CONTEVOLVE PRIVATE LIMITED

CORPORATE SOCIAL RESPONSIBILITY POLICY

Framed under Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014

Document Control	
Version	1.0
Classification	Public
Approved by	Board of Directors
Effective from	Financial Year 2026-27 onwards
Policy owner	Board of Directors (acting in place of a CSR Committee under Section 135(9))
Review cycle	At least once every financial year, and on any change in law

1. Preamble and Philosophy

Contevolve Private Limited (the "Company") believes that a business grows sustainably only when the communities and environment around it grow with it. This Corporate Social Responsibility ("CSR") Policy (the "Policy") sets out the Company's approach to responsible giving: choosing projects that create measurable and lasting social value, delivering them transparently, and accounting for every rupee spent.

As a young company undertaking its first CSR programme in Financial Year 2026-27, the Company intends to start with a small number of focused, well-monitored projects and to scale its CSR activities as its capacity and obligation grow.

2. Objectives

- Undertake CSR activities that fall within Schedule VII of the Companies Act, 2013 (the "Act") in a structured, outcome-driven manner.
- Give preference to the local areas and communities around which the Company operates, while remaining open to projects of wider national importance.
- Ensure that the Company's CSR obligation is fully and properly spent, monitored and reported in compliance with the Act and the CSR Rules.
- Encourage employee volunteering and build a culture of social responsibility within the Company.

3. Scope and Applicability

This Policy applies to all CSR activities undertaken by the Company in India, whether implemented directly or through eligible implementing agencies. It has been framed in accordance with Section 135 and Schedule VII of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time (the "CSR Rules"). Where any provision of this Policy conflicts with the law, the law will prevail, and any amendment to the law will apply automatically without the need to amend this Policy.

The Policy applies to the Company in any financial year in which, in the immediately preceding financial year, it has a **net worth of ₹500 crore or more**, or a **turnover of ₹1,000 crore or more**, or a **net profit of ₹5 crore or more** (computed under Section 198 of the Act). Once applicable, it continues to apply until the Company ceases to meet all of these criteria for three consecutive financial years.

4. Key Definitions

- **"CSR Obligation"** means at least two percent of the average net profits of the Company made during the three immediately preceding financial years, or, where the Company has not completed three financial years since incorporation, during the immediately preceding financial years.
- **"Net Profit"** means net profit before tax as per the Company's financial statements prepared under the Act, excluding profits of any overseas branch and dividends received from other Indian companies that are themselves covered by Section 135.
- **"Ongoing Project"** means a multi-year project with a timeline not exceeding three years excluding the year of commencement, including a project initially approved for one year that the Board extends beyond one year with reasonable justification.
- **"Administrative Overheads"** means expenses incurred for the general management and administration of CSR functions, excluding expenses directly incurred for the design, implementation, monitoring and evaluation of a particular CSR project.
- Terms not defined here have the meaning given to them in the Act and the CSR Rules.

5. Governance: Role of the Board of Directors

In accordance with Section 135(9) of the Act, where the amount to be spent by a company on CSR does not exceed ₹50 lakh, the requirement to constitute a CSR Committee does not apply, and the functions of the CSR Committee are discharged by the Board of Directors. Accordingly, the Company does not currently have a separate CSR Committee, and the Board of Directors (the "Board") is responsible for overseeing all CSR matters.

The Board shall:

(i) formulate, approve and periodically review this Policy;

(ii) determine the CSR Obligation for each financial year and approve the CSR budget;

(iii) formulate and approve the Annual Action Plan for each financial year (in the format set out in the Appendix), and alter it during the year where there is reasonable justification;

(iv) identify, approve and select implementing agencies after due diligence;

(v) monitor the implementation of approved projects and satisfy itself that funds disbursed have been used for the purposes and in the manner approved, based on a certification from the Chief Financial Officer or the person responsible for financial management;

(vi) approve the treatment of any unspent amount, excess spending or surplus in line with Section 10 of this Policy; and

(vii) ensure disclosures in the Board's Report and on the Company's website as required by law.

