



**FOR UPCURVE CONSUMER TECHNOLOGIES PRIVATE LIMITED  
(Formerly Known as Upcurve Business Services Private Limited)**

**CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY**

**Upcurve Consumer Technologies Pvt. Ltd ( formerly known as Upcurve Business Services Pvt. Ltd)**

**udChalo House, Arena Building, Plot no 10, Sakore Nagar, Viman Nagar, Pune - 411014 MH.**

**CIN: U93000PN2012PTC144765**

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## 1. PREAMBLE:

This Corporate Social Responsibility Policy (“the CSR Policy”) has been framed by UPCURVE CONSUMER TECHNOLOGIES PRIVATE LIMITED (the Company) in accordance with the Section 135, Schedule VII of the Companies Act, 2013 and CSR Rules issued by the Ministry of Corporate Affairs on February 27, 2014.

Unless the context otherwise requires, the definitions mentioned in the notification dated February 27, 2014, and Companies Act 2013, shall apply to this CSR Policy.

The Company believes in “looking beyond business” and strives to create a positive impact on the communities it serves and, on the environment, and acknowledges that Corporate Social Responsibility is primarily, the responsibility of the Company in relation to the impact of its decisions and activities on the society, through a transparent and ethical behaviour. The Company now seeks to formulate a robust CSR Policy which encompasses its philosophy and guides its sustained efforts for undertaking and supporting socially useful programs for the welfare & sustainable development of the society.

## 2. DEFINITIONS:

In the Policy, unless the context otherwise requires:

- (i) **“Act”** shall mean the Companies Act 2013, including any modifications, amendments or re-enactment thereof.
- (ii) **“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;
- (iii) **“Agency”** (or Agencies) means any Section 8 Company or a registered trust/ society/ NGO/ institution, performing social services for the benefit of the society established by the Company; either singly or along with any other Company; or established by the Central Government or State Government or any entity established under an Act of Parliament or a State legislature.

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- (iv) **“Associate Company”** in relation to another company, means a company in which that other Company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.

**Explanation:** Significant influence means control of at least 20% of total share capital or of business decisions under an agreement.

- (v) **“Average Net Profit”** means profit calculated as per Section 198 of the Companies Act, 2013.
- (vi) **“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.
- (vii) **“Board”** shall mean the Board of Directors of the Company from time to time.
- (viii) **“Company”** shall mean Upcurve Business Services Private Limited and wherever the context requires, shall signify the Company acting through its Board.
- (ix) **“Corporate Social Responsibility (CSR)”** shall mean and includes but is not limited to projects or programs relating to CSR activities undertaken by the Company in India in pursuance of this policy.
- (x) **“CSR Annual Plan”** shall mean the annual plan detailing the CSR expenditure for the year as may be recommended by the CSR Committee.
- (xi) **“CSR Committee”** shall mean the Corporate Social Responsibility Committee constituted by the Board of the Company in accordance with the Act, consisting of two or more Directors.
- (xii) **“CSR Policy”** shall mean the 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 and as amended or modified from time to time.
- (xiii) **“CSR Projects” or “Projects”** means Corporate Social Responsibility projects/activities/ programs/ initiatives, instituted in India, either new or

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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 Policy of the Company. Projects/activities/ programs/ initiatives undertaken in pursuance of normal course of business of the Company and projects which benefit only the employees of the Company, and their families shall not be considered as CSR Projects.

- (xiv) **“Financial Year”** shall mean the period beginning from 1st April and ending on 31st March.
- (xv) **“Group Companies”** shall mean holding, subsidiaries and associates of the Company.
- (xvi) **“Net profit”** shall define under clause (h) of rule 2 under the Companies (Corporate Social Responsibility Policy) Rules, 2014 of the Companies act, 2013.
- (xvii) **“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;
- (xviii) **“Rules”** shall mean the Companies (Corporate Social Responsibility) Rules 2014, including any re-enactment, modifications or amendments thereof.

