

Learnfluence Education Limited	Version No.	01
CIN: U80902KL2021PLC067702	Prepared by	Secretarial Department
Registered Office: D, D1, C & C1, 49/137, Ponnurunni, Vyttila, Ernakulam, , Kerala, India, 682019	Effective date	September 17, 2025
	Last Amendment on	-

CORPORATE SOCIAL RESPONSIBILITY POLICY

[Section 135 of the Companies Act, 2013 read with Corporate Social Responsibility Policy Rules, 2014]

A. INTERPRETATION

For the purposes of this Policy references to the following shall be construed as:

“**Corporate Social Responsibility**” or “**CSR**” shall mean the activities intended to be taken up as mentioned herein and to achieve Company’s vision.

“**CSR Policy**” shall mean the contents herein including any amendments made by the Board of Directors of the Company.

“**Projects**” shall mean such CSR projects which are selected by the CSR Committee to be pursued by the Company within the territory of India.

B. INTRODUCTION

Corporate Social Responsibility (“**CSR**”) is the commitment of companies to provide resources and support activities focussed on enhancing economic and social development.

Learnfluence Education Limited (the “**Company**”), being a responsible corporate citizen, is committed to performing its role towards the society at large. In alignment with its vision, the Company always works towards adding value to its stakeholders by going beyond business goals and contributing to the well-being of the community. The Company aims to identify critical areas of development contributing to the well-being of the community and benefitting them over a period of time. The Corporate Social Responsibility Policy (“**CSR Policy**”) of the Company sets out the framework guiding the Company’s CSR activities. The Policy also sets out the rules that need to be adhered to while taking up and implementing CSR activities. The Policy, composition of the Corporate Social Responsibility Committee (“**CSR Committee**”) and Projects approved by the board of directors of the Company (“**Board**”) shall be disclosed under a separate section on the website of the Company <https://learnfluenceedu.com/>.

C. SCOPE OF THE POLICY

The Policy would ensure compliance with section 135 of the Companies Act, 2013 (“**Act**”), read with Schedule VII of the Companies Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 (“**CSR Rules**”), each as amended from time to time and the notifications and circulars issued by the Ministry of Corporate Affairs from time to time and the rules framed thereunder (“**CSR Regulations**”). In the event of any inconsistency or discrepancy between this Policy and the CSR Regulations, the provisions of the CSR Regulations shall prevail.

D. OBJECTIVES

1. To achieve twin goals of “shareholder value enhancement” and “societal value creation”.
2. To be a committed Corporate Citizen with a Social Responsibility to make a positive difference on the society and its people.

Provided that board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

E. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

1. The CSR Committee is the governing body that will define the scope of CSR activities for Company and ensure compliance with the Policy. The CSR Committee would comprise three or more directors including at least one independent director. The Board may change the composition of the CSR Committee from time to time in such manner as it thinks fit and as required under the CSR Regulations.
2. Where the amount to be spent by the Company under sub-section (5) of section 135 of the Act does not exceed fifty lakh rupees, the Board is not required to constitute the CSR Committee of the Company and in such situation, the functions of such Committee, as required under that section read with the CSR Rules, will be discharged by the Board.
3. The CSR Committee shall:
 - a. Formulate the Policy and recommend to the Board and any amendments thereto;
 - b. Indicate the activities to be undertaken by Company as specified in the Act;
 - c. Review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company, and the annual action plan in pursuance of this Policy to the Board;
 - d. Monitor the CSR activities and compliance with the Policy from time to time; and
 - e. Review and implement, if required, any other matter related to CSR initiatives.