The Board may authorise a Director or a senior officer to act as the **CSR Coordinator** to manage day-to-day execution, liaise with implementing agencies and report progress to the Board at least half-yearly.

If the CSR Obligation of the Company exceeds ₹50 lakh in any financial year, the Board shall constitute a CSR Committee of three or more directors (or two directors, as permitted for a private company) and this Policy shall be read accordingly.

6. CSR Focus Areas

The Company may undertake any activity listed in Schedule VII of the Act, as amended from time to time. For the initial years, the Board has identified the following priority areas, which are aligned with the Company's capabilities:

- **Education and skill development** – including digital literacy, employability and vocational skills, especially for children, women, the elderly and persons with disabilities (Schedule VII, item ii);

- **Health, sanitation and safe drinking water** – eradicating hunger, poverty and malnutrition and promoting preventive health care (item i);
- **Gender equality and empowerment of women**, and reducing inequalities faced by socially and economically backward groups (item iii);
- **Environmental sustainability** – ecological balance, conservation of natural resources, and maintaining quality of soil, air and water (item iv); and
- **Contributions to specified funds** – such as the Prime Minister's National Relief Fund, PM CARES Fund or other funds notified under Schedule VII (item viii), and to technology incubators or research institutions as permitted (item ix).

The Board may approve projects in any other Schedule VII area where it considers there is a genuine community need.

7. Activities Not Considered as CSR

In line with Rule 2(1)(d) of the CSR Rules, the following will not qualify as CSR expenditure:

- activities undertaken in pursuance of the normal course of the Company's business;
- activities undertaken outside India, except training of Indian sportspersons representing India in state, national or international events;
- any contribution, directly or indirectly, to a political party under Section 182 of the Act;
- activities benefiting only the employees of the Company (as defined under the Code on Wages, 2019);
- sponsorships of events or activities for deriving marketing benefits for the Company's products or services; and
- activities carried out to fulfil any statutory obligation under any law in force in India.

8. Implementation

8.1 Modes of implementation

The Company may implement CSR activities:

(i) directly, by itself;

(ii) through a Section 8 company, registered public trust or registered society that has registration under Sections 12A and 80G of the Income-tax Act, established by the Company alone or together with other companies;

(iii) through a Section 8 company, registered trust or society established by the Central or a State Government, or an entity established under an Act of Parliament or a State Legislature; or

(iv) through any other Section 8 company, registered public trust or registered society that has registration under Sections 12A and 80G of the Income-tax Act and an established track record of at least three years in similar activities.

The Company may also collaborate with other companies on CSR projects, provided each company's share can be reported separately. Subject to the conditions notified under the Companies (CSR Policy) Amendment Rules, 2026, the Board may also deploy up to 10% of the annual CSR expenditure by subscribing to Zero Coupon Zero Principal (ZCZP) instruments issued by not-for-profit organisations registered on a Social Stock Exchange.

8.2 Due diligence on implementing agencies

Every implementing agency must hold a valid CSR Registration Number (Form CSR-1) issued by the Ministry of Corporate Affairs. Before engaging an agency, the Company will verify its registration, legal and tax status, track record, governance, financial statements and capacity to deliver. Funds will be released against a written agreement

setting out the project scope, milestones, budget, reporting obligations, audit rights and fund-utilisation certification, and preferably in tranches linked to progress.

8.3 Permissible allied expenditure

- **Administrative overheads** shall not exceed 5% of the total CSR expenditure of the Company for the financial year.
- Expenditure on **capacity building** of the Company's own personnel, or of implementing agencies, through institutions with an established track record of at least three years, forms part of the above 5% limit.
- Where an **impact assessment** is required or undertaken, its cost may be booked as CSR expenditure up to 5% of the total CSR expenditure for the year or ₹50 lakh, whichever is less.

9. Annual Action Plan and Budget

Each financial year, the Board shall approve an Annual Action Plan in accordance with Rule 5(2) of the CSR Rules, in the format provided in the Appendix. The Annual Action Plan shall include:

(a) the list of CSR projects or programmes approved for the year;

(b) the manner of execution of each project;

(c) the modalities of utilisation of funds and implementation schedules;

(d) the monitoring and reporting mechanism; and

(e) details of need and impact assessment, if any, for the projects.

