



CORPORATE SOCIAL RESPONSIBILITY POLICY

adopted by

MT EDUCARE LIMITED

Registered office: 220, 2nd Floor, "FLYING COLORS"
Pandit Din Dayal Upadhyay Marg,
L.B.S Cross Road,
Mulund (West), Mumbai 400080

PREAMBLE:

MT Educare Limited (“the Company”) is committed to conducting its business in socially, environmentally and ethically responsible manner and contribute to the society and environment in which it operates; to be able to contribute to social welfare and, directly or indirectly, financially assist people at large to improve their life / condition.

The Promoter of the Company Mr. Mahesh Raghu Shetty has long been involved in giving back to the society and have time and again supported and contributed to different projects including promotion and providing of education, relief and rehabilitation, making available affordable medical facilities, uplifting the under privileged etc. The operating philosophy of the Company has been guided by this approach and the company too has been regularly contributing to social activities as an integral part of its business governance.

Section 135 of the Companies Act, 2013 read with Schedule VII of the Act and the CSR Policy Rules 2014 (“Rules”), inter alia, requires (a) the Board of Directors of the Company to constitute Corporate Social Responsibility Committee (“ CSR Committee”) to formulate Corporate Social Responsibility policy of the Company, (b) The Board of Directors of the Company to adopt this policy and ensure that they Company spends in every financial year at ;least 2% on the average net profit [as calculated in the manner described in the said section 135 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (Rules”)] in pursuance of the Corporate Social Responsibility Policy of the Company and (c) the Board of Directors to include in the Board’s Report an annual report on CSR Containing prescribed particulars.

Corporate Social Responsibility Policy (“CSR Policy”) has been approved by the Board of Directors of the Company based on the recommendations of the CSR Committee constituted by the Board of the Company in compliance with Section 135 of the Act.

OBJECTIVE:

The objective of the policy is to strive to create and / or encourage, either directly or indirectly, positive impact on the Society at large through the CSR activities or projects undertaken by the Company.

The CSR Policy specifies the activities to be undertaken by the Company from time to time in terms of Schedule VII of the Act, , criteria for partnering with NGO’s and other not for profit organizations, modalities for execution of projects / activities and implementation schedule.

The scope of CSR Policy has been kept as wide as possible to enable the company to choose the activities as it deems fit and also allow the Company to respond to different situations and challenges appropriately.

CSR ACTIVITIES:

Schedule VII of the Act specifies the following activities which may be undertaken by companies as a part of its corporate Social Responsibility policy:

- a. eradicating extreme hunger and poverty;
- b. promotion of education;
- c. promoting gender equality and empowering women;
- d. reducing child mortality and improving maternal health;
- e. combating human immunodeficiency virus, acquired immune deficiency syndrome, malaria and other diseases;
- f. ensuring environmental sustainability;
- g. employment enhancing vocational skills;
- h. social business projects;
- i. contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government or the State Governments for socio-economic development and relief and funds for the welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women; and
- j. such other matters as may be prescribed.

However, currently the Company plans to focus on the following activities / projects:

- a. Promotion of Education;
- b. Empowering women and children;
- c. Promoting healthcare and
- d. Eradication of hunger, poverty and malnutrition.

The activities / projects set above are only an indicative list. However, the Company shall be free to undertake any activity covered under Schedule VII of the Act from time to time.

CSR AMOUNT AND EXPENDITURE:

THE Company shall ensure that its spends, in every financial year, 2% of its average net profits of preceding three financial years computed in accordance with the provision of Section 135 of the Act and the Rules, in pursuance of this CSR Policy. In the event, the Company is unable to spend this amount in any financial year commencing from 2014-15, the Board shall in its report specify the reasons thereof.

CSR Committee will recommend the amount of expenditure to be incurred on all activities specified in Schedule VII to the Act. Any project / programme / activity approved by the CSR Committee from time to time may be placed on the website of the Company, if so required by the Act of the Rules.

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

When the Company provides / contributes its own educational contents / study material as part of CSR Activity, then the cost of such content / study material shall be factored into its CSR spend for that financial year.

The Company may build CSR capacity of its own personnel as well as those of its implementing agencies through institutions with established track record of at least 3 financial years but such expenditure including expenditure on administrative overheads shall not exceed 5% of total CSR expenditure of the Company in one financial year.

UNDERTAKING CSR ACTIVITIES:

The company may undertake one or more projects or programs or activities provided in the policy either as its own or through any implementation agency. It shall be the endeavor of the company to build up necessary capabilities to implement the CSR projects on its own in the long run. It can also acquire the services of experts in respective fields by appointing them as consultants in a particular program or project. Where implementation agencies are appointed for a particular project, the company shall acquire the necessary skills to run the program on its own within 3 - 5 years from its implementation where it is a continuing program. While engaging a third party agency for implementing a project or program covered in the CSR policy, the CSR committee shall ensure that they have credible standing and experience in the respective fields for at least three preceding financial years.

CSR ACTIVITIES IN PARTNERSHIP

The company may undertake programs in collaboration with other companies only in cases where such programs are separately report able in the CSR report of participating companies.

MONITORING OF CSR ACTIVITIES:

CSR committee of the company will be responsible for the monitoring of various CSR projects or programs undertaken by the company directly or indirectly. The committee shall ensure that:

- a. Company undertakes the CSR activities as provided in the CSR policy
- b. The projects/ programs are implemented as per the program approved by the board
- c. The budget allocated for each of the project is utilized for the projects as per the approved plans.
- d. The objective of the project/program is achieved as per the plans
- e. Wherever projects/programs are undertaken in partnership with one or more organizations,
- f. the part of the project or program undertaken by the company shall be distinguishable and necessary supporting documents in respect of the same shall be obtained from the other partners/implementing agency on an annual basis

Company shall provide necessary resources and human capital for implementation and the effective monitoring of the CSR projects and programs as may be directed by the CSR committee. The services of any external agencies or persons who have experience in the same or similar projects or programs undertaken or proposed to be undertaken by the company may also be made available for successful implementation an monitoring of the project.

ROLE OF CSR COMMITTEE

Role of the CSR Committee shall include the following:

- a. Draft the CSR policy and recommend the same to the Board for approval;
- b. Review and recommend any new CSR initiatives to be taken up by the company including the selection/appointment of implementation agencies;

- c. Review the progress of CSR projects already undertaken by the company and the utilization of budgets for each such projects;
- d. Review and recommend the CSR report to be included in the board's report;
- e. Review and recommend any amendments to be made in the CSR policy of the Company;
- f. To carry such other functions as may be delegated to it by the board relating to CSR activities of the company

AMENDMENT OF POLICY:

The CSR policy of the company may be amended at any time by the board of the company on the recommendation of the CSR committee.

REPORTING:

On approval of the CSR policy or any amendments thereof, the contents of the policy shall be included in the Boards' report and the same shall be displayed on the web site of the company.

At the end of each financial year, the CSR committee shall prepare a report of the CSR program in the prescribed form relating to the financial year and submit to the board for its inclusion in the Board's report.