

UNIVERSUS PHOTO IMAGINGS LIMITED
CORPORATE SOCIAL RESPONSIBILITY POLICY

1. Preamble

At Universus Photo Imagings Limited (“Company” or “UPIL”) business success is not just about profits and shareholder returns. We strive to work for wider socio-economic objectives and have always endeavored to meet the expectations of the communities.

The aim of UPIL's CSR projects and operations is to touch lives of people in many ways and create value by helping in overall development of communities through its various initiatives, the Company endeavors to play a significant role by uplifting communities and CSR projects that has long lasting positive impact.

2. Concept

This Policy shall be called ‘ Universus Photo Imagings Limited Corporate Social Responsibility Policy’ and is in compliance of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (the Rules). This Policy shall apply to all Corporate Social Responsibility (“CSR”) initiatives & activities taken up by Company at the various locations in India, for the benefit of different segments of the society at large, specifically the deprived and underprivileged.

3. Definitions

- a. ‘**Act**’ means the Companies Act, 2013 read with the Rules and Schedules made thereunder.
- b. ‘**Board**’ means the Board of Directors of Universus Photo Imagings Limited.
- c. ‘**Company**’ or ‘**UPIL**’ means Universus Photo Imagings Limited.
- d. ‘**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 Companies (Corporate Social Responsibility Policy) Rules, 2014 and the Schedule made thereunder and the circulars, notifications and other amendments as may be notified by Ministry of Corporate Affairs or any other relevant authority from time to time.
- e. ‘**CSR Committee**’ means the committee constituted under the provisions of Section 135 of the Act.
- f. ‘**Ongoing Project**’ means a multi-year project undertaken by a Company in fulfillment 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.

Other terms not specifically defined in this Policy shall have the same meaning as assigned under the relevant provisions of the Companies Act, 2013 and rules made there under.

4. GUIDING PRINCIPLES

- We engage in services to empower the whole community and not just for the sake of the project beneficiaries. Serving communities in need, instills a sense of deep gratitude towards society, helps us develop emotionally, spiritually and creates a sense of deep fulfillment and true happiness. The below guiding principles are the premise to identify the suitable CSR activity(ies)-
- Projects must make an exponential positive impact on the lives of beneficiaries and the benefactors.
- Integrate CSR projects with our scope of business and expertise so we can add value to make them sustainable.
- Implement CSR projects in the vicinity of our company's operations and in the geographical boundaries where needs are arises with a view to create a long-term impact and build a better community.
- Providing nutrition support to poor and needy through various mode of feeding programmes
- Develop skill and build human capacity, make our community employable and generate employment opportunities.
- Collaborate with likeminded organizations are working towards animal welfare and providing end to end support.
- Providing access to primary healthcare and supporting orphanage and shelter homes must be encouraged.
- Collaborate with grass root NGOs and organizations to leverage their reach and our resources and skills.
- Encourage projects which have the potential to become self-sustaining movements after an initial catalytic support from the company.

5. Focus areas of CSR Activities

Company's CSR activities, amongst others, will primarily focus on:

- Livelihood enhancement - skill development, training and employment generation
- Promotion of education, and sports.
- Preventive health care and Sanitation
- Environmental Sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water

- 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.

Company may, subject to the recommendation of the CSR Committee and approval from Board of Directors, undertake any other CSR activity as specified in Schedule VII of the Act from time to time.

6. Governance of CSR policy

Governing mechanism to oversee the implementation of its CSR activities as per the CSR Policy is as follows:

- i. Over-all governance of CSR will be responsibility of the Board and on recommendation of the CSR Committee, the Board will approve the Annual Action Plan every financial year, which will outline the CSR projects or activities to be undertaken by the Company.
- ii. The Board shall examine and satisfy itself that the disbursement and utilization of funds for the CSR projects are utilized for the purpose and the manner as approved by it.
- iii. The Board shall monitor the implementation of “ongoing projects” with reference to the approved timelines and year-wise allocations.
- iv. The Board may alter or modify already approved projects or fund utilization plans during the financial year, as per the recommendations of CSR Committee based on reasonable justification to that effect.
- v. CSR Committee of UPIL will be responsible for administering and executing the Annual Action Plan approved by Board.
- vi. CSR Committee will ensure that all the CSR activities are in consonance with this policy and the applicable provisions of the Companies Act, 2013.

