

CORPORATE SOCIAL RESPONSIBILITY POLICY**[ADOPTED BY BOARD ON 05.02.2025]**

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1. Introduction:

Excelsoft Technologies Limited ("the Company") recognizes the importance of Corporate Social Responsibility ("CSR") as a key component of sustainable development. The Company is committed to being a responsible corporate entity by integrating social, environmental, and economic concerns into its operations and interactions with stakeholders. This policy outlines the approach and focus areas for the Company's CSR activities in compliance with Section 135 of the Companies Act, 2013, and rules made thereunder, the scope of activities, functioning of the policy and adhering to all such mandates as required under the Act. (Companies Act 2013, rules and modifications/amendments made from time to time).

This policy shall apply to all CSR initiatives and activities taken up by the Company for the benefit of the society.

2. Definitions:

- a. **"Act"** means Companies Act, 2013 including any Statutory modification or re-enactment thereof.
- b. **"The Company"** means Excelsoft Technologies Limited (Formerly known as Excelsoft Technologies Private Limited)
- c. **"Corporate Social Responsibility ("CSR")"** means the activities undertaken by a Company pursuant of its statutory obligation laid down in Section 135 of the Act read with the Rules framed thereunder as amended from time to time.
- d. **"Policy"** means this policy on Corporate Social Responsibility as amended from time to time.
- e. **"CSR Committee"** means the committee constituted pursuant to Section 135 of the Companies Act, 2013 read with rules made thereunder.
- f. **"CSR Policy"** means a statement containing the approach and direction given by the Board of the Company, taking into account the recommendations of its CSR Committee, and includes guiding principles for selection, implementation and monitoring of activities as well as formulation of the annual action plan.
- g. **"Rules"** means the Companies (Corporate Social Responsibility Policy) Rules, 2014 including any modification or amendment or substitution made there under.
- h. **"Net Profit"** means the Net profit as computed under Section 198 of the Companies Act, 2013.
- i. **"Employee"** means employee of Excelsoft Technologies Limited (whether working in India or abroad), whether working in or outside India including its subsidiaries including and the Directors who are in the employment of the Company.
- j. **"AWP"** means Annual Work Plan.
- k. **"Administrative overheads"** means the expenses incurred by the company for 'general management and administration' of Corporate Social Responsibility functions in the company but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular Corporate Social Responsibility project or programme;
- l. **"Ongoing Project"** means a multi-year project undertaken by a Company in fulfilment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced, and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the board based on reasonable justification;

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- m. **“United Nations Sustainable Development Goal 4” (“UNSD”)-Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all.**

3. **Objectives:**

The objectives of this CSR Policy is to:

- Contribute positively to the social, economic, and environmental well-being of communities where we operate.
- Align CSR initiatives with the needs of society and our business values.
- Ensure that our CSR efforts are sustainable and measurable

4. **Who We Are and What We Do:**

Excelsoft Technologies Limited (Excelsoft) is a leading provider of innovative technology-based solutions in the education domain. Excelsoft architects, designs, and develops technology solutions and digital content that are designed to improve the teaching and learning experience. Since its inception in 2000, Excelsoft has been at the forefront of effectively using technology to improve educational attainment of learners in India and around the world.

Excelsoft was established by two visionary Edu-entrepreneurs who had a wealth of experience in setting up educational institutions of high standards in India. Driven by their passion for using innovative and evolving technology to enhance the quality, efficiency and scale of education, they founded Excelsoft as an education technology company that builds technology products and offers services that would have a positive impact on education.

Excelsoft serves various segments of the education sector, such as School Education, Higher Education, Vocational Education, Corporate, Government, Defence, Educational Publishers, Qualifications agencies and credentialing bodies.

Excelsoft believes that innovation is key to its continued success. Innovation coupled with deep domain expertise has enabled Excelsoft build numerous products in a solution-oriented approach, that reach millions of learners worldwide through its customers. Excelsoft has leveraged its rich and diverse experience to effectively solve the problems and challenges faced by the end clients.

