

CORPORATE SOCIAL RESPONSIBILITY POLICY

INTRODUCTION:

At Veranda, we believe that world-class education and learning should be affordable and accessible to all, regardless of location and socio-economic status. Leveraging our years of experience in the education industry, the power of technology, and a unique 360° coaching method, we strive to help students succeed in their chosen career paths and realize their dreams and aspirations. Our commitment to Corporate Social Responsibility (CSR) is rooted in this mission, as we continuously work to create educational opportunities that empower individuals and contribute to the betterment of society.

DEFINITIONS:

- a) “**Act**” means Companies Act, 2013 and the Rules framed thereunder, including any Statutory modification or re- enactment thereof;
- b) “**Board**” means Board of Directors of the Company including Committee constituted under the Act.
- c) “**Corporate Social Responsibility (CSR)**” means the activities undertaken by a Company in pursuance 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) “**CSR Committee**” means Corporate Social Responsibility Committee of the Board.
- e) “**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.
- f) “**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;

CSR ACTIVITIES TO BE UNDERTAKEN:

The Company shall undertake one or more activities listed in Schedule VII of the Companies Act, 2013, as amended from time to time, as its projects for CSR activities. The Company is committed to leveraging its resources and expertise to make a meaningful impact on society through its CSR programs. These programs aim to create educated, healthy, sustainable, and developed communities, reinforcing a positive and socially responsible image for the Company. Our initiatives are designed to maximize development impact and contribute to the overall well-being of society.

By focusing on a diverse range of activities, the Company strives to:

- **Promote Education:** Enhance the learning levels of children in primary and middle schools to ensure a strong educational foundation.
- **Holistic Child Development:** Focus on health, nutrition, life skills, art, and culture as integral parts of learning, promoting overall child development.
- **Access to Hygienic Drinking Water:** Provide sustainable initiatives to ensure the availability of safe and hygienic drinking water.
- **Environmental Conservation:** Undertake activities that enhance environmental and natural capital, such as the conservation of lakes, ponds, and natural springs.
- **Preventive Health Care:** Offer preventive health care services to improve community health outcomes.
- **Skill Building and Vocational Training:** Engage in skill-building and vocational training programs to enhance employability and livelihood opportunities.
- **Employee Engagement in CSR:** Encourage employees to actively participate in CSR activities and volunteer their time and skills for social causes.
- **Charitable Contributions:** Contribute to charitable activities and support initiatives that positively impact the lives of community members.
- **Overall Societal Development:** Engage in initiatives that aim for holistic development and positively impact society at large.
- **Eradicating Hunger, Poverty, and Malnutrition:** Address issues of hunger, poverty, and malnutrition, promote health care and sanitation, and contribute to initiatives like the Swachh Bharat Kosh for sanitation and safe drinking water.
- **Promoting Gender Equality and Empowering Women:** Set up homes and hostels for women and orphans, old age homes, day care centres, and other facilities for senior citizens, and implement measures to reduce social and economic inequalities.
- **Ensuring Environmental Sustainability:** Promote ecological balance, protect flora and fauna, support animal welfare, engage in agroforestry, conserve natural resources, and maintain the quality of soil, air, and water, including contributing to the Clean Ganga Fund for the rejuvenation of the river Ganga.
- **Promoting Sports:** Provide training to promote rural sports, nationally recognized sports, Paralympic sports, and Olympic sports.
- **Rural Development Projects:** Implement projects aimed at the development of rural areas to improve infrastructure and quality of life.

The Company can collaborate with various foundations, group companies, associate companies, and trusts. These partnerships will leverage additional resources, expertise, and networks, enhancing the reach and effectiveness of Company's CSR activities. .

CSR EXPENDITURE

An amount equivalent to 2% of the average net profit earned during the three immediately preceding financial years, in accordance with the provisions of Section 198 of the Companies Act, 2013 will be spent as CSR. The Committee will prepare a budget for the expenditure to be applied to the CSR projects undertaken by the Company.

The Board shall ensure that the administrative overheads do not exceed five percent of the total

CSR expenditure of the Company for the financial year. Any surplus arising out of the CSR activities shall not form part of the business profits of the Company. Instead, such surplus shall be ploughed back into the same project or transferred to the Unspent CSR Account and spent in accordance with the CSR policy and annual action plan of the Company, or transferred to a Fund specified in Schedule VII within six months of the end of the financial year.

The CSR funds may be used by the Company for the creation or acquisition of a capital asset. Such assets shall be held by:

- (a) A company established under Section 8 of the Act, or a Registered Public Trust or Registered Society with charitable objectives and a 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, or entities; or
- (c) A public authority.

This approach ensures that our CSR initiatives are effectively managed and that the benefits derived from these activities are sustained and utilized for the intended social impact, in line with Veranda's commitment to contributing positively to society.