7. CSR committee

UPIL has constituted a CSR Committee of the Board in compliance with the statutory requirement of the Companies Act, 2013. The Board of Directors of the UPIL shall re-constitute the CSR Committee from time to time in compliance with applicable statutory requirements read with Article of Association of the Company. The CSR Committee shall comprise of a minimum of three directors, out of which at least one director shall be an independent director.

The responsibilities of the CSR Committee include the following:

- i. To formulate UPIL CSR strategy, policy and goals;
- ii. To monitor the UPIL CSR policy and performance;
- iii. To review the CSR projects/initiatives including amount of expenditure from time to time;

- iv. To formulate and recommend to the Board for its approval, an annual action plan every financial year. The annual action plan shall cover the following:
 - 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;
 - c) the modalities of utilization of funds and implementation schedules for the projects or programmes;
 - d) monitoring and reporting mechanism for the projects or programmes; and its performance
 - e) details of need and impact assessment, if any, for the projects undertaken by the Company.
- v. To ensure legal and regulatory compliances from a CSR view point;
- vi. To ensure reporting and communication to stakeholders on UPIL's CSR projects/initiatives.

8. Implementation

UPIL will undertake the CSR projects which envisage the sustainable development and creating value for all the stakeholders engaged.

The concerned department will assist in implementation and monitoring of CSR projects/initiatives. The actual implementation of various projects will broad-based through development organizations or through collaborative projects with likeminded corporate.

a. Implementing Agencies

The approved CSR activities, projects and programmes shall be carried out directly or in any of the following ways as the Board on recommendation of CSR Committee in its absolute discretion may decide:

- i. 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
- ii. 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
- iii. any entity established under an Act of Parliament or a State legislature; or
- iv. 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), , and having an established track record of at least three years in undertaking similar activities.

The above referred agencies shall have the unique CSR Registration Number.

The Company may also undertake CSR projects or activities in collaboration with other corporate.

The implementing organization will also be screened, based on the UPIL screening criteria to ascertain the organization credibility and its ability to execute the project with utmost effectiveness.

b. CSR Team

The CSR Team will be responsible for the actual on-ground implementation of various CSR projects. They will also:

- i. be responsible for the execution of the decisions taken by the Board/CSR Committee;
- ii. implement projects based on set targets and action plans and regularly monitor them;
- iii. find suitable implementation partners, conduct due diligence and get approval from the Committee/Board, as may be required;
- iv. evaluate possible collaborations with other organizations on CSR projects;
- v. provide progress reports to the Managing Director and CSR Committee;

9. Monitoring of CSR projects

All CSR Projects/Activities shall be monitored directly by the Board and the CSR Committee through the CSR Team.

Projects directly implemented by CSR Team

- i. The CSR Projects taken up by UPIL or through other organizations shall be monitored directly by. Objectives, implementation plan, key deliverables and desired impact will be clearly spelt out at the start of the project.
- ii. In case of “ongoing projects or programmes” yearly implementation, monitoring and evaluation plan shall be fixed and approved by Board on the recommendation of the CSR Committee and periodic reports shall be shared with the Board.
- iii. In case progress of CSR Projects is not as per the defined milestones, the project will be evaluated by the CSR committee. If the CSR Committee finds that the project is not sustainable or needs modification, it will send its recommendation to the Board for necessary approval with reasonable justification.

Projects in collaboration with Implementing Agencies

- i. CSR Projects taken up through approved implementing agencies shall be evaluated and monitored jointly by CSR committee and respective organizations. An evaluation format shall be prepared for this purpose at the start of the project clearly stating the time, cost and deliverables/desired impact.
- ii. In case progress of CSR Projects is not as per the defined milestones, the project will be evaluated by the CSR committee. If the CSR Committee finds that the project is not sustainable or needs modification, it will send its recommendation to the Board for necessary approval with reasonable justification.

The Company shall have a comprehensive monitoring mechanism to ensure the CSR process functions as mandated by the Companies Act 2013 and the Rules framed there under, and that all projects as budgeted are duly carried out. Monitoring may have both an electronic MIS and human architecture that must work together to ensure a firm check on the above. This may include regular field visits to project sites, activity-wise, comprehensive documentation of the same in the form of field reports, regular interaction with beneficiary communities to obtain feedback and compilation of field visit reports at regular intervals.