Excelsoft provides them with the agility and flexibility to design the solution that suits their needs. Excelsoft has a global presence with operations in India, the USA, the UK, Malaysia, Singapore and the Middle East. Excelsoft is continuously expanding its client base and operational offices across the world. The company is also investing in new product development and increased service offerings.

Excelsoft has also earned a reputation for advancing education through sharing or donating technology and teacher training services, especially to schools that serve socially and financially disadvantaged children as part of its CSR activities. Excelsoft was founded by entrepreneurs with the goal of making quality education possible for a very wide set of learners. They have created technologies and pedagogical innovations that improve learning outcomes for learners everywhere. This is fully aligned with UNSD goal 4.

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- i. Excelsoft supports educational institutions to expand their ability to reach out to wider sections of the society, through pedagogical implementations, and encourage inclusive admission process (promote equity in access to quality education)
- ii. Excelsoft will continue to build and enhance products in the education space. Excelsoft regularly interacts with industry peers in digital publishing, E-Learning, Assessment space and collaborate to identify new industry trends.
- iii. Excelsoft continues to partner with institutes/universities, with their subject matter experts across functions delivering guest lectures/seminars to students with specialization/interests.
- iv. Excelsoft works closely with experts in the field of learning across the world to identify emerging trends in learning pedagogy and student evaluation.
- v. Excelsoft will continue to invest in research and development through Excelsoft Innovation Labs/DIDACS (The Dhananjaya Institute of Didactics and Cognitive Sciences (DIDACS), a high-performance computing centre, is established by Excelsoft to commemorate 60 years of experience and to honor the immense contributions by our chairman and co-founder Professor M. H. Dhananjaya in the field of Education).
- vi. As a leader in this field and in our community, Excelsoft will also continue to:
 - a. Sponsor or provide monetary and in-kind donations to: schools, local charities, sports clubs, societies, youth groups, and community centres.
 - b. Conduct learning programs for the local community – both children and their parents - on concepts from Science and Technology
 - c. Support local schools - both Public and Private by extending support in terms of building infrastructure such as classrooms, toilets, furniture as well as provide learning resources
 - d. Support a trust/school for children with special education needs and disabilities.

5. Applicability

This policy applies to the Company and covers all CSR activities undertaken by the Company in accordance with the statutory requirements of the Companies Act, 2013.

6. Values

Excelsoft's core values have been used to establish policies and goals for our corporate responsibility plan. These are:

- i. **Community Engagement:** Our company invests in our community and educational programs.
- ii. **Preserving the Environment:** In addition to legal obligations, our company will proactively protect the environment.
- iii. **Looking after Employees:** To recruit and retain loyal and productive staff, it is vital to maintain a good working environment.
- iv. **Learning:** We actively invest in R&D. We are open to suggestions and listen carefully to ideas in order to learn continuously
- v. **Cost Consciousness:** We actively seek to reduce costs at every level of operations. Lifecycle costs, organization values and priorities are part of the cost consideration.
- vi. **Risk Management:** While innovation and agility are critical to our business, risk management is key to our success.
- vii. **Effective Governance Practices:** Ensuring efficient decision-making and implementation processes, in areas but not limited to ethics, business practices, purge corruption and encouraging our associates to be responsible corporate citizens.

7. Focus Area

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The Company will focus on the following areas for its CSR initiatives.

- i. **Eradicating Hunger, Poverty, and Malnutrition:** Providing meals and nutrition support to underprivileged communities and contributing to food security programs.
- ii. **Promoting Education:** Supporting educational programs, scholarships, and infrastructure development for schools in rural and underserved areas.
- iii. **Healthcare and Sanitation:** Organizing health campaign, supporting medical research, and improving access to sanitation and clean water.
- iv. **Environmental Sustainability:** Promoting initiatives related to environmental conservation, renewable energy, and waste management.
- v. **Skill Development:** Conducting skill development programs to enhance employment opportunities, particularly for youth and women.
- vi. **Preservation of National Heritage, Art, and Culture:** 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.
- vii. **Gender Equality and Women Empowerment:** Promoting gender equality and supporting initiatives aimed at empowering women through education, employment, and entrepreneurship.
- viii. **Rural Development:** Undertaking infrastructure development projects in rural areas to improve living standards.

