

**Uprising Science Private Limited  
(USPL)**

**Corporate Social Responsibility Policy  
(Effective from October 1, 2021)**

**\*Amended with effect from April 1, 2023**

*\*amended via Board meeting dated April 20, 2023*

**CORPORATE SOCIAL RESPONSIBILITY POLICY**  
**OF**  
**UPRISING SCIENCE PRIVATE LIMITED (USPL)**

**PURPOSE**

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Corporate social responsibility (CSR) is the idea that businesses have a responsibility to operate in a way that benefits society, beyond simply maximizing profits. The purpose of CSR is to ensure that companies are conscious of their impact on the environment, communities, and other stakeholders, and take steps to mitigate any negative effects and promote positive outcomes.

The ultimate goal of CSR is to create a more sustainable and just society, by encouraging businesses to operate in a way that considers the interests of all stakeholders, not just shareholders. This can include things like reducing carbon emissions, supporting local communities, ensuring fair labour practices, and promoting ethical business practices.

**BACKGROUND**

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In conformity with requirements laid down under The Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter referred to as “the **CSR Rules**”) issued by the Ministry of Corporate Affairs (“**MCA**”), under Section 135 of the Companies Act, 2013 (“**the 2013 Act**”) and amendments made by MCA to the 2013 Act, vide the Companies (Amendment) Act, 2020, (“**CAA, 2020**”), and CSR Rules vide the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 (“**CAR 2021**”), Uprising Science Private Limited adopted this Policy with effect from October 1<sup>st</sup>, 2021. The Policy can be downloaded from the website of Company at <https://bemminimalist.co/>.

**VISION AND POLICY STATEMENT**

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- (i) The vision of Corporate Social Responsibility shall be achieved through sustainable measures, actively contribute to the social, economic and environmental development of the community in which the Company operates ensuring participation from the community and thereby create value for the nation.
- (ii) The Committee/ Board will annually discuss the CSR programmes and projects to be adopted and accordingly plan and monitor the expenditure on CSR activities.

**DEFINITIONS**

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- a) “**Act**” means the Companies Act, 2013, as amended from time to time;
- b) “**Administrative Overheads**” mean 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 program

- c) **“Board”** means the Board of Directors of the company;
- d) **“Company/ USPL”** means Uprising Science Private Limited;
- e) **“Corporate Social Responsibility (CSR)”** means and includes but is not limited to:
- Projects or programs relating to activities specified in Schedule VII to the Act as enumerated in this policy and includes such projects or programs which may be included by the Central Government from time to time; or
  - Projects or programs relating to activities undertaken by the Board of directors of the company as per this CSR Policy of the company subject to the condition that such policy will cover subjects enumerated in Schedule VII of the Act.
- f) **“CSR Activities”** means such programs and projects as may be approved by the Board in terms of this CSR Policy.
- g) **“CSR Committee”** means the Corporate Social Responsibility Committee constituted by the Board pursuant to Section 135 of the Act
- h) **“CSR Rules”** means Companies (Corporate Social Responsibility Policy) Rules 2014 and amendments thereon.
- i) **“CSR Policy”** means this Policy.
- j) **“CSR Expenditure”** shall include all expenditure including contribution to corpus, for projects or programs relating to CSR activities undertaken by the Board/ Committee.
- k) **“Implementing Agency”** means an implementing agency as defined under paragraph Implementation.
- l) **“International Organisation”** means an organisation notified by the Central Government as an international organisation under section 3 of the United Nations (Privileges and Immunities) Act, 1947 (46 of 1947), to which the provisions of the Schedule to the said Act apply
- m) **“Net Profit”** means the net profit of the Company as per its Financial Statements prepared in accordance with the applicable provisions of the Act, but shall not include the following, namely:-
- any profit arising from any overseas branch or branches of the company, whether operated as a separate company or otherwise; and
  - any dividend received from other companies in India, which are covered under and complying with the provisions of section 135 of the Act: Provided that in case of a foreign company covered under these rules, net profit means the net profit of such company as per profit and loss account prepared in terms of clause (a) of sub-section (1) of section 381, read with section 198 of the Act;
- n) **“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
- o) **“Public Authority”** means ‘Public Authority’ as defined in clause (h) of section 2 of the Right to Information Act, 2005 (22 of 2005)

- p) “**Section 8**” means a company registered as a Non-Profit Organization (NPO) as per Section 8 of the Companies Act, 2013 with a motive of promoting arts, commerce, education, charity, protection of environment, sports, science, research, social welfare, religion and intends to use its profits (if any) or other income for promoting these objectives.