Words and expressions used and not defined in the Policy shall have the same meanings respectively assigned to them in the Act and/or Rules.

### **3. STATEMENT AND OBJECTIVE OF CSR POLICY:**

In alignment with its vision, the Company through its CSR initiatives will continue to enhance value creation in the society and in the community in which it operates, through its services, conduct & initiatives, so as to promote sustained growth for the society and community, in fulfillment of its role as a Socially Responsible Corporate citizen, and focus on sustainability of environment.

The objective of the CSR Policy of the Company is to:

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- a. To directly or indirectly take up programs that benefit the communities in & around its work centers that should result over a period of time, in enhancing the quality of life & economic well-being of the local populace.
- b. The CSR Policy aims to achieve, consolidate and strengthen socially and environmentally responsible business practices that balance financial profit with social well-being.
- c. To generate, through its CSR initiatives, a community goodwill for the Company and help reinforce a positive & socially responsible image of the Company as a corporate entity.

**4. CONSTITUTION OF CSR COMMITTEE:**

The Company has re-constituted Corporate Social Responsibility Committee (“the Committee”) comprising of following Two Directors:

Serial No.	Name of Director	Designation
1.	Mr. Ravi Bansidhar Kumar	Director
2.	Mrs. Snahlata Singh	Director

Other Composition of the CSR committee, who are not Director, of the Company:

Serial No.	Name of Member	Designation
1.	Mr. D.B. Tingre	HOD-Defence

Board of Directors of the Company may re-constitute the Committee, as and when required to do so, by following the sections, sub-sections, rules, regulations, notifications issued or to be issued, from time to time, by the Ministry of Corporate Affairs or the Central Government of India. The Committee shall exercise powers and perform the functions assigned to it by the Board of Directors of the Company pursuant to section 135 of the Companies Act, 2013 and CSR Rules notified with regard thereto.

**5. RESPONSIBILITIES:**

Section 135 of the Companies Act, 2013 states certain responsibilities which are to be performed by the Board of Directors of the Company and the CSR Committee:

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**a. Responsibility of the CSR Committee:**

The CSR Committee has the following responsibilities:

- i. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken and the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act.
- ii. The manner of execution of such projects or programmes;
- iii. To recommend the amount of expenditure to be incurred on the activities.
- iv. Modalities of utilisation of funds and implementation schedules for the projects or programmes;
- v. To monitoring and reporting mechanism for the projects or programmes;
- vi. To monitor the need and impact assessment, if any, for the projects undertaken by the company;
- vii. To monitor the Corporate Social Responsibility Policy of the Company from time to time.

**b. Responsibility of the Board of Directors of the Company:**

The Board of Directors has the following responsibilities:

- i. After taking into account the recommendations made by the Corporate Social Responsibility Committee, the Board shall approve the Corporate Social Responsibility Policy for the Company and disclose composition of CSRC, content of such Policy in its report and also place it on the Company's Website, if any, in such manner as may be prescribed;
- ii. To ensure that the activities as are included in Corporate Social Responsibility Policy of the Company are undertaken by the Company;
- iii. The Board of every company shall ensure that the Company spends, in every financial year, at least two percent of the average net profits of the Company

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made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy and while doing so the Company shall give preference to the local areas around it where it operates;

- iv. The board shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the company for the financial year;
- v. If the Company fails to spend at least 2 per cent of the average net profits of the Company made during the three immediately preceding financial years,
- vi. the Board shall in its report specify the reasons for not spending the amount and comply all the requirements as prescribed under the provisions of Companies act, 2013.
- vii. If the company spends an amount in excess of the requirements provided under the act, Company may set off such excess amount against the requirement to spend for such number of succeeding financial years as prescribed under the Act;
- viii. The Board of Directors shall ensure that activities included by the company in its CSR Policy are related to the activities included in Schedule VII of the Companies Act, 2013.

## **6. CSR ACTIVITIES:**

The CSR activities undertaken by the Company shall include projects or programs or activities (either new or ongoing), excluding activities undertaken in pursuance of its normal course of business.