The Company may also engage any third party to monitor and supervise the implementation of CSR projects or programmes. At the end of every financial year, the CSR Committee shall submit to the Board requisite information and documents to report the progress of implementation of the CSR projects or programmes approved by the Board. Further the Chief Financial Officer of the Company shall also submit a certificate to the Board certifying that the funds disbursed for CSR projects or activities have been utilized for the said purpose.

10. Documentation and Reporting

The CSR Team of UPIL will ensure that all CSR projects are comprehensively documented and accountability is fixed at every level of the CSR process and the implementation apparatus is in place.

The Board will annually publish report on the CSR projects as a part of the Board's report. The report will disclose information in the format as prescribed by the Section 135 of the Companies Act, 2013.

This CSR Policy shall also be placed on the website of the Company. Furthermore, the composition of the CSR Committee, CSR Policy and Projects approved by the Board shall mandatorily be disclosed on the website of the Company and be updated at regular intervals, for public access.

11. Impact Assessment/Evaluation

UPIL may take up appropriate evaluation and impact assessment of the projects. Third parties may be engaged for this, right from inception to ensure objective assessment across baseline and end line parameters. There shall be clarity about the objective/scope of the project and the need it is attempting to address. Impact assessment of the project is to be done after a reasonable duration. For conducting the Impact assessment, it is necessary that the baseline data or indicators are well defined. The impact can be measured by an end line survey.

The Company shall mandatorily undertake impact assessment, through an independent agency, of their CSR projects or activities having outlay of one crore rupees or more, and which have been completed not less than one year before undertaking the impact study.

The impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR. Further, the Board on the recommendation of the CSR Committee shall appoint the impact assessment agency.

Any expenditure incurred on impact assessment may also be booked towards Corporate Social Responsibility for that financial year, which shall not exceed five percent of the total CSR expenditure for that financial year or fifty lakh rupees, whichever is less.

12. CSR budget

The Board, on the recommendation of its CSR Committee, shall approve overall limits for CSR projects or programmes to be undertaken by the Company during the financial year. The followings points shall be in consideration while making provisions for CSR budget for the financial year;

- i. The Company will spent at least 2% of its average net profits of last three preceding financial years calculated in accordance with provisions of the Act, on CSR projects or programmes during every financial year. The Company will prefer to take up CSR projects or programmes for spending the amount earmarked for CSR at local areas and regions where the Company operates.
- ii. While approving any CSR project or programme, the Board of Directors of the Company shall determine, whether it will be an Ongoing Project or otherwise. While approving any CSR Project or programmer which will be treated as an Ongoing Project, the Board shall lay down the following:
- iii. In case of CSR projects or programmes, which are not Ongoing Projects, the Board shall endeavor to complete such projects or programmes during the relevant financial year. In case for any reason(s), such projects or programmes will go beyond one year then Board may re-categories such projects or programmes as Ongoing Projects on reasonable justification.

- iv. If during any financial year, the Company is not able to meet its CSR obligation, then the unspent amount shall be treated in the manner provided in the Act.
- v. The Board shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the Company for the financial year.
- vi. The CSR amount can be utilized to create capital assets, but such assets shall be held by company registered under section 8 of the Act, or registered public trust or registered society having charitable objectives and having CSR Registration Number; or beneficiaries of the said CSR project (in the form of self-help groups, collectives, entities); or public authority as approved by the Board or in any other manner as may be prescribed under the Act.

13. Surplus arising from CSR Activities

Any surplus arising out of the CSR projects, programs or activities will not form part of the business profit of UPIL and shall be treated in the following manner:

- a) ploughed back into the same project; or
- b) shall be transferred to the Unspent CSR Account opened by the Company, from which the said amount shall be spent in pursuance of CSR policy and annual action plan of the Company; or
- c) such surplus will be transferred to a Fund specified in Schedule VII to the Act, within a period of six months of the expiry of the financial year.

14. Carry forward of excess CSR expenditure

The Board may during any financial year, approve CSR expenditure beyond the CSR obligation for that particular financial year. Such excess CSR expenditure spent shall be carried forward for setting-off against the CSR obligation of the Company for next three consecutive financial years.

15. Effective Date and amendment in the Policy

This Policy shall come into force with effect from 13th February 2023.

Where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy and procedures until such time this Policy is amended to conform to the applicable law, rule, regulation or standard.