Any term not defined above, shall have the meaning assigned to it under the Act or the CSR Rules.

## **IMPLEMENTATION**

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1. The Committee shall be responsible for implementing the mandate of the CSR Policy and shall ensure that the CSR Activities are carried out in accordance with the CSR Policy read with the Act and CSR Rules.
2. Mode of Implementation:
  - I. The Company can implement the CSR activities either directly 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.

In the event the Company undertakes CSR activities through a third party entity as set out above, the Company shall ensure that such entities have obtained a unique CSR Registration Number in accordance with the Rules, if such CSR project or program is approved and undertaken after 1 April 2021

- II. A company may engage international organisations for designing, monitoring and evaluation of the CSR projects or programmes as per its CSR policy as well as for capacity building of their own personnel for CSR
- III. A company may also collaborate with other companies for undertaking projects or programmes or CSR activities in such a manner that the CSR committees of respective companies are in a position to report separately on such projects or programmes in accordance with these rules.
- IV. The Board of a company shall satisfy itself that the funds so disbursed have been utilised 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.
- V. In case of ongoing project, the Board of a Company 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 within the overall permissible time period.

(The entities referred to under sub-clause (a) to (d) above, are hereinafter referred to as **“Implementing Agencies”**).

3. The Company shall conduct due diligence prior to selection of an entity as its implementation agency, to inter alia verify the credentials and ensure that the proposed implementation agency is eligible and capable to be appointed as such.
4. The Committee shall have the power to finalize, approve and execute various agreements, deeds, writings, confirmations, undertakings or other documents, as may be necessary, with any party including Implementing Agencies and/or others for the purposes of the CSR Policy and accept modifications, changes and amendments to any such documents/ agreements as it may deem fit.
5. In case of failure to ensure the minimum CSR Expenditure i.e. 2% (two percent) of average Net Profits of the Company made during the three immediately preceding financial years, detailed reasons for the same with explanation shall be include in the annual Board of Directors’ report of the Company.

#### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

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1. In pursuant to the Notification dated 20th September, 2022 amendment under section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Amendment Rules, 2022 thereto, in sub-rule (1) of Rule 3, after the proviso, the following proviso shall be inserted, namely: -

*“Provided further that a company having any amount in its Unspent Corporate Social Responsibility Account as per sub-section (6) of section 135 shall constitute a CSR Committee and comply with the provisions contained in sub-sections (2) to (6) of the said section.”;*

Therefore, CSR committee (“CSR committee/ committee”) has been constituted in the duly held Board Meeting dated April 20, 2023, and following are the members of the Committee:

1. Mohit Kumar Yadav, Director
2. Rahul Yadav, Director

2. Therefore, in furtherance of sub-section (9) of Section 135 as above, the Committee shall be responsible for the following activities:
  - (i) Formulate and recommend to the Board, the Corporate Social Responsibility Policy and the activities to be undertaken by the Company;;
  - (ii) Decide the amount of expenditure to be incurred on CSR Activities;
  - (iii) Monitor CSR policy of the Company from time to time; and

- (iv) Formulate annual action plan in pursuance of the CSR policy in accordance with the applicable law, and inclusive of the following items:
  - (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 utilisation of funds and implementation schedules for the projects or programmes;
  - (d) monitoring and reporting mechanism for the projects or programmes; and
  - (e) details of need and impact assessment, if any, for the projects undertaken by the Company.
- 3. The Committee may hold separate meetings, if required for discussions/undertaking CSR activities.
- 4. All questions of interpretation or discrepancies which shall arise under, or as a result of, or pursuant to, or in connection with the implementation of this CSR Policy or any initiative or activities undertaken by the Company in terms of the CSR Policy, shall be referred to the Committee of the Company.