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- f. make recommendation to the Board for alteration of Annual Action Plan if required at any time during the financial year based on reasonable justification.
 - g. Any other activity that the provisions of the Companies Act or any other applicable law may recommend.
4. The Committee shall meet at least twice in every financial year.
5. The Board shall:
- a. constitute or reconstitute a CSR Committee of the Board, if applicable and required under the Act.
 - b. disclose the composition of the CSR Committee in the Board's report, if any.
 - c. approve the CSR Policy for the company and disclose contents of such Policy in its report and also place it on the company's website, if any.
 - d. ensure that the activities as are included in CSR Policy of the company are undertaken by the Company.
 - e. ensure that the Company spends, in every financial year, at least two per cent. of the average net profits of the Company made during the three immediately preceding financial years, in pursuance of this CSR Policy.
 - f. if the Company fails to spend such amount as specified above, then in its report made under clause (o) of sub-section (3) of section 134 of the Act, specify the reasons for not spending the amount and, unless the unspent amount relates to any ongoing project referred to in sub-section (6) of section 135 of the Act, transfer such unspent amount to a Fund specified in Schedule VII to the Act, within a period of six months of the expiry of the financial year.
 - g. if any amount remaining unspent under sub-section (5) of section 135 pursuant to any ongoing project, transfer within a period of thirty days from the end of the financial year to a special account to be opened by the company in that behalf for that financial year in any scheduled bank to be called the Unspent Corporate Social Responsibility Account, and such amount shall be spent by the Company in pursuance of its obligation towards the CSR Policy within a period of three financial years from the date of such transfer, failing which, the company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.
 - h. discharge the functions of the CSR Committee in case it is not required to be constituted or dissolved owing to the amount to be spent by the Company under sub-section (5) of section 135 of the Act not exceeding fifty lakh rupees.

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- i. satisfy itself that the CSR funds 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.
- j. In case of ongoing project, 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;
- k. approve the Annual Action Plan, as recommended by the CSR Committee, if any.
- l. alter the Annual Action Plan at any time during the financial year, as per the recommendation of its CSR Committee, if any, based on the reasonable justification to that effect.
- m. ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the Company for the financial year.
- n. pass a resolution for setting off the CSR amount spent in excess of requirement provided under sub-section (5) of section 135 of the Act, against the requirement to spend under sub-section (5) of section 135 up to immediate succeeding three financial years.
- o. make disclosures in the Board's Report as required under Rule 8 of the CSR Rules.
- p. In case, the Company has average CSR obligation of Rupees ten crore or more in pursuance of Section 135(5) of the Act, in the three immediately preceding financial years it shall undertake impact assessment as required under Rule 8 of the CSR Rules and take note of the impact assessment reports which are mandatorily required to be placed before it; and xvii. mandatorily disclose the composition of the CSR Committee, if any, and CSR Policy and Projects approved by the Board on website of the Company for public access.

F. CSR ACTIVITIES

The Company may undertake/ fund projects, programs or activities of the following nature and also undertake such other activities as may be approved by the Board as per Schedule VII of the Companies Act, 2013, as amended. The Committee is authorized to approve any modification to the Annual Action Plan during the financial year under review:

- i. eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach 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.

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- 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 recognised sports, paralympic sports and olympic sports
- viii. 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;
- ix. 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;
- x. 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).
- xi. rural development projects;
- xii. 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.

- xiii. disaster management, including relief, rehabilitation and reconstruction activities.
- xiv. Any other CSR Activity including projects/ programmes as may be notified by the Government from time to time.

G. PROJECT SELECTION AND IMPLEMENTATION

1. Project Selection

Projects shall be selected on the basis of need identification studies, internal need assessment or receipt of proposals. Projects shall be evaluated against goals and milestones defined for the project together with the implementing agency (if any).

2. Project Implementation

- i. The Board shall ensure that the CSR Activities are undertaken by the Company itself or through any of the following implementing agencies registered with Central Government by filing the Form CSR-1:
 - a. 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
 - 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; For the purpose of this clause, the term “entity” shall mean a statutory body constituted under an Act of Parliament or State legislature to undertake activities covered in Schedule VII of the Act; 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, 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, and having an established track record of at least three years in undertaking similar activities.
- ii. The implementation modalities may be modified from time to time.
- iii. The Company may also engage international organisations for designing, monitoring and evaluation of the CSR Projects or programmes as per this CSR policy as well as for capacity building of its own personnel for CSR.
- iv. All Projects will have Key Performance Indicators (KPIs) to measure progress toward those goals and objectives set at the time of project definition. Based on the nature of the project, the KPIs will be defined and measured across various stages such as Inputs, Outputs, Outcome and Impact.