Other Activities: The Company may undertake any other activity apart from the above, if the same as specified in Schedule VII of the Companies Act, 2013, for the time being in force. The Company may also undertake any other activity apart from the above as specified or directed by the government from time to time. The Company shall give preference to local area and areas around the Company where it operates for spending the amount earmarked for CSR. However, the Company shall never undertake an activity, which is prohibited for CSR activities under the Act or rules made thereunder.

Contributing to government initiatives such as the PM's National Relief Fund or similar state and national programs for disaster relief, and any other areas as per the requirements of Schedule VII of the Companies Act, 2013.

8. CSR Committee

The Committee shall function as follows:

- i. Formulate and recommend to the Board and periodically review the CSR Policy
- ii. Formulate and recommend the AWP (annual work plan) to the Board which shall include the following, namely:
 - a. the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - b. the manner of execution of such projects or programmes as specified in sub-rule (1) of rule 4;
 - c. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - d. monitoring and reporting mechanism for the projects or programmes; and details of need and impact assessment, if any, for the projects undertaken by the company;

Provided that Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

- iii. Indicate the list of activities to be undertaken by the Company in areas or subject to areas as specified under Schedule VII of the Companies Act, 2013.
- iv. Recommend the amount of expenditure to be incurred on the activities.

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- v. Monitor the implementation of the CSR Policy of the Company from time to time
- vi. Monitor and report on the progress on the annual action plan undertaken.
- vii. CSR implementation shall be periodically reviewed and monitored by CSR Committee of the Board.
- viii. Identify and recommend to the Board the projects of the Company as “Ongoing Project”
- ix. Set monitoring mechanisms in place to track the progress of each project and track these projects at a half yearly interval
- x. Undertaking wherever appropriate benchmarking exercises with other corporates to reassure itself of the efficacy and effectiveness of Company’s CSR spends.
- xi. Approve the disclosures which are part of the Annual Report
- xii. To carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties

9. CSR Budget

- i. The Company will allocate a minimum of 2% of the average net profits made during the three immediately preceding financial years for its CSR activities. The funds will be utilized for projects that fall within the approved focus areas as defined in this policy.
- ii. The Board/Committee shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the Company for the financial year.
- iii. Any surplus arising out of the CSR activities shall not form part of the business profit of the 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 AWP of the Company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.
- iv. Where the Company spends an amount in excess of requirement provided under sub-section (5) of section 135, such excess amount may be set off against the requirement to spend under sub-section (5) of section 135 up to immediate succeeding three financial years subject to the conditions that the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any, in pursuance of sub-rule (2) of this rule and the Board of the Company shall pass a resolution to that effect.
- v. The CSR amount may be spent by the Company for creation or acquisition of a capital asset, which shall be held by:
 - a. The Company or a Company established under section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects and CSR Registration Number under sub-rule (2) of rule 4;
 - b. beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities;
 - c. a public authority;
- vi. If the Company fails to spend such amount, the Board shall, in its report to be made under clause (o) of sub-section (3) of section 134 of the Companies Act, 2013 specify the reasons for not spending the amount and, unless the unspent amount relates to any ongoing project, transfer such unspent amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.
- vii. The total budget for the CSR projects in each financial year will be decided by the CSR Committee in accordance with applicable provisions of the Act and the CSR Rules. The CSR Committee shall propose to distribute the budget among the Areas to Emphasize or such of them as the CSR Committee may deem fit in each financial year, in such proportion and in a manner that meets the objectives of the CSR Policy. For any reason if the CSR team is not able to follow the allocation agreed on in any of the Areas to Emphasize described above, the same shall be utilized in such other Areas to

Emphasize as the CSR team may recommend with the reasons therefore, and the CSR Committee may approve.