#### **CSR EXPENDITURE**

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- 1. The Company shall spend at least 2% (two percent) of average Net Profits of the Company made during the three immediately preceding financial years in accordance with the Act and the Rules and the CSR Policy.
- 2. The Administrative Overheads shall not exceed 5% (five percent) of total CSR expenditure of the Company for the financial year
- 3. The Board/Committee shall prepare budget and decide the manner in which the CSR Expenditure shall be incurred in a year, in accordance with the Act and the Rules and the CSR Policy.
- 4. Any surplus arising out of the CSR activities shall not form part of the business profit of a 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 annual action plan 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
- 5. In any year, where the Company has spent in excess of its CSR obligation, such excess spending shall be available for set off against the Company's CSR obligations for up to the next three financial years in accordance with Applicable Law, and the Board shall be competent to pass a resolution in this regard.
- 6. The CSR amount may be spent by the company for creation or acquisition of a capital asset, which shall be held by –
  - (a) 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; or

(b) beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or

(c) a public authority:

The CSR Budget for the corresponding financial year, will be updated, with due consideration, in the CSR Annual Action Plan & revised each financial year.

7. In order to count towards CSR Expenditure, CSR Activities must be undertaken in compliance with the applicable laws and shall not include the following:
- a) Activities being carried outside India;
  - b) Activities exclusively for the benefits of employees of the Company or their families;
  - c) Activities being undertaken by the Company in its normal course of business; and
  - d) Contribution of any amount directly or indirectly to any political party.
  - e) Activities, if any, supported on “sponsorship basis” for deriving marketing benefits for its products or services.
8. The Committee shall ensure that expenditure, if any incurred towards any capacity building exercise internally or through institutions with established track record of at least three financial years, as the case may be, shall not exceed five percent of the CSR Expenditure in one financial year.
9. Unspent Corporate Social Responsibility Account and Transfer to Fund
- a) ONGOING PROJECTS

The Board of Directors shall open an Unspent Corporate Social Responsibility Account to be held by the Company in a Scheduled Bank. The following transfers shall be permitted into the Account:

<b>Amount permitted for transfer</b>	<b>Due date for Transfer</b>
Unspent CSR amount assigned /related to any ongoing projects	Within 30 days of the closure of the Financial Year
Surplus arising out of any CSR activities	Within 6 months of the closure of the Financial Year

b) OTHER THAN ONGOING PROJECTS

The following amounts shall be transferred to a Fund specified under Schedule VII to the Act or such Account as specified by the Government in this regard:

Amount to be transferred	Due date for transfer/spent
Unspent CSR amount not assigned /related to any ongoing projects	Within 6 months of the closure of the Financial Year
Any unspent amount remaining in the Unspent CSR Account	Shall be transferred by Company within 30 days of completion of 3 (three) years from the date on which the amount was transferred to the Unspent CSR Account

### CSR ACTIVITIES

1. The Committee shall ensure that the CSR Activities that are undertaken by the Company should be within the scope of the activities as mentioned in **Annexure-A**.
2. The CSR Activities will be carried out in a manner that the preference is to undertake the CSR Activities in and around the local areas where the Company operates.
3. The following details of any CSR Activities undertaken by the Company shall be discussed in the Committee meeting and take approval of the same in Board Meeting :
  - (i) The list of CSR projects or programmes to be undertaken in areas or subjects specified in Schedule VII of the Act;
  - (ii) The objectives and expected results of the CSR Activity;
  - (iii) The relevant sector and the nature of the CSR Activity;
  - (iv) The focus area/ location for implementation of the CSR Activity;
  - (v) The modalities of utilisation of funds and amount to be allocated towards the CSR Activity;
  - (vi) The implementation schedules for the projects or programmes with indicative timelines for completion of the CSR Activity;
  - (vii) The manner of execution - whether the CSR Activity should be undertaken by any Implementing Agency or in collaboration with any other company;
  - (viii) Monitoring and reporting mechanism;
  - (ix) details of need and impact assessment, if any, for the projects undertaken by the company; and
  - (x) Such other details as it may deem necessary.