IMPLEMENTATION

The Company's CSR programs will be executed by its internal CSR personnel or through external implementing agencies duly registered with the Ministry of Corporate Affairs. International organizations may be engaged to design, monitor, and evaluate CSR projects in alignment with the Company's CSR policy. Additionally, these organizations may assist in capacity building for the Company's CSR personnel. Collaboration with other companies for CSR activities will ensure that each company's CSR committee reports independently on such initiatives, in compliance with regulations.

When implementing CSR programs through external agencies, specific programs will be designated, ensuring they align with the objectives outlined in the respective Trust Deeds or Memoranda and Articles of Association of these agencies.

ANNUAL ACTION PLAN

The CSR Committee will formulate and recommend to the Board an annual action plan in line with the CSR policy, comprising:

- a) **Approved Projects:** List of CSR projects or programs to be undertaken in areas specified in Schedule VII of the Companies Act.
- b) **Execution Method:** Details on how these projects or programs will be executed as per sub-rule (1) of rule 4 of the Rules.

c) **Funding Modalities:** Utilization of funds and implementation schedules for the projects or programs.

d) **Monitoring and Reporting:** Mechanisms for monitoring progress and reporting on the projects or programs.

e) **Impact Assessment:** Details of need and impact assessment, if applicable, for the projects undertaken by the Company.

FLEXIBILITY IN PLANNING

The Board, based on CSR Committee recommendations, reserves the right to modify the annual action plan during the financial year. This may include incorporating unbudgeted expenditures for new projects, increasing outlays for approved projects, or supporting relief, rehabilitation, or reconstruction activities arising from natural calamities or disasters. Any alterations will be justified based on reasonable grounds as per the CSR Committee's recommendation.

MONITORING AND EVALUATION:

The CSR Committee will diligently monitor and evaluate the implementation of CSR activities to ensure effective utilization of allocated resources and adherence to approved budgets. This oversight aims to maintain transparency, accountability, and alignment with the Company's CSR objectives.

Expenditure Oversight: The Committee, supported by its members, will oversee expenditure to ensure it aligns with approved budgets and funds allocated to the CSR department or through designated implementing agencies, in accordance with Section 135 of the Companies Act.

Physical Inspections and Reports: The Committee may nominate directors or senior personnel to conduct periodic physical inspections of CSR projects. These inspections aim to assess the progress and performance of initiatives on the ground. Subsequently, detailed reports will be submitted to provide insights into the activities undertaken and their impact.

Board Oversight: The Board of Directors will verify that disbursed funds are utilized for their intended purposes as per approved plans. The Chief Financial Officer will certify the proper utilization of funds, ensuring compliance with regulatory requirements.

Project Monitoring: For ongoing projects, the Board will closely monitor implementation against approved timelines and annual allocations. Any necessary adjustments will be considered to facilitate the smooth execution of projects within the prescribed timeframes.

Impact Assessment: Projects with specified budget outlays, as defined by regulatory guidelines, will undergo independent impact assessments. These assessments will be conducted by accredited agencies to evaluate the socio-economic impact of CSR initiatives. The findings of these assessments will be presented to the Board and included in the Annual CSR Report.

This structured monitoring and evaluation framework ensures that CSR initiatives are effectively managed, their impact is assessed rigorously, and stakeholders are informed transparently about the outcomes achieved through the Company's CSR endeavors.

REPORTING:

The Board's Report will comprehensively cover the following aspects:

1. **Annual CSR Report:** The Board's Report will include a detailed annual CSR report, as mandated by the Companies Act. This report will outline the CSR activities undertaken by the Company during the financial year.
2. **Particulars and Compliance:** The report will specify particulars required under the Companies Act regarding CSR expenditure, projects undertaken, and outcomes achieved. It will ensure compliance with regulatory guidelines and transparency in CSR operations.
3. **Impact Assessment Annexation:** Where necessary, the report will annex impact assessment reports conducted by independent agencies for projects meeting specified budget criteria. These assessments will provide an objective evaluation of the social and environmental impacts of CSR initiatives.
4. **Publication:** The CSR policy, approved projects, and the composition of the CSR Committee will be published on the Company's website. This ensures stakeholders have access to comprehensive information about the Company's CSR commitments and activities.

PUBLICATION OF THE POLICY:

The CSR policy endorsed by the CSR Committee and approved by the Board of Directors will be made publicly accessible through the Company's website. Furthermore, the composition of the CSR Committee and details of approved CSR projects will also be disclosed on the website.

AMENDMENT:

The Committee and the Board reserve the right to amend or modify this Policy, in whole or in part, at any time without providing a specific reason. However, such amendments or modifications will not contradict the applicable provisions of the Companies Act or any other prevailing laws.