



UPGRAD EDUCATION PRIVATE LIMITED
CORPORATE SOCIAL RESPONSIBILTY (CSR) POLICY

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I. Introduction

The new Companies Act 2013 (hereinafter referred to as ‘the Act’), has introduced the idea of Corporate Social Responsibility (“CSR”) to the forefront and through its “Comply-or-Explain” mandate. It mandates qualifying companies to constitute Corporate Social Responsibility Committee to effectively monitor CSR activities of the Company. Further the Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter referred to as “CSR Rules”) lays down the framework and modalities of carrying out CSR activities which are specified in Schedule VII of the Act.

II. Objective

The main objective of the CSR policy is

- i. To lay down guidelines to make CSR a key business process for sustainable development of the society.
- ii. To directly/indirectly undertake projects/programs which will enhance the quality of life and economic well-being of the communities in the society at large;
- iii. To generate goodwill and recognition among all stake holders of the company

III. Definitions

In this Policy unless the context otherwise requires:

- a) ‘Act’ means Companies Act, 2013, including any modifications, amendments or Re-enactment thereof.
- b) ‘Corporate Social Responsibility’ (CSR) means and include but not limited to the activities as specified in this policy, but contribution directly or indirectly to the political party, business done by the Company in its normal course, activities only for the benefit of employees and activities done outside India will not be considered as CSR activity;
- c) ‘Net profit’ means net profit as defined in Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules 2014
- d) Words and expressions used in this CSR Policy and not defined herein but defined in the Act shall have the meaning respectively assigned to them in the Act.

IV. CSR Activities :-

CSR Activities at UEPL shall primarily be carried through Swades Foundation. The scope of the CSR activities of the Company through Swades will cover the following areas but not limited to the same and may extend to other specific projects/ programs as permitted under the law from time to time.

Sr.no	Area	Activities/Initiatives/Programs
1	Community Mobilisation	provides to create empowered institutions like Self Help Groups (SHGs) in every villages, Village Development committees and an innovative "friends of the District" community. Every SHG will be linked to banks, government programmes and other NGO's. It also

		includes establishment of Community Learning Centers equipped with Libraries, Computers and Vocational, Health and other programmes
2	Water and Sanitation	provides access to safe drinking water and toilets..
3	Agriculture and Livelihood	Core objective is to empower every man and woman in farming households to overcome poverty through improved and innovative farming techniques, process and practices. Swades have provided farmers with the seeds, infrastructure, irrigation systems and tools to introduce second crops across 50 villages. So far, Swades has overseen the cultivation of crops like pulses, turmeric, marigold and watermelon over approximately 2,500 acres of land. The farmers are helped with the technical-know-how and support required for grafting improved varieties of cashew and mango trees to generate higher value produce.
4	Education	core objective of Swades is creating centres of excellence in rural India by working with school leadership, teachers and the community to transform existing schools. This vertical provides for <ul style="list-style-type: none"> • Teacher Training programme, • Leadership Training, • Skill Enhancement for Students and • Creating an enabling environment
5	Health and Nutrition	the core objective is to ensure universal access to public and private health care services to rural communities. This vertical provides for <ul style="list-style-type: none"> • SwaRakshaMitras (SRMs) • Anemia Management: • Eye-Care Camps • Reproductive Tract Infections

V. Exclusion from CSR

The following activity shall not form part of the CSR activities of the Company:-

- i. The activities undertaken in pursuance of normal course of business of a company.
- ii. CSR projects/programs or activities that benefit only the employees of the Company and their families.
- iii. Any contribution directly/indirectly to political party or any funds directed towards political parties or political causes.
- iv. Any CSR projects/programs or activities undertaken outside India.

VI. CSR Committee

Constitution

- Pursuant to the provisions of Section 135 of the Act, the Board of Directors shall constitute the Corporate Social Responsibility (CSR) Committee. The Members of

CSR shall be appointed by the Board of Directors of the Company which must consist of atleast three or more Directors.

- The Committee members shall be appointed by resolution of the Board. Each member shall continue as a member unless the member resigns, or is removed by resolution of the Board or otherwise ceases to be a member of the Board.
- The Board, or in the event of its failure to do so, the Committee, shall appoint Chair from among the Committee members. If the Chair of the Committee is not present at any meeting of the Committee, the Chair of the meeting shall be chosen by the Committee from among the members present.
- The Secretary to the Board shall serve as Secretary to the Committee.

Where the amount to be spent by a company under does not exceed fifty lakh rupees, the requirement for constitution of the Corporate Social Responsibility Committee shall not be applicable and the functions of such Committee shall, in such cases, be discharged by the Board of Directors of the company.

Frequency of the Meetings of the CSR Committee

- The CSR Committee shall meet atleast once in a Year. Members of the CSR Committee can agree upon mutually regarding time and place for the said meetings.
- Quorum for the meeting should be two. The Members of the Committee may participate in the meeting either in person or through video conferencing or other audio-visual means in accordance with the provisions of the Companies Act, 2013 and rules made thereunder from time to time. Minutes of the CSR Committee shall be placed before the Board for noting.

Powers of the Committee

- (a) To formulate and recommend to the board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013 and make any revisions therein as and when decided by the Board;
- (b) To review and recommend the amount of expenditure to be incurred on the activities referred to in (a);
- (c) Approve to undertake CSR activities in collaboration with Group companies/ other Companies/firms/NGOs etc. and to separately report the same in accordance with the CSR Rules
- (d) To monitor the Corporate Social Responsibility Policy of the company and its implementation from time to time;
- (e) Create transparent monitoring mechanism for implementation of CSR Initiatives in India

- (f) To do such other acts, deeds and things as may be required to comply with the applicable laws and to perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or statutorily prescribed under any other law or by any other regulatory authority.”

VII. CSR Spend/Sources of Funding

- (a) The Board of the Company shall 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 immediately preceding financial years, in pursuance of the Policy;
- (b) If the Company fails to spend such amount the Board shall, in its report specify the reasons for not spending the amount;
- (c) The surplus arising out of the CSR projects or programs or activities shall not form Part of the business profit of a company and shall be carried forward for spending in the next financial year;
- (d) The contribution in CSR Activities shall only be made in India;
- (e) The Company shall give preference to the local area and areas around it where it operates for spending the amount earmarked CSR activities

VIII. Monitoring & Reporting

- (a) The CSR Committee shall monitor and review the progress of activities undertaken/ completed;
- (b) The Committee shall meet periodically;
- (c) The Board of Directors of the Company should periodically review the Implementation of the Policy and CSR Activities;
- (d) The Board Report shall contain a section of Annual Report on CSR as per the format prescribed under the Rules.

IX. General

- i) Any amendment or modification to the CSR policy shall be approved by the Board on the recommendation of the CSR committee.
- ii) The contents of this policy shall be disclosed in the Board’s report and the same shall also be disclosed on the website of the Company.

(This document was approved by the Board of Directors on 20th March 2024)