4. In case any of the CSR Activities to be undertaken are anticipated to be long term i.e. an ongoing project being of a term of 3 (three) years excluding the financial year in which it was commenced, then a detailed estimate on implementation schedule or milestones should be discussed or addressed in the Committee meeting and approved in the Board Meeting.

## **MONITORING PROCESS**

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1. The Committee shall ensure that the objectives of CSR Policy are being met in an efficient and effective manner and proper utilisation of the amount sanctioned towards CSR Activities.
2. In the event any of the CSR activities are undertaken through implementing agency, the Committee Board shall obtain relevant information / proof of expenses done by the Implementing Agency on CSR activities.

## **REPORTING AND RECORD KEEPING**

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1. The Board's report of the Company shall include an annual report on CSR containing the particulars set out in **Annexure-B** to this CSR Policy and such other details as may be prescribed from time to time under the Act and the CSR Rules.
2. In respect of the reporting, the Committee / Board will be responsible to ensure that:
  - (i) The report of the Board includes the annual report on CSR Activities of the Company and sets out the requisite information in terms of the Act and the Rules;
  - (ii) The contents of the latest and updated version of the CSR Policy is included in the report of the Board;
  - (iii) The contents of the CSR Policy along with composition of the CSR committee, and projects approved by the Board are also made available on the website (if any) of the Company.
  - (iv) In case of failure to ensure the minimum CSR Expenditure, detailed reasons for the same are adequately disclosed in the Board Report.

## **AMENDMENT**

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The Board of the Company may, subject to compliance with applicable law, at any time alter, amend or modify the CSR Policy as it deems fit to comply with the statutory obligation of the Company to undertake the CSR Activities.

## **DISCLOSURE**

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All disclosures, display and reporting requirement related to CSR shall be made in accordance with the provisions of the Act and Rules made thereunder.

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## ANNEXURE A

### SCHEDULE VII

- (i) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.
- (ii) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
- (iii) 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.
- (iv) 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.
- (v) 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;
- (vi) 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;
- (vii) Training to promote rural sports, nationally recognized sports, paralympic sports and olympic sports
- (viii) Contribution to the prime minister's national relief fund 8[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;
- (ix) **(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 **(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 Organization (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)
- (x) Rural development projects
- (xi) Slum area development.  
Explanation- For the purposes of this item, the term 'slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force.
- (xii) Disaster management, including relief, rehabilitation and reconstruction activities.

## ANNEXURE-B

1. Brief outline on CSR Policy of the Company:
2. Composition of CSR Committee:

Sl.	No.	Name of Director Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year

3. Provide the web-link(s) where Composition of CSR Committee , CSR Policy and CSR Projects approved by the board are disclosed on the website of the company.
4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.
5. (a) Average net profit of the company as per sub-section (5) of section 135.  
  
(b) Two percent of average net profit of the company as per sub-section (5) of section 135.  
  
(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.  
  
(d) Amount required to be set-off for the financial year, if any.  
  
(e) Total CSR obligation for the financial year [(b)+(c)-(d)].
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).  
  
(b) Amount spent in Administrative overheads.  
  
(c) Amount spent on Impact Assessment, if applicable.  
  
(d) Total amount spent for the Financial Year [(a)+(b)+(c)].  
  
(e) CSR amount spent or unspent for the Financial Year:

	Amount Unspent (in Rs.)				
Total Amount Spent for the Financial Year. (in Rs.)	Total Amount transferred to Unspent CSR Account as per sub-section (6) of <u>section 135</u> .		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of <u>section 135</u> .		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.

(f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in Rs.)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	
(ii)	Total amount spent for the Financial Year	
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs)	Date of Transfer		
1	FY-1							
2	FY-2							
3	FY-3							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes /No

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s)	Pincod e of the property or asset(s)	Date of creation	Amou nt of CSR amou nt spent	Details of entity/ Authority/ beneficiary of the registered owner		
	[includi ng complet e address and location of the property ]						
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registrati on Number, if applicabl e	Nam e	Register ed address

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135.

Sd/- (Chief Executive Officer or	Sd/- (Chairman CSR Committee).	Sd/- [Person specified under clause (d) of sub-section (1) of section 380] Managing Director or Director). (Wherever applicable).”.
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