulations on the subject as may be issued from the appropriate statutory authorities, from time to time.
- III. Approve areas under CSR that the company proposes to support, annual action plan, modalities of operations.



- IV. Ensure that activities included by the company in its Corporate Social Responsibility Policy are in accordance with the activities listed in Schedule VII of the Act.
- V. Ensure that the company spends, in every financial year, at least two per cent of the average net profits of the company made during the three preceding financial years, in pursuance of this policy.
- VI. Ensure compliance with the applicable provisions of the Companies Act, 2013 related to CSR.
- VII. The Board's Report issued under clause (o) of sub-section (3) of section 134 shall include an annual report on CSR containing particulars specified in Annexure to the CSR Rules.

B. CSR Committee of the Board of Directors:

- I. Develop CSR Policy for the company and recommend the same for the approval of the Board of Directors.
- II. Develop and approve an annual CSR Action Plan.
- III. Recommend the Budget to the Board of Directors for approval, in pursuance of the Act.
- IV. Create transparent monitoring mechanisms for implementation of CSR initiatives.
- V. Submit reports to the Board in respect of CSR initiatives undertaken by the Company
- VI. Monitor the CSR Policy from time to time and recommend for the amendments in the Policy, when required.
- VII. Accord approval for undertaking CSR activities in partnership/collaboration with other companies/institutions/NGOs etc.
- VIII. Any other activity(ies)/program(s)/function(s) as may be assigned by the Board or as mandated under the Act/Rules or any other applicable provisions of the law.

2. CSR PLANNING & PROCESS

- I. **Annual Action Plan:** As per section 135 of the Companies Act, the Company will develop a list of CSR programs/projects/activities to be undertaken during the year. The CSR Committee shall send the list of CSR programs/projects/ activities with its recommendations to the Board of Directors of the Company for approval. Such Annual Action Plan shall be prepared in accordance with the provisions of the Companies Act, 2013 read with the Rules framed thereunder including any other applicable provisions, regulations etc. for the time being in force.



II. Annual CSR Budget: The expenditure on CSR activities shall be incurred keeping in view Company's CSR Commitments. The total amount to be spent on CSR activities shall be calculated in accordance with the provisions of the Companies Act, 2013 or any rules made thereunder and for the time being in force. Any shortfall pertaining to any financial year shall not be carried forward to the next financial year. The amount of CSR Commitment as above shall include 5% (five percent) amount on account of administrative, personnel and other costs to achieve CSR activities. During first Board Meeting of the Financial Year, the committee shall recommend to the Board of Directors, an estimated amount required to be spent on CSR activities, projects etc. including the manner of expenditure, modalities of utilization of funds and implementation schedules for the projects/programs for that Financial year. Final CSR Budget for the financial year shall be presented to the Board for approval after finalization of Audited Account of the immediately preceding Financial Year.

III. Implementation and monitoring: The CSR Committee shall undertake execution of the selected projects either directly or in alliance with NGOs. The following may be considered in finalizing the modalities of project execution:

- I. The Company may establish a legal entity registered as a Trust, Society or Company eligible under the provisions of the Companies Act, 2013 red with Rules framed thereunder for the time being in force to manage the CSR programmes.
- II. The CSR Committee may decide to engage NGOs/Trusts/Societies/Companies for implementation of identified CSR programs/projects/activities. The Company must ensure that such implementing partner(s) is/are eligible recipients of Company's CSR funds as per the applicable provisions of the Companies Act, 2013 including any other Acts, Rules etc. for the time being in force.
- III. The Company may enter into an Agreement or Memorandum of Understanding (MoU) with the identified implementing partner(s), the MoU/Agreement may address the terms of the funding, disbursement and other relevant matters as deemed necessary in this regard.

The CSR Committee shall review the effective implementation of the CSR project/program/activities undertaken in terms of this Policy and the evaluate the progress of each such project/program/activity at regular intervals.

In the event it is observed that any CSR activity taken up is not being implemented in the desired manner, the CSR Committee may, with the



approval of the Board, discontinue funding of such project at any time during the course of implementation and deploy such funds for any other project/activity/program in accordance with the provisions of the Companies Act, 2013. The CSR Committee may establish a transparent monitoring mechanism for implementation of the CSR activities or programs undertaken by the Company. It may undertake periodic review of the action plan and progress report, which may, inter alia, cover the following:

- I. Progress of each program vis-à-vis the timeline and budget
- II. Beneficiaries covered
- III. Performance of the external partners
- IV. Problems encountered and solutions, if implemented
- V. Estimated amount that will be spent till the end of the year

The CSR committee shall review the progress about implementation and results of CSR initiatives. The Board shall take a final review and accordingly pass advisories.

- IV. Impact Assessment:** As may be required under the provisions of the Companies Act, 2013 read with applicable Rules, the Company shall appoint and engage eligible independent agency(ies) to review and present an impact assessment report of the CSR project(s) undertaken by the Company. Such Report(s) to be reviewed by the CSR Committee and shall be presented to the Board of Directors for their review and advisories, as applicable. Any Expense incurred on obtaining Impact Assessment Report shall be treated as CSR expense subject to its eligibility and as provided under the provisions of the Companies Act, 2013 read with the Rules framed thereunder for the time being in force.
- 3. CSR Reporting:** The CSR Committee shall prepare and review the Annual CSR Committee Responsibility Statement in accordance with the Provisions of the Companies Act, 2013 including any rules made thereunder. Such Responsibility statement shall be recommended to the Board of Directors of the Company. The Board's Report of a company shall include an annual report on CSR containing particulars specified under the Companies Act, 2013 read with the Rules framed thereunder for the time being in force.
- 4. Display of CSR activities on Company's website.** – The Company shall disclose the composition of the CSR Committee, and CSR Policy and Projects approved by the Board on their website, if any, for public access.



- 5. Transfer of unspent CSR amount.** - unspent CSR amount, if any, shall be transferred by the company to a fund and in the manner specified under the Companies Act, 2013 read with Schedule VII of the Act and the Rules framed thereunder.

- 6. Miscellaneous:** The Committee shall act in accordance with the requirements of the Companies Act, 2013 including any delegations of the Board of Directors of the company for matters related to CSR activities, policies including any incidental & ancillary matters as may be deemed necessary and required.



List of CSR Committee Members

S No.	Name of Member	Designation
1.	Mr. Rupesh K Satapathy	Director & Member of CSR Committee
2.	Mr. Manish Motani	Director & Member of CSR Committee