CSR projects or programs or activities that benefit only the employees of the Company and their families shall not be considered as CSR activities.

Contribution of any amount directly or indirectly to any political party shall not be considered as CSR activity.

The Company plans to undertake the projects or programs related to the following activities which fall within the purview of the Schedule VII of the Companies Act, 2013:

- A. Eradicating hunger, poverty and malnutrition, “promoting health care including preventive health care” and sanitation including contribution to the Swach Bharat

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Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.

- B. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
- C. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
- D. Ensuring 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.
- E. 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;
- F. Measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- G. Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports
- H. 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;
- I. (a) 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; and

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(b) Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).

- J. Rural development projects
- K. Slum area development.
- L. Disaster management, including relief, rehabilitation and reconstruction activities
- M. Such other activities as may be prescribed from time to time.

## **7. Undertaking of CSR Activities:**

The Board of Directors may decide to undertake its CSR activities approved by the CSR Committee itself or through

- a) a Company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 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, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.

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### **7.1 CSR PROGRAMES:**

CSR programmes will be undertaken at various locations i.e., corporate office, units and other business places of the Company in India to the best possible extent within the defined ambit of the identified Project/ Program. The time period/duration over which a particular programme will be spread, will depend on its nature, extent of coverage and the intended impact of the programme.

Identification of projects / programmes at various locations will be done by means of the following:

- (a) Need identification Studies by the Senior Management/ professional institutions/agencies.
- (b) Internal need assessment by cross-functional team at the local level.
- (c) Receipt of proposals/requests from Charitable institutions and NGOs etc.
- (d) Suggestions from the Board of Directors/senior management level.

### **7.2 SURPLUS ARISING OUT OF CSR ACTIVITIES:**

The surplus arising out of the CSR projects or programmes or activities shall not form part of the business profit of the Company.

## **8. CSR INITIATIVE:**

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 Company is authorized to approve any modification to the existing Annual CSR Plan or to propose any new program during the financial year under review.

## **9. CSR EXPENDITURE:**

CSR expenditure shall include all expenditure including contribution to corpus for projects or programs relating to CSR activities approved by the Board on the recommendation of its CSR Committee, but does not include any expenditure on an item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Act. The Company shall allocate the budget for CSR activities. The minimum budgeted amount

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under section 135 of the Companies Act, 2013, for the CSR activities shall be at least 2% of the average net profit of three immediately preceding financial years.

**10. CSR REPORTING:**

The Board of Directors Report shall include an annual report on CSR containing particulars specified in prescribed "Annexure".

**11. DISPLAY OF CSR ACTIVITIES ON WEBSITE:**

The contents of this Policy shall be displayed on the Company's website, <https://www.udchalo.com>

**12. MISCELLANEOUS**

Any words, expressions, clause and sub-clause etc. used and not defined in the Policy shall have the same meanings respectively assigned or prescribed under the Companies Act, 2013 and/or Rules thereof.

Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from the Government from time to time.

**FOR AND ON BEHALF OF BOARD OF DIRECTORS OF  
UPCURVE CONSUMER TECHNOLOGIES PRIVATE LIMITED  
(Formerly Known as Upcurve Business Services Private Limited)**

\_\_\_\_\_  
**SNAHLATA SINGH**  
**DIRECTOR**  
**DIN: 09112188**  
**PLACE: PUNE**

\_\_\_\_\_  
**RAVI BANSIDHAR KUMAR**  
**DIRECTOR**  
**DIN: 05264426**  
**PLACE: PUNE**

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COMPOSITION OF CSR COMMITTEE

Sr. No.	Name of the Director	Designation/Nature of directorship
1.	Mr. Ravi Bansidhar Kumar	Director and Member of CSR Committee
2.	Ms. Snahlata Singh	Director and Member of CSR Committee
3.	Mr. D. B. Tingre – HOD Defence	Member of CSR Committee