10. Ongoing Project

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Any amount remaining unspent, pursuant to any ongoing project, fulfilling such conditions as may be prescribed, to be undertaken by Company in pursuance of its Corporate Social Responsibility Policy, shall be transferred by the Company within a period of thirty days from the end of the financial year to a special account to be opened by the Company in that behalf for that financial year in any scheduled bank to be called the 'Unspent Corporate Social Responsibility Account' and such amount shall be spent by the Company in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer, failing which, the company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.

11. Implementation And Monitoring

IMPLEMENTATION

- i. The Board of the Company shall ensure that the CSR activities are undertaken by the Company itself or through:
 - a. a company established under section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and approved under 80 G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company; or
 - b. a company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government; or
 - c. any entity established under an Act of Parliament or a State legislature; or
 - d. a company established under section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and approved under 80 G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.
Explanation - For the purpose of clause (c), the term “entity” shall mean a statutory body constituted under an Act of Parliament or State legislature to undertake activities covered in Schedule VII of the Act.
- ii. Approve CSR projects and ensure that they meet statutory requirements.
- iii. The specific CSR activities proposed to be undertaken by the Company shall be identified and recommended by the Committee.
- iv. The CSR Committee shall formulate and recommend an AWP in pursuance of the Policy providing such details as prescribed in the Act and rules made thereunder.
- v. The Board of Directors may decide to undertake CSR activities as recommended by the CSR Committee either by the Company itself or through a registered trust, registered society, section 8 company, or entity as specified and in compliance with the provisions of the Act and rules made thereunder.
- vi. The Company shall have the right to ask the said trust/society/section 8 company/entity to provide requisite details to show that the contribution made by the Company has been spent on the earmarked activities/programs/projects.
- vii. The CSR Committee shall monitor transparently the progress of the CSR activities/projects/programs undertaken by the Company.
- viii. The Board shall satisfy itself that the funds so disbursed have been utilized 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.

MONITORING

- i. In case of an ongoing project, the Board shall monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall be competent to make modifications, if any, for smooth implementation of the project

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within the overall permissible time period as provided in the Act and rules made thereunder.

- ii. Monitor project implementation through field visits, reports, and third-party assessments if required.
- iii. Ensure that the projects are aligned with the objectives and values of the Company
- iv. Social Audits may be carried out by the Company or its implementing agency wherever necessary especially where the Programs are undertaken by the Company through implementing agencies.
- v. If the CSR spending for any year exceeds Rs. 10 (ten)Cr or more and for such projects having an outlay of Rs. 1 crore or more and a period of one year has elapsed since completion of such project, an Impact Assessment study shall be carried out by an independent agency. The report of such assessment shall be placed before the Board and shall also be annexed to the Annual Report on CSR. Additionally, the CSR team would also endeavour to obtain feedback from the beneficiaries about these Programs. Such feedback would be shared by the CSR team as a part of the quarterly progress report.

12. Reporting And Disclosure

The Company will include a report on CSR activities in its Annual Report and disclose the details of the CSR policy on its website, as required by law. The report will include information on the projects undertaken, the amount spent, and the impact of the initiatives.

13. Amendments

The Board of Directors, upon recommendation from the CSR Committee, may revise or amend this CSR policy as may be required from time to time to reflect changes in regulatory requirements or the Company's objectives.

The power to interpret and administer the Policy shall rest with the Chairperson of the CSR Committee whose decision shall be final and binding. The Chairperson is also empowered to make any supplementary rules/orders to ensure effective implementation of the Policy. These will, however, be reported to or tabled before the CSR Committee of the Board, from time to time, to ensure CSR Committee's oversight on these issues.

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