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- v. The project may define the beneficiary group as per the goal and the needs assessment / baseline study.
- vi. The 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 (wherever Committees are been constituted as per the provisions of the Act read with CSR Rules) are in a position to report separately on such Projects or programmes in accordance with the CSR Rules.
- vii. The annual action plan of the Company would include the manner of execution of CSR Projects or programmes to be undertaken by the Company and the modalities of utilisation of funds and implementation schedules for the projects or programmes.

3. Partner Qualifications and Due Diligence

If Company enrolling an implementation agency, Company shall undertake measures to ensure that Projects are awarded to certified implementation agencies, be its vocational training institutes, registered trusts, societies, or Section 8 Companies operating in India. The Company shall ensure that the implementation agencies have a clearly explained mission/vision and an established track record of three years in undertaking similar Projects or programs. They should be able to produce their latest audit, annual reports, and registration forms according to Section 80G/12A of the Income Tax Act, 1961. Potential partner NGOs will undergo comprehensive due diligence and will be checked to ensure that they fulfil the criteria listed in Section 135 of the Act read with CSR Rules.

H. FINANCE FOR CSR PROJECTS

The Company shall present to its Board or its CSR Committee the Annual Plan of activities along with budgets at beginning of every financial year. Management shall present to the Board the details of the Projects and budgets approved. The Company shall submit a half yearly progress and status report on the activities and budgets utilized in line with the CSR requirements under the Act to the Board. The Company may engage an external evaluator (either CA or any other professional firm) to evaluate the project achievements and verify and confirm utilization of the budgets on an annual basis at its own cost.

Overhead expenditure incurred shall not exceed five percent of the total CSR contribution made by the Company in the respective financial year or such other percentage as may be permitted from time to time.

I. REPORTING AND MONITORING

- 1. The Board of the Company or its CSR Committee shall monitor the implementation of the CSR Projects as required under the Act and examine whether the funds provided by the Company are utilized in accordance with the approved plans and report to the Board of Directors or its committee. The management shall provide a detailed report of CSR activities carried out as well as budgets utilized in the prescribed format to the Company's Board or its committee.

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2. In case of ongoing project, the Board 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 period.
3. The annual action plan of the Company would include the manner of execution of CSR Projects or programmes to be undertaken by the Company, the modalities of utilization of funds and implementation schedules for the Projects or programmes, and monitoring and reporting mechanism for the Projects or programmes and details of need and impact assessment, if any, for the Projects undertaken by the Company.
4. If for any reason, the Company is unable to utilize the entire funds provided by the Company, such unutilized funds shall be treated in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as may be amended from time to time.
5. CSR initiatives of the Company will be reported in the Annual Report & the Board's Report in compliance with Section 135 of the Act and rules made thereunder.
6. The CSR Committee shall monitor the CSR policy from time to time.
7. The CSR Committee shall ensure that the activities as are included in the CSR Policy of the Company are undertaken by the Company.
8. 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

J. ANNUAL ACTION PLAN

The Board of the Company or its CSR Committee shall formulate an Annual Action Plan in pursuance of this CSR policy, which shall include the following, namely:

- 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 as specified in sub-rule (1) of Rule 4;
- 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.

The Board may alter such plan at any time during the financial year, as per the recommendation of the CSR Committee, based on the reasonable justification to that effect.

K. REPORTING MECHANISM

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The Company shall publish its annual report on CSR Activities in its Directors Report in the manner prescribed under the Companies Act 2013 and the CSR Rules, particulars specified in Annexure I or Annexure II, as applicable.

L. GENERAL

- a. All CSR activities and expenses made thereon will be subject to audit.
- b. Company reserves the right to modify, cancel, add, or amend any of the above rules/guidelines.
- c. Any or all provisions of the CSR policy shall be subject to revision/amendment in accordance with the applicable laws/rules/ guidelines on the subject, from time to time.
- d. In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference should be made to CSR Committee. In all such matters, the interpretation and decision of the CSR Committee shall be final.