The CSR budget for any year shall be not less than the CSR Obligation for that year, as reduced by any excess spending of earlier years that the Board decides to set off. The Board may modify the Annual Action Plan during the year with reasonable justification, and any such modification shall be recorded in the Board minutes.

10. Treatment of Unspent Amount, Excess Spending and Surplus

Situation	Treatment
Unspent amount relating to an Ongoing Project	Transferred within 30 days from the end of the financial year to a special account called the "Unspent Corporate Social Responsibility Account" opened with a scheduled bank. It must be spent within three financial years from the date of transfer; any balance remaining after that is transferred to a Schedule VII fund within 30 days of completion of the third financial year.
Other unspent amount (not relating to an Ongoing Project)	Transferred to a fund specified in Schedule VII (e.g., PM National Relief Fund, PM CARES Fund) within six months of the end of the financial year.
Excess spending	Where the Company spends more than its CSR Obligation, the Board may by resolution set off the excess against the obligation of up to three immediately succeeding financial years. Surplus arising out of CSR activities cannot form part of the excess.
Surplus from CSR activities	Any surplus arising out of CSR activities shall not form part of the Company's business profits. It shall be ploughed back into the same project, or transferred to the Unspent CSR Account and spent under the Policy and Annual Action Plan, or transferred to a Schedule VII fund within six months of the end of the financial year.

The reasons for any unspent amount shall be disclosed in the Board's Report.

11. Capital Assets

Any capital asset created or acquired through CSR expenditure shall be held by (a) a Section 8 company, registered public trust or registered society with a CSR Registration Number, (b) the beneficiaries of the project, in the form of self-help groups, collectives or other entities, or (c) a public authority. The Company shall not hold such assets in its own name.

12. Monitoring, Impact Assessment and Reporting

- The CSR Coordinator shall track each project against its milestones and budget through progress reports, fund-utilisation certificates and, where practicable, field visits, and shall report to the Board at least half-yearly.
- The Chief Financial Officer, or the person responsible for financial management, shall certify to the Board that funds disbursed have been utilised for the purposes and in the manner approved by the Board.
- An independent impact assessment is mandatory where the Company's average CSR obligation in the three immediately preceding financial years is ₹10 crore or more, for projects with an outlay of ₹1 crore or more that have been completed at least one year before the assessment. The Board may nonetheless commission voluntary assessments for other projects.
- The Company shall maintain proper records of all CSR expenditure, agreements, approvals and supporting documents.

13. Disclosures

- **Board's Report:** An Annual Report on CSR in the format prescribed in Annexure II to the CSR Rules shall be included in the Board's Report, together with the details of this Policy and the initiatives taken during the year.
- **MCA filing:** Details of CSR spending shall be reported in Form CSR-2 (or such other form as may be prescribed) within the timelines prescribed by the Ministry of Corporate Affairs.
- **Website:** The Company shall display on its website (a) this Policy, (b) the composition of the Board responsible for CSR (or of the CSR Committee, once constituted), and (c) the projects approved by the Board, including the Annual Action Plan for each year.
- **Impact assessment reports**, where applicable, shall be placed before the Board and annexed to the Annual Report on CSR.

14. Consequences of Non-Compliance

Under Section 135(7) of the Act, failure to transfer unspent amounts as required may attract a penalty on the Company of twice the amount required to be transferred or ₹1 crore, whichever is less, and on every officer in default of one-tenth of that amount or ₹2 lakh, whichever is less. The Board shall therefore ensure that timelines under this Policy are strictly observed.

15. Review and Amendment

The Board shall review this Policy at least once a year and may amend it at any time. The latest approved version shall be published on the Company's website. Any query regarding this Policy may be addressed to contact@contevolve.com or to the CSR Coordinator at the Registered Office.

For and on behalf of the Board of Directors of Contevolve Private Limited



Shikha Jain

Director

Contevolve Private Limited



Mukta Jindal

Director

Contevolve Private Limited

Place: Noida
Date: 5